

Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The organization may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2005For calendar year 2005, or tax year beginning 05/01, 2005, and ending 04/30/2006
G Check all that apply Initial return Final return Amended return Address change Name changeUse the IRS
label.
Otherwise,
print
or type
See Specific
Instructions.

Name of organization

PIERRE F. AND ENID GOODRICH FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

8335 ALLISON POINTE TRAIL

City or town, state, and ZIP code

INDIANAPOLIS, IN 46250-1687

A Employer identification number

35-6056960

B Telephone number (see page 10 of the instructions)

(317) 842-0880

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 20,593,380.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	19,626.	19,626.		
4 Dividends and interest from securities	473,386.	473,386.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,015,287.			
b Gross sales price for all assets on line 6a	10,764,360.			
7 Capital gain net income (from Part IV, line 2)		2,015,287.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,508,299.	2,508,299.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages				
15 Pension plans, employee benefits	13,626.	17.		13,609.
16a Legal fees (attach schedule) STMT 1	218.	NONE	NONE	218.
b Accounting fees (attach schedule) STMT 2	15,800.	20.	NONE	15,780.
c Other professional fees (attach schedule) STMT 3	118,438.	59,173.		59,265.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	7,850.			
19 Depreciation (attach schedule) and depletion				
20 Occupancy	7,300.	92.		7,208.
21 Travel, conferences, and meetings	4,387.	5.		4,382.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	19,023.	24.		18,999.
24 Total operating and administrative expenses. Add lines 13 through 23	186,642.	59,331.	NONE	119,461.
25 Contributions, gifts, grants paid	836,000.			836,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,022,642.	59,331.	NONE	955,461.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,485,657.			
b Net investment income (if negative, enter -0-)		2,448,968.		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

** STMT 4

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	88,616.	454,845.	453,159.
	3	Accounts receivable ▶ 5,962.			
		Less allowance for doubtful accounts ▶	3,487.	5,962.	5,962.
	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 page 15 of the 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			
	10 a	Investments - U S and state government obligations (attach schedule) **	1,402,356.	1,324,021.	1,282,652.
	b	Investments - corporate stock (attach schedule) STMT 7	11,353,102.	12,558,871.	15,950,265.
	c	Investments - corporate bonds (attach schedule) STMT 8	2,513,861.	2,391,566.	2,318,685.
	Liabilities	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) STMT 9	486,817.	598,631.	582,657.
14		Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	15,848,239.	17,333,896.	20,593,380.
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	NONE	NONE	
Net Assets or Fund Balances		Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	744,737.	744,737.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	4,726,906.	6,742,159.	
	29	Retained earnings, accumulated income, endowment, or other funds	10,376,596.	9,847,000.	
	30	Total net assets or fund balances (see page 17 of the instructions)	15,848,239.	17,333,896.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	15,848,239.	17,333,896.	

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	15,848,239.
2	Enter amount from Part I, line 27a	2	1,485,657.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,333,896.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,333,896.

** STMT 6

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	2,015,287.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? . . . ☐ Yes ☒ No
 If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2004	876,306.	18,018,340.	0.04863411391
2003	764,083.	16,487,222.	0.04634395048
2002	669,294.	14,832,228.	0.04512430634
2001	646,545.	16,955,792.	0.03813121793
2000	908,056.	17,457,566.	0.05201504036
2 Total of line 1, column (d)			2 0.23024862902
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04604972580
4 Enter the net value of noncharitable-use assets for 2005 from Part X, line 5			4 19,630,235.
5 Multiply line 4 by line 3			5 903,967.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,490.
7 Add lines 5 and 6			7 928,457.
8 Enter qualifying distributions from Part XII, line 4			8 955,461.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	24,490.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	24,490.
3	Add lines 1 and 2	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	24,490.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
a	2005 estimated tax payments and 2004 overpayment credited to 2005	6a	29,583.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	29,583.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	5,093.
11	Enter the amount of line 10 to be Credited to 2006 estimated tax	11	5,093. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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 organization in connection with the activities		
c Did the organization 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 organization ☒ \$ NONE (2) On organization managers ☒ \$ NONE		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers ☒ \$ NONE		
2 Has the organization engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities		
3 Has the organization made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ INDIANA		
b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2005 or the taxable year beginning in 2005 (see instructions for Part XIV on page 26)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X
Web site address ☒ N/A		
12 The books are in care of ☒ MS. SANDRA J. SCHALLER Telephone no ☒ 317-842-0880 Located at ☒ 8335 ALLISON PT TRL, STE 300 INDIANAPOLIS, IN ZIP+4 ☒ 46250		
13 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ N/A and enter the amount of tax-exempt interest received or accrued during the year	13	

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 organization (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	☒
Organizations relying on a current notice regarding disaster assistance check here		
c Did the organization 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 2005?	1c	☒
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2005, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2005?	☐ Yes	☒ No
If "Yes," list the years		
b Are there any years listed in 2a for which the organization 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 page 20 of the instructions)	2b	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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2005 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2005)	3b	N/A
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	☒
b Did the organization 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 2005?	4b	☒
5a During the year did the organization 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 509(a)(1), (2), or (3), or section 4940(d)(2)?	☒ 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 page 20 of the instructions)?	5b	☒
Organizations relying on a current notice regarding disaster assistance check here		
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? SEE STATEMENT 10	☒ Yes	☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)		
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	☒
If you answered "Yes" to 6b, also file Form 8870		

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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 page 21 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 9A		50,538.	10,985.	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **NONE****3 Five highest-paid independent contractors for professional services - (see page 21 of the 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 **NONE****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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2 _____	
All other program-related investments See page 22 of the instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	19,904,897.
b Average of monthly cash balances	1b	24,276.
c Fair market value of all other assets (see page 23 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	19,929,173.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	19,929,173.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 23 of the instructions)	4	298,938.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,630,235.
6 Minimum investment return. Enter 5% of line 5	6	981,512.

Part XI Distributable Amount (see page 23 of the 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	981,512.
2a Tax on investment income for 2005 from Part VI, line 5	2a	24,490.
b Income tax for 2005 (This does not include the tax from Part VI)	2b	NONE
c Add lines 2a and 2b	2c	24,490.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	957,022.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	957,022.
6 Deduction from distributable amount (see page 24 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	957,022.

Part XII Qualifying Distributions (see page 24 of the 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	955,461.
b Program-related investments - total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	955,461.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	24,490.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	930,971.

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2004	(c) 2004	(d) 2005
1 Distributable amount for 2005 from Part XI, line 7				957,022.
2 Undistributed income, if any, as of the end of 2004				
a Enter amount for 2004 only			NONE	
b Total for prior years 2003		NONE		
3 Excess distributions carryover, if any, to 2005				
a From 2000 22,472.				
b From 2001 NONE				
c From 2002 NONE				
d From 2003 NONE				
e From 2004 11,225.				
f Total of lines 3a through e	33,697.			
4 Qualifying distributions for 2005 from Part XII, line 4 ▶ \$ 955,461.				
a Applied to 2004, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 25 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 25 of the instructions)	32,136.			SEE STMT 17
d Applied to 2005 distributable amount				923,325.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2005 (If an amount appears in column (d), the same amount must be shown in column (a))	33,697.			33,697.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,136.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		NONE		
e Undistributed income for 2004 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			NONE	
f Undistributed income for 2005 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2006				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	NONE			
8 Excess distributions carryover from 2000 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2006. Subtract lines 7 and 8 from line 6a	32,136.			
10 Analysis of line 9				
a Excess from 2001	NONE			
b Excess from 2002	NONE			
c Excess from 2003	NONE			
d Excess from 2004	NONE			
e Excess from 2005	32,136.			

Form 990-PF (2005)

Part XIV Private Operating Foundations (see page 26 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2005, 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)	
2 a 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) 2005	(b) 2004	(c) 2003	(d) 2002	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of the 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))	
N/A	
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	
N/A	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number of the person to whom applications should be addressed	
SEE STATEMENT 11	
b The form in which applications should be submitted and information and materials they should include.	
SEE STATEMENT 12	
c Any submission deadlines	
SEE STATEMENT 13	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	
SEE STATEMENT 14	

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
a Paid during the year SEE STATEMENT 15				836,000.
Total				▶ 3a 836,000.
b Approved for future payment SEE STATEMENT 16				20,000.
Total				▶ 3b 20,000.

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

OMB No 1545-0142

2005

Name PIERRE F. AND ENID GOODRICH FOUNDATION Employer identification number 35-6056960

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	24,490.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for Federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	24,490.
4	Enter the tax shown on the corporation's 2004 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5.	4	17,918.
5	Required Annual Payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3.	5	17,918.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
 7 ☐ The corporation is using the annualized income installment method.
 8 ☒ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers Use 5th month), 6th, 9th, and 12th months of the corporation's tax year.	09/16/2005	10/15/2005	01/15/2006	04/15/2006
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	4,480.	7,765.	6,123.	6,123.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15. Complete lines 12 through 18 of one column before going to the next column.	21,733.		7,850.	
12 Enter amount, if any, from line 18 of the preceding column.		17,253.	9,488.	11,215.
13 Add lines 11 and 12.		17,253.	17,338.	11,215.
14 Add amounts on lines 16 and 17 of the preceding column.				
15 Subtract line 14 from line 13. If zero or less, enter -0-	21,733.	17,253.	17,338.	11,215.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18.				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	17,253.	9,488.	11,215.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form 2220 (2005)

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)</i>	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2005 and before 10/1/2005	21			
22 Underpayment on line 17 x <u>Number of days on line 21</u> x 6% 365	22			
23 Number of days on line 20 after 9/30/2005 and before 4/1/2006	23			
24 Underpayment on line 17 x <u>Number of days on line 23</u> x 7% 365	24			
25 Number of days on line 20 after 3/31/2006 and before 7/1/2006	25			
26 Underpayment on line 17 x <u>Number of days on line 25</u> x *% 365	26			
27 Number of days on line 20 after 6/30/2006 and before 10/1/2006	27			
28 Underpayment on line 17 x <u>Number of days on line 27</u> x *% 365	28			
29 Number of days on line 20 after 9/30/2006 and before 1/1/2007	29			
30 Underpayment on line 17 x <u>Number of days on line 29</u> x *% 365	30			
31 Number of days on line 20 after 12/31/2006 and before 2/16/2007	31			
32 Underpayment on line 17 x <u>Number of days on line 31</u> x *% 365	32			
33 Add lines 22, 24, 26, 28, 30, and 32	33			
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				34

***For underpayments paid after March 31, 2006:** For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,495,498.		SEE STATEMENT - SHORT-TERM					VAR	VAR
		4,281,013.					214,485.	
6,268,862.		SEE STATEMENT - LONG-TERM					VAR	VAR
		4,468,060.					1,800,802.	
TOTAL GAIN(LOSS)							----- 2,015,287. =====	

