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

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

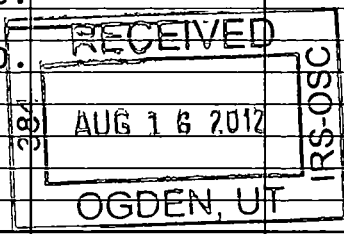
2011

For calendar year 2011 or tax year beginning _____, and ending _____

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) 625 SO. FAIR OAKS AVENUE		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"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 4,848,728. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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				
4 Dividends and interest from securities	93,943.	93,943.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	71,595.			
b Gross sales price for all assets on line 6a 930,984.				
7 Capital gain net income (from Part IV, line 2)		71,595.		
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	-3,121.	-3,121.		STATEMENT 2
12 Total Add lines 1 through 11	162,417.	162,417.		
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 3	2,250.	0.		0.
c Other professional fees STMT 4	44,834.	17,608.		27,226.
17 Interest				
18 Taxes STMT 5	275.	190.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	47,359.	17,798.		27,226.
25 Contributions, gifts, grants paid	265,000.			265,000.
26 Total expenses and disbursements. Add lines 24 and 25	312,359.	17,798.		292,226.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-149,942.			
b Net investment income (if negative, enter -0-)		144,619.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 20 2012 Revenue



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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	1,125.	668.	668.
	2 Savings and temporary cash investments	23,394.	96,757.	96,757.
	3 Accounts receivable ▶ 1,437.			
	Less: allowance for doubtful accounts ▶	1,747.	1,437.	1,437.
	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 6	601,723.	501,684.	556,659.
	b Investments - corporate stock STMT 7	1,490,183.	1,748,938.	2,178,220.
	c Investments - corporate bonds STMT 8	499,250.	420,806.	436,578.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	1,765,865.	1,463,100.	1,578,409.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	4,383,287.	4,233,390.	4,848,728.	
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 type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	4,383,287.	4,233,390.		
30 Total net assets or fund balances	4,383,287.	4,233,390.		
31 Total liabilities and net assets/fund balances	4,383,287.	4,233,390.		

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	4,383,287.
2 Enter amount from Part I, line 27a	2	-149,942.
3 Other increases not included in line 2 (itemize) ▶ TAX-EXEMPT INCOME	3	45.
4 Add lines 1, 2, and 3	4	4,233,390.
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	4,233,390.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	930,984.	859,389.	71,595.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			71,595.	
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	71,595.
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))
2010	492,819.	5,009,726.	.098372
2009	294,311.	5,690,985.	.051715
2008	294,916.	5,414,316.	.054470
2007	329,533.	6,503,706.	.050668
2006	371,876.	6,049,308.	.061474
2	Total of line 1, column (d)		.316699
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		.063340
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		5,060,328.
5	Multiply line 4 by line 3		320,521.
6	Enter 1% of net investment income (1% of Part I, line 27b)		1,446.
7	Add lines 5 and 6		321,967.
8	Enter qualifying distributions from Part XII, line 4		292,226.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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	2,892.
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	2,892.
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	2,892.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	4,416.
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	4,416.
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	1,524.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,524. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2		X
If "Yes," attach a detailed description of the activities.		
3		X
Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
4b		
N/A		
5		X
Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		
6	X	
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	X	
Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		
8a		
Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
8b	X	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9		X
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>JULIE LYTLE NESBIT</u> Telephone no. ▶ <u>626-441-5122</u> Located at ▶ <u>625 S. FAIR OAKS AVENUE, STE 360, SOUTH PASADENA,</u> ZIP+4 ▶ <u>91030</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15		N/A	
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No
		16		X

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 2011?	1c	X
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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. ▶ _____, _____, _____, _____		
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 2011 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 2011) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
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 2011?	4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?
 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

5b		
6b		X
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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		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.

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	3,083,815.
b	Average of monthly cash balances	1b	71,333.
c	Fair market value of all other assets	1c	1,982,241.
d	Total (add lines 1a, b, and c)	1d	5,137,389.
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	5,137,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,061.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,060,328.
6	Minimum investment return. Enter 5% of line 5	6	253,016.

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	253,016.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,892.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,892.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,124.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	250,124.
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	250,124.

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	292,226.
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	292,226.
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	292,226.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				250,124.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 292,226.				
a Applied to 2010, 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 2011 distributable amount				250,124.
e Remaining amount distributed out of corpus	42,102.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	42,102.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	42,102.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	42,102.			

