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

2009

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.

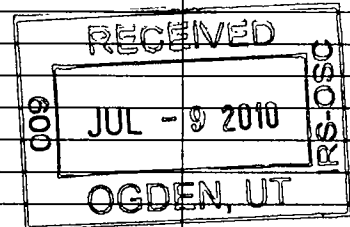
For calendar year **2009**, or tax year beginning

, and ending

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE GODRIC FOUNDATION	A Employer identification number 95-3500486
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 625 SO. FAIR OAKS AVENUE 360	B Telephone number (626) 441-5188
	City or town, state, and ZIP code SOUTH PASADENA, CA 91030	C If exemption application is pending, 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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,069,086. (Part I, column (d) must be on cash basis)		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"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	802.	802.		STATEMENT 1
4 Dividends and interest from securities	93,947.	92,721.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<113,745.>			
b Gross sales price for all assets on line 6a	716,404.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	8,689.	8,689.		STATEMENT 3
12 Total Add lines 1 through 11	<10,307.>	102,212.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	1,500.	750.		750.
c Other professional fees STMT 5	35,784.	17,892.		17,892.
17 Interest				
18 Taxes STMT 6	<2,071.>	70.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	1,329.	660.		669.
24 Total operating and administrative expenses. Add lines 13 through 23	36,542.	19,372.		19,311.
25 Contributions, gifts, grants paid	275,000.			275,000.
26 Total expenses and disbursements Add lines 24 and 25	311,542.	19,372.		294,311.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<321,849.>			
b Net investment income (if negative, enter -0-)		82,840.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing			2,744.	2,983.	2,983.
	2	Savings and temporary cash investments			99,438.	124,670.	124,670.
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations STMT 8			345,249.	295,816.	326,906.
	b	Investments - corporate stock STMT 9			1,980,428.	1,782,647.	2,073,738.
	c	Investments - corporate bonds STMT 10			647,864.	598,512.	618,681.
	11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 11			1,807,972.	1,798,258.	1,921,112.	
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶ STATEMENT 12)			0.	996.	996.	
16	Total assets (to be completed by all filers)			4,883,695.	4,603,882.	5,069,086.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
	23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31						
	24	Unrestricted			4,883,695.	4,603,882.	
	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	Total net assets or fund balances			4,883,695.	4,603,882.	
	31	Total liabilities and net assets/fund balances			4,883,695.	4,603,882.	

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	4,883,695.
2	Enter amount from Part I, line 27a	2	<321,849.>
3	Other increases not included in line 2 (itemize) ▶ RECOVERIES OF GRANTS	3	42,036.
4	Add lines 1, 2, and 3	4	4,603,882.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,603,882.

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 SHORT TERM CAPITAL GAIN FROM PARTNERSHIPS		P		12/31/09
b LONG TERM CAPITAL LOSS FROM PARTNERSHIPS		P		12/31/09
c PUBLICLY TRADED SECURITIES		P		
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 31,639.			31,639.	
b		47,933.	<47,933.>	
c 684,765.		782,216.	<97,451.>	
d				
e				
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		
a			31,639.	
b			<47,933.>	
c			<97,451.>	
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 <113,745.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	294,916.	5,414,316.	.054470
2007	329,533.	6,503,706.	.050668
2006	371,876.	6,049,308.	.061474
2005	409,553.	5,987,195.	.068405
2004	270,590.	5,412,310.	.049995

2 Total of line 1, column (d)	2	.285012
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	.057002
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,690,985.
5 Multiply line 4 by line 3	5	324,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	828.
7 Add lines 5 and 6	7	325,226.
8 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.	8	294,311.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,657.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,657.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5	1,657.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,996.
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	1,996.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	339.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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 instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of LINDA J. BLINKENBERG Telephone no. (626) 441-5188
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

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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2009 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2009?

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)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARCIA W. CONSTANCE 1600 HUNTINGTON DR. SO PASADENA, CA 91030	PRESIDENT/DIR 1.00	0.	0.	0.
LINDA J. BLINKENBERG 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	CFO/SEC/DIR 1.00	0.	0.	0.
JAMIE W. CONSTANCE 1600 HUNTINGTON DR. SO PASADENA, CA 91030	VICE PRES/DIR 1.00	0.	0.	0.
RICHARD E. LLEWELLYN, II 1600 HUNTINGTON DR. SO PASADENA, CA 91030	VICE PRES/DIR 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,663,848.
b	Average of monthly cash balances	1b	142,557.
c	Fair market value of all other assets	1c	1,971,245.
d	Total (add lines 1a, b, and c)	1d	5,777,650.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,777,650.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	86,665.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,690,985.
6	Minimum investment return. Enter 5% of line 5	6	284,549.

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

1	Minimum investment return from Part X, line 6	1	284,549.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,657.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,657.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	282,892.
4	Recoveries of amounts treated as qualifying distributions	4	42,036.
5	Add lines 3 and 4	5	324,928.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	324,928.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	294,311.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	294,311.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	294,311.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				324,928.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	2,808.			
b From 2005	114,121.			
c From 2006	75,151.			
d From 2007	11,716.			
e From 2008	26,195.			
f Total of lines 3a through e	229,991.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	294,311.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				294,311.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	30,617.			30,617.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	199,374.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	199,374.			
10 Analysis of line 9:				
a Excess from 2005	86,312.			
b Excess from 2006	75,151.			
c Excess from 2007	11,716.			
d Excess from 2008	26,195.			
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 2009, enter the date of the ruling ▶

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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
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.					
3 Subtract line 2d from line 2c					
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 foundation had \$5,000 or more in assets at any time during the year-see 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).)

