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## Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

Form **990-PF**

2008

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>GODFREY MEMORIAL LIBRARY</b> Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>134 NEWFIELD STREET</b> City or town, state, and ZIP code <b>MIDDLETOWN CT 06457</b>	A Employer identification number <b>06-0655485</b> B Telephone number (see page 10 of the instructions) <b>860-346-4375</b> C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 605,037</b>		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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 pg 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)	20,789			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	7,636	7,636	7,636	
4	Dividends and interest from securities	14,881	14,881	14,881	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances <b>45,655</b>				
b	Less Cost of goods sold <b>1,434</b>				
c	Gross profit or (loss) (attach schedule) <b>STMT 1</b>	44,221		44,221	
11	Other income (attach schedule) <b>STMT 2</b>	301,355		301,355	
12	<b>Total. Add lines 1 through 11</b>	<b>388,882</b>	<b>22,517</b>	<b>368,093</b>	
13	Compensation of officers, directors, trustees, etc	20,769			20,769
14	Other employee salaries and wages	163,570			163,570
15	Pension plans, employee benefits	60,533			60,533
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <b>STMT 3</b>	23,863	5,966		17,897
c	Other professional fees (attach schedule) <b>STMT 4</b>	4,193			4,193
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) <b>STMT 5</b>	255			
19	Depreciation (attach schedule) and depletion <b>STMT 6</b>	40,419			
20	Occupancy	24,094			24,094
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.) <b>STMT 7</b>	239,661	4,678		234,986
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>577,357</b>	<b>10,644</b>		<b>526,042</b>
25	Contributions, gifts, grants paid	0			0
26	<b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>577,357</b>	<b>10,644</b>	<b>0</b>	<b>526,042</b>
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses &amp; disbursements</b>	<b>-188,475</b>			
b	<b>Net investment income (if negative, enter -0-)</b>		<b>11,873</b>		
c	<b>Adjusted net income (if negative, enter -0-)</b>			<b>368,093</b>	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2008)

JA

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1	Cash—non-interest-bearing	-1,010	5,972	5,972
	2	Savings and temporary cash investments	435,883	138,294	138,294
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	8,028	8,028	8,028
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	66,459	105,949	105,949
	10a	Investments—U S. and state government obligations (attach schedule) <b>STMT 8</b>	25,016		
	b	Investments—corporate stock (attach schedule) <b>SEE STMT 9</b>	177,945	183,232	183,232
	c	Investments—corporate bonds (attach schedule) <b>SEE STMT 10</b>	231,877	163,562	163,562
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	510,083			
	Less accumulated depreciation (attach sch) ▶ <b>STMT 11</b>	298,033			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,168,044	817,087	605,037	
<b>Liabilities</b>	17	Accounts payable and accrued expenses	50,917	18,547	
	18	Grants payable			
	19	Deferred revenue <b>SEE STATEMENT 12</b>	187,112	139,515	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
23	<b>Total liabilities</b> (add lines 17 through 22)	238,029	158,062		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	930,015	659,025	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	930,015	659,025		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,168,044	817,087		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	930,015
2	Enter amount from Part I, line 27a	2	-188,475
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	741,540
5	Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 13</b>	5	82,515
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	659,025

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

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

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

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

<b>2</b> 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 }	<b>2</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

(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))
2007			
2006			
2005			
2004			
2003			

<b>2</b> Total of line 1, column (d)	<b>2</b>
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>
<b>7</b> Add lines 5 and 6	<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18	<b>8</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter (attach copy of ruling letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	237
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	237
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	237
6	Credits/Payments.		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	237
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) N/A

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 11

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 12 X

Website address ► **WWW.GODFREY.ORG**

14 The books are in care of ► **BRUCE TYLER** Telephone no ► **860-346-4375**

**134 NEWFIELD STREET**

Located at ► **MIDDLETOWN, CT** ZIP+4 ► **06457**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 ►

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	1b	
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	N/A	1c	
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions )	N/A	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20			
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008 )	N/A	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b	X

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

**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here  **N/A** **5b**

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No **N/A**

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **6b** **X**

If you answered "Yes" to 6b, also file Form 8870

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No **7b**

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A**

**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 22 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
SEE STATEMENT 14				

**2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 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

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

**8** Five highest-paid independent contractors for professional services (see page 23 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 ▶

**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 PUBLISHING OF BIOGRAPHICAL BOOKS WHICH HELPS FURTHER THE STUDY OF GENEALOGY AND HISTORY.	1,434
2 SEE STATEMENT 15	526,042
3	
4	

**Part IX B** Summary of Program-Related Investments (see page 23 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 PURCHASE OF VARIOUS LIBRARY FURNITURE, FIXTURES & EQUIP	18,052
2 PURCHASE OF BOOKS	4,549
All other program-related investments See page 24 of the instructions	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>22,601</b>