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 2011, 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		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

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

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				
C IS FOR CAT 18922 SIERRA ESTATES DRIVE NEWHALL, CA 91321	NONE	170(B)(1)(A)	VIDEAF DOGS RANCH	10,000.
CANCER CENTER OF SANTA BARBARA 300 W. PUEBLO STREET SANTA BARBARA, CA 93105	NONE	170 (B)(1)(A)(III)	LYMPHEDEMA EDUCATION, SCREENING AND TREATMENT PROGRAM	40,000.
CASA DEL HERRERO FOUNDATION 1387 E. VALLEY ROAD SANTA BARBARA, CA 93108	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY ARTS MUSIC ASSOCIATION OF SANTA BARBARA 2060 ALAMEDA PADRE SERRA #201 SANTA BARBARA, CA 93103	NONE	170 (B)(1)(A)(VI)	ELEMENTARY SCHOOL MUSIC APPRECIATION PROGRAM	10,000.
COURT APPOINTED SPECIAL ADVOCATES FOR CHILDREN (CASA) 118 EAST FIGUEROA SANTA BARBARA, CA 93101	NONE	170(B)(1)(A)	FOSTER YOUTH ADVOCACY PROGRAM	10,000.
Total SEE CONTINUATION SHEET(S)				3a 265,000.
b Approved for future payment				
ELINGS PARK FOUNDATION 1298 LAS POSITAS ROAD SANTA BARBARA, CA 93105	NONE	170(B)(1)(A)	PHASE III CAPITAL CHALLENGE GRANT	1,800,000.
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170(B)(1)(A)	WHITTIER SCHOLARSHIP PROGRAM	800,000.
SANTA BARBARA ZOOLOGICAL FOUNDATION 500 NINOS DRIVE SANTA BARBARA, CA 93103	NONE	170(B)(1)(A)	DISCOVERY PAVILION	500,000.
Total				3b 3,100,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170 (B)(1)(A)(II)	WHITTIER SCHOLARSHIP PROGRAM	100,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108	NONE	170 (B)(1)(A)(VI)	FULL SCHOLARSHIP PROGRAM	5,000.
SANTA BARBARA CENTER FOR THE PERFORMING ARTS, INC. 1330 STATE STREET, SUITE 101 SANTA BARBARA, CA 93101	NONE	170 (B)(1)(A)(VI)	GRANADA RESTORATION PROJECT	10,000.
YMCA OF COASTAL CAROLINA (GEORGETOWN COUNTY FAMILY YMCA) P.O.BOX 1087 GEORGETOWN, SC 29442	NONE	509(A)(2)	\$250K FOR CAPITAL CAMPAIGN AND \$50K FOR ENDOWMENT FUND OVER 6 YEARS (2006-2011)	50,000.
YOUNG AMERICA'S FOUNDATION 217 STATE STREET SANTA BARBARA, CA 93101	NONE	170 (B)(1)(A)(VI)	SCHOLARSHIPS	25,000.
Total from continuation sheets				190,000.

THE GODRIC FOUNDATION

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 100000 PV AMER GEN 4 3-15-11	P	11/15/04	03/15/11
b 100000 PV FFCB 4.7 10/11/12	P	04/24/07	09/28/11
c 150 SHS NEW YORK COMM	P	12/05/11	12/28/11
d 230 SHS NEW YORK COMM	P	12/09/11	12/28/11
e 5 SHS PHILIP MORRIS INTL	P	07/02/08	01/11/11
f 65 SHS PHILIP MORRIS INTL	P	05/01/09	01/11/11
g 70 SHS WAL MART STORES	P	07/11/05	01/11/11
h 140 SHS CEMIG SA - SPONS ADR	P	07/28/09	01/14/11
i 85 SHS LIFE TECH	P	09/19/08	01/14/11
j 25 SHS MCKESSON HBOC INC	P	05/01/09	01/14/11
k 45 SHS MEDCO HEALTH	P	07/02/08	01/14/11
l 15 SHS MEDCO HEALTH	P	09/19/08	01/14/11
m 75 SHS THERMO ELECT CORP	P	05/01/09	01/14/11
n 380 SHS INTEL CORP	P	03/31/06	02/02/11
o 375 SHS INTEL CORP	P	07/10/06	02/02/11

(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 100,000.		99,823.	177.
b 104,381.		99,830.	4,551.
c 1,818.		1,775.	43.
d 2,786.		2,757.	29.
e 280.		255.	25.
f 3,635.		2,415.	1,220.
g 3,808.		3,488.	320.
h 2,495.		1,780.	715.
i 4,684.		3,285.	1,399.
j 1,854.		947.	907.
k 2,911.		2,102.	809.
l 970.		721.	249.
m 4,228.		2,731.	1,497.
n 8,207.		7,440.	767.
o 8,099.		6,840.	1,259.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			177.
b			4,551.
c			43.
d			29.
e			25.
f			1,220.
g			320.
h			715.
i			1,399.
j			907.
k			809.
l			249.
m			1,497.
n			767.
o			1,259.