NONE

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.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.
LINDA J. BLINKENBERG 625 S. FAIR OAKS AVE., SUITE 360, SOUTH PASADENA, CA.

b The form in which applications should be submitted and information and materials they should include:
SEE ITEM D BELOW

c Any submission deadlines:
SEE ITEM D BELOW

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
DUE TO FUNDING RESTRICTIONS THE FOUNDATION MANAGER PREFERS TO INITIATE THE GRANTS MADE BY THE FOUNDATION.

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
<p>a <i>Paid during the year</i> SEE ATTACHED SCHEDULE</p>				275,000.
<p>Total ▶ 3a</p>				275,000.
<p>b <i>Approved for future payment</i> SEE ATTACHED SCHEDULE</p>				10,000.
<p>Total ▶ 3b</p>				10,000.

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 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' for all entries.

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. Content includes 'N/A' for all entries.

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 and identification section for the preparer. Includes signature of Lyndell B. Binkley, date 5/25/10, title CFO/SECRETARY/DIR, and preparer's identifying number 270148176. Firm name: WHITTIER TRUST COMPANY, address: 1600 HUNTINGTON DRIVE, SO PASADENA, CA 91030. Phone: 626-441-5111.

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization THE GODRIC FOUNDATION	Employer identification number 95-3500486
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 625 SO. FAIR OAKS AVENUE, NO. 360	
	City, town or post office, state, and ZIP code For a foreign address, see instructions SOUTH PASADENA, CA 91030	

Check type of return to be filed (file a separate application for each return).

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

LINDA J. BLINKENBERG - 625 S. FAIR OAKS AVE., STE. 360,

- The books are in the care of ▶ **S PASADENA, CA. - 91030**
 Telephone No ▶ **(626) 441-5188** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ . If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above The extension is for the organization's return for
 ▶ calendar year **2009** or
 ▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$	1,657.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$	1,996.
c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453 EO and Form 8879-EO for payment instructions

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
WHITTIER TRUST CO-NOMINEE ACCT 00 5030	684.
WHITTIER TRUST CO-NOMINEE ACCT 73 5030	16.
WHITTIER TRUST CO-NOMINEE ACCT 82 5030	102.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	802.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WHITTIER TRUST CO-NOMINEE 00 5030 CORP DIVS	1,908.	0.	1,908.
WHITTIER TRUST CO-NOMINEE 00 5030 OTH MUNI INTEREST	1,226.	0.	1,226.
WHITTIER TRUST CO-NOMINEE ACCT 00 5030 CORP INT	33,288.	0.	33,288.
WHITTIER TRUST CO-NOMINEE ACCT 00 5030 US GOV INT	15,641.	0.	15,641.
WHITTIER TRUST CO-NOMINEE ACCT 73 5030 CORP DIV	11,321.	0.	11,321.
WHITTIER TRUST CO-NOMINEE ACCT 82 5030 CORP DIV	30,563.	0.	30,563.
TOTAL TO FM 990-PF, PART I, LN 4	93,947.	0.	93,947.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS-SCHEDULE ATTACHED CLASS ACTION PROCEEDS	7,576. 1,113.	7,576. 1,113.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,689.	8,689.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WHITTIER TRUST CO - ACCTG/TAX	1,500.	750.		750.
TO FORM 990-PF, PG 1, LN 16B	1,500.	750.		750.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WHITTIER TRUST CO - ADMIN EXP	35,784.	17,892.		17,892.
TO FORM 990-PF, PG 1, LN 16C	35,784.	17,892.		17,892.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX - PRIOR YEAR REFUND	<2,141.>	0.		0.
FOREIGN TAX PAID	70.	70.		0.
TO FORM 990-PF, PG 1, LN 18	<2,071.>	70.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	10.	0.		10.
INSURANCE	1,307.	654.		653.
BANK SERVICE CHARGE	12.	6.		6.
TO FORM 990-PF, PG 1, LN 23	1,329.	660.		669.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS A/C 00 5030 - SEE ATTACHED SCHEDULE		X	0.	0.
US GOVT AGENCY BDS A/C 00 5030 - SEE ATTACHED SCHEDULE	X		295,816.	326,906.
TOTAL U.S. GOVERNMENT OBLIGATIONS			295,816.	326,906.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			295,816.	326,906.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK A/C 73 5030 - SEE ATTACHED SCHEDULE	275,499.	347,650.	
CORPORATE STOCK A/C 82 5030 - SEE ATTACHED SCHEDULE	1,507,148.	1,726,088.	
CORPORATE STOCK A/C 00 5030 - SEE ATTACHED SCHEDULE	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,782,647.	2,073,738.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 10	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS A/C 00 5030 - SEE ATTACHED SCHEDULE		598,512.	618,681.
TOTAL TO FORM 990-PF, PART II, LINE 10C		598,512.	618,681.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER EQUITIES FD VII	COST	190,631.	241,075.
WHITTIER EQUITIES FD VIII	COST	341,239.	320,621.
WHITTIER EQUITIES FD IX	COST	291,657.	316,168.
WHITTIER EQUITIES FD X	COST	498,681.	589,280.
WHITTIER EQUITIES FD XI	COST	476,050.	453,968.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,798,258.	1,921,112.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FUND DISTRIBUTION RECEIVED IN 2010	0.	996.	996.
TO FORM 990-PF, PART II, LINE 15	0.	996.	996.

