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Form **990-PF**

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

OMB No 1545-0052

**2010**

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 2010, 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

Name of foundation: **GODRIC FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address), Room/suite: **625 SO. FAIR OAKS AVENUE, SUITE 360**

City or town, state, and ZIP code: **SOUTH PASADENA CA 91030**

**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **◆ \$ 5,200,623**

**J** Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

**A** Employer identification number: **95-3500486**

**B** Telephone number (see page 10 of the instructions): **626-441-5188**

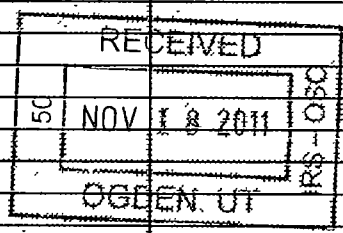
**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
 2. Foreign organizations meeting the 85% test, check here and attach computation

**E** If private foundation status was terminated under section 507(b)(1)(A), check here

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
3	Interest on savings and temporary cash investments	382	382		
4	Dividends and interest from securities	84,671	81,977		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	210,619			
b	Gross sales price for all assets on line 6a <b>3,712,862</b>				
7	Capital gain net income (from Part IV, line 2)		210,619		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) <b>Stmt 1</b>	5,697	5,697		
12	<b>Total.</b> Add lines 1 through 11	301,369	298,675	0	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) <b>Stmt 2</b>	3,000			
c	Other professional fees (attach schedule) <b>Stmt 3</b>	40,339	16,136		24,203
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) <b>Stmt 4</b>	7,028	128		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) <b>Stmt 5</b>	1,595	161		1,439
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	51,962	16,425	0	25,642
25	Contributions, gifts, grants paid	470,000			470,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	521,962	16,425	0	495,642
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses and disbursements</b>	-220,593			
b	<b>Net investment income</b> (if negative, enter -0-)		282,250		
c	<b>Adjusted net income</b> (if negative, enter -0-)			0	



<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )		Beginning of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing	2,983	1,125	1,125
	2 Savings and temporary cash investments	124,670	23,394	23,394
	3 Accounts receivable ♦			
	Less: allowance for doubtful accounts ♦			
	4 Pledges receivable ♦			
	Less: allowance for doubtful accounts ♦			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (att. schedule) ♦			
	Less: allowance for doubtful accounts ♦	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule) Stmt 6	295,816	601,723	639,628
	b Investments—corporate stock (attach schedule) See Stmt 7	1,782,647	1,490,183	1,975,108
	c Investments—corporate bonds (attach schedule) See Stmt 8	598,512	499,250	529,126
	11 Investments—land, buildings, and equipment basis ♦			
Less accumulated depreciation (attach sch ) ♦				
12 Investments—mortgage loans				
13 Investments—other (attach schedule) See Statement 9	1,798,258	1,765,865	2,030,495	
14 Land, buildings, and equipment basis ♦				
Less accumulated depreciation (attach sch ) ♦				
15 Other assets (describe ♦ See Statement 10 )	996	1,747	1,747	
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item i)	<b>4,603,882</b>	<b>4,383,287</b>	<b>5,200,623</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ♦ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ♦ <input checked="" type="checkbox"/></b> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,603,882	4,383,289	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here ♦ <input type="checkbox"/></b> 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)	<b>4,603,882</b>	<b>4,383,289</b>		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	<b>4,603,882</b>	<b>4,383,289</b>		

**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	4,603,882
2 Enter amount from Part I, line 27a	2	-220,593
3 Other increases not included in line 2 (itemize) ♦	3	
4 Add lines 1, 2, and 3	4	4,383,289
5 Decreases not included in line 2 (itemize) ♦	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,383,289

**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 PUBLICLY TRADED SECURITIES</b>	<b>P</b>	<b>Various</b>	<b>Various</b>
<b>b PARTNERSHIPS - SHORT TERM GAIN</b>	<b>P</b>	<b>Various</b>	<b>12/31/10</b>
<b>c PARTNERSHIPS - LONG TERM</b>	<b>P</b>	<b>Various</b>	<b>12/31/10</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 3,220,354</b>		<b>3,502,243</b>	<b>-281,889</b>
<b>b 87,715</b>			<b>87,715</b>
<b>c 404,793</b>			<b>404,793</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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			<b>-281,889</b>
<b>b</b>			<b>87,715</b>
<b>c</b>			<b>404,793</b>
<b>d</b>			
<b>e</b>			