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
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

THE GODRIC FOUNDATION

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 95 SHS DIAGEO PLC	P	05/01/09	03/15/11
b 300 SHS TEXAS INSTRUMENTS	P	03/03/10	04/05/11
c 450 SHS COMPANHIA VALE	P	08/24/09	04/18/11
d 85 SHS COMPANHIA VALE	P	03/04/10	04/18/11
e 90 SHS DEERE & CO	P	09/21/09	05/11/11
f 15 SHS BECTON DICKINSON	P	07/02/08	01/14/11
g 20 SHS BECTON DICKINSON	P	05/01/09	01/14/11
h 70 SHS UNION PACIFIC	P	05/01/09	05/11/11
i 420 SHS VERIZON COMM	P	03/04/10	05/11/11
j 195 SHS TJX COMPANIES	P	05/01/09	05/13/11
k 15 SHS GOLDMAN SACHS	P	07/11/05	05/19/11
l 20 SHS GOLDMAN SACHS	P	12/13/05	05/19/11
m 5 SHS GOLDMAN SACHS	P	11/19/03	05/19/11
n 50 SHS MEDCO HEALTH	P	12/13/05	06/08/11
o 180 SHS MEDCO HEALTH	P	07/11/05	06/08/11

(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 7,012.		4,618.	2,394.
b 10,438.		7,341.	3,097.
c 14,384.		9,319.	5,065.
d 2,717.		2,498.	219.
e 8,200.		4,042.	4,158.
f 1,240.		1,238.	2.
g 1,653.		1,224.	429.
h 7,158.		3,493.	3,665.
i 15,564.		11,504.	4,060.
j 10,631.		5,437.	5,194.
k 2,095.		1,607.	488.
l 2,793.		2,634.	159.
m 698.		469.	229.
n 2,872.		1,397.	1,475.
o 10,340.		4,467.	5,873.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,394.
b			3,097.
c			5,065.
d			219.
e			4,158.
f			2.
g			429.
h			3,665.
i			4,060.
j			5,194.
k			488.
l			159.
m			229.
n			1,475.
o			5,873.

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
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

THE GODRIC FOUNDATION

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 30 SHS MEDCO HEALTH	P	07/02/08	06/08/11
b 275 SHS BANK OF AMERICA	P	05/01/09	06/16/11
c 40 SHS UNION PACIFIC	P	05/01/09	06/22/11
d 900 SHS BANK OF AMERICA	P	05/01/09	06/23/11
e 40 SHS BHP LTD ADR	P	05/05/10	08/08/11
f 75 SHS MACY'S INC	P	07/02/08	08/08/11
g 15 SHS MACY'S INC	P	09/19/08	08/08/11
h 5 SHS MACY'S INC	P	05/01/09	08/08/11
i 140 SHS UNION PACIFIC	P	05/01/09	08/08/11
j 90 SHS LIFE TECH	P	05/01/09	08/09/11
k 125 SHS LIFE TECH	P	09/19/08	08/09/11
l 70 SHS GOLDMAN SACHS	P	11/19/03	08/08/11
m 90 SHS THERMO ELECT CORP	P	07/11/05	10/21/11
n 25 SHS THERMO ELECT CORP	P	05/01/09	10/21/11
o 70 SHS THERMO ELECT CORP	P	12/13/05	10/27/11

(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 1,723.		1,402.	321.
b 2,887.		2,402.	485.
c 4,098.		1,996.	2,102.
d 9,543.		7,862.	1,681.
e 2,873.		2,757.	116.
f 1,807.		1,441.	366.
g 361.		301.	60.
h 120.		68.	52.
i 12,236.		6,986.	5,250.
j 3,486.		3,305.	181.
k 4,841.		4,831.	10.
l 8,240.		6,568.	1,672.
m 4,757.		2,927.	1,830.
n 1,321.		910.	411.
o 3,558.		2,260.	1,298.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			321.
b			485.
c			2,102.
d			1,681.
e			116.
f			366.
g			60.
h			52.
i			5,250.
j			181.
k			10.
l			1,672.
m			1,830.
n			411.
o			1,298.

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	
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	

THE GODRIC FOUNDATION

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 25 SHS THERMO ELECT CORP	P	07/11/05	10/27/11
b 5 SHS APACHE CORP	P	03/31/06	12/05/11
c 15 SHS APPLE COMPUTER	P	03/04/10	12/05/11
d 5 SHS APPLE COMPUTER	P	04/28/10	12/05/11
e 20 SHS BECTON DICKINSON	P	05/01/09	12/05/11
f 80 SHS CVS CORP	P	03/03/10	12/05/11
g 30 SHS COG TECH SOL	P	08/16/10	12/05/11
h 70 SHS COMCAST CL A	P	07/11/05	12/05/11
i 10 SHS BHP LTD ADR	P	08/24/09	12/05/11
j 10 SHS DIAGEO PLC	P	05/01/09	12/05/11
k 35 SHS DISNEY WALT CO	P	05/01/09	12/05/11
l 35 SHS DU PONT	P	07/21/10	12/05/11
m 30 SHS FREEPORT - MCMORAN	P	03/20/07	12/05/11
n 5 SHS GOOGLE INC.	P	04/30/08	12/05/11
o 45 SHS HEALTH CARE	P	07/16/10	12/05/11