GODRIC FOUNDATION, 95-3500486

CONTRIBUTIONS PAID

AS OF DECEMBER 31, 2009

ORGANIZATION/ADDRESS	ORGANIZATION STATUS	PURPOSE	COMMITMENT AMOUNT
Elings Park Foundation <i>Santa Barbara, CA</i>	170(b)(1)(A)(vi)	Phase III Project Planning and Event Venue and Sports Field Program Support	\$40,000
Helen Woodward Animal Center <i>Rancho Santa Fe, CA</i>	170(b)(1)(A)(vi)	Adoptions and Administration Building Construction Support	\$200,000
Foundation for Santa Barbara City College <i>Santa Barbara, CA</i>	501(c)(3),S170, 170(b)(1)(A)(vi)	Adopt-A-School Assistance Program	\$10,000
Music Academy of the West <i>Santa Barbara, CA</i>	501(c)(3),S170, 170(b)(1)(A)(vi)	Program Support	\$5,000
Santa Barbara Center for the Performing Arts, Inc. <i>Santa Barbara, CA</i>	170(b)(1)(A)(vi)	Capital Campaign in honor of Michael Towbes	\$5,000
Santa Barbara Center for the Performing Arts, Inc. <i>Santa Barbara, CA</i>	170(b)(1)(A)(vi)	Granada Restoration Project Support	\$10,000
Young America's Foundation	501(c)(3), 509(a)(2)	Student Education Program Support	\$5,000
		TOTAL CONTRIBUTIONS PAID	<u><u>\$275,000</u></u>

GODRIC FOUNDATION, 95-3500486

FUTURE COMMITMENTS

AS OF JANUARY 1, 2010

<u>ORGANIZATION/ADDRESS</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
Santa Barbara Center for the Performing Arts, Inc. <i>Santa Barbara, CA</i>	170(b)(1)(A)(vi)	Granada Restoration Project	<u>\$10,000</u>
		TOTAL FUTURE COMMITMENTS	<u><u>\$10,000</u></u>

For the Account of:
GODRIC FOUNDATION



Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value
U.S. GOVT AGENCY OBLIGATIONS				
100,000	FEDERAL HOME LN BKS DEB 5 000% 6/09/17	108 219	96,929.48	108,219 00
100,000	FEDERAL HOME LN BKS DEB 5 375% 6/13/14	111 031	99,224 23	111,031 00
100,000	FEDERAL FARM CR BKS CONS DEB 4 700%10/11/12	107 656	99,662 05	107,656 00
TOTAL U.S. GOVT AGENCY OBLIGATIONS			295,815.76	326,906.00
CORPORATE BONDS & NOTES				
100,000	AMERICAN GEN FIN MEDTM SRNT MTNF 4 000% 3/15/11	90 411	99,296.30	90,411 00
100,000	BOEING CO NOTE 5 125% 2/15/13	106 885	98,416 90	106,885 00
100,000	CONOCOPHILLIPS AUS FDG CO NOTE 5 500% 4/15/13	108 595	99,660 24	108,595 00
50,000	DU PONT E I DE NEMOURS & CO NOTE 4.750%11/15/12	107 341	50,524.13	53,670 50
100,000	MERRILL LYNCH CO INC MTN BE MTNF 6 050% 8/15/12	107.123	101,224.08	107,123 00
100,000	MORGAN STANLEY NOTE 4 000% 1/15/10	100 073	99,709 81	100,073 00
50,000	VERIZON VA INC DEB 4 625% 3/15/13	103 846	49,680 80	51,923 00
TOTAL CORPORATE BONDS & NOTES			598,512.26	618,680.50

For the Account of:
GODRIC FOUNDATION VALUE STRATEGY



Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value
EQUITIES				
US LARGE CAP EQUITIES				
105	AT&T INC	28 030	3,540 10	2,943 15
255	ALCOA INC	16 120	4,537 64	4,110.60
255	AMERICAN EXPRESS CO	40 520	8,147 99	10,332 60
255	BANK OF AMERICA CORPORATION	15 060	9,960.30	3,840 30
255	BOEING CO	54 130	10,408 91	13,803 15
255	CATERPILLAR INC DEL	56 990	6,243.44	14,532 45
255	CHEVRON CORP	76 990	22,396 65	19,632 45
255	CISCO SYS INC	23 940	5,099 13	6,104 70
255	COCA COLA CO	57 000	11,757 40	14,535 00
255	DISNEY WALT CO COM DISNEY	32 250	5,864 26	8,223 75
255	DU PONT E I DE NEMOURS & CO	33 670	10,945 73	8,585 85
255	EXXON MOBIL CORP	68 190	9,899 92	17,388 45
255	GENERAL ELECTRIC CO	15 130	9,608 09	3,858 15
255	HEWLETT PACKARD CO	51 510	6,869 17	13,135 05
255	HOME DEPOT INC	28 930	12,401 25	7,377 15
255	INTEL CORP	20 400	8,528 19	5,202 00
255	INTERNATIONAL BUSINESS MACHS	130 900	16,502 96	33,379.50
255	J P MORGAN CHASE & CO	41 670	8,182 69	10,625 85
255	JOHNSON & JOHNSON	64 410	12,228 11	16,424 55
255	KRAFT FOODS INC CL A	27 180	8,456 68	6,930 90
255	MCDONALDS CORP	62 440	7,027 30	15,922 20
255	MERCK & CO INC	36 540	8,486 55	9,317 70
255	MICROSOFT CORP	30.480	7,937 85	7,772 40
255	PFIZER INC	18 190	6,185.25	4,638.45
255	PROCTER & GAMBLE CO	60 630	8,656 57	15,460 65
255	3M CO	82 670	9,986 08	21,080 85
255	TRAVELERS COMPANIES, INC	49 860	11,385 39	12,714 30
255	UNITED TECHNOLOGIES CORP	69 410	4,960 38	17,699 55
255	VERIZON COMMUNICATIONS	33 130	8,603 14	8,448 15
255	WAL MART STORES INC	53 450	10,691 50	13,629 75
TOTAL US LARGE CAP EQUITIES			275,498.62	347,649.60
TOTAL EQUITIES			275,498.62	347,649.60



Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value
EQUITIES				
US LARGE CAP EQUITIES				
400	AFLAC INC	46 250	18,059 10	18,500 00
505	AT&T INC	28 030	10,302 00	14,155 15
325	ABBOTT LABS	53 990	13,179 44	17,546 75
200	AIR PRODS & CHEMS INC	81 060	13,145 80	16,212.00
300	APACHE CORP	103 170	23,375 00	30,951 00
175	APPLE COMPUTER INC	210 732	27,954 58	36,878 10
1,605	BANK OF AMERICA CORPORATION	15 060	20,842 41	24,171 30
250	BECTON DICKINSON & CO	78 860	14,852 03	19,715 00
315	BEST BUY INC	39 460	10,615 06	12,429 90
250	CVS CORP	32.210	7,877 50	8,052 50
315	CELGENE CORP	55.680	19,343 66	17,539 20
280	CHESAPEAKE ENERGY CORP	25 880	5,529 58	7,246 40
502	CHEVRON CORP	76 990	24,647 73	38,648 98
1,520	CISCO SYS INC	23 940	26,841 59	36,388 80
819	COMCAST CORP	16 860	15,469 53	13,808 34
500	DEERE & CO	54 090	22,672 68	27,045 00
670	DELL INC	14 360	7,938 29	9,621 20
350	DEVON ENERGY CORP NEW	73 500	25,743 19	25,725 00
400	DISNEY WALT CO COM DISNEY	32 250	8,763 28	12,900 00
690	E M C CORP MASS	17 470	9,659 55	12,054 30
350	EBAY INC	23 530	7,801 85	8,235 50
810	EMERSON ELEC CO	42 600	27,828 05	34,506 00
445	EXELON CORP	48 870	30,383 61	21,747 15
795	EXXON MOBIL CORP	68 190	46,737 41	54,211 05
210	FREEMPORT-MCMORAN COPPER & GO CL B	80.290	13,130 24	16,860 90
1,940	GENERAL ELECTRIC CO	15 130	61,741 92	29,352 20
185	GENZYME CORP	49 010	9,728 34	9,066 85
645	GILEAD SCIENCES INC	43 270	26,884 25	27,909 15
110	GOLDMAN SACHS GROUP INC	168 840	11,278 15	18,572 40
40	GOOGLE INC CL A	619 980	19,134.30	24,799 20
445	HEWLETT PACKARD CO	51 510	21,101 61	22,921 95
475	ILLINOIS TOOL WKS INC	47 990	21,328 20	22,795 25
835	INTEL CORP	20 400	15,846 80	17,034 00



Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value
265	INTERNATIONAL BUSINESS MACHS	130 900	23,567 80	34,688 50
995	J P MORGAN CHASE & CO	41 670	43,671 91	41,461 65
235	JOHNSON & JOHNSON	64 410	10,319 31	15,136 35
595	LOWE'S COS	23 390	11,892 38	13,917 05
45	MASTERCARD INC CL A	255 980	7,907 14	11,519 10
340	MCDONALDS CORP	62 440	9,081 15	21,229 60
425	MCKESSON CORP	62 500	16,094 62	26,562 50
355	MEDCO HEALTH	63 910	11,772 02	22,688 05
1,480	MICROSOFT CORP	30 480	39,032 09	45,110 40
155	MONSANTO CO (NEW)	81 750	16,835 15	12,671 25
1,260	ORACLE CORP	24 530	20,325 25	30,907 80
470	PEPSICO INC	60 800	22,430 94	28,576 00
510	PHILIP MORRIS INTL INC	48 190	16,042 92	24,576 90
470	PRICE T ROWE GROUP INC	53 250	18,051 01	25,027 50
613	PROCTER & GAMBLE CO	60 630	26,388 76	37,166 19
140	QUALCOMM INC	46 260	4,050 00	6,476 40
330	RAYTHEON CO COM NEW	51 520	15,080 84	17,001 60
1,115	SPDR TR S&P 500	111 440	127,322 29	124,255 60
295	SEMPRA ENERGY	55 980	13,811 75	16,514 10
440	STATE STR CORP	43 540	24,525 45	19,157.60
660	SYSCO CORP	27 940	21,793.83	18,440 40
215	TJX COS INC NEW	36 550	5,994 13	7,858 25
405	TARGET CORP	48 370	17,234.24	19,589 85
470	THERMO FISHER SCIENTIFIC INC	47 690	18,859 18	22,414 30
235	3M CO	82 670	10,476 74	19,427 45
516	TIME WARNER INC COM NEW	29 140	16,557 15	15,036 24
200	TRAVELERS COMPANIES, INC	49 860	8,414 17	9,972 00
300	UNION PAC CORP	63 900	14,970 00	19,170 00
230	UNITED PARCEL SERVICE INC CL B	57 370	15,750 90	13,195 10
715	WAL MART STORES INC	53 450	29,261 71	38,216 75
1,110	WELLS FARGO & CO NEW	26 990	32,306 20	29,958 90
600	WESTERN UN CO	18 850	11,291 58	11,310 00
	TOTAL US LARGE CAP EQUITIES		1,320,849.34	1,506,833.90
	US SMALL AND MID-CAP EQUITIES			
46 9091	AOL INC	23 280	1,162 54	1,092.04