<b>2 Capital gain net income or (net capital loss)</b>	[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]	<b>2</b>	<b>210,619</b>
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b> 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>	<b>87,715</b>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	<b>294,311</b>	<b>5,690,985</b>	<b>0.051715</b>
2008	<b>294,916</b>	<b>5,414,316</b>	<b>0.054470</b>
2007	<b>329,533</b>	<b>6,503,706</b>	<b>0.050668</b>
2006	<b>371,876</b>	<b>6,049,308</b>	<b>0.061474</b>
2005	<b>409,553</b>	<b>5,987,195</b>	<b>0.068405</b>

<b>2 Total of line 1, column (d)</b>	<b>2</b>	<b>0.286732</b>
<b>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</b>	<b>3</b>	<b>0.057346</b>
<b>4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5</b>	<b>4</b>	<b>5,009,726</b>
<b>5 Multiply line 4 by line 3</b>	<b>5</b>	<b>287,288</b>
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>	<b>6</b>	<b>2,823</b>
<b>7 Add lines 5 and 6</b>	<b>7</b>	<b>290,111</b>
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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>	<b>495,642</b>

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,823
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
<b>3</b>	Add lines 1 and 2	3	2,823
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	5	2,823
<b>6</b>	Credits/Payments:		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,239
<b>b</b>	Exempt foreign organizations—tax withheld at source	6b	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b>	Backup withholding erroneously withheld	6d	
<b>7</b>	Total credits and payments Add lines 6a through 6d	7	7,239
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	4,416
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> <input checked="" type="checkbox"/> <b>4,416</b> <b>Refunded</b> <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b>		X
<b>1b</b>		X
<b>1c</b>		X
<b>2</b>		X
<b>3</b>		X
<b>4a</b>		X
<b>4b</b>		
<b>5</b>		X
<b>6</b>	X	
<b>7</b>	X	
<b>8a</b>		
<b>8b</b>	X	
<b>9</b>		X
<b>10</b>		X

N/A

**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)	11		<b>X</b>
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		<b>X</b>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>◆ N/A</b>	13	<b>X</b>	
14	The books are in care of <b>◆ JULIE LYTLE</b> <b>625 S FAIR OAKS AVE STE 360</b> Located at <b>◆ SO PASADENA</b> CA ZIP+4 <b>◆ 91030</b> Telephone no <b>◆ 626-441-5188</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year <b>◆ 15</b>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>◆</b>	16	Yes	No <b>X</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <b>◆</b> <input type="checkbox"/>	1b	<b>X</b>
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 2010?	1c	<b>X</b>
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>◆</b> 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions ) <b>N/A</b>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>◆</b> 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2010 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 2010 ) <b>N/A</b>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<b>X</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 2010?	4b	<b>X</b>

**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)?  Yes  No **N/A** **5b**

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  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

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

If "Yes" to 6b, file Form 8870

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

**b** If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **N/A** **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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
MARCIA W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA CA 91030	PRESIDENT/DI 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 625 S FAIR OAKS AVE., STE. 360 SO PASADENA CA 91030	VICE PRES/DI 1.00	0	0	0
RICHARD E. LLEWELLYN, II 625 S FAIR OAKS AVE., STE. 360 SO PASADENA CA 91030	VICE PRES/DI 1.00	0	0	0

**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

**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 (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 ◆ **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

1	Expenses
N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	Amount
N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	

**Total.** Add lines 1 through 3 ▶

**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>	<b>3,012,856</b>
<b>b</b>	Average of monthly cash balances	<b>1b</b>	<b>233,472</b>
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions)	<b>1c</b>	<b>1,839,688</b>
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>5,086,016</b>
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	<b>0</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	<b>0</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	<b>5,086,016</b>
<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>	<b>76,290</b>
<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>	<b>5,009,726</b>
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	<b>250,486</b>

**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>250,486</b>
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	<b>2,823</b>
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	<b>2,823</b>
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	<b>247,663</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>247,663</b>
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	<b>247,663</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>	<b>495,642</b>
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	<b>495,642</b>
<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>	<b>2,823</b>
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	<b>492,819</b>