(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 1,271.		813.	458.
b 483.		328.	155.
c 5,868.		3,146.	2,722.
d 1,956.		1,307.	649.
e 1,481.		1,224.	257.
f 3,058.		2,782.	276.
g 2,090.		1,748.	342.
h 1,610.		1,434.	176.
i 762.		641.	121.
j 843.		486.	357.
k 1,289.		767.	522.
l 1,667.		1,282.	385.
m 1,199.		924.	275.
n 3,121.		2,880.	241.
o 2,220.		1,948.	272.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			458.
b			155.
c			2,722.
d			649.
e			257.
f			276.
g			342.
h			176.
i			121.
j			357.
k			522.
l			385.
m			275.
n			241.
o			272.

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
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

THE GODRIC FOUNDATION

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 50 SHS LOWES COS	P	07/16/09	12/05/11
b 40 SHS MACY'S INC	P	05/01/09	12/05/11
c 30 SHS MCKESSON HBOC INC	P	05/01/09	12/05/11
d 105 SHS ORACLE SYSTEMS	P	10/13/09	12/05/11
e 40 SHS PHILIP MORRIS INTL	P	05/01/09	12/05/11
f 35 SHS PRICE T ROWE GROUP	P	05/01/09	12/05/11
g 15 SHS PEPSICO INC	P	12/13/05	12/05/11
h 45 SHS SCHLUMBERGER LTD	P	07/11/05	12/05/11
i 50 SHS WAL MART STORES	P	07/11/05	12/05/11
j 30 SHS ACE LIMITED	P	10/27/10	12/05/11
k 30 SHS 3M CO COM	P	08/05/10	12/05/11
l 37.3333 SHS TIME WARNER	P	07/10/06	12/05/11
m 7.6667 SHS TIME WARNER	P	12/13/05	12/05/11
n 55 SHS SYSCO CORP	P	07/11/05	12/05/11
o 40 SHS TEVA PHARM	P	05/01/09	12/05/11

(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 1,209.		999.	210.
b 1,318.		541.	777.
c 2,413.		1,136.	1,277.
d 3,333.		2,201.	1,132.
e 3,024.		1,486.	1,538.
f 2,018.		1,344.	674.
g 962.		885.	77.
h 3,461.		1,753.	1,708.
i 2,904.		2,492.	412.
j 2,064.		1,815.	249.
k 2,420.		2,629.	-209.
l 1,286.		1,317.	-31.
m 264.		289.	-25.
n 1,602.		2,017.	-415.
o 1,587.		1,758.	-171.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			210.
b			777.
c			1,277.
d			1,132.
e			1,538.
f			674.
g			77.
h			1,708.
i			412.
j			249.
k			-209.
l			-31.
m			-25.
n			-415.
o			-171.

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
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

THE GODRIC FOUNDATION

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	25 SHS PEPSICO INC	P	07/02/08	12/05/11
b	55 SHS PROCTER & GAMBLE	P	09/19/08	12/05/11
c	35 SHS PNC FINANCIAL	P	05/27/10	12/05/11
d	95 SHS CISCO SYS INC	P	07/02/08	12/05/11
e	75 SHS MICROSOFT CORP	P	10/01/98	12/05/11
f	40 SHS ILLINOIS TOOL WKS	P	11/15/10	12/05/11
g	85 SHS JP MORGAN CHASE	P	07/25/07	12/05/11
h	120 SHS GENERAL ELECTRIC	P	11/05/04	12/05/11
i	55 SHS GILEAD SCIENCES	P	03/03/10	12/05/11
j	25 SHS DEVON ENERGY	P	04/30/08	12/05/11
k	5 SHS DEVON ENERGY	P	07/02/08	12/05/11
l	30 SHS CELGENE CORP	P	09/18/07	12/05/11
m	20 SHS BERKSHIRE CLB	P	03/24/10	12/05/11
n	20 SHS APACHE CORP	P	07/02/08	12/05/11
o	130 SHS MACY'S INC	P	04/30/08	08/08/11

(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	1,603.	1,646.	-43.
b	3,552.	3,850.	-298.
c	1,918.	2,250.	-332.
d	1,776.	2,187.	-411.
e	1,919.	1,991.	-72.
f	1,869.	1,924.	-55.
g	2,828.	3,854.	-1,026.
h	1,943.	4,219.	-2,276.
i	2,191.	2,622.	-431.
j	1,647.	2,841.	-1,194.
k	329.	616.	-287.
l	1,834.	2,069.	-235.
m	1,551.	1,626.	-75.
n	1,933.	2,792.	-859.
o	3,132.	3,298.	-166.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-43.
b			-298.
c			-332.
d			-411.
e			-72.
f			-55.
g			-1,026.
h			-2,276.
i			-431.
j			-1,194.
k			-287.
l			-235.
m			-75.
n			-859.
o			-166.