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	390,817
<b>b</b>	Average of monthly cash balances	<b>1b</b>	289,569
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	680,386
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	680,386
<b>4</b>	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	10,206
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	670,180
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	33,509

**Part XI** Distributable Amount (see page 25 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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	
	Income tax for 2008 (This does not include the tax from Part VI )	<b>2b</b>	
	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	

**Part XII** Qualifying Distributions (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	526,042
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	22,601
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	548,643
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	548,643

**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 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ _____				
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling N/A

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

	Tax year		Prior 3 years		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	33,509	33,868	27,528	24,879	119,784
<b>b</b> 85% of line 2a	28,483	28,788	23,399	21,147	101,817
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	548,643	890,934	776,001	571,631	2,787,209
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	548,643	890,934	776,001	571,631	2,787,209
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	22,339	22,579	18,352	16,586	79,856
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 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  
N/A

**b** The form in which applications should be submitted and information and materials they should include  
N/A

**c** Any submission deadlines  
N/A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
N/A

**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <b>N/A</b>				
<b>Total</b>			▶ 3a	
b Approved for future payment <b>N/A</b>				
<b>Total</b>			▶ 3b	



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Yes, No, and a grid for responses. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. All 'No' boxes are checked with an 'X'.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [Signature] Date: 8/17/10 Title: Treasurer

Sign Here Paid Preparer's Use Only section containing Preparer's signature, Date (8/17/10), Firm's name (GUILMARTIN, DIPIRO & SOKOLOWSKI, LLC), address (505 MAIN STREET, MIDDLETOWN, CT 06457), EIN (06-0971998), and Phone no (860-347-5689).

Copy - orig sent in 8/16/10

**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold**

<u>Description</u>	<u>Gross Sales</u>	<u>COGS</u>	<u>Gross Profit</u>
SALES-AGBI/HISTORIES/ETC	\$ 45,655	\$ 1,434	\$ 44,221
TOTAL	<u>\$ 45,655</u>	<u>\$ 1,434</u>	<u>\$ 44,221</u>

**Federal Statements**

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SCHOLARSHIP MEMBERSHIP	\$ 244,417	\$	\$ 244,417
ONLINE CATALOG	56,938		56,938
TOTAL	\$ 301,355	\$ 0	\$ 301,355

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING	\$ 23,863	\$ 5,966	\$	\$ 17,897
TOTAL	\$ 23,863	\$ 5,966	\$ 0	\$ 17,897

**Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER PROFESSIONAL FEES	\$ 4,193	\$	\$	\$ 4,193
TOTAL	\$ 4,193	\$ 0	\$ 0	\$ 4,193

**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXCISE TAX ON NET INV INCOME	\$ 255	\$	\$	\$
TOTAL	\$ 255	\$ 0	\$ 0	\$ 0

**Federal Statements**

**Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation**

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
		\$	35,954			\$ 40,419	\$	\$
		\$ 0	35,954			\$ 40,419	0	0
<b>TOTAL</b>								

**Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
FAMILY HISTORY CENTER	1,599			1,599
OFFICE EXPENSE	46,778			42,103
REPAIRS, & MAINT.	53,092	4,678		53,092
TRAVEL EXP	16,039			16,039
DUES & SUBSCRIPTIONS	118,426			118,426
SPECIAL EVENTS	3,727			3,727
<b>TOTAL</b>	<b>239,661</b>	<b>4,678</b>	<b>0</b>	<b>234,986</b>

**Federal Statements****Statement 8 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE SCHEDULE OF INVESTMENTS	\$ 25,016	\$	MARKET	\$
TOTAL	<u>\$ 25,016</u>	<u>\$ 0</u>		<u>\$ 0</u>

**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE SCHEDULE OF INVESTMENTS	\$ 177,945	\$ 183,232	MARKET	\$ 183,232
TOTAL	<u>\$ 177,945</u>	<u>\$ 183,232</u>		<u>\$ 183,232</u>

**Statement 10 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE SCHEDULE OF INVESTMENTS	\$ 231,877	\$ 163,562	MARKET	\$ 163,562
TOTAL	<u>\$ 231,877</u>	<u>\$ 163,562</u>		<u>\$ 163,562</u>

## Federal Statements

### Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDING	\$ 122,346	\$ 230,998	\$ 117,529	\$
FURNITURE & EQUIPMENT	53,569	114,391	59,720	
BOOKS	49,154	159,894	120,784	
LAND	4,800	4,800		
<b>TOTAL</b>	<b>\$ 229,869</b>	<b>\$ 510,083</b>	<b>\$ 298,033</b>	<b>\$ 0</b>

06-0655485

**Federal Statements**

FYE: 12/31/2008

**Statement 12 - Form 990-PF, Part II, Line 19 - Deferred Revenue**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
PREPAID SUBSCRIPTIONS	\$ 187,112	\$ 139,515
TOTAL	\$ 187,112	\$ 139,515