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				<b>247,663</b>
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	<b>86,312</b>			
<b>b</b> From 2006	<b>75,151</b>			
<b>c</b> From 2007	<b>11,716</b>			
<b>d</b> From 2008	<b>26,195</b>			
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	<b>199,374</b>			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ♦ \$ <b>495,642</b>				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
<b>d</b> Applied to 2010 distributable amount				<b>247,663</b>
<b>e</b> Remaining amount distributed out of corpus	<b>247,979</b>			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	<b>447,353</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				<b>0</b>
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	<b>86,312</b>			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	<b>361,041</b>			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	<b>75,151</b>			
<b>b</b> Excess from 2007	<b>11,716</b>			
<b>c</b> Excess from 2008	<b>26,195</b>			
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010	<b>247,979</b>			

**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 2010, 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) 2010	(b) 2009	Prior 3 years		
			(c) 2008	(d) 2007	
<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					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test—enter.					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 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).)  
**See Statement**

**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 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>SEE ATTACHED SCHEDULE</b>				<b>470,000</b>
<b>Total</b>			◆ 3a	<b>470,000</b>
b Approved for future payment <b>SEE ATTACHED SCHEDULE</b>				<b>2,760,000</b>
<b>Total</b>			◆ 3b	<b>2,760,000</b>





# Federal Statements

## Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NET INCOME FROM PARTNERSHIPS-	\$ 5,697	\$ 5,697	\$
Total	\$ 5,697	\$ 5,697	\$ 0

## Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WHITTIER TRUST CO - ACCTG/TAX	\$ 3,000	\$	\$	\$
Total	\$ 3,000	\$ 0	\$ 0	\$ 0

## Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WTC - ADMIN EXP 00 5030	\$ 40,339	\$ 16,136	\$	\$ 24,203
Total	\$ 40,339	\$ 16,136	\$ 0	\$ 24,203

## Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX PAID	\$ 128	\$ 128	\$	\$
EXCISE TAX - CURRENT YEAR	6,900			
Total	\$ 7,028	\$ 128	\$ 0	\$ 0

# Federal Statements

## Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
FILING FEES / SECRETARY OF ST	30	3		27
INSURANCE	1,309	131		1,178
BANK SERVICE CHARGE	6	1		5
OFFICE SUPPLIES	245	25		225
MISCELLANEOUS	5	1		4
<b>Total</b>	<b>1,595</b>	<b>161</b>	<b>0</b>	<b>1,439</b>

**Federal Statements**

**Statement 6 - 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>
MUNICIPAL BONDS 00 5030 - ATTACHED				
	\$	\$ 305,302	Market	\$ 306,503
US GOVT BONDS 00 5030 - ATTACHED	295,816	296,421	Market	333,125
Total	<u>\$ 295,816</u>	<u>\$ 601,723</u>		<u>\$ 639,628</u>

**Statement 7 - 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>
CORPORATE STOCK 73 5030 - ATTACHED				
	\$ 275,499	\$ 274,965	Market	\$ 385,672
CORPORATE STOCK 82 5030 - ATTACHED	1,507,148	1,215,218	Market	1,589,436
Total	<u>\$ 1,782,647</u>	<u>\$ 1,490,183</u>		<u>\$ 1,975,108</u>

**Statement 8 - 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>
CORPORATE BONDS 00 5030 - ATTACHED				
	\$ 598,512	\$ 499,250	Market	\$ 529,126
Total	<u>\$ 598,512</u>	<u>\$ 499,250</u>		<u>\$ 529,126</u>

**Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
WHITTIER EQUITIES FD VII	\$ 190,631			\$
WHITTIER EQUITIES FD VIII	341,239			
WHITTIER EQUITIES FD IX	291,657			
WHITTIER EQUITIES FD X	498,681			
WHITTIER EQUITIES FD XI	476,050			
WHITTIER AGGRESSIVE GROWTH FUND A		697,098	Market	756,391
WHITTIER VALUE FUND A		633,189	Market	778,932

## Federal Statements

### Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WHITTIER INTERNATIONAL FUND A	\$	\$ 435,578	Market	\$ 495,172
Total	\$ 1,798,258	\$ 1,765,865		\$ 2,030,495

### Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
FUND DISTRIBUTION REC'D IN NEXT YR	\$ 996	\$ 1,747	\$ 1,747
Total	\$ 996	\$ 1,747	\$ 1,747

### Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
Total	\$ 0

### Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
Total	\$ 0

### Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ITEM D BELOW

### Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEE ITEM D BELOW

### Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
DUE TO FUNDING RESTRICTIONS THE FOUNDATION MANAGER PREFERS TO INITIATE THE GRANTS MADE BY THE FOUNDATION.