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
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

THE GODRIC FOUNDATION

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 115 SHS JP MORGAN CHASE	P	07/25/07	08/24/11
b 180 SHS MICROSOFT CORP	P	10/01/98	09/08/11
c 35 SHS AFLAC	P	11/17/09	12/05/11
d 110 SHS GENERAL ELECTRIC	P	02/07/02	10/21/11
e 115 SHS GENERAL ELECTRIC	P	12/13/05	10/21/11
f 10 SHS GENERAL ELECTRIC	P	07/14/99	10/21/11
g 15 SHS GENERAL ELECTRIC	P	07/11/05	10/21/11
h 210 SHS GENERAL ELECTRIC	P	11/05/04	10/21/11
i 15 SHS HEALTH CARE	P	07/16/10	08/08/11
j 80 SHS PNC FINANCIAL	P	05/27/10	08/15/11
k 625 SHS CA INC.	P	03/03/10	08/08/11
l 225 SHS PETROLEO BRASI	P	07/16/09	05/11/11
m 95 SHS JP MORGAN CHASE	P	07/25/07	06/16/11
n 5 SHS BANK OF AMERICA	P	06/23/08	06/09/11
o 15 SHS CELGENE CORP	P	09/18/07	01/14/11

(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 4,051.		5,215.	-1,164.
b 4,720.		4,778.	-58.
c 1,542.		1,580.	-38.
d 1,785.		4,128.	-2,343.
e 1,866.		4,080.	-2,214.
f 162.		387.	-225.
g 243.		528.	-285.
h 3,408.		7,384.	-3,976.
i 616.		649.	-33.
j 3,811.		5,144.	-1,333.
k 12,051.		14,200.	-2,149.
l 7,695.		8,916.	-1,221.
m 3,809.		4,308.	-499.
n 53.		123.	-70.
o 861.		1,034.	-173.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-1,164.
b			-58.
c			-38.
d			-2,343.
e			-2,214.
f			-225.
g			-285.
h			-3,976.
i			-33.
j			-1,333.
k			-2,149.
l			-1,221.
m			-499.
n			-70.
o			-173.

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	
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	

THE GODRIC FOUNDATION

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 185 SHS MICROSOFT CORP	P	12/13/05	05/11/11
b 90 SHS MICROSOFT CORP	P	10/01/98	05/11/11
c 50 SHS MICROSOFT CORP	P	10/01/98	05/11/11
d 80 SHS WAL MART STORES	P	02/07/02	01/11/11
e 390 SHS FLUOR CORP	P	03/04/10	01/04/11
f 125 SHS PG & E CORP	P	04/28/10	01/14/11
g 1055 SHS NATL SEMICONDUCTOR	P	02/02/11	05/11/11
h 225 SHS VERIZON COMM	P	08/05/10	05/11/11
i 555 SHS JUNIPER NETWORKS	P	08/30/10	07/11/11
j 230 SHS CITRIX SYSTEMS	P	08/30/10	07/27/11
k 230 SHS AMERICAN WTR WORKS	P	04/19/11	11/09/11
l 75 SHS ABBOTT LABS	P	05/11/11	12/05/11
m 5 SHS AMAZON.COM	P	03/15/11	12/05/11
n 45 SHS AMERICAN EXPRESS	P	06/16/11	12/05/11
o 60 SHS AMERICAN WTR WORKS	P	04/19/11	12/05/11

(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 4,676.		5,021.	-345.
b 2,275.		2,389.	-114.
c 1,264.		1,351.	-87.
d 4,352.		4,693.	-341.
e 24,953.		17,020.	7,933.
f 5,898.		5,438.	460.
g 25,697.		16,247.	9,450.
h 8,338.		6,652.	1,686.
i 17,349.		15,000.	2,349.
j 16,309.		13,415.	2,894.
k 7,080.		6,516.	564.
l 4,054.		3,978.	76.
m 974.		832.	142.
n 2,181.		2,170.	11.
o 1,891.		1,700.	191.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-345.
b			-114.
c			-87.
d			-341.
e			7,933.
f			460.
g			9,450.
h			1,686.
i			2,349.
j			2,894.
k			564.
l			76.
m			142.
n			11.
o			191.

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
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

THE GODRIC FOUNDATION

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 50 SHS CHEVRON	P	08/08/11	12/05/11
b 110 SHS CEMIG SA - SPONS ADR	P	11/09/11	12/05/11
c 35 SHS EMERSON ELECTRIC	P	10/21/11	12/05/11
d 35 SHS MCDONALDS CORP	P	01/11/11	12/05/11
e 25 SHS NIKE	P	12/29/10	12/05/11
f 25 SHS SIGMA ALDRICH	P	01/14/11	12/05/11
g 125 SHS UTILITIES HOLDERS	P	08/09/11	12/15/11
h 30 SHS UTILITIES HOLDERS	P	11/09/11	12/15/11
i 400 SHS SPDR S&P 500	P	11/09/11	12/20/11
j 395 SHS SPDR S&P 500	P	12/05/11	12/20/11
k 35 SHS QUALCOMM INC	P	05/11/11	12/05/11
l 50 SHS TEXAS INSTRUMENTS	P	11/09/11	12/05/11
m 45 SHS TARGET CORP	P	01/11/11	12/05/11
n 20 SHS WELLPOINT INC.	P	04/21/11	12/05/11
o 100 SHS WELLS FARGO	P	01/14/11	12/05/11