Shares or Par Value		Unit Market	Investment Cost Basis	Total Market Value
790	DEAN FOODS CO NEW	18 040	21,655 74	14,251 60
130	HERSHEY CO	35 790	4,526 20	4,652 70
265	KLA-TENCOR CORP	36 160	7,204 77	9,582 40
480	LIFE TECHNOLOGIES CORP	52 220	18,375 79	25,065 60
1,065	MACYS INC	16 760	23,504 64	17,849 40
305	MICROCHIP TECHNOLOGY INC	29 050	6,928 41	8,860 25
	TOTAL US SMALL AND MID-CAP EQUITIES		83,358.09	81,353.99
	FOREIGN EQUITIES			
340	WEATHERFORD INTERNATIONAL LT	17 910	6,782 52	6,089 40
175	BHP BILLITON LTD SPONSORED ADR	76 580	11,214 40	13,401 50
1,050	CEMIG SA-SPONS ADR SP ADR N-V PFD	18 060	14,682 36	18,963 00
200	DIAGEO P L C SPNSRD ADR NEW	69 410	9,722 34	13,882 00
260	PETROLEO BRASILEIRO SA PETRO SPONSORED ADR	47 680	10,302 37	12,396 80
535	SCHLUMBERGER LTD	65 090	21,450 84	34,823 15
450	TEVA PHARMACEUTICAL INDS LTD ADR	56 180	19,467 05	25,281 00
450	VALE S A ADR	29 030	9,318 51	13,063 50
	TOTAL FOREIGN EQUITIES		102,940.39	137,900.35
	TOTAL EQUITIES		1,507,147.82	1,726,088.24

Godric Foundation Gain/Loss
For the Tax Year Ending 12/31/2009

Shares	Security Name	Acquisition Date	Trade Date	Proceeds	Cost Basis	Gain/Loss
-50000	FNMA 6.08 12/15/10	3/9/1999	10/27/2009	52,960.00	-50,072.50	2,887.50
-20	ALTRIA GROUP	11/5/2004	10/27/2009	359.24	-248.10	111.14
-165	ALTRIA GROUP	2/7/2002	10/27/2009	2,963.73	-1,883.23	1,080.50
-130	ALTRIA GROUP	9/30/1998	10/27/2009	2,335.06	-1,386.91	948.15
-30	ALTRIA GROUP	8/14/2001	10/27/2009	538.86	-305.90	232.96
-170	ALTRIA GROUP	7/14/1999	10/27/2009	3,053.55	-1,507.31	1,546.24
-30	ALTRIA GROUP	7/25/2000	10/27/2009	538.86	-177.18	361.68
-20	PHILIP MORRIS INTL	11/5/2004	10/27/2009	974.60	-565.33	409.27
-165	PHILIP MORRIS INTL	2/7/2002	10/27/2009	8,040.47	-4,291.30	3,749.17
-130	PHILIP MORRIS INTL	9/30/1998	10/27/2009	6,334.92	-3,160.34	3,174.58
-30	PHILIP MORRIS INTL	8/14/2001	10/27/2009	1,461.90	-697.04	764.86
-170	PHILIP MORRIS INTL	7/14/1999	10/27/2009	8,284.13	-3,434.69	4,849.44
-30	PHILIP MORRIS INTL	7/25/2000	10/27/2009	1,461.90	-403.74	1,058.16
-25	PROCTER & GAMBLE	2/7/2002	10/27/2009	1,423.50	-1,016.35	407.15
-50	PROCTER & GAMBLE	8/14/2001	10/27/2009	2,847.00	-1,795.33	1,051.67
-25	3M CO COM	2/7/2002	10/27/2009	1,910.85	-1,375.75	535.10
-50	3M CO COM	7/14/1999	10/27/2009	3,821.71	-2,198.38	1,623.33
-75	CATERPILLAR INC	7/14/1999	10/27/2009	4,252.42	-2,254.59	1,997.83
-75	EXXON-MOBIL	7/14/1999	10/27/2009	5,609.85	-2,950.69	2,659.16
-75	HEWLETT-PACKARD	7/14/1999	10/27/2009	3,559.68	-3,157.10	402.58
-50	I B M	2/7/2002	10/27/2009	6,057.29	-5,238.00	819.29
-20	I B M	11/5/2004	10/27/2009	2,422.91	-1,869.80	553.11
-5	I B M	9/30/1998	10/27/2009	605.73	-323.59	282.14
-34	JP MORGAN CHASE	7/14/1999	10/27/2009	1,509.69	-1,280.72	228.97
-41	JP MORGAN CHASE	7/25/2000	10/27/2009	1,820.50	-1,507.00	313.50
-45	JOHNSON & JOHNSON	2/7/2002	10/27/2009	2,702.74	-2,553.30	149.44
-30	JOHNSON & JOHNSON	7/14/1999	10/27/2009	1,801.83	-1,439.96	361.87
-75	MCDONALDS CORP	9/30/1998	10/27/2009	4,416.75	-2,252.25	2,164.50
-15	DISNEY WALT CO	8/14/2001	10/27/2009	423.03	-403.57	19.46
-60	DISNEY WALT CO	9/30/1998	10/27/2009	1,692.10	-1,519.91	172.19
-75	UTD TECHNOLOGIES	9/30/1998	10/27/2009	4,837.94	-1,458.94	3,379.00
-75	VERIZON COMM	11/5/2004	10/27/2009	2,184.08	-2,949.49	-765.41
-75	WAL MART STORES	2/7/2002	10/27/2009	3,732.02	-4,399.50	-667.48
-75	MERCK & CO	1/20/2006	10/27/2009	2,425.62	-2,496.05	-70.43
-75	MICROSOFT CORP	8/14/2001	10/27/2009	2,139.88	-2,454.13	-314.25
-75	PFIZER INC	11/5/2004	10/27/2009	1,296.83	-2,155.50	-858.67
-75	KRAFT FOODS	9/22/2008	10/27/2009	1,995.81	-2,487.26	-491.45
-75	HOME DEPOT	8/14/2001	10/27/2009	1,948.73	-3,734.25	-1,785.52
-75	GENERAL ELECTRIC	7/14/1999	10/27/2009	1,123.00	-2,906.19	-1,783.19
-75	CHEVRON	4/8/2008	10/27/2009	5,751.98	-6,587.25	-835.27
-75	COCA COLA CO	9/30/1998	10/27/2009	4,007.42	-4,373.25	-365.83
-75	DU PONT	9/30/1998	10/27/2009	2,471.93	-4,298.25	-1,826.32
-75	ALCOA	7/14/1999	10/27/2009	971.22	-2,324.91	-1,353.69
-75	AMERICAN EXPRESS	7/14/1999	10/27/2009	2,686.71	-2,904.84	-218.13
-75	AT&T INC	2/7/2002	10/27/2009	1,909.45	-2,659.50	-750.05
-75	BANK OF AMERICA	4/8/2008	10/27/2009	1,144.48	-2,929.50	-1,785.02
-75	BOEING CO	7/14/1999	10/27/2009	3,601.22	-3,613.88	-12.66