**GODRIC FOUNDATION, 95-3500486**

**CONTRIBUTIONS PAID**

**AS OF DECEMBER 31, 2010**

<b>ORGANIZATION/ADDRESS</b>	<b>ORGANIZATION STATUS</b>	<b>PURPOSE</b>	<b>COMMITMENT AMOUNT</b>
Drayton Hall Museum, National Trust for Historic Preservation 3380 Ashley River Road Charleston, NC 29414	170 (b)(1)(A)(vi)	Program Support	\$20,000
Elings Park Foundation 1298 Las Positas Road Santa Barbara, CA 93105	170(b)(1)(A)(vi)	Phase III Capital Campaign Challenge Grant	\$200,000
Greater Santa Barbara Ice Skating Association P O Box 478 Santa Barbara, CA 93102	170(b)(1)(A)(vi)	Support Ice Rink Campaign	\$10,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170(b)(1)(A)(ii)	Whittier Scholarship Program	\$100,000
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	170(b)(1)(A)(vi)	Program Support	\$5,000
Music Academy of the West 1070 Fairway Road Santa Barbara, CA 93108-2899	170(b)(1)(A)(vi)	Support Luria Education Center Project	\$100,000
Rancho Los Alamitos 6400 Bixby Hill Road Long Beach, CA 90815	170(b)(1)(A)(vi)	Program Support	\$25,000
Santa Barbara Humane Society 5399 Overpass Road Santa Barbara, CA 93111	170(b)(1)(A)(vi)	Program Support	\$5,000
Santa Barbara Museum of Art 1130 State Street Santa Barbara, CA 93101-2746	170(b)(1)(A)(vi)	Program Support	\$5,000
		<b>TOTAL CONTRIBUTIONS PAID</b>	<b><u><u>\$470,000</u></u></b>

**GODRIC FOUNDATION, 95-3500486**

**FUTURE COMMITMENTS**

**AS OF JANUARY 1, 2011**

<b>ORGANIZATION/ADDRESS</b>	<b>STATUS</b>	<b>PURPOSE</b>	<b>AMOUNT</b>
Elings Park Foundation 1298 Las Positas Road Santa Barbara, CA 93105	170(b)(1)(A)(vi)	Support Phase III Capital Campaign Challenge Grant \$2M over 10 years 2nd Pmt - \$200,000	\$1,800,000
Laguna Blanca School 4125 Paloma Drive Santa Barbara, CA 93110	170(b)(1)(A)(ii)	Support Whittier Scholarship Program \$1M over 10 Years 2nd Pmt - \$100,000	\$900,000
Santa Barbara Center for the Performing Arts, Inc 1330 State Street, Suite 101 Santa Barbara, CA 93101	170(b)(1)(A)(vi)	Support Granada Restoration Project	\$10,000
YMCA of Coastal Carolina P O Box 1087 Georgetown, SC 29442	509(a)(2)	Capital Campaign and Endowment Fund Support	\$50,000
		<b>TOTAL FUTURE COMMITMENTS</b>	<b><u>\$2,760,000</u></b>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

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

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**JULIE LYTLE**  
**625 S FAIR OAKS AVE STE 360**

• The books are in the care of **SO PASADENA** Telephone No. **626-441-5188** FAX No. **CA 91030**

- 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 is for

- I request an additional 3-month extension of time until **11/15/11**
- For calendar year **2010**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- If the tax year entered in line 5 is for less than 12 months, check reason  Initial return  Final return  Change in accounting period
- State in detail why you need the extension  
**Additional time is requested to gather information to prepare a complete and accurate return.**

<b>8a</b> 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	<b>8a</b>	\$	<b>2,823</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	<b>7,239</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b>	\$	<b>0</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **\_\_\_\_\_** Title **CFO/SEC/DIR** Date **08/11/11**  
Form **8868** (Rev 1-2011)