(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 5,117.		4,526.	591.
b 1,893.		1,808.	85.
c 1,813.		1,649.	164.
d 3,333.		2,591.	742.
e 2,405.		2,146.	259.
f 1,626.		1,606.	20.
g 13,636.		11,965.	1,671.
h 3,273.		3,270.	3.
i 49,319.		49,368.	-49.
j 48,703.		49,810.	-1,107.
k 1,896.		1,973.	-77.
l 1,505.		1,526.	-21.
m 2,386.		2,487.	-101.
n 1,370.		1,453.	-83.
o 2,661.		3,273.	-612.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			591.
b			85.
c			164.
d			742.
e			259.
f			20.
g			1,671.
h			3.
i			-49.
j			-1,107.
k			-77.
l			-21.
m			-101.
n			-83.
o			-612.

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

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

THE GODRIC FOUNDATION

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 70 SHS MYLAN LABS	P	06/08/11	12/05/11
b 85 SHS EXXON-MOBIL	P	05/11/11	12/05/11
c 40 SHS JOHNSON & JOHNSON	P	09/08/11	12/05/11
d 40 SHS JOHNSON CTLS	P	05/13/11	12/05/11
e 30 SHS DEERE & CO	P	06/22/11	12/05/11
f 75 SHS CISCO SYS INC	P	12/22/10	12/05/11
g 50 SHS BOEING CO	P	05/11/11	12/05/11
h 125 SHS EMC CORP	P	05/11/11	12/05/11
i 60 SHS EATON CORP	P	06/22/11	12/05/11
j 150 SHS BANK OF AMERICA	P	08/24/11	12/05/11
k 5 SHS AMERICAN EXPRESS	P	06/09/11	12/05/11
l 40 SHS ALTERA CORP	P	07/29/11	12/05/11
m 90 SHS AT&T INC	P	05/11/11	12/05/11
n 280 SHS ACCENTURE PLC	P	07/11/11	11/09/11
o 245 SHS CITIGROUP INC	P	06/23/11	08/24/11

(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 1,387.		1,582.	-195.
b 6,800.		6,879.	-79.
c 2,518.		2,626.	-108.
d 1,289.		1,544.	-255.
e 2,333.		2,467.	-134.
f 1,402.		1,468.	-66.
g 3,532.		3,951.	-419.
h 2,930.		3,409.	-479.
i 2,743.		2,920.	-177.
j 859.		1,041.	-182.
k 242.		244.	-2.
l 1,497.		1,657.	-160.
m 2,612.		2,820.	-208.
n 15,904.		17,242.	-1,338.
o 6,776.		9,509.	-2,733.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-195.
b			-79.
c			-108.
d			-255.
e			-134.
f			-66.
g			-419.
h			-479.
i			-177.
j			-182.
k			-2.
l			-160.
m			-208.
n			-1,338.
o			-2,733.

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

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

THE GODRIC FOUNDATION

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 170 SHS ILLINOIS TOOL WKS	P	11/15/10	08/08/11
b 80 SHS AMERICAN EXPRESS	P	06/09/11	08/15/11
c 360 SHS UNITED PARCEL	P	01/04/11	06/22/11
d 100 SHS BANK OF AMERICA	P	08/05/10	06/09/11
e 100 SHS BANK OF AMERICA	P	08/05/10	06/16/11
f 280 SHS BANK OF AMERICA	P	01/14/11	06/09/11
g 35 SHS GOLDMAN SACHS	P	08/05/10	05/19/11
h 145 SHS PETROLEO BRASI	P	08/05/10	05/11/11
i 175 SHS ENTERGY CORP	P	03/04/10	02/02/11
j CLASS ACTION PROCEEDS - MARSH & MCLENNAN	P	01/02/10	11/15/11
k GAIN ON FINAL DISTRIBUTION-RELATIVE GROWTH FD	P	01/03/10	12/31/11
l			
m			
n			
o			

(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 7,277.		8,178.	-901.
b 3,660.		3,897.	-237.
c 25,664.		26,170.	-506.
d 1,062.		1,410.	-348.
e 1,050.		1,410.	-360.
f 2,974.		4,284.	-1,310.
g 4,888.		5,448.	-560.
h 4,959.		5,604.	-645.
i 12,832.		13,652.	-820.
j 69.			69.
k 215.			215.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-901.
b			-237.
c			-506.
d			-348.
e			-360.
f			-1,310.
g			-560.
h			-645.
i			-820.
j			69.
k			215.
l			
m			
n			
o			