**Statement 13 - Form 990-PF, Part III, Line 5 - Other Decreases**

<u>Description</u>	<u>Amount</u>
UNREALIZED LOSS ON ASSETS	\$ 82,515
TOTAL	\$ 82,515

**Federal Statements**

06-0655485

FYE: 12/31/2008

**Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
BRUCE TYLER 134 NEWFIELD ST MIDDLETOWN CT 06457	CHAIRMAN	20	0	0	0
BARBARA PRYMAS 134 NEWFIELD ST MIDDLETOWN CT 06457	SECRETARY	8	0	0	0
AUGUST DEFRANCE 134 NEWFIELD ST MIDDLETOWN CT 06457	TREASURER	4	0	0	0
CHARLES BEEBE 134 NEWFIELD ST MIDDLETOWN CT 06457	VICE CHAIR	1	0	0	0
NED BROWNING 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0
THOMAS SMITH 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0
ED LAPUT 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0
JOANNE LUKASIK 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0
MARIANNE HALPIN 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0

**Federal Statements**

**Statement 14 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,  
Etc. (continued)**

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARCIA MEYERS 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1	0	0	0
RICHARD BLACK 134 NEWFIELD ST MIDDLETOWN CT 06457	EXEC DIR	40	20,769	5,554	0

06-0655485

**Federal Statements**

FYE: 12/31/2008

**Statement 15 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities****Description**

OPERATION OF GODFEY MEMORIAL LIBRARY AND MAINTENANCE OF A LARGE COLLECTION OF BOOKS, PAMPHLETS, PERIODICALS AND ELECTRONIC RECORDS AND OTHER MATERIALS IN THE FIELD OF AMERICAN BIOGRAPHY, GENEALOGY, AND OTHER TOWN HISTORY.

Q6-0655485

**Federal Statements**

FYE: 12/31/2008

Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
PUBLIC SUPPORT	20,789	
TOTAL	<u>20,789</u>	<u>0</u>

06-0655485

**Federal Statements**

.FYE: 12/31/2008

**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
INTEREST	\$ 7,636		14	
TOTAL	\$ 7,636			

**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
PORTFOLIO DIVIDENDS	\$ 14,881		14	
TOTAL	\$ 14,881			

**Godfrey Memorial Library**  
**Form 990-PF**  
**2008**  
**Part II, Line 10**  
**Schedule of Investments**

**EIN: 06-0655485**

Number of Shares	Description of Security	Market Price
<b>Government &amp; agencies:</b>		
People's Bank Portfolio		
	none at 12/31/2008	\$ -
	<b>Line 10a</b>	<u>\$ -</u>
<b>Corporate Obligations:</b>		
People's Bank Portfolio		
10,000	Clorox Company due 01/15/10	\$ 9,879
10,000	Home Depot, Inc due 03/01/11	9,723
10,000	United Healthcare due 11/15/12	9,113
15,000	Public Service Electric & Gas due 01/01/13	14,632
Vanguard Portfolio		
12,010	Vanguard Total Bond Market Index Fund Admiral Shares	122,262
1,731	Vanguard Total Bond Index Fund Investor Shares	17,623
	<b>Line 10b</b>	<u>\$ 183,232</u>
<b>Equities &amp; Mutual Funds</b>		
People's Bank Portfolio		
110	American Express Company	2,040
100	Automatic Data Processing	3,934
100	Bank of America	1,056
50	Best Buy Inc	1,406
100	Cisco Systems	1,630
50	Chevron Corp	3,698
200	Citigroup, Inc	1,342
100	Coach, Inc	2,077
50	Deere & Co Com	1,916
200	Dominion Res., Inc.	7,168
200	Financial Select Sector Spdr	2,504
200	General Electric Co.	3,240
200	Hewlett Packard Co	7,258
275	Intel Corp	4,031
100	Ishares Russell 2000 Growth Index Fund	5,086
100	Ishares Russell 2000 Value Index Fund	4,917
50	Ishares DJ US Basic Material	1,855
175	Ishares S&P Global Healthcare	7,919
210	Ishares S&P Gssi Natrl RES Index Fund	5,317
50	Johnson & Johnson	2,992
100	JP Morgan Chase	3,153
200	McDonalds Corp	12,438
200	Microsoft Corp	3,888
100	Pepsico	5,477
100	Pfizer Inc	1,771
100	Proctor & Gamble	6,182
150	United Technologies	8,040
200	Verizon Communications	6,780
100	Walmart Stores	5,606
965	Arto Intl Equity Fund #1529	9,551
1,311	Goldman Sachs High Yield Fund	6,633
2,343	Vanguard Short Term Corporate Fund Admiral Shares	22,657
	<b>Line 10c</b>	<u>\$ 163,562</u>
	<b>Total Investments</b>	<u>\$ 346,794</u>