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
SHORT-TERM						
ACTIVISION INC	0 667	6/8/05	11/4/05	11 54	(8)	3 42
ACTIVISION INC	867 667	7/13/05	1/11/06	13,237 67	(11,688)	1,549 89
ACTIVISION INC	1,600 000	9/14/05	3/15/06	21,919 96	(27,109)	(5,189 24)
ACTIVISION INC	2,800 000	8/12/05	3/15/06	38,359 94	(41,359)	(2,999 14)
ACTIVISION INC	3,732 333	6/8/05	1/11/06	56,942 83	(45,490)	11,452 63
ACTIVISION INC	3,666 000	7/13/05	3/15/06	50,224 12	(49,382)	841 78
ADOBE SYSTEMS INC	1,900 000	1/12/05	5/11/05	109,221 49	(111,060)	(1,838 26)
ADOBE SYSTEMS INC	2,000 000	1/12/05	8/12/05	53,083 97	(58,453)	(5,368 53)
AMERICAN EAGLE OUTFITTERS INC	2,000 000	5/11/05	1/11/06	50,868 43	(55,923)	(5,054 37)
AMERUS GROUP COMPANY	1,200 000	12/8/04	9/14/05	66,765 80	(51,438)	15,328 04
APPLE COMPUTER INC	1,000 000	10/13/04	7/13/05	38,180 40	(19,561)	18,619 35
APPLE COMPUTER INC	300 000	11/10/04	9/14/05	15,276 65	(8,200)	7,076 72
APPLE COMPUTER INC	500 000	10/13/04	9/14/05	25,461 08	(9,781)	15,680 56
APPLE COMPUTER INC	900 000	11/10/04	10/12/05	44,814 07	(24,600)	20,214 28
ARCHER DANIELS MIDLAND CO	4,100 000	9/14/05	10/12/05	97,863 72	(94,931)	2,932 73
ASSURANT INC	1,400 000	3/9/05	12/7/05	61,034 92	(47,829)	13,206 30
BURLINGTON RES INC	100 000	1/12/05	1/11/06	8,780 60	(4,174)	4,606 83
CB RICHARD ELLIS GROUP INC	1,000 000	5/11/05	8/12/05	47,497 21	(34,284)	13,212 91
CB RICHARD ELLIS GROUP INC CL A	30 000	6/8/05	1/11/06	1,881 84	(1,175)	707 04
CB RICHARD ELLIS GROUP INC CL A	370 000	6/8/05	1/11/06	23,254 08	(14,489)	8,764 92
CB RICHARD ELLIS GROUP INC CL A	400 000	5/11/05	1/11/06	25,091 23	(13,714)	11,377 51
CHARLES SCHWAB CORP	3,800 000	1/11/06	4/13/06	66,200 42	(59,665)	6,535 48
CIGNA CORP	1,000 000	1/12/05	1/11/06	115,554 85	(82,074)	33,480 85
CIGNA CORPORATION	400 000	12/8/04	7/13/05	43,888 48	(30,565)	13,323 60
COLGATE-PALMOLIVE COMPANY	200 000	5/11/05	9/14/05	10,516 56	(9,799)	717 82
COSTCO WHSL CORP NEW	1,300 000	11/10/04	6/8/05	59,268 94	(63,754)	(4,485 40)
COSTCO WHSL CORP NEW	1,600 000	8/11/04	5/11/05	68,359 86	(64,855)	3,505 14
COSTCO WHSL CORP NEW	1,200 000	8/11/04	6/8/05	54,709 79	(48,641)	6,068 75
DARDEN RESTAURANTS INC	1,000 000	7/13/05	2/8/06	41,343 73	(33,774)	7,569 83
DARDEN RESTAURANTS INC	1,200 000	7/13/05	2/8/06	49,639 47	(40,529)	9,110 79
DELL INC	100 000	6/8/05	9/14/05	3,503 85	(4,048)	(544 24)
DELL INC	2,100 000	6/8/05	11/8/05	61,611 00	(85,010)	(23,398 89)
EMC CORPORATION MASS	400 000	3/9/05	9/14/05	5,247 78	(5,120)	127 58
EQUIFAX INC	1,700 000	7/13/05	11/8/05	58,945 54	(62,406)	(3,460 61)
FEDERAL HOME LOAN BANK 3 5% DUE 9/15/06	120,000 000	2/25/05	11/29/05	118,956 00	(119,801)	(844 80)
FHLMC 5 5% DUE 10/15/25	169 730	3/10/06	4/15/06	169 73	(170)	(0 31)
FHLMC 5 5% DUE 9/15/25	172 050	3/10/06	4/15/06	172 05	(172)	(0 36)
FIRST DATA CORPORATION 4 7% DUE 11/1/06	45,000 000	1/7/05	11/3/05	44,977 50	(45,985)	(1,007 10)
FNMA VAR RATE DUE 7/1/34	1,170 670	11/22/05	12/25/05	1,170 67	(1,164)	6 77
FNMA VAR RATE DUE 7/1/34	1,046 760	11/22/05	1/25/06	1,046 76	(1,041)	6 05
FNMA VAR RATE DUE 7/1/34	1,378 120	11/22/05	2/25/06	1,378 12	(1,370)	7 97
FNMA VAR RATE DUE 7/1/34	1,964 790	11/22/05	3/25/06	1,964 79	(1,953)	11 36
FNMA VAR RATE DUE 7/1/34	574 240	11/22/05	4/25/06	574 24	(571)	3 32
FORD MOTOR CO DEL	2,500 000	11/10/04	5/11/05	23,864 49	(35,138)	(11,273 51)
GANNETT CO	35,000 000	5/1/05	9/28/05	35,543 20	(35,592)	(49 00)
GNMA 3 648% DUE 9/16/17	178 250	9/22/04	5/16/05	178 25	(178)	-
GNMA 3 648% DUE 9/16/17	3,090 080	9/22/04	6/16/05	3,090 08	(3,090)	-
GNMA 3 648% DUE 9/16/17	178 120	9/22/04	7/16/05	178 12	(178)	-
GNMA 3 648% DUE 9/16/17	178 970	9/22/04	8/16/05	178 97	(179)	-
GNMA 3 648% DUE 9/16/17	179 830	9/22/04	9/16/05	179 83	(180)	-
HARRIS CORP DEL	900 000	8/12/05	1/11/06	41,710 02	(32,573)	9,137 22
HARRIS CORP DEL	339 000	8/12/05	2/8/06	15,880 17	(12,269)	3,611 08
HARRIS CORP DEL	961 000	8/12/05	2/8/06	45,017 23	(34,806)	10,211 35
HARRIS INSIGHT FDS TR	0 000		6/23/05	529 12	-	529 12
HARRIS INSIGHT FUNDS - INSTL SHS SMALL-CAP OPP FUND	0 000		6/23/05	1,239 68	-	1,239 68
HARRIS INSIGHT FUNDS - INSTL SHS SMALL-CAP VALUE FUND	0 000		6/23/05	6,186 59	-	6,186 59
HIBERNIA CORP	1,900 000	6/9/04	6/8/05	60,879 15	(45,227)	15,652 50
HIF SMALL CAP OPPORTUNITY FUND INSTL	0 000		4/27/06	14,185 62	-	14,185 62
HIF SMALL CAP VALUE FD-INSTL	0 000		12/16/05	12,882 84	-	12,882 84
HIF SMALL CAP VALUE FD-INSTL	0 000		4/27/06	4,315 82	-	4,315 82
INVITROGEN CORP	400 000	9/14/05	1/11/06	27,922 66	(30,776)	(2,853 02)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	19 563	10/18/04	9/16/05	19 56	(20)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	23 240	10/18/04	10/15/05	23 24	(23)	-
MBNA CR CARD MASTER NT TR 4 2% DUE 9/15/10	45,000 000	4/13/05	9/21/05	44,915 63	(44,988)	(72 71)
MEDCO HEALTH SOLUTIONS INC	100 000	8/12/05	3/15/06	5,858 08	(4,997)	861 27
MEDCO HEALTH SOLUTIONS INC	1,100 000	8/12/05	3/15/06	64,686 70	(54,965)	9,721 79
NETWORK APPLIANCE INC	2,800 000	6/8/05	10/12/05	66,077 23	(82,193)	(16,115 65)
NETWORK APPLIANCE INC	1,100 000	6/8/05	10/12/05	25,904 46	(32,290)	(6,385 60)

PIERRE F. AND ENID GOODRICH FOUNDATION
E.I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
NORFOLK SOUTHERN CORPORATION	1,500 000	2/9/05	6/8/05	48,058 28	(53,421)	(5,362 87)
NUCOR CORPORATION	100 000	12/8/04	9/14/05	5,965 75	(4,830)	1,135 71
PACIFICARE HEALTH SYSTEMS INC	0 000		12/23/05	23,650 00	-	23,650 00
PALL CORPORATION	1,900 000	11/10/04	6/8/05	55,058 93	(51,249)	3,810 04
PG & E CORP	100 000	3/9/05	2/8/06	3,690 92	(3,522)	168 53
PG & E ENERGY RECOVERY FDG LLC 4 47% DUE 12/25/14	100,000 000	2/3/05	6/27/05	101,518 60	(99,995)	1,523 30
PILGRIMS PRIDE CORP	500 000	11/8/05	3/15/06	10,697 22	(15,543)	(4,846 03)
PILGRIMS PRIDE CORP	590 000	11/8/05	3/15/06	12,542 01	(18,341)	(5,799 03)
PILGRIMS PRIDE CORP	300 000	11/9/05	3/16/06	6,396 73	(9,397)	(3,000 08)
PILGRIMS PRIDE CORP	700 000	11/9/05	3/16/06	14,925 71	(21,777)	(6,851 29)
PILGRIMS PRIDE CORP	600 000	11/9/05	3/16/06	12,786 03	(18,794)	(6,007 59)
PILGRIMS PRIDE CORP	10 000	11/8/05	3/16/06	213 10	(311)	(97 76)
PROCTER & GAMBLE COMPANY	500 000	7/14/04	6/8/05	27,818 83	(27,523)	296 13
RENAISSANCE HOME EQUITY LOAN TR 3 902% DUE 7/25/34	19,573 910	9/28/05	9/28/05	19,497 46	(19,497)	0 01
RENAISSANCE HOME EQUITY LOAN TR 3 902% DUE 7/25/34	426 090	9/28/05	9/30/05	426 09	(424)	1 66
RENAISSANCE HOME EQUITY LOAN TR 3 902% DUE 7/25/34	20,000 000	9/10/04	9/7/05	19,921 88	(20,143)	(221 09)
ROCKWELL COLLINS INC	1,100 000	12/8/04	8/12/05	53,482 07	(42,986)	10,496 38
SAFECO CORPORATION	1,400 000	9/15/04	6/8/05	76,639 09	(68,010)	8,629 47
SERVICEMASTER CO	1,370 000	5/11/05	4/13/06	16,974 87	(18,078)	(1,103 51)
SERVICEMASTER CO	2,200 000	5/11/05	4/13/06	27,148 70	(29,031)	(1,882 28)
SERVICEMASTER CO	2,030 000	5/11/05	4/17/06	24,788 17	(26,788)	(1,999 51)
SERVICEMASTER CO	660 000	5/11/05	4/17/06	8,099 14	(8,709)	(610 15)
SERVICEMASTER CO	840 000	5/11/05	4/18/06	10,259 78	(11,085)	(824 78)
SOUTHWESTERN ENERGY CO	480 000	1/11/06	4/13/06	16,077 10	(18,672)	(2,594 95)
SOUTHWESTERN ENERGY CO	1,120 000	1/11/06	4/13/06	37,598 36	(43,568)	(5,969 75)
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	943 140	9/9/04	5/25/05	943 14	(943)	-
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	1,131 130	9/9/04	6/25/05	1,131 13	(1,131)	-
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	941 680	9/9/04	7/25/05	941 68	(942)	-
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	1,862 560	9/9/04	8/25/05	1,862 56	(1,863)	-
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	1,146 860	3/25/05	8/25/05	1,146 86	(1,147)	-
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	662 110	3/25/05	9/25/05	662 11	(662)	-
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	805 570	3/25/05	10/25/05	805 57	(814)	(8 64)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	1,424 460	3/25/05	11/25/05	1,424 46	(1,440)	(15 28)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	940 470	3/25/05	12/25/05	940 47	(951)	(10 09)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	734 670	3/25/05	1/25/06	734 67	(743)	(7 88)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	1,153 190	3/25/05	2/25/06	1,153 19	(1,166)	(12 37)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	728 440	3/25/05	3/25/06	728 44	(736)	(7 82)
STRUCTURED ASSET SECS CORP MTG DUE 2/25/35	833 650	3/25/05	5/25/05	833 65	(834)	-
STRUCTURED ASSET SECS CORP MTG DUE 2/25/35	1,179 900	3/25/05	6/25/05	1,179 90	(1,180)	-
STRUCTURED ASSET SECS CORP MTG DUE 2/25/35	765 660	3/25/05	7/25/05	765 66	(766)	-
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	45,000 000	8/1/05	8/25/05	45,741 78	(45,742)	(0 02)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	532 260	8/25/05	9/25/05	532 26	(532)	-
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	732 770	8/25/05	10/25/05	732 77	(745)	(12 22)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	560 920	8/25/05	11/25/05	560 92	(570)	(9 36)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	603 540	8/25/05	12/25/05	603 54	(614)	(10 07)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	640 970	8/25/05	1/25/06	640 97	(652)	(10 69)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	283 780	8/25/05	2/25/06	283 78	(289)	(4 73)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	742 400	8/25/05	3/25/06	742 40	(755)	(12 38)
STRUCTURED ASSET SECURITIES CORP 6% DUE 8/25/35	930 780	8/25/05	4/25/06	930 78	(946)	(15 53)
TXU CORPORATION	92 000	10/13/04	8/12/05	8,623 91	(4,526)	4,097 46
TXU CORPORATION	208 000	10/13/04	8/12/05	19,594 09	(10,234)	9,360 39
TXU CORPORATION	100 000	9/15/04	8/12/05	9,373 81	(4,431)	4,942 97
TYSON FOODS INC	2,800 000	7/14/04	5/11/05	51,081 61	(58,472)	(7,390 23)
UNITED STATES STEEL CORP NEW	100 000	3/9/05	9/14/05	4,435 81	(5,711)	(1,275 51)
USTB 4 375% DUE 11/15/08	35,000 000	11/29/05	12/1/05	34,946 68	(35,001)	(54 69)
USTB 4 375% DUE 11/15/08	40,000 000	11/29/05	2/14/06	39,698 44	(40,002)	(303 12)
USTB 4 375% DUE 11/15/08	40,000 000	11/29/05	3/10/06	39,560 94	(40,002)	(440 62)
USTN 11 25% DUE 2/15/15	1,000 000	5/11/05	2/27/06	14,769 14	(15,593)	(823 83)
USTN 11 25% DUE 2/15/15	30,000 000	8/16/04	8/8/05	45,741 80	(47,367)	(1,625 39)
USTN 3 375% DUE 2/15/08	20,000 000	6/2/05	8/24/05	19,700 78	(19,909)	(208 60)
USTN 3 375% DUE 2/15/08	45,000 000	3/11/05	8/1/05	44,245 90	(44,350)	(103 71)
USTN 3 375% DUE 2/15/08	10,000 000	3/11/05	8/24/05	9,850 39	(9,855)	(5 08)
USTN 3 5% DUE 2/15/10	60,000 000	2/9/06	3/21/06	57,424 22	(57,600)	(175 78)
USTN 4% DUE 11/15/12	30,000 000	2/2/05	5/11/05	30,021 09	(29,968)	52 73
USTN 4% DUE 11/15/12	60,000 000	1/25/05	5/11/05	60,042 19	(59,890)	152 35
USTN 4 25% DUE 8/15/14	50,000 000	12/27/05	2/8/06	48,789 07	(49,521)	(732 42)
USTN 4 25% DUE 8/15/14	100,000 000	7/22/05	2/8/06	97,578 12	(100,309)	(2,730 47)
USTN 4 25% DUE 8/15/14	20,000 000	2/9/05	9/15/05	20,121 09	(20,422)	(300 79)
USTN 4 25% DUE 8/15/14	17,000 000	2/17/05	10/18/05	16,694 53	(17,076)	(381 17)
USTN 4 25% DUE 8/15/14	33,000 000	2/9/05	10/18/05	32,407 04	(33,696)	(1,289 05)