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-45	CITIGROUP	2/7/2002	9/1/2009	208.37	-1,876.63	-1,668.26
-140	CITIGROUP	7/14/1999	9/1/2009	648.25	-4,694.13	-4,045.88
-145	CITIGROUP	9/30/1998	9/1/2009	671.41	-2,545.40	-1,873.99
-75	INTEL CORP	10/29/1999	10/27/2009	1,485.90	-2,912.92	-1,427.02
-75	CISCO SYS INC	6/5/2009	10/27/2009	1,763.48	-1,499.75	263.73
-75	TRAVELERS	6/5/2009	10/27/2009	3,837.09	-3,348.65	488.44
-225	GENENTECH	7/25/2007	3/26/2009	21,375.00	-17,054.21	4,320.79
-25	ALTRIA GROUP	2/7/2002	5/1/2009	407.24	-285.34	121.90
-15	ALTRIA GROUP	10/1/1998	5/1/2009	244.34	-158.96	85.38
-75	ALTRIA GROUP	8/14/2001	5/1/2009	1,221.72	-764.74	456.98
-125	ALTRIA GROUP	7/16/1999	5/1/2009	2,036.19	-1,097.59	938.60
-50	AMERICAN EXPRESS	10/1/1998	5/1/2009	1,208.97	-1,070.39	138.58
-25	ENTERGY CORP	11/19/2003	5/1/2009	1,657.21	-1,314.75	342.46
-215	UTD TECHNOLOGIES	2/7/2002	5/1/2009	10,584.17	-7,271.30	3,312.87
-10	UTD TECHNOLOGIES	7/25/2000	5/1/2009	492.29	-291.55	200.74
-75	UTD TECHNOLOGIES	9/30/1998	5/1/2009	3,692.15	-1,458.94	2,233.21
-400	ORACLE SYSTEMS	7/10/2006	5/1/2009	7,692.17	-5,844.00	1,848.17
-150	ORACLE SYSTEMS	7/11/2005	5/1/2009	2,884.56	-2,065.48	819.08
-100	AUTOMATIC DATA PROC	10/1/1998	5/4/2009	3,458.75	-3,122.60	336.15
-75	QUALCOMM INC	7/2/2008	7/16/2009	3,498.73	-3,444.00	54.73
-145	QUALCOMM INC	12/13/2005	7/16/2009	6,764.22	-6,643.90	120.32
-45	QUALCOMM INC	2/13/2007	7/16/2009	2,099.24	-1,719.86	379.38
-205	HERSHEY FOODS	4/30/2008	7/16/2009	7,810.51	-7,695.70	114.81
-50	SCHLUMBERGER LTD	12/13/2005	7/16/2009	2,760.37	-2,504.25	256.12
-72.875	AT&T INC	12/13/2005	7/28/2009	1,849.03	-1,530.61	318.42
-256.88	AT&T INC	7/11/2005	7/28/2009	6,517.60	-5,240.25	1,277.35
-105	ABBOTT LABS	3/31/2006	8/24/2009	4,831.18	-4,466.69	364.49
-100	HERSHEY FOODS	4/30/2008	8/24/2009	3,923.70	-3,754.00	169.70
-100	JOHNSON & JOHNSON	2/7/2002	8/24/2009	6,116.86	-5,674.00	442.86
-75	CATERPILLAR INC	9/30/1998	9/21/2009	3,925.75	-1,678.03	2,247.72
-30	QUALCOMM INC	2/13/2007	10/13/2009	1,237.01	-1,146.57	90.44
-35	QUALCOMM INC	7/11/2005	10/13/2009	1,443.18	-1,231.30	211.88
-150	QUALCOMM INC	7/25/2000	10/13/2009	6,185.06	-5,137.31	1,047.75
-10	QUALCOMM INC	8/14/2001	10/13/2009	412.34	-330.75	81.59
-110	TRAVELERS	7/25/2007	11/6/2009	5,710.09	-5,671.85	38.24
-30	TRAVELERS	4/30/2008	11/6/2009	1,557.30	-1,518.90	38.40
-75	TRAVELERS	7/2/2008	11/6/2009	3,893.24	-3,345.75	547.49
-85	TRAVELERS	10/1/2008	11/6/2009	4,412.34	-3,695.52	716.82
-80	METLIFE	4/26/2002	11/17/2009	2,818.46	-2,683.20	135.26
-50	METLIFE	11/19/2003	11/17/2009	1,761.54	-1,553.00	208.54
-20	GOLDMAN SACHS	12/13/2005	11/25/2009	3,381.25	-2,634.40	746.85
-275	CATERPILLAR INC	4/30/2008	9/21/2009	14,394.42	-22,590.02	-8,195.60
-180	METLIFE	7/10/2006	11/17/2009	6,341.54	-9,372.87	-3,031.33
-75	METLIFE	12/13/2005	11/17/2009	2,642.31	-3,761.25	-1,118.94
-5	METLIFE	9/19/2008	11/6/2009	167.56	-303.10	-135.54
-75	METLIFE	7/2/2008	11/6/2009	2,513.42	-4,022.25	-1,508.83
-20	METLIFE	7/10/2006	11/6/2009	670.24	-1,041.43	-371.19