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	71,595.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST INCOME-TO ADJUST CASH	-25.	0.	-25.
WTC-NOMINEE 00 5030-CORP DIV	1,115.	0.	1,115.
WTC-NOMINEE 00 5030-CORP INT	30,738.	0.	30,738.
WTC-NOMINEE 00 5030-TAXABLE MUNI INTEREST	4,338.	0.	4,338.
WTC-NOMINEE 00 5030-US GOVT	15,484.	0.	15,484.
WTC-NOMINEE 73 5030-CORP DIV	10,340.	0.	10,340.
WTC-NOMINEE 74 5030-CORP DIV	63.	0.	63.
WTC-NOMINEE 82 5030-CORP DIV	31,890.	0.	31,890.
TOTAL TO FM 990-PF, PART I, LN 4	93,943.	0.	93,943.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NET INCOME FROM PARTNERSHIPS-	-3,121.	-3,121.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,121.	-3,121.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,250.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	0.		0.

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEES	43,744.	17,498.		26,246.
INSURANCE EXPENSE	1,084.	108.		976.
INVESTMENT EXPENSE	6.	2.		4.
TO FORM 990-PF, PG 1, LN 16C	44,834.	17,608.		27,226.

FORM 990-PF **TAXES** **STATEMENT 5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	85.	0.		0.
FOREIGN TAX	78.	78.		0.
FOREIGN TAX	112.	112.		0.
TO FORM 990-PF, PG 1, LN 18	275.	190.		0.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT 6**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS 00 5030 - ATTACHED		X	304,515.	326,422.
US GOVT BONDS 00 5030 - ATTACHED	X		197,169.	230,237.
TOTAL U.S. GOVERNMENT OBLIGATIONS			197,169.	230,237.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			304,515.	326,422.
TOTAL TO FORM 990-PF, PART II, LINE 10A			501,684.	556,659.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK 73 5030 - ATTACHED	274,965.	407,111.
CORPORATE STOCK 82 5030 - ATTACHED	1,130,160.	1,422,371.
CORPORATE STOCK 74 5030 - ATTACHED	253,299.	257,775.
CORPORATE STOCK 00 5030 - ATTACHED	90,514.	90,963.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,748,938.	2,178,220.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS 00 5030 - ATTACHED	420,806.	436,578.
TOTAL TO FORM 990-PF, PART II, LINE 10C	420,806.	436,578.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE GROWTH FUND A	COST	364,263.	375,278.
WHITTIER VALUE FUND A	COST	654,074.	779,428.
WHITTIER INTERNATIONAL FUND A	COST	444,763.	423,703.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,463,100.	1,578,409.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	PRESIDENT/DIR 1.00	0.	0.	0.
JAMIE W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	VICE PRES/DIR 1.00	0.	0.	0.
SHARON BRADFORD 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRETT HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRIAN HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
RICHARD E. LLEWELLYN II 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030	CFO/DIRECTOR 1.00	0.	0.	0.
JULIE LYTLE NESBIT 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

GODRIC FOUNDATION - I.D. #95-3500486
 2011 SCHEDULE OF OTHER INCOME
 AND CAPITAL GAIN FROM PARTNERSHIPS

Sources & ID#	Interest	Dividends	S/T Cap Gain/(Loss)	L/T Cap Gain/(Loss)	Other Income	Deductions	Foreign Tax Forex (Loss)	Net Inc. (Loss)
WHT Fund 33 Aggressive Grwth A	1	3991	-53913	25171	-35	-8050		-32835
WHT Fund 34 Value Fund A		10764	4362	13812		-7932	-41	20965
WHT Fund 35 International Fund A	6	16300	-177	236	-41	-5892	-1683	8749
TOTAL	7	31055	-49728	39219	-76	-21874	-1724	-3121
TO PART/LINE	I/11	I/11	IV/1	IV/1	I/11	I/11	I/11	I/11