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PART IV
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SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
USTN 4 25% DUE 8/15/14	50,000 000	5/31/05	2/8/06	48,789 06	(50,934)	(2,144 53)
USTN 4 25% DUE 8/15/14	40,000 000	3/17/05	11/29/05	39,340 62	(39,256)	84 37
USTN 4 25% DUE 8/15/14	35,000 000	5/25/05	2/8/06	34,152 34	(35,410)	(1,257 82)
USTN 4 25% DUE 8/15/14	28,000 000	2/17/05	11/29/05	27,538 44	(28,125)	(586 25)
USTN 4 25% DUE 8/15/14	20,000 000	3/17/05	1/5/06	19,841 41	(19,628)	213 28
USTN 4 25% DUE 8/15/15	15,000 000	2/8/06	2/22/06	14,633 79	(14,612)	21 68
USTN 4 875% DUE 2/15/12	40,000 000	9/7/05	9/22/05	41,821 87	(41,984)	(162 50)
USTN 5% DUE 2/15/11	25,000 000	12/19/05	2/14/06	25,410 16	(25,707)	(296 87)
USTN 5% DUE 2/15/11	10,000 000	4/15/05	7/12/05	10,513 28	(10,496)	17 18
USTN 5% DUE 2/15/11	20,000 000	3/17/05	7/12/05	21,026 57	(20,832)	194 54
USTN 5% DUE 2/15/11	10,000 000	9/28/05	2/14/06	10,164 06	(10,414)	(249 61)
USTN 5% DUE 2/15/11	5,000 000	10/14/04	6/17/05	5,281 25	(5,408)	(126 56)
USTN 5% DUE 2/15/11	15,000 000	10/14/04	7/12/05	15,769 92	(16,223)	(453 52)
USTN 5% DUE 2/15/11	15,000 000	8/24/04	6/17/05	15,843 75	(15,993)	(148 83)
USTN 5% DUE 2/15/11	10,000 000	4/15/05	2/14/06	10,164 06	(10,496)	(332 03)
USTN 5% DUE 2/15/11	20,000 000	7/23/04	6/13/05	21,136 72	(21,107)	29 69
USTN 5% DUE 2/15/11	5,000 000	7/23/04	6/17/05	5,281 25	(5,277)	4 49
USTN 6 08% DUE 8/15/09	30,000 000	12/9/04	5/3/05	32,606 25	(33,243)	(636 33)
USTN 7% DUE 7/15/06	100,000 000	3/17/05	11/21/05	101,644 53	(104,453)	(2,808 59)
V F CORPORATION	2,123 000	4/13/05	8/12/05	123,334 35	(123,892)	(557 35)
V F CORPORATION	677 000	4/13/05	8/12/05	39,328 94	(39,508)	(178 68)
WESTERN DIGITAL CORP	4,200 000	7/13/05	1/11/06	90,745 76	(61,120)	29,625 68
WESTERN DIGITAL CORP	438 000	7/13/05	2/8/06	9,676 04	(6,374)	3,302 09
WESTERN DIGITAL CORP	862 000	7/13/05	2/8/06	19,286 65	(12,544)	6,742 48
YELLOW ROADWAY CORP	1,500 000	2/9/05	10/12/05	61,680 42	(86,096)	(24,415 83)
YRC WORLDWIDE IN	800 000	2/9/05	1/11/06	38,549 45	(45,918)	(7,368 55)
YRC WORLDWIDE IN	200 000	2/10/05	2/8/06	9,312 01	(11,482)	(2,169 93)
YRC WORLDWIDE IN	800 000	2/9/05	2/8/06	37,248 05	(45,918)	(8,669 95)
				4,495,497 58	(4,281,013)	214,485 03

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PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
LONG-TERM						
ABBOTT LABS	100 000	10/9/2002	10/12/2005	4,198 49	(3,705)	493 62
ABBOTT LABS	100 000	8/21/2002	10/12/2005	4,198 48	(3,702)	496 04
ABBOTT LABS	600 000	4/11/2002	10/12/2005	25,190 90	(30,289)	(5,097 86)
ABBOTT LABS	300 000	4/10/2002	10/12/2005	12,595 45	(15,290)	(2,694 67)
ACCENTURE LTD	200 000	10/8/2003	7/13/2005	4,698 16	(4,724)	(26 24)
ACCENTURE LTD	2,100 000	8/13/2003	7/13/2005	49,330 72	(41,698)	7,632 70
ACCENTURE LTD	100 000	10/9/2002	7/13/2005	2,349 08	(1,249)	1,099 83
ACCENTURE LTD	100 000	8/21/2002	7/13/2005	2,349 08	(1,851)	497 63
ACCENTURE LTD	600 000	1/9/2002	7/13/2005	14,094 49	(16,314)	(2,219 69)
ACCENTURE LTD	300 000	1/9/2002	7/13/2005	7,047 24	(8,172)	(1,124 76)
ALLSTATE CORP	1,700 000	6/9/2004	11/8/2005	94,335 17	(76,524)	17,810 86
ALLSTATE CORP	500 000	6/9/2004	11/8/2005	27,745 64	(22,533)	5,213 14
ALLSTATE CORP	1,900 000	5/12/2004	11/8/2005	105,433 43	(82,909)	22,524 27
AMERICAN FINANCIAL INC OHIO	600 000	4/15/2004	5/11/2005	18,970 54	(17,928)	1,043 02
AMERICAN FINANCIAL INC OHIO	1,100 000	4/14/2004	5/11/2005	34,779 33	(33,052)	1,727 08
AMERICAN FINANCIAL INC OHIO	200 000	4/14/2004	5/11/2005	6,323 52	(5,984)	339 52
AMETEK INC NEW	600 000	5/14/2004	7/13/2005	24,750 28	(15,605)	9,145 42
AMETEK INC NEW	600 000	5/13/2004	7/13/2005	24,750 29	(15,618)	9,132 29
AMETEK INC NEW	600 000	5/12/2004	7/13/2005	24,750 28	(15,318)	9,432 70
AOL TIME WARNER 6 875% DUE 5/1/12	25,000 000	4/26/2002	3/16/2006	26,506 50	(24,143)	2,363 25
BAUSCH & LOMB INC	500 000	2/11/2004	5/11/2005	38,702 48	(28,147)	10,555 98
BAUSCH & LOMB INC	300 000	3/11/2004	7/13/2005	25,046 19	(17,649)	7,397 04
BAUSCH & LOMB INC	200 000	3/10/2004	7/13/2005	16,697 46	(11,918)	4,779 52
BAUSCH & LOMB INC	550 000	2/11/2004	7/13/2005	45,918 02	(30,961)	14,956 87
BECKMAN COULTER INC	100 000	11/18/2003	9/14/2005	5,618 96	(5,072)	546 96
BECKMAN COULTER INC	100 000	11/14/2003	9/14/2005	5,618 97	(5,105)	513 97
BECKMAN COULTER INC	500 000	11/13/2003	9/14/2005	28,094 82	(25,441)	2,654 12
BECKMAN COULTER INC	100 000	12/11/2002	9/14/2005	5,618 96	(2,994)	2,624 96
BECKMAN COULTER INC	400 000	12/11/2002	9/14/2005	22,475 86	(12,054)	10,421 86
BECKMAN COULTER INC	500 000	12/11/2002	9/14/2005	28,094 83	(15,099)	12,995 83
BECKMAN COULTER INC	100 000	10/9/2002	9/14/2005	5,618 97	(3,804)	1,815 37
BECKMAN COULTER INC	100 000	8/21/2002	9/14/2005	5,618 96	(4,002)	1,616 71
BECKMAN COULTER INC	600 000	9/7/2000	9/14/2005	33,713 79	(24,184)	9,530 04
BECKMAN COULTER INC	200 000	9/7/2000	9/14/2005	11,237 93	(8,105)	3,132 80
BECKMAN COULTER INC	600 000	5/17/2000	9/14/2005	33,713 79	(18,712)	15,001 83
BECKMAN COULTER INC	200 000	5/15/2000	9/14/2005	11,237 93	(6,211)	5,026 68
BECKMAN COULTER INC	300 000	5/12/2000	9/14/2005	16,856 89	(9,268)	7,569 01
BURLINGTON NORTHN SANTA FE CORP	800 000	4/10/2003	10/12/2005	46,311 18	(20,453)	25,858 54
BURLINGTON NORTHN SANTA FE CORP	500 000	4/10/2003	10/12/2005	28,944 49	(12,770)	16,174 49
BURLINGTON NORTHN SANTA FE CORP	200 000	4/9/2003	10/12/2005	11,577 79	(5,107)	6,471 09
BURLINGTON NORTHN SANTA FE CORP	400 000	5/15/2003	2/8/2006	30,941 13	(11,387)	19,553 93
BURLINGTON NORTHN SANTA FE CORP	200 000	5/14/2003	2/8/2006	15,405 39	(5,691)	9,714 39
BURLINGTON NORTHN SANTA FE CORP	155 000	5/14/2003	2/8/2006	11,989 69	(4,442)	7,547 39
BURLINGTON NORTHN SANTA FE CORP	45 000	5/14/2003	2/8/2006	3,466 21	(1,290)	2,176 51
BURLINGTON NORTHN SANTA FE CORP	100 000	4/10/2003	2/8/2006	7,702 69	(2,554)	5,148 69
BURLINGTON RES INC	0 000	1/12/2005	4/3/2006	46,500 00	-	46,500 00
BURLINGTON RES INC	350 000	10/13/2004	1/11/2006	30,732 10	(13,952)	16,779 70
BURLINGTON RES INC	550 000	10/13/2004	1/11/2006	48,346 65	(21,925)	26,421 45
CAESARS ENTMT INC	3,600 000	1/14/2004	6/20/2005	63,900 00	(42,394)	21,506 04
CAESARS ENTMT INC	132 000	1/7/2004	6/20/2005	2,343 00	(1,278)	1,064 96
CAESARS ENTMT INC	7,968 000		6/1/2005	186,369 60	(77,147)	109,222 67
CAPITAL ONE FINANCIAL CORP	100 000	11/14/2002	9/14/2005	8,012 66	(2,994)	5,018 39
CATERPILLAR FINANCIAL SERVICES 5 95% DUE 5/1/06	10,000 000	6/27/2001	11/29/2005	10,051 70	(10,119)	(67 20)
CENDANT CORP	1,300 000	4/14/2004	12/7/2005	23,373 94	(30,509)	(7,135 36)
CENDANT CORP	300 000	10/9/2002	12/7/2005	5,393 98	(2,793)	2,601 09
CENDANT CORP	600 000	8/21/2002	12/7/2005	10,787 97	(8,614)	2,174 20
CENDANT CORP	200 000	2/15/2002	12/7/2005	3,595 99	(3,104)	492 41
CENDANT CORP	300 000	2/14/2002	12/7/2005	5,393 98	(4,749)	645 12
CENDANT CORP	2,300 000	2/13/2002	12/7/2005	41,353 87	(36,551)	4,802 96
CENDANT CORP	2,000 000	12/12/2001	11/8/2005	35,495 51	(36,787)	(1,291 08)
CENDANT CORP	500 000	12/12/2001	12/7/2005	8,989 97	(9,197)	(206 68)
CENDANT CORP	2,700 000	4/12/2001	11/8/2005	47,918 94	(39,584)	8,335 12
CIGNA CORP	500 000	1/12/2005	2/8/2006	59,458 47	(41,037)	18,421 47
CIGNA CORP	300 000	12/8/2004	1/11/2006	34,666 45	(22,924)	11,742 79
CITIBANK CR CARD ISSUANCE TR 6 65% DUE 5/15/06	35,000 000	4/23/2004	9/9/2005	35,560 55	(37,562)	(2,001 56)
COLUMBIA HEALTH LITIGATION SETTLEMENT	0 000		8/31/2005	34 06		34 06
COMPUTER SCIENCES CORP	800 000	9/10/2003	3/15/2006	46,150 82	(34,278)	11,872 58