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-20	ABBOTT LABS	7/2/2008	8/24/2009	920.23	-1,092.60	-172.37
-105	SCHLUMBERGER LTD	7/2/2008	7/16/2009	5,796.77	-11,279.10	-5,482.33
-65	25 AT&T INC	10/1/1998	7/28/2009	1,655.57	-1,866.64	-211.07
-80	BANK OF AMERICA	6/23/2008	7/16/2009	1,065.57	-1,968.03	-902.46
-65	CHEVRON	4/8/2008	7/16/2009	4,199.55	-5,708.95	-1,509.40
-180	NOBLE ENRGY	4/30/2008	7/16/2009	10,408.11	-15,737.40	-5,329.29
-13	8 TIME WARNER CABLE	12/13/2005	7/16/2009	427.87	-730.06	-302.19
-25	101 TIME WARNER CABLE	7/10/2006	7/16/2009	778.29	-1,243.85	-465.56
-47	274 TIME WARNER CABLE	7/11/2005	7/16/2009	1,465.77	-2,294.98	-829.21
-18	826 TIME WARNER CABLE	7/2/2008	7/16/2009	583.71	-823.60	-239.89
-65	AUTOMATIC DATA PROC	12/13/2005	5/4/2009	2,248.19	-2,733.17	-484.98
-35	AUTOMATIC DATA PROC	11/5/2004	5/4/2009	1,210.56	-1,408.46	-197.90
-585	STARBUCKS CORP	7/25/2007	5/1/2009	8,037.69	-16,400.07	-8,362.38
-30	STARBUCKS CORP	4/30/2008	5/1/2009	412.19	-485.70	-73.51
-40	UNITED PARCEL	12/13/2005	5/1/2009	2,055.55	-3,014.40	-958.85
-5	UNITED PARCEL	2/13/2007	5/1/2009	256.94	-372.35	-115.41
-115	YAHOO INC	11/19/2003	5/1/2009	1,604.21	-2,268.95	-664.74
-45	RIO TINTO	3/31/2006	5/1/2009	7,707.39	-9,322.09	-1,614.70
-35	YAHOO INC	12/13/2005	5/1/2009	488.24	-1,441.65	-953.41
-75	YAHOO INC	7/10/2006	5/1/2009	1,046.22	-2,473.47	-1,427.25
-75	YAHOO INC	2/13/2007	5/1/2009	1,046.22	-2,228.25	-1,182.03
-150	YAHOO INC	9/18/2007	5/1/2009	2,092.45	-3,751.48	-1,659.03
-10	EXXON-MOBIL	4/30/2008	5/1/2009	675.38	-937.50	-262.12
-60	INTUITIVE SURGICAL	4/30/2008	5/1/2009	8,550.98	-17,337.94	-8,786.96
-170	MED TRONIC INC	2/13/2007	5/1/2009	5,431.35	-9,255.48	-3,824.13
-25	GOLDMAN SACHS	3/31/2006	5/1/2009	3,179.92	-3,925.25	-745.33
-25	GOLDMAN SACHS	12/13/2005	5/1/2009	3,179.92	-3,293.00	-113.08
-150	INTEL CORP	10/1/1998	5/1/2009	2,335.44	-3,119.44	-784.00
-140	INTEL CORP	3/31/2006	5/1/2009	2,179.74	-2,741.20	-561.46
-75	MICROSOFT CORP	2/7/2002	5/1/2009	1,498.46	-2,269.50	-771.04
-185	MICROSOFT CORP	9/18/2007	5/1/2009	3,696.20	-5,335.08	-1,638.88
-5	NEWS C L A	2/13/2007	5/1/2009	41.50	-117.55	-76.05
-525	NEWS C L A	7/11/2005	5/1/2009	4,357.38	-8,599.29	-4,241.91
-170	NEWS C L A	12/13/2005	5/1/2009	1,410.96	-2,733.60	-1,322.64
-0	8427 TIME WARNER CABLE	12/13/2005	4/23/2009	24.48	-44.58	-20.10
-0	6666 TIME WARNER	12/13/2005	4/29/2009	15.60	-26.87	-11.27
-25	BEST BUY	3/8/2007	5/1/2009	926.73	-1,204.25	-277.52
-115	BEST BUY	4/13/2007	5/1/2009	4,262.94	-5,360.22	-1,097.28
-160	CARNIVAL	7/11/2005	5/1/2009	4,177.49	-8,800.26	-4,622.77
-50	CARNIVAL	2/13/2007	5/1/2009	1,305.46	-2,439.00	-1,133.54
-10	CHEVRON	4/8/2008	5/1/2009	663.38	-878.30	-214.92
-100	CISCO SYS INC	2/13/2007	5/1/2009	1,959.95	-2,726.00	-766.05
-45	ENTERGY CORP	7/25/2007	5/1/2009	2,982.97	-4,652.10	-1,669.13
-25	ENTERGY CORP	2/13/2007	5/1/2009	1,657.21	-2,488.00	-830.79
-5	ENTERGY CORP	12/13/2005	5/1/2009	331.44	-352.80	-21.36
-10	AMERICAN EXPRESS	2/13/2007	5/1/2009	241.79	-576.50	-334.71
-75	AMERICAN EXPRESS	7/14/1999	5/1/2009	1,813.45	-2,904.85	-1,091.40