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SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
CONOCOPHILLIPS	200 000	3/12/2003	11/8/2005	13,301 47	(4,981)	8,320 62
CONOCOPHILLIPS	200 000	1/15/2003	11/8/2005	13,301 46	(4,759)	8,542 54
CONOCOPHILLIPS	700 000	10/9/2002	8/12/2005	46,773 30	(16,058)	30,715 58
CONOCOPHILLIPS	1,200 000	10/10/2002	11/8/2005	79,808 78	(26,918)	52,890 74
CONOCOPHILLIPS	700 000	10/9/2002	11/8/2005	46,555 12	(16,058)	30,497 40
CONOCOPHILLIPS	0 400	3/12/2003	4/21/2006	28 57	(10)	18 64
DAIMLERCHRYSLER AG ORD	0 000		1/26/2006	1,791 17	-	1,791 17
DAIMLERCHRYSLER NA HLDG 4 125% DUE 3/7/07	30,000 000	3/2/2005	3/7/2006	29,640 30	(29,972)	(331 20)
DUPONT	0 000		2/16/2006	206 71	-	206 71
EXELON CORP	100 000	4/11/2003	1/11/2006	5,449 26	(2,531)	2,918 75
EXELON CORP	500 000	4/11/2003	1/11/2006	27,226 91	(12,653)	14,574 36
EXELON CORP	1,100 000	4/10/2003	1/11/2006	59,899 21	(27,846)	32,053 15
EXELON CORPORATION	300 000	4/10/2003	8/12/2005	15,537 19	(7,594)	7,942 81
EXELON CORPORATION	637 000	4/9/2003	8/12/2005	32,974 58	(16,201)	16,774 08
EXELON CORPORATION	363 000	4/9/2003	8/12/2005	18,800 00	(9,232)	9,568 00
FHLMC 3 5% DUE 2/15/11	1,220 770	4/8/2004	5/15/2005	1,220 77	(1,221)	-
FHLMC 3 5% DUE 2/15/11	1,244 990	4/8/2004	6/15/2005	1,244 99	(1,245)	-
FHLMC 3 5% DUE 2/15/11	1,268 640	4/8/2004	7/15/2005	1,268 64	(1,269)	-
FHLMC 3 5% DUE 2/15/11	1,291 690	4/8/2004	8/15/2005	1,291 69	(1,292)	-
FHLMC 3 5% DUE 2/15/11	1,314 140	4/8/2004	9/15/2005	1,314 14	(1,314)	-
FHLMC 3 5% DUE 2/15/11	1,335 980	4/8/2004	10/15/2005	1,335 98	(1,366)	(30 42)
FHLMC 3 5% DUE 2/15/11	1,357 200	4/8/2004	11/15/2005	1,357 20	(1,388)	(30 90)
FHLMC 3 5% DUE 2/15/11	28,599 950	4/8/2004	11/23/2005	28,269 26	(29,251)	(981 87)
FIRST DATA CORPORATION 4 85% DUE 10/1/14	35,000 000	9/13/2004	10/27/2005	33,595 10	(34,994)	(1,398 60)
FORD MOTOR CO DEL 'NEW'	740 000	11/10/2004	3/15/2006	5,738 52	(10,401)	(4,662 33)
FORD MOTOR CO DEL 'NEW'	7,060 000	11/10/2004	3/15/2006	54,535 40	(99,230)	(44,694 31)
FORD MOTOR CREDIT CO	10,000 000	10/22/2001	9/28/2005	9,525 00	(9,962)	(437 10)
FORD MOTOR CREDIT CO	15,000 000	10/22/2001	10/14/2005	13,668 75	(14,943)	(1,274 40)
GENERAL ELECTRIC CORP	200 000	11/14/2002	4/13/2006	6,823 21	(4,955)	1,868 21
GENERAL ELECTRIC CORP	200 000	10/9/2002	4/13/2006	6,823 21	(4,520)	2,303 21
GENERAL ELECTRIC CORP	590 000	9/11/2002	4/13/2006	20,128 47	(17,173)	2,955 87
GENERAL ELECTRIC CORP	710 000	9/11/2002	4/13/2006	24,274 15	(20,665)	3,608 82
GENERAL ELECTRIC CORP	200 000	8/21/2002	4/13/2006	6,837 79	(6,434)	403 65
GNMA 3 648% DUE 9/16/17	9,759 280	9/22/2004	10/16/2005	9,759 28	(9,801)	(41 45)
GNMA 3 648% DUE 9/16/17	176 960	9/22/2004	11/16/2005	176 96	(178)	(0 75)
GNMA 3 648% DUE 9/16/17	177 800	9/22/2004	12/16/2005	177 80	(179)	(0 76)
GNMA 3 648% DUE 9/16/17	178 650	9/22/2004	1/16/2006	178 65	(179)	(0 76)
GNMA 3 648% DUE 9/16/17	179 500	9/22/2004	2/16/2006	179 50	(180)	(0 76)
GNMA 3 648% DUE 9/16/17	180 350	9/22/2004	3/16/2006	180 35	(181)	(0 77)
GNMA 3 648% DUE 9/16/17	181 210	9/22/2004	4/16/2006	181 21	(182)	(0 77)
GNMA 7% DUE 10/15/27	912 510	1/6/2000	5/15/2005	912 51	(913)	-
GNMA 7% DUE 10/15/27	919 520	1/6/2000	6/15/2005	919 52	(920)	-
GNMA 7% DUE 10/15/27	403 080	1/6/2000	7/15/2005	403 08	(403)	-
GNMA 7% DUE 10/15/27	24 320	1/6/2000	8/15/2005	24 32	(24)	-
GNMA 7% DUE 10/15/27	1,109 120	1/6/2000	9/15/2005	1,109 12	(1,109)	-
GNMA 7% DUE 10/15/27	22 210	1/6/2000	10/15/2005	22 21	(9)	13 28
GNMA 7% DUE 10/15/27	20 710	1/6/2000	11/15/2005	20 71	(8)	12 38
GNMA 7% DUE 10/15/27	168 860	1/6/2000	12/15/2005	168 86	(68)	100 94
GNMA 7% DUE 10/15/27	21 890	1/6/2000	1/15/2006	21 89	(9)	13 08
GNMA 7% DUE 10/15/27	468 450	1/6/2000	2/15/2006	468 45	(188)	280 02
GNMA 7% DUE 10/15/27	373 350	1/6/2000	3/15/2006	373 35	(150)	223 17
GNMA 7% DUE 10/15/27	290 990	1/6/2000	4/15/2006	290 99	(117)	173 94
GNMA 7% DUE 8/15/23	53 290	4/1/1997	5/15/2005	53 29	(53)	-
GNMA 7% DUE 8/15/23	55 290	4/1/1997	6/15/2005	55 29	(55)	-
GNMA 7% DUE 8/15/23	23 020	4/1/1997	7/15/2005	23 02	(23)	-
GNMA 7% DUE 8/15/23	49 030	4/1/1997	8/15/2005	49 03	(49)	-
GNMA 7% DUE 8/15/23	27 010	4/1/1997	9/15/2005	27 01	(27)	-
GNMA 7% DUE 8/15/23	3 510	4/1/1997	10/15/2005	3 51	(2)	1 55
GNMA 7% DUE 8/15/23	3 480	4/1/1997	11/15/2005	3 48	(2)	1 53
GNMA 7% DUE 8/15/23	54 340	4/1/1997	12/15/2005	54 34	(30)	23 97
GNMA 7% DUE 8/15/23	72 130	4/1/1997	1/15/2006	72 13	(40)	31 82
GNMA 7% DUE 8/15/23	35 740	4/1/1997	2/15/2006	35 74	(20)	15 76
GNMA 7% DUE 8/15/23	13 430	4/1/1997	3/15/2006	13 43	(8)	5 92
GNMA 7% DUE 8/15/23	2 720	4/1/1997	4/15/2006	2 72	(2)	1 20
GOLDMAN SACHS GROUP INC 7 625% DUE 8/17/05	50,000 000	7/13/2000	8/17/2005	50,000 00	(49,991)	9 00
GOODRICH CORP 6 45% DUE 12/15/07	9,000 000	12/6/2002	8/30/2005	9,398 43	(9,034)	364 68
HARRAHS ENTERTAINMENT INC	0 209	1/7/2004	6/30/2005	15 12	(15)	0 06
HARRAHS ENTERTAINMENT INC	900 000	1/7/2004	7/13/2005	68,051 10	(64,832)	3,219 60
HARRAHS ENTERTAINMENT INC	1,687 000	1/7/2004	9/14/2005	116,839 77	(121,523)	(4,683 27)
HARRIS INSIGHT FDS TR	0 000		6/23/2005	424 32	-	424 32

PIERRE F AND ENID GOODRICH FOUNDATION
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A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
HARRIS INSIGHT FUNDS - INSTL SHS SMALL-CAP OPP FUND	0 000		6/23/2005	18,604 59	-	18,604 59
HARRIS INSIGHT FUNDS - INSTL SHS SMALL-CAP VALUE FUND	0 000		6/23/2005	19,076 61	-	19,076 61
HEINZ HJ CO 6% DUE 3/15/08	45,000 000	4/10/2003	3/6/2006	45,485 10	(50,048)	(4,563 00)
HERTZ CORP	20,000 000	5/26/2004	7/5/2005	19,050 00	(19,982)	(931 60)
HEWLETT PACKARD CO	300 000	1/16/2003	3/15/2006	10,028 69	(6,071)	3,958 10
HEWLETT PACKARD CO	1,160 000	1/15/2003	3/15/2006	38,777 61	(23,485)	15,292 37
HEWLETT PACKARD CO	540 000	1/15/2003	3/15/2006	18,061 04	(10,933)	7,128 25
HIBERNIA CORP	1,900 000	6/10/2004	7/13/2005	64,124 02	(44,736)	19,388 33
HIBERNIA CORP	300 000	6/9/2004	7/13/2005	10,124 85	(7,141)	2,983 80
HIF INTERNATIONAL FUND INSTL	6,739 243	3/4/1998	4/12/2006	130,000 00	(96,843)	33,157 08
HIF SMALL CAP OPPORTUNITY FUND INSTL	1,240 182	5/14/2001	10/31/2005	30,000 00	(23,588)	6,411 74
HIF SMALL CAP OPPORTUNITY FUND INSTL	1,106 684	5/14/2001	2/8/2006	25,000 00	(21,049)	3,950 87
HIF SMALL CAP OPPORTUNITY FUND INSTL	9,005 146	5/14/2001	4/12/2006	210,000 00	(171,278)	38,722 14
HIF SMALL CAP OPPORTUNITY FUND INSTL	0 000		12/16/2005	180,242 51	-	180,242 51
HIF SMALL CAP OPPORTUNITY FUND INSTL	0 000		4/27/2006	31,175 31	-	31,175 31
HIF SMALL CAP VALUE FD-INSTL	0 000		12/16/2005	129,004 48	-	129,004 48
HIF SMALL CAP VALUE FD-INSTL	0 000		4/27/2006	32,371 68	-	32,371 68
HIF SMALL CAP VALUE FUND	768 640	3/4/1998	10/31/2005	40,000 00	(27,095)	12,905 44
HIF SMALL CAP VALUE FUND	1,505 722	3/4/1998	2/8/2006	75,000 00	(53,077)	21,923 29
HIF SMALL CAP VALUE FUND	3,940 887	3/4/1998	4/12/2006	200,000 00	(138,916)	61,083 72
HUMANA INC	1,400 000	8/26/2003	8/12/2005	63,895 84	(23,991)	39,905 02
HUMANA INC	700 000	8/26/2003	9/14/2005	33,437 60	(11,995)	21,442 19
HUMANA INC	300 000	9/11/2003	12/7/2005	14,390 16	(5,392)	8,997 72
HUMANA INC	700 000	9/10/2003	12/7/2005	33,577 03	(12,538)	21,038 63
HUMANA INC	600 000	9/11/2003	1/11/2006	34,568 23	(10,785)	23,783 35
IMS HEALTH INC	900 000	5/12/2004	6/8/2005	21,513 15	(22,190)	(676 35)
IMS HEALTH INC	300 000	5/12/2004	6/8/2005	7,171 05	(7,308)	(137 43)
IMS HEALTH INC	2,500 000	2/11/2004	6/8/2005	59,758 74	(63,978)	(4,219 01)
INVITROGEN CORP	200 000	5/12/2004	1/11/2006	13,961 33	(13,197)	764 33
INVITROGEN CORP	200 000	5/12/2004	1/11/2006	13,961 33	(13,005)	956 13
INVITROGEN CORP	200 000	3/10/2004	12/7/2005	12,990 33	(13,881)	(890 17)
INVITROGEN CORP	300 000	3/10/2004	1/11/2006	20,911 75	(20,823)	88 78
INVITROGEN CORP	100 000	11/14/2002	12/7/2005	6,495 17	(2,861)	3,634 17
INVITROGEN CORP	300 000	10/10/2002	12/7/2005	19,485 51	(9,558)	9,927 48
JABIL CIRCUIT INC	100 000	7/9/2003	9/14/2005	2,930 87	(2,506)	425 30
JOHNSON & JOHNSON	2,200 000	2/9/2005	3/15/2006	130,875 29	(145,661)	(14,786 05)
JOHNSON & JOHNSON	1,950 000	2/9/2005	4/13/2006	112,270 53	(129,109)	(16,838 39)
KEYCORP NEW	100 000	1/14/2004	9/14/2005	3,297 86	(2,898)	400 14
LB-UBS COML MTG TR 4 394% DUE 3/15/32	100,000 000	3/11/2003	8/15/2005	97,187 50	(100,498)	(3,310 76)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	17 340	10/18/2004	12/15/2005	17 34	(17)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	5 147	11/15/2001	9/16/2005	5 15	(5)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	97 920	11/15/2001	10/15/2005	97 92	(98)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	6 120	11/15/2001	10/15/2005	6 12	(6)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	0 030	11/15/2001	12/15/2005	0 03	(0)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	213 620	11/15/2001	1/18/2006	213 62	(215)	(1 56)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	2,291 490	11/15/2001	2/17/2006	2,291 49	(2,308)	(16 73)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	781 030	11/15/2001	3/17/2006	781 03	(787)	(5 70)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	413 220	11/15/2001	4/15/2006	413 22	(416)	(3 02)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	5,834 510	9/25/2000	5/15/2005	5,834 51	(5,835)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	7,781 980	9/25/2000	6/15/2005	7,781 98	(7,782)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	876 500	9/25/2000	7/15/2005	876 50	(877)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	205 230	9/25/2000	8/15/2005	205 23	(205)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	286 591	9/25/2000	9/16/2005	286 59	(287)	-
LB-UBS COML MTG TR 7 18% DUE 9/15/09	193 470	9/25/2000	11/15/2005	193 47	(195)	(1 51)
LB-UBS COML MTG TR 7 18% DUE 9/15/09	254 080	9/25/2000	12/15/2005	254 08	(256)	(1 98)
LB-UBS COMM 6 27% DUE 6/15/20	187 020	5/21/2001	5/15/2005	187 02	(187)	-
LB-UBS COMM 6 27% DUE 6/15/20	152 030	5/21/2001	6/15/2005	152 03	(152)	-
LB-UBS COMM 6 27% DUE 6/15/20	189 190	5/21/2001	7/15/2005	189 19	(189)	-
LB-UBS COMM 6 27% DUE 6/15/20	154 280	5/21/2001	8/15/2005	154 28	(154)	-
LB-UBS COMM 6 27% DUE 6/15/20	155 300	5/21/2001	9/15/2005	155 30	(155)	-
LB-UBS COMM 6 27% DUE 6/15/20	192 370	5/21/2001	10/15/2005	192 37	(194)	(1 34)
LB-UBS COMM 6 27% DUE 6/15/20	157 590	5/21/2001	11/15/2005	157 59	(159)	(1 10)
LB-UBS COMM 6 27% DUE 6/15/20	194 610	5/21/2001	12/15/2005	194 61	(196)	(1 36)
LB-UBS COMM 6 27% DUE 6/15/20	2,029 780	5/21/2001	1/18/2006	2,029 78	(2,044)	(14 15)
LB-UBS COMM 6 27% DUE 6/15/20	1,327 940	5/21/2001	2/17/2006	1,327 94	(1,337)	(9 26)
LB-UBS COMM 6 27% DUE 6/15/20	446 230	5/21/2001	3/17/2006	446 23	(449)	(3 11)
LB-UBS COMM 6 27% DUE 6/15/20	160 860	5/21/2001	4/17/2006	160 86	(162)	(1 12)
LB-UBS COMMERCIAL MORTGAGE TRUST 4 799% DUE 12/15/29	28,000 000	11/23/2004	4/3/2006	26,526 72	(28,138)	(1,611 46)
MANUFACTURERS & TRADERS TR 8% DUE 10/1/10	25,000 000	9/28/2000	12/19/2005	28,211 75	(24,970)	3,241 75
MASCO CORP	2,300 000	2/11/2004	5/11/2005	70,123 14	(62,200)	7,923 55

PIERRE F. AND ENID GOODRICH FOUNDATION
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FOR THE YEAR ENDED APRIL 30, 2006

PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
MOODYS CORPORATION	200 000	10/12/2001	6/8/2005	8,703 55	(3,526)	5,177 84
MOODYS CORPORATION	600 000	10/12/2001	7/13/2005	27,877 47	(10,577)	17,300 34
MOODYS CORPORATION	200 000	10/12/2001	7/13/2005	9,292 49	(3,533)	5,759 49
MOODYS CORPORATION	700 000	10/23/2001	8/12/2005	32,479 62	(12,286)	20,193 92
MOODYS CORPORATION	400 000	8/14/2001	6/8/2005	17,407 11	(6,784)	10,623 11
MOODYS CORPORATION	200 000	8/13/2001	6/8/2005	8,703 56	(3,360)	5,343 61
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	62 230	6/26/2002	6/15/2005	62 23	(62)	-
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	357 590	6/26/2002	7/15/2005	357 59	(358)	-
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	2,921 370	6/26/2002	8/15/2005	2,921 37	(2,921)	-
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	4,861 040	6/26/2002	9/15/2005	4,861 04	(4,861)	-
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	2,774 170	6/26/2002	10/15/2005	2,774 17	(3,019)	(244 78)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	2,166 280	6/26/2002	11/15/2005	2,166 28	(2,357)	(191 14)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	1,249 030	6/26/2002	12/15/2005	1,249 03	(1,359)	(110 21)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	146 450	6/26/2002	1/15/2006	146 45	(159)	(12 92)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	1,414 320	6/26/2002	2/15/2006	1,414 32	(1,539)	(124 79)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	692 680	6/26/2002	3/15/2006	692 68	(754)	(61 12)
MORGAN STANLEY CAPITAL I INC 6 54% DUE 7/15/30	448 000	6/26/2002	4/15/2006	448 00	(488)	(39 53)
ONEOK INC NEW	100 000	12/10/2003	9/14/2005	3,387 85	(2,033)	1,354 60
PACIFICARE HEALTH SYSTEMS INC	600 000	2/11/2004	9/14/2005	46,327 90	(17,751)	28,576 90
PERKINELMER INC	1,500 000	10/8/2003	10/12/2005	31,218 94	(24,760)	6,458 74
PHH CORP 6% DUE 3/1/08	20,000 000	2/13/2003	6/2/2005	20,597 80	(19,918)	679 80
PRECISION CASTPARTS CORPORATION	100 000	3/10/2004	9/14/2005	5,031 78	(2,191)	2,841 27
RECONCILING ITEM	0 000		4/30/2006	(0 04)		(0 04)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	2,483 330	8/27/2003	5/25/2005	2,483 33	(2,483)	-
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	2,051 950	8/27/2003	6/25/2005	2,051 95	(2,052)	-
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,848 720	8/27/2003	7/25/2005	1,848 72	(1,849)	-
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,849 090	8/27/2003	8/25/2005	1,849 09	(1,849)	-
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	2,280 510	8/27/2003	9/25/2005	2,280 51	(2,281)	-
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,311 960	8/27/2003	10/25/2005	1,311 96	(1,380)	(68 37)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,381 160	8/27/2003	11/25/2005	1,381 16	(1,453)	(71 98)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,248 630	8/27/2003	12/25/2005	1,248 63	(1,314)	(65 07)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,402 900	8/27/2003	1/25/2006	1,402 90	(1,476)	(73 11)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	1,068 500	8/27/2003	2/25/2006	1,068 50	(1,124)	(55 69)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	911 130	8/27/2003	3/25/2006	911 13	(959)	(47 49)
RESIDENTIAL FDG MTG SECS II INC 6 92% DUE 4/25/31	770 110	8/27/2003	4/25/2006	770 11	(810)	(40 14)
SAFECO CORP	1,200 000	9/15/2004	11/8/2005	67,121 71	(58,294)	8,827 75
SAFECO CORP	2,000 000	10/13/2004	12/7/2005	112,556 89	(92,019)	20,537 89
SAFECO CORP	100 000	9/15/2004	12/7/2005	5,627 84	(4,858)	770 01
SPRINT CAPITAL CORP 6 125% DUE 11/15/08	15,000 000	2/3/2005	3/9/2006	15,272 70	(15,974)	(701 55)
SPRINT NEXTEL CORP	700 000	3/13/2003	3/15/2006	17,847 56	(8,295)	9,552 56
SPRINT NEXTEL CORP	1,400 000	3/12/2003	3/15/2006	35,695 12	(15,752)	19,943 58
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	1,714 730	9/9/2004	9/25/2005	1,714 73	(1,715)	-
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	1,075 930	9/9/2004	10/25/2005	1,075 93	(1,113)	(37 22)
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	24,903 780	9/9/2004	11/16/2005	24,845 41	(25,765)	(919 87)
STRUCTURED ADJ RATE MTG LN TR 5 1291% DUE 10/25/34	1,663 080	9/9/2004	11/25/2005	1,663 08	(1,721)	(57 53)
STRUCTURED ASSET SECS CORP MTG 5 15% DUE 2/25/35	461 580	3/25/2005	4/25/2006	461 58	(467)	(4 95)
STRUCTURED AST CMO 4 43% DUE 12/25/33	55,000 000	1/27/2004	11/18/2005	54,501 56	(56,117)	(1,615 63)
TXU CORP	300 000	10/13/2004	12/7/2005	31,245 43	(14,760)	16,485 28
TYCO INTERNATIONAL LTD	900 000	8/11/2004	12/7/2005	25,857 80	(27,775)	(1,916 74)
TYCO INTERNATIONAL LTD	1,600 000	10/13/2004	2/8/2006	40,187 08	(48,970)	(8,783 16)
TYCO INTERNATIONAL LTD	900 000	7/14/2004	12/7/2005	25,857 81	(29,019)	(3,161 61)
TYCO INTERNATIONAL LTD	1,800 000	9/15/2004	2/8/2006	45,210 47	(55,446)	(10,235 11)
TYCO INTERNATIONAL LTD	1,500 000	9/15/2004	2/8/2006	37,604 44	(46,205)	(8,600 21)
TYCO INTERNATIONAL LTD	2,300 000	8/11/2004	2/8/2006	57,660 15	(70,979)	(13,319 23)
TYCO INTERNATIONAL LTD NEW	200 000	7/14/2004	9/14/2005	5,798 35	(6,449)	(650 41)
UNILEVER CAPITAL CORPORATION 6 875% DUE 11/1/05	45,000 000	10/19/2000	11/1/2005	45,000 00	(44,832)	168 30
US BANCORP 2 75% DUE 3/30/06	45,000 000	3/21/2003	11/22/2005	44,728 65	(45,000)	(271 35)
USTN 11 25% DUE 2/15/15	15,000 000	7/22/2004	8/8/2005	22,870 90	(23,396)	(525 00)
USTN 11 25% DUE 2/15/15	5,000 000	8/16/2004	2/27/2006	7,384 57	(7,895)	(509 96)
VALERO ENERGY CORP	300 000	6/9/2004	11/8/2005	31,033 58	(9,732)	21,301 55
VALERO ENERGY CORP	500 000	4/14/2004	11/8/2005	51,722 63	(14,823)	36,900 03
VALERO ENERGY CORP NEW	460 000	4/14/2004	5/11/2005	30,914 61	(13,679)	17,235 36
VALERO ENERGY CORP NEW	40 000	4/14/2004	5/11/2005	2,688 23	(1,186)	1,502 42
VALERO ENERGY CORP NEW	400 000	4/14/2004	9/14/2005	44,830 12	(11,858)	32,972 04
VERIZON GLOBAL FUNDING CORP	15,000 000	6/18/2002	10/5/2005	15,371 25	(14,968)	403 35
VODAFONE GROUP PLC NEW	2,000 000	4/9/2003	9/14/2005	55,414 88	(38,243)	17,171 88
VODAFONE GROUP PLC NEW	1,300 000	4/3/2003	9/14/2005	36,019 67	(24,899)	11,120 38
VODAFONE GROUP PLC NEW	200 000	3/14/2003	9/14/2005	5,541 49	(3,656)	1,885 49
VODAFONE GROUP PLC NEW	600 000	3/13/2003	9/14/2005	16,624 46	(10,668)	5,956 40
VODAFONE GROUP PLC NEW	200 000	3/12/2003	9/14/2005	5,541 49	(3,352)	2,189 69