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-5	AMERICAN EXPRESS	8/14/2001	5/1/2009	120.90	-173.70	-52.80
-235	AMERICAN EXPRESS	2/7/2002	5/1/2009	5,682.15	-6,810.58	-1,128.43
-60	JOHNSON & JOHNSON	4/30/2008	5/1/2009	3,137.92	-4,041.50	-903.58
-25	JOHNSON & JOHNSON	7/10/2006	5/1/2009	1,307.46	-1,523.75	-216.29
-115	JOHNSON & JOHNSON	2/7/2002	5/1/2009	6,014.34	-6,525.10	-510.76
-10	WAL MART STORES	2/7/2002	5/1/2009	497.89	-586.60	-88.71
-145	CHINA MOBILE HK	4/30/2008	5/1/2009	6,323.28	-12,503.64	-6,180.36
-0	7 TEVA PHARM	7/11/2005	1/26/2009	29.31	-29.67	-0.36
-45	GENENTECH	7/2/2008	3/26/2009	4,275.00	-3,527.10	747.90
-2	36 SIMON PTY	3/19/2009	3/25/2009	81.78	-80.09	1.69
-55	PRICE T ROWE GROUP	5/1/2009	6/26/2009	2,275.73	-2,112.35	163.38
-40	POTASH CORP	5/1/2009	8/24/2009	3,857.66	-3,614.40	243.26
-1	TIME WARNER CABLE	5/1/2009	9/3/2009	35.71	-33.49	2.22
-30	GOLDMAN SACHS	6/30/2009	11/6/2009	5,155.24	-4,409.99	745.25
-135	METLIFE	5/1/2009	11/17/2009	4,756.16	-3,705.68	1,050.48
-20	GOLDMAN SACHS	6/30/2009	11/25/2009	3,381.26	-2,939.99	441.27
-210	TJX COMPANIES	5/1/2009	12/10/2009	7,909.13	-5,854.74	2,054.39
-30	NOBLE ENRGY	9/19/2008	7/16/2009	1,734.68	-1,834.20	-99.52
-20	QUALCOMM INC	9/19/2008	7/16/2009	933.00	-963.40	-30.40
-20	CHEVRON	9/19/2008	7/16/2009	1,292.17	-1,752.40	-460.23
-155	AT&T INC	9/19/2008	7/28/2009	3,932.76	-4,679.45	-746.69
-60	POTASH CORP	9/19/2008	8/24/2009	5,786.48	-10,563.60	-4,777.12
-130	CONOCOPHILLIP	9/19/2008	8/24/2009	5,895.06	-10,068.50	-4,173.44
-65	STATE STREET	9/19/2008	6/26/2009	3,086.37	-3,864.45	-778.08
-45	POTASH CORP	9/19/2008	6/26/2009	4,099.75	-7,922.70	-3,822.95
-15	ABBOTT LABS	9/19/2008	6/30/2009	704.24	-871.95	-167.71
-55	ABBOTT LABS	7/2/2008	6/30/2009	2,582.22	-3,004.65	-422.43
-45	GILEAD SCIENCES	7/2/2008	6/30/2009	2,105.95	-2,344.95	-239.00
-225	BANK OF AMERICA	9/19/2008	7/16/2009	2,996.92	-8,066.25	-5,069.33
-650	NVIDIA CORP	5/1/2009	5/7/2009	6,971.65	-7,597.33	-625.68
-24	TIME WARNER CABLE	5/1/2009	7/16/2009	744.15	-803.76	-59.61
-75	YAHOO INC	7/2/2008	5/1/2009	1,046.22	-1,619.25	-573.03
-15	YAHOO INC	9/19/2008	5/1/2009	209.24	-297.60	-88.36
-25	AUTOMATIC DATA PROC	9/19/2008	5/4/2009	864.69	-1,107.00	-242.31
-25	STARBUCKS CORP	9/19/2008	5/1/2009	343.49	-398.00	-54.51
-75	STARBUCKS CORP	7/2/2008	5/1/2009	1,030.47	-1,185.00	-154.53
-100	ENTERGY CORP	9/19/2008	5/1/2009	6,628.83	-9,115.00	-2,486.17
-405	CISCO SYS INC	9/19/2008	5/1/2009	7,937.79	-9,744.30	-1,806.51
-75	CARNIVAL	7/2/2008	5/1/2009	1,958.20	-2,459.25	-501.05
-75	BEST BUY	7/2/2008	5/1/2009	2,780.17	-3,016.50	-236.33
-190	BURLINGTON NORTHN	9/19/2008	5/1/2009	12,881.66	-19,102.60	-6,220.94
-25	JOHNSON & JOHNSON	9/19/2008	5/1/2009	1,307.47	-1,742.75	-435.28
-550	APPLIED MATERIALS	9/19/2008	5/1/2009	6,632.82	-8,712.00	-2,079.18
-150	NEWS C L A	7/2/2008	5/1/2009	1,244.97	-2,217.00	-972.03
-225	ORACLE SYSTEMS	7/2/2008	5/1/2009	4,326.84	-4,745.25	-418.41
-10	ORACLE SYSTEMS	9/19/2008	5/1/2009	192.30	-200.80	-8.50
-5	INTUITIVE SURGICAL	9/19/2008	5/1/2009	712.58	-1,448.90	-736.32

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-75	MED TRONIC INC	7/2/2008	5/1/2009	2,396.19	-3,846.00	-1,449.81
-70	GOLDMAN SACHS	7/2/2008	5/1/2009	8,903.77	-12,705.00	-3,801.23
-75	CHINA MOBILE HK	7/2/2008	5/1/2009	3,270.66	-4,869.00	-1,598.34
-55	ALTRIA GROUP	7/2/2008	5/1/2009	895.93	-1,103.85	-207.92
-100	SIMON PPTY	9/19/2008	3/25/2009	3,465.39	-9,936.00	-6,470.61
TOTAL GAIN/LOSS				634,764.28	-732,215.46	-97,451.18