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PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SECURITY NAME	UNITS	DATE ACQUIRED	SOLD/ MATURED	PROCEEDS	COST BASIS	GAIN/LOSS
VODAFONE GROUP PLC NEW	300 000	3/12/2003	9/14/2005	8,312 23	(5,018)	3,294 73
WALT DISNEY COMPANY 6 75% DUE 3/30/06	20,000 000	6/25/2003	2/9/2006	20,054 20	(22,508)	(2,454 00)
YUM BRANDS INC	600 000	7/11/2002	6/8/2005	31,217 35	(16,193)	15,024 85
YUM! BRANDS INC	100 000	12/10/2003	2/8/2006	4,974 39	(3,435)	1,539 47
YUM! BRANDS INC	400 000	12/10/2003	2/8/2006	19,897 54	(13,742)	6,155 78
YUM! BRANDS INC	700 000	11/13/2003	2/8/2006	34,661 95	(24,190)	10,471 84
YUM! BRANDS INC	500 000	11/13/2003	2/8/2006	24,985 63	(17,279)	7,706 98
YUM! BRANDS INC	100 000	10/9/2002	2/8/2006	4,997 13	(2,918)	2,079 46
YUM! BRANDS INC	200 000	8/21/2002	2/8/2006	9,994 25	(5,959)	4,035 31
YUM! BRANDS INC	300 000	7/12/2002	2/8/2006	14,991 38	(8,047)	6,944 42
YUM! BRANDS INC	200 000	7/11/2002	2/8/2006	9,994 25	(5,398)	4,596 75
				<u>6,268,861 95</u>	<u>(4,468,060)</u>	<u>1,800,801 92</u>
			TOTAL	<u>10,764,359 53</u>	<u>(8,749,073)</u>	<u>2,015,286 95</u>

Total Long Term Gain	1,800,801 92
Total Short Term Gain	<u>214,485 03</u>
	<u>2,015,286 95</u>

FORM 990PF, PART I - LEGAL FEES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	218.			218.
	-----	-----	-----	-----
TOTALS	218.	NONE	NONE	218.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AUDIT & TAX PREPARATION FEES	15,800.	20.		15,780.
TOTALS	15,800.	20.	NONE	15,780.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
HARRIS INVESTMENT MGMT. FEES	59,099.	59,099.	
OTHER PROFESSIONAL FEES	59,339.	74.	59,265.
	-----	-----	-----
TOTALS	118,438.	59,173.	59,265.
	=====	=====	=====

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL EXCISE TAXES-2005 EST	7,850.

TOTALS	7,850.
	=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INSURANCE	17,684.		17,684.
MISCELLANEOUS	1,339.	24.	1,315.
	-----	-----	-----
TOTALS	19,023.	24.	18,999.
	=====	=====	=====

PIERRE F AND ENID GOODRICH FOUNDATION
E.I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 10A - INVESTMENTS-U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
<u>HARRIS INVESTMENT MANAGEMENT</u>			
FHLMC SER 2513 CMO 5 000% 10/15/17	100,000 00	100,437 50	95,490 00
FHLMC SER 2835 CMO 5 500% 8/15/24	20,000 00	20,521 88	19,396 40
FHLMC SER 2886 CMO 4 500% 11/15/19	20,000 00	18,881 25	17,990 80
FHLMC SER 3099 CMO 5 500% 9/15/25	24,531 10	24,581 88	24,559 31
FHLMC SER 3101 CMO 5 500% 10/15/25	24,537 37	24,582 42	24,560 19
FNMA 5 250% 8/01/12	100,000 00	105,531 80	98,375 00
FNMA PL #782306 VAR 4.556% 7/01/34	39,601 85	39,372.91	39,267 21
FNMA SER 35 CMO 5 000% 5/25/18	25,000 00	24,996.09	24,020 25
FNMA SER 73 CMO 5 000% 11/25/17	50,000.00	49,171.88	47,516 50
GNMA PL #352110 7.000% 8/15/23	958 23	535 57	994 51
GNMA PL #455319 7 000% 10/15/27	9,888.05	3,977.45	10,277 84
GNMA SER 108 CMO 5 039% 12/16/32	30,000.00	29,602.73	28,414 50
GNMA SER 67 CMO 3 648% 9/16/17	23,965.16	24,066 94	23,267.53
U.S. TREASURY BONDS 3 375% 10/15/09	93,000 00	93,519 49	88,531 35
U S. TREASURY BONDS 4 375% 11/15/08	15,000.00	15,000 59	14,818 95
U.S. TREASURY BONDS 11 250% 2/15/15	48,000 00	74,846 25	68,818 08
U.S. TREASURY NOTE 3 500% 2/15/10	75,000 00	72,000 00	71,388 00
U.S. TREASURY NOTES 3.250% 8/15/07	65,000 00	63,880 47	63,664.25
U.S. TREASURY NOTES 3.500% 8/15/09	65,000 00	63,920 90	62,273.25
U.S. TREASURY NOTES 3.750% 5/15/08	45,000.00	44,080 66	44,029.80
U.S. TREASURY NOTES 3.875% 2/15/13	90,000 00	86,371 88	84,258 90
U.S. TREASURY NOTES 4 250% 8/15/15	245,000 00	238,477 93	230,366 15
U.S. TREASURY NOTES 4.875% 2/15/12	80,000 00	83,968 75	79,706.40
U S TREASURY NOTES 6 000% 8/15/09	20,000 00	21,693.75	20,667 20
		<u>1,324,020 97</u>	<u>1,282,652 37</u>

PIERRE F. AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 10B - INVESTMENTS-CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
<u>HARRIS INVESTMENT MANAGEMENT</u>			
ACCENTURE LTD CL A	7,200	203,876 83	209,304 00
AFLAC INC	2,600	75,463 92	123,604.00
AMERISOURCEBERGEN CORP	2,700	126,442 67	116,505 00
ASSURANT INC	4,700	166,508 09	226,399.00
AUTONATION INC	7,200	145,609 38	162,144 00
BANK AMERICA CORP	5,300	244,875 28	264,576 00
BAXTER INTL INC	2,300	88,232 14	86,710 00
BEA SYS INC COM	15,800	191,358 54	209,350 00
BJ SERVICES CO	1,700	57,732 51	64,685 00
BRINKER INTL INC	1,800	71,448 48	70,488 00
BRISTOL MYERS SQUIBB CO	1,800	43,723 62	45,684 00
BURLINGTON NORTHN SANTA FE CORP	700	19,927 60	55,671 00
CAMPBELL SOUP CO	7,900	229,498 26	253,906 00
CAPITAL ONE FINANCIAL CORP	1,000	30,020 26	86,640 00
CAREMARK RX INC	2,600	126,923 29	118,430 00
CB RICHARD ELLIS GROUP INC CL A	900	35,243 91	79,101 00
CELANESE CORP-A	3,600	77,159 31	79,020.00
CEMEX SOUTH AMERICA-SPONSORED ADR	1,000	65,490 70	67,520 00
CERNER CORP	1,400	62,125 98	55,510 00
CHARLES SCHWAB CORP	12,300	188,206 53	220,170 00
COLGATE PALMOLIVE CO	1,700	83,289.29	100,504 00
COMPUTER SCIENCES CORP	4,700	215,775 27	275,185.00
CONOCOPHILLIPS	4,721	165,948 89	315,834 90
DARDEN RESTAURANTS INC	3,100	104,699 09	122,760 00
DUN & BRADSTREET CORP DEL NEW	2,200	112,087 78	169,444 00
EMC CORP MASS	17,700	225,388 25	239,127.00
EXPRESS SCRIPTS INC CL A	1,400	123,491 32	109,298 00
EXXON MOBIL CORPORATION	6,000	245,790 09	378,480.00
FAIR ISAAC CORP	4,000	190,630 00	148,440 00
FPL GROUP INC	2,600	107,673 28	102,960 00
GENERAL ELECTRIC CORP	11,500	365,612 95	397,785 00
GENWORTH FINANCIAL	3,800	112,486 00	126,160 00
GRANT PRIDECO INC	1,300	52,240 50	66,560.00
HEALTH NET INC	2,500	126,064 31	101,750 00
HEWLETT PACKARD CO	13,100	265,073 61	425,357 00
HIF INTERNATIONAL FUND INSTL	59,276	787,615 99	1,192,042.07
HIF SMALL CAP OPPORTUNITY FUND INSTL	46,640	885,759 90	1,072,264.96
HIF SMALL CAP VALUE FD-INSTL	20,239	760,227 90	1,012,970 96
HUMANA INC	1,400	47,766 74	63,252 00
INTEL CORP	3,300	82,417 50	65,934 00
JABIL CIRCUIT INC	9,200	259,076 83	358,708 00
KEYCORP NEW	4,100	118,806 52	156,702.00
KING PHARMACEUTICALS INC	12,000	210,712 38	208,680 00
LEHMAN BROS HLDGS INC	500	74,754 65	75,575 00

PIERRE F AND ENID GOODRICH FOUNDATION
E I. #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U.S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 10B - INVESTMENTS-CORPORATE STOCK

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
LOCKHEED MARTIN CORP	2,100	130,494.42	159,390.00
MARATHON OIL CORP	2,800	115,462.98	222,208 00
MCKESSON CORP	1,100	50,459.20	53,449.00
METLIFE INC	5,400	179,166 87	281,340.00
MOODYS CORP	1,500	29,068.00	93,015.00
MOTOROLA INC	12,200	257,506.88	260,470 00
NORTHERN TR CORP	3,000	155,239.80	176,670 00
NORTHROP GRUMMAN CORPORATION	1,200	81,879 72	80,280 00
NUCOR CORP	1,000	48,300.40	108,820 00
NUVEEN INVESTMENTS-CL A	3,000	125,835 56	144,360.00
ONEOK INC	6,600	139,569.41	217,866.00
ORACLE CORPORATION	10,100	128,401.55	147,359.00
PEABODY ENERGY CORP	2,200	81,965.40	140,492 00
PFIZER INC	11,300	312,472.99	286,229 00
PG & E CORP	7,700	271,565.25	306,768 00
PRECISION CASTPARTS CORP	1,700	37,282 59	107,066 00
PROCTER & GAMBLE CO	1,000	55,045 40	58,210 00
RELIANCE STEEL & ALUMINUM CO	1,400	130,183.19	124,530 00
REPUBLIC SERVICES INC	7,500	253,873 08	330,075 00
SERVICEMASTER CO	7,900	103,346 38	95,116 00
SOUTHERN COMPANY	6,600	227,012.28	212,718 00
SPRINT NEXTEL CORP	6,300	93,015 49	156,240 00
STAPLES INC	5,700	80,194.09	150,537.00
SUNOCO INC	800	60,466 56	64,832.00
TD AMERITRADE HOLDING CORP	10,200	226,936 32	189,312 00
TESORO CORP	1,300	48,399 26	90,896 00
TIME WARNER INC NEW	2,900	49,962 94	50,460.00
TXU CORP	2,900	97,958 12	143,927 00
UNITED STATES STEEL CORP	1,400	79,958.48	95,900.00
UNITEDHEALTH GROUP INC	1,210	32,536 99	60,185.40
US BANCORP NEW	9,000	221,418 53	282,960 00
V F CORP	1,100	64,192 59	67,309 00
VALERO ENERGY CORP	2,600	42,284 19	168,324 00
WACHOVIA CORP	4,827	134,203 32	288,895 95
WESTERN DIGITAL CORP	7,600	101,152 34	159,904 00
WR BERKLEY CORP	6,975	142,696.67	261,004 50
XCEL ENERGY INC	7,100	111,263 70	133,764 00
YUM! BRANDS INC	1,900	84,843 25	98,192 00

12,558,870 53	15,950,264 74
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PIERRE F AND ENID GOODRICH FOUNDATION
E.I #35-1320021

A STATEMENT ATTACHED TO AND MADE PART OF
U.S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 10C - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
<u>HARRIS INVESTMENT MANAGEMENT</u>			
ALLSTATE LIFE GLOBAL 4.500% 5/29/09	70,000.00	69,857 20	68,319.30
AMERICAN EXPRESS CR 3 000% 5/16/08	25,000.00	24,952 75	23,887 75
ANHEUSER BUSCH 4 375% 1/15/13	35,000.00	35,224 00	32,626 65
BANK OF AMERICA CORP 5.250% 2/01/07	70,000.00	69,741 70	69,996 50
BANK ONE CORP 7.875% 8/01/10	30,000 00	30,210 60	32,527 80
BOEING CAP CORP 6.500% 2/15/12	25,000 00	26,423 50	26,033 25
BURLINGTON RES 5 600% 12/01/06	30,000 00	33,485 40	30,040.20
CAPITAL ONE BANK 4.250% 12/01/08	30,000 00	30,164.70	29,160 30
CAPITAL ONE BANK 5.000% 6/15/09	25,000 00	24,935 00	24,658 00
CATERPILLAR INC 6 550% 5/01/11	35,000 00	34,904 80	36,585.85
CENTEX CORP 4.750% 1/15/08	20,000.00	20,716 00	19,717.80
CHEVRONTXACO CAP 3 375% 2/15/08	45,000 00	44,962 65	43,530 30
CISCO SYSTEMS INC 5 250% 2/22/11	45,000.00	44,914 05	44,545.50
CIT GROUP INC 5.000% 2/13/14	15,000 00	14,895 15	14,073 90
CITIBANK CR ABS 6 875% 11/16/09	50,000 00	57,736.33	51,205 50
CITIBANK CREDIT ABS 4 400% 9/15/10	35,000 00	34,993.35	34,213 90
CITIGROUP INC 6 500% 1/18/11	30,000 00	32,658.90	31,183 50
COMCAST CORP 5.300% 1/15/14	20,000.00	19,966 40	18,922 00
CONOCO FUNDING CO 6 350% 10/15/11	25,000.00	28,359.50	25,941 25
CONSOLIDATED EDISON 3 625% 8/01/08	30,000.00	29,961.60	28,899.60
CONSTELLATION ENERGY 6.125% 9/01/09	20,000.00	19,968 20	20,329.80
COUNTRYWIDE HOME MTN 4 125% 9/15/09	45,000.00	44,931 60	43,012 80
CSX CORP 6.750% 3/15/11	35,000 00	37,431 80	36,584.80
DAIMLERCHRYSLER NA 5 875% 3/15/11	20,000.00	19,970 00	19,910 60
DIAGEO CAP PLC 4.375% 5/03/10	30,000 00	29,898 90	28,719 30
EOP OPERATING LP 7 750% 11/15/07	25,000.00	27,201.75	25,797.00
EUROPEAN INVT BK 2 375% 6/15/07	45,000.00	44,868 15	43,700 85
FLORIDA LIGHT & PWR 7 625% 9/15/06	25,000 00	25,114 50	25,197 00
FORD CREDIT AUTO ABS 5 070% 12/15/10	40,000.00	39,988 84	39,744.40
FRANCE TELECOM SA 7 750% 3/01/11	20,000 00	24,092 40	21,757 80
FRANKLIN AUTO ABS 5 010% 5/20/13	35,000 00	34,994 57	34,665.40
GEN ELEC CAP CRP 4 875% 3/04/15	15,000 00	14,934.30	14,147 25
HARRIS INSIGHT HIGH YIELD BOND FUND	25,637 21	326,338 03	318,414.17
HARTFORD FINL SV 4 700% 9/01/07	20,000 00	19,966 40	19,801 00
HOME DEPOT INC 5 200% 3/01/11	50,000 00	49,974 00	49,495 50
HOUSEHOLD FINANCE CO 6.375% 10/15/11	40,000 00	44,022 00	41,366.00
ITALY 3.750% 12/14/07	40,000 00	39,913.20	39,113 20
JOHN DEERE CAP CORP 5.100% 1/15/13	25,000 00	24,959 00	24,175 50
JOHN HANCOCK 5 625% 12/01/08	45,000 00	46,662 30	45,349.65
JP MORGAN CHASE 5 125% 9/15/14	25,000.00	24,946 90	23,780 75
KELLOGG CO 6 600% 4/01/11	50,000 00	55,831 00	52,139 50
KIMBERLY-CLARK 4 875% 8/15/15	45,000 00	44,827 20	42,441 30
KROGER CO 6.800% 4/01/11	10,000 00	10,861 70	10,404 10
LEHMAN BROS HLDG MTN 6.625% 1/18/12	45,000 00	44,768 25	47,126.70

PIERRE F. AND ENID GOODRICH FOUNDATION
E.I. #35-1320021

A STATEMENT ATTACHED TO AND MADE PART OF
U.S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 10C - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
MBNA CREDIT CD ABS 4 300% 2/15/11	45,000.00	44,998 18	44,115.30
NEWS AMER INC 6 625% 1/09/08	20,000.00	22,153.40	20,394.20
PACIFIC GAS & ELEC 4.200% 3/01/11	20,000.00	19,948 00	18,843.00
ROYAL BK SCOTLND 5 050% 1/08/15	50,000.00	49,521 00	47,320.00
SBC COMM 4.125% 9/15/09	25,000 00	24,994.50	23,909 25
SCHERING-PLOUGH 5.500% 12/01/13	20,000.00	20,168 40	19,577 40
SCOTTISH POWER 5 375% 3/15/15	30,000.00	29,997.90	28,685 10
SLM CORP 4.500% 7/26/10	50,000.00	49,859 50	47,914 50
SPRINT CAP CORP 7 625% 1/30/11	25,000.00	27,152 50	26,980 50
TEXTRON FINL CORP 5 875% 6/01/07	45,000 00	44,986 95	45,260 55
TIME WARNER CO INC 7.250% 10/15/17	25,000 00	27,181 75	26,540.25
UNION PLANTERS CORP 7 750% 3/01/11	20,000 00	20,537.20	21,781 40
UNITEDHEALTH GROUP 5.375% 3/15/16	20,000 00	19,924 40	19,191.80
VERIZON GLOBAL 7 250% 12/01/10	15,000.00	16,560 15	15,898 35
VODAFONE GROUP PUB 7 750% 2/15/10	40,000.00	48,035.20	42,747.60
VOLKSWAGEN AUTO ABS 2.940% 3/22/10	70,000 00	70,237 89	68,472.60
WASH MUTUAL INC 5.000% 3/22/12	30,000.00	29,854.80	28,804.20
WELLPOINT INC 5 250% 1/15/16	20,000 00	19,926.00	19,005 60

2,391,566 29	2,318,684 82
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PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S. PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART II, LINE 13 - INVESTMENTS - OTHER

<u>DESCRIPTION</u>	<u>SHARES</u>	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
<u>HARRIS INVESTMENT MANAGEMENT</u>			
ARM TRUST CMO VAR 5 35792% 2/25/36	65,000.00	65,050.78	63,734.45
CITIGROUP CMO VAR 5 22556% 7/15/44	45,000.00	45,038.52	43,659.45
CNTRYWIDE ASSET VAR 5.281% 2/25/36	45,000.00	44,999.77	44,752.05
LB-UBS CMO 4.964% 9/15/30	100,000.00	100,497.49	96,915.00
LB-UBS CMO VAR 5 661% 3/15/39	28,000.00	28,138.22	27,853.28
LB-UBS COML CMO 4 821% 4/15/30	40,000.00	40,198.94	39,160.40
LB-UBS COML MTG CMO 6 270% 6/15/20	20,363.32	20,505.28	20,622.95
LB-UBS COML MTG CMO 7 180% 9/15/09	11,919.32	12,006.35	12,032.67
LEHMAN XS TR CMO 5 560% 12/25/35	55,000.00	54,991.41	53,947.85
MORGAN STANLEY CMO 6 540% 7/15/30	42,906.84	46,692.66	43,687.32
RESIDENTL FNDG ABS VAR-CPN 4/25/31	25,724.15	27,064.80	25,640.80
STRUCT ASSET ABS VAR 5 150% 2/25/35	27,291.49	27,584.33	26,861.10
STRUCT ASST SECS CMO 6.000% 8/25/35	39,791.06	40,454.87	39,355.75
WMALT MORTGAGE CMO 5 500% 8/25/35	45,000.00	45,407.81	44,434.35
		<u>598,631.23</u>	<u>582,657.42</u>

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30 2006

PART VIII, ITEM 1
INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS
AND THEIR COMPENSATION

<u>(a) Name and address</u>	<u>(b) Title, and average hours per week devoted to position</u>	<u>(c) Compensation</u>	<u>(d) Contributions to employee benefit plans</u>	<u>(e) Expense account, other allowances</u>
MANUEL F AYAU 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
RUTH E CONNOLLY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
RICHARD W DUESENBERG 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
FREDERIC J FRANSEN 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director of Grants 4-6 hours/week (through 2/28/2006)	10,808	3,240	NONE
HELEN W GARLOTTE 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week	-	NONE	NONE
EMILIO J PACHECO 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and President 0-5 hours/week	16,693	4,157	NONE
IRWIN H REISS 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director 0-3 hours/week (through 10/10/2005)	-	NONE	NONE
T ALAN RUSSELL 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Chairman 0-5 hours/week	9,240	106	NONE
SANDRA J SCHALLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Corporate Secretary and Controller 0-5 hours/week	4,556	1,232	NONE
JO ANNE W SHEPLER 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Assistant Secretary 0-3 hours/week	-	NONE	NONE
CHRIS L TALLEY 8335 ALLISON POINTE TRAIL #300 INDIANAPOLIS, IN 46250	Director and Treasurer 0-5 hours/week	9,240	2,251	NONE
		50,538	10,985	NONE

NOTE For individuals listed above that are paid compensation for similar services to Liberty Fund, Inc , a portion of the salaries and benefits paid by Liberty Fund, Inc are allocated to the Pierre F and Enid Goodrich Foundation so that expenses may be more accurately reflected

Pierre F. & Enid Goodrich Foundation
35-6056960
Year Ended April 30, 2006
Form 990PF, Part VII-B, Line 5c
Substantiation of Exercise of Expenditure Responsibility

Grantee:

ADAM SMITH INSTITUTE
23 GREAT SMITH STREET
LONDON, UK SW1P3BL

Amount of Grant:

\$10,000

Date of Grant contract:

January 4, 2006

Purpose of Grant:

Adam Smith Memorial

Amount Expended by Grantee:

\$10,000

Any portion of funds diverted?

No

Dates of reports:

September 11, 2006

Dates and results of verification:

N/A

See attached contract

GRANT COMMITMENT BY
ADAM SMITH INSTITUTE TO PIERRE F. AND ENID GOODRICH FOUNDATION

Adam Smith Institute, a (n) **United Kingdom** nonprofit corporation, makes the following covenants and commitments (the "Commitment") to Pierre F. and Enid Goodrich Foundation, an Indiana nonprofit corporation ("Pierre F. and Enid Goodrich Foundation"), in consideration of, and as a condition to, the contribution to **Adam Smith Institute** by Pierre F. and Enid Goodrich Foundation of the sum of **\$10,000** (the "Grant").

1. **PURPOSE:** **Adam Smith Institute** will use the Grant exclusively for the purpose of **the Adam Smith statue**.
2. **REPAYMENT:** **Adam Smith Institute** will repay any part of the Grant that is not used for the purpose(s) described in paragraph one.
3. **PROHIBITED USES:** **Adam Smith Institute** will not use any part of the Grant to:
 - 3.01 Carry on propaganda or otherwise to attempt to influence legislation within the meaning of Section 4945(d)(1) of the Internal Revenue Code of 1986, as amended (the "Code").
 - 3.02 Influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Code section 4945(d)(2).
 - 3.03 Make a grant which does not comply with the requirements of Code sections 4945(d)(3) or (4).
 - 3.04 Undertake any activity for any purpose other than one specified in Code section 170(c)(2)(B)).
4. **REPORTS BY GRANTEE:** In addition to such other reports as are required in this Commitment, **Adam Smith Institute** will make written annual reports to Pierre F. and Enid Goodrich Foundation as provided in this paragraph.
 - 4.01 Each report will be submitted within 75 days after the end of the taxable year of **Adam Smith Institute**, beginning with the taxable year in which **Adam Smith Institute** receives all or any part of the Grant and will include the following information:
 - 4.011 the use of the Grant;
 - 4.012 compliance with the terms of the Grant;
 - 4.013 progress toward achievement of the purpose(s) for which the Grant was made;and
 - 4.014 the aggregate amount of the Grant that has been expended.
 - 4.02 **Adam Smith Institute** will make a report for each of its taxable years during which it receives all or any part of the Grant from Pierre F. and Enid Goodrich Foundation and for each of its succeeding taxable years until the Grant has been fully expended.
 - 4.03 At such time as the Grant is completely expended, **Adam Smith Institute** will

submit a final report with respect to the Grant. The final report will include, in addition to the information described above in paragraph 4.01, the following.

4.31 a statement of all expenditures of the Grant, including but not limited to salaries, travel, and supplies; and

4.32 a statement of the progress which has been made toward the goals of the Grant.

NOTE: If the grant is for general support for one year of the grantee's activities, compliance with section 4.01 also completes section 4.03.

5. **RECORDS:** Adam Smith Institute will maintain accurate records of receipts and expenditures and will keep such records and copies of the reports described in this Commitment for at least four years after expenditure of the Grant.

6. **INSPECTION OF BOOKS:** Adam Smith Institute will make its books and records available to representatives of Pierre F. and Enid Goodrich Foundation on reasonable notice during regular business hours.

7. **ASSISTANCE IN REPORTING:** Upon request by Pierre F. and Enid Goodrich Foundation, Adam Smith Institute will make all reasonable efforts to assist Pierre F. and Enid Goodrich Foundation in fulfilling any obligation of expenditure responsibility under Code section 4945(h).

Date: 4 Jan 2006

Grantee: PFI
Signature: DR EATMAN BUTLER
Title: DIRECTOR + TRUSTEE
(Must be an officer or director)

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

DR. EMILIO J. PACHECO
8335 ALLISON POINTE TRAIL, STE. 300
INDIANAPOLIS, IN 46250
317-842-0880

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS
=====

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

990PF, PART XV - SUBMISSION DEADLINES
=====

PERSONS OR ORGANIZATIONS REQUESTING CONSIDERATION FOR GRANTS SHOULD
SUBMIT GRANT APPLICATIONS BY MID-YEAR EACH YEAR.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS
=====

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON GRANTS. HOWEVER,
SUCCESSFUL APPLICANTS WILL BE COMPATIBLE WITH THE GENERAL CHARITABLE
PURPOSES OF THE PIERRE F. AND ENID GOODRICH FOUNDATION.

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ACTON INSTITUTE 161 OTTAWA AVE, N W #301 GRAND RAPIDS, MI 49503	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
ADAM SMITH INSTITUTE 23 GREAT SMITH STREET LONDON, UK SW1P3BL	N/A	PRIVATE FOUNDATION	ADAM SMITH MEMORIAL	10,000
ATLAS ECONOMIC RESEARCH FOUNDATION 2000 N 14TH STREET, SUITE 550 ARLINGTON, VA 22201	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE ROAD, SUITE 1050 ARLINGTON, VA 22203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE, N W WASHINGTON, D C 20036	N/A	PUBLIC CHARITY	JUDICIAL EDUCATION PROGRAM	20,000
CASE WESTERN RESERVE UNIVERSITY 10900 EUCLID AVENUE CLEVELAND, OH 44106-7015	N/A	PUBLIC CHARITY	RESEARCH ON LEGAL SCHOLARSHIP	35,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENUE N W WASHINGTON, D C 20001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
THE CEDICE FOUNDATION 1815 H STREET, NW, SUITE 501 WASHINGTON, D C 20006	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000
CENTRE FOR INDEPENDENT STUDIES LTD P O BOX 92 ST LEONARDS NSW 1590 AUSTRALIA	N/A	PUBLIC CHARITY	LIBERTY & SOCIETY STUDENT CONFERENCES	25,000
CLAREMONT INSTITUTE 937 WEST FOOTHILL BLVD, SUITE E CLAREMONT, CA 91711	N/A	PUBLIC CHARITY	CLAREMONT REVIEW OF BOOKS	20,000
FEDERALIST SOCIETY 1015 18TH ST N W, SUITE 425 WASHINGTON, D C 20036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
FOUNDATION FOR ECONOMIC EDUCATION 30 SOUTH BROADWAY IRVINGTON-ON-HUDSON, NY 10533	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
FOUNDATION FOR INDIVIDUAL RIGHTS IN EDUCATION 210 WEST WASHINGTON SQUARE, SUITE 303 PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	EXPAND SPEECH CODES DATABASE	25,000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD, SUITE B DAVIS, CA 95616	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

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FOR THE YEAR ENDED APRIL 30, 2006

PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRASER INSTITUTE 1770 BURRARD STREET, 4TH FLOOR VANCOUVER, BC V6J 3G7 CANADA	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000
FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE NW WASHINGTON, D C 20009	N/A	PUBLIC CHARITY	LEADERSHIP NETWORK/ GENERAL SUPPORT	50,000
GEORGE MASON UNIVERSITY FOUNDATION CENTER FOR STUDY OF PUBLIC CHOICE 4400 UNIVERSITY DRIVE, MS 1AE FAIRFAX, VA 22030	N/A	PUBLIC CHARITY	"SAVING THE IDEAS" PROJECT	25,000
GEORGE MASON UNIVERSITY FOUNDATION LAW & ECONOMICS CENTER 3301 FAIRFAX DRIVE - MS 103 ARLINGTON, VA 22201	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE, N E WASHINGTON, D C 20002-4999	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
HISTORY EDUCATION FUND 19 WEST 44TH STREET #500 NEW YORK, NY 10036	N/A	PUBLIC CHARITY	HS TEACHER SEMINARS	20,000
INDEPENDENT INSTITUTE 100 SWAN WAY OAKLAND, CA 94621	N/A	PUBLIC CHARITY	3 BOOK PROJECTS	25,000
INSTITUTE FOR HUMANE STUDIES 3301 N FAIRFAX DRIVE, SUITE 440 ARLINGTON, VA 22201-4432	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000
INSTITUTE OF ECONOMIC AFFAIRS 2 LORD NORTH STREET WESTMINSTER LONDON SW1P 3LB UNITED KINGDOM	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
INSTITUTO LIBERDADE RUA SANTA TERESINHA, 59 PORTO ALEGRE, RS 90040-180 BRAZIL	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
INTERCOLLEGIATE STUDIES INSTITUTE, INC 3901 CENTERVILLE ROAD P O BOX 4431 WILMINGTON, DE 19807-0431	N/A	PUBLIC CHARITY	GENERAL SUPPORT/ WEAVER FELLOWS PROGRAM	55,000
INTERNATIONAL FOUNDATION FOR RESEARCH IN EXPERIMENTAL ECONOMICS 3811 N FAIRFAX DR SUITE 700 ARLINGTON, VA 22203	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART XV, LINE 3(a)
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
INTERNATIONAL POLICY NETWORK 410 CONSTITUTION AVENUE NE WASHINGTON, D C 20002	N/A	PUBLIC CHARITY	EUREKA PROJECT	26,000
INTERNATIONAL POLICY NETWORK E G WEST CENTER 410 CONSTITUTION AVENUE NE WASHINGTON, D C 20002	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
LSU FOUNDATION ERIC VOEGELIN INSTITUTE 3838 W LAKESHORE DRIVE BATON ROUGE, LA 70808	N/A	PUBLIC CHARITY	RELIGION & POLITICS PROJECT	20,000
MONT PELERIN SOCIETY P O BOX 7031 ARLINGTON, VA 22307	N/A	PUBLIC CHARITY	MEETING SUPPORT & SCHOLARSHIPS TO ATTEND ANNUAL MEETING	35,000
NEW YORK UNIVERSITY OFFICE OF SPONSORED PROGRAMS 15 WASHINGTON PLACE, #1H NEW YORK, NY 10003	N/A	PUBLIC UNIVERSITY	"MORAL PATERNALISM" BOOK PROJECT	15,000
PHILADELPHIA SOCIETY 11620 RUTAN CIRCLE JEROME, MI 49249-9530	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000
PROPERTY AND ENVIRONMENT RESEARCH CENTER 2048 ANALYSIS DRIVE, SUITE A BOZEMAN, MT 59718	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
THE REMNANT TRUST, INC 100 NORTH WOODPECKER ROAD HAGERSTOWN, IN 47346	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
SOCIAL PHILOSOPHY AND POLICY FOUNDATION P O BOX 938 BOWLING GREEN, OH 43402	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000
UNIVERSIDAD FRANCISCO MARROQUIN 6 CALLE FINAL ZONA 10 GUATEMALA CITY, GUATEMALA 01010	N/A	NON-PROFIT PRIVATE UNIVERSITY	GENERAL SUPPORT	30,000
TOTAL GRANTS PAID DURING THE YEAR				\$ <u>836,000</u>

PIERRE F AND ENID GOODRICH FOUNDATION
E I #35-6056960

A STATEMENT ATTACHED TO AND MADE PART OF
U S PRIVATE FOUNDATION INCOME TAX RETURN
FOR THE YEAR ENDED APRIL 30, 2006

PART XV, LINE 3(b)
GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>RECIPIENT</u>	<u>IF INDIVIDUAL, RELATIONSHIP TO FOUNDATION</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
INSTITUTE FOR ECONOMIC STUDIES - EUROPE 2000 N 14TH STREET, SUITE 550 ARLINGTON, VA 22201	N/A	PUBLIC CHARITY	SEMINARS	20,000

TOTAL GRANTS APPROVED FOR FUTURE PAYMENT \$ 20,000

Pierre F. and Enid Goodrich Foundation

EIN: 35-6056960

Year Ended 4/30/2006

FORM 990PF, PART XIII: SECTION 4942(h)(2) ELECTION AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS

Pursuant to the IRC Sec. 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above referenced Foundation hereby elects to treat current-year distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

_____ 1. Undistributed Income from the tax years ending:

<u>Tax Year</u>	<u>Amount</u>
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 X 2. Corpus

Sandra J. Schaller
Signature

Sandra J. Schaller
Name
Controller & Corporate Secretary
Title