Includes

Account: 52 00 5030 0 0Y GODRIC FOUNDATION 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	90,165 9100	90,165 91		90,165 91	12/30/2011
Total	MISC CASH EQUIV-TAXABLE	90,165.9100	90,165.91		90,165.91	
Total	CASH EQUIVALENTS	90,165.9100	90,165.91		90,165.91	
FIXED INCOME SECURITIES						
U.S. GOVT AGENCY OBLIGATIONS						
3133XKWG6	FHLB 5 6/9/17	100,000 0000	97,623 59	118 612	118,612 00	12/30/2011
3133XLDG5	FHLB 5 375 6/13/14	100,000 0000	99,544 86	111 625	111,625 00	12/30/2011
Total	U.S. GOVT AGENCY OBLIGATIONS	200,000.0000	197,168.45		230,237.00	
MUNICIPAL BONDS & NOTES						
134041FA5	CAMPBEL 3 375 8/1/16	100,000 0000	100,751 33	107 649	107,649 00	12/30/2011
598117BG3	MIDVALE 4 01 10/1/16	100,000 0000	100,642 14	108 288	108,288 00	12/30/2011
646065A51	NJ 4 878 7/1/16	100,000 0000	103,121 89	110 485	110,485 00	12/30/2011
Total	MUNICIPAL BONDS & NOTES	300,000.0000	304,515.36		326,422.00	
CORPORATE BONDS & NOTES						
097023AT2	BOEING 5 125 2/15/13	100,000 0000	99,321 50	104 842	104,842 00	12/30/2011
20825RAB7	CONOCO 5 5 4-15-13	100,000 0000	99,854 40	105 907	105,907 00	12/30/2011
263534BK4	DUPONT 4 75 11-15-12	50,000 0000	50,185 03	103 41	51,705 00	12/30/2011
59018YJ36	MERRILL 6 05 8/15/12	100,000 0000	100,439 08	101 444	101,444 00	12/30/2011
59022CAB9	MERRILL 6 22 9/15/26	25,000 0000	21,142 50	82 487	20,621 75	12/30/2011
92345NAA8	VERIZON 3-15-13	50,000 0000	49,863 12	104 117	52,058 50	12/30/2011
Total	CORPORATE BONDS & NOTES	425,000.0000	420,805.63		436,578.25	

Includes

Account: 34 73 5030 0 0Y GODRIC FOUNDATION VALUE STRATEGY 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	6,269 6000	6,269 60		6,269 60	12/30/2011
Total	MISC CASH EQUIV-TAXABLE	6,269.6000	6,269.60		6,269.60	
Total	CASH EQUIVALENTS	6,269.6000	6,269.60		6,269.60	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	105 0000	3,540 10	30 24	3,175 20	12/30/2011
013817101	ALCOA	255 0000	4,537 64	8 65	2,205 75	12/30/2011
025816109	AMERICAN EXPRESS	255 0000	8,147 99	47 17	12,028 35	12/30/2011
060505104	BANK OF AMERICA	255 0000	9,960 30	5 56	1,417 80	12/30/2011
097023105	BOEING CO	255 0000	10,408 91	73 35	18,704 25	12/30/2011
149123101	CATERPILLAR INC	255 0000	6,243 44	90 60	23,103 00	12/30/2011
166764100	CHEVRON	255 0000	22,396 65	106 40	27,132 00	12/30/2011
17275R102	CISCO SYS INC	255 0000	5,099 13	18 08	4,610 40	12/30/2011
191216100	COCA COLA CO	255 0000	11,757 40	69 97	17,842 35	12/30/2011
254687106	DISNEY WALT CO	255 0000	5,864 26	37 50	9,562 50	12/30/2011
263534109	DU PONT	255 0000	10,945 73	45 78	11,673 90	12/30/2011
30231G102	EXXON-MOBIL	255 0000	9,899 92	84 76	21,613 80	12/30/2011
369604103	GENERAL ELECTRIC	255 0000	9,608 09	17 91	4,567 05	12/30/2011
428236103	HEWLETT-PACKARD	255 0000	6,869 17	25 76	6,568 80	12/30/2011
437076102	HOME DEPOT	255 0000	12,401 25	42 04	10,720 20	12/30/2011
458140100	INTEL CORP	255 0000	8,528 19	24 25	6,183 75	12/30/2011
459200101	I B M	255 0000	16,502 96	183 88	46,889 40	12/30/2011
46625H100	JP MORGAN CHASE	255 0000	8,182 69	33 25	8,478 75	12/30/2011
478160104	JOHNSON & JOHNSON	255 0000	12,228 11	65 58	16,722 90	12/30/2011
50075N104	KRAFT FOODS	255 0000	8,456 68	37 36	9,526 80	12/30/2011
580135101	MCDONALDS CORP	255 0000	7,027 30	100 33	25,584 15	12/30/2011
58933Y105	MERCK & CO	255 0000	8,486 55	37 70	9,613 50	12/30/2011
594918104	MICROSOFT CORP	255 0000	7,937 85	25 96	6,619 80	12/30/2011
717081103	PFIZER INC	255 0000	6,185 25	21 64	5,518 20	12/30/2011
742718109	PROCTER & GAMBLE	255 0000	8,656 57	66 71	17,011 05	12/30/2011
88579Y101	3M CO COM	255 0000	9,986 08	81 73	20,841 15	12/30/2011
89417E109	TRAVELERS	255 0000	11,385 39	59 17	15,088 35	12/30/2011
913017109	UTD TECHNOLOGIES	255 0000	4,960 38	73 09	18,637 95	12/30/2011
92343V104	VERIZON COMM	255 0000	8,069 65	40 12	10,230 60	12/30/2011
931142103	WAL MART STORES	255 0000	10,691 50	59 76	15,238 80	12/30/2011
Total	US LARGE CAP EQUITIES	7,500.0000	274,965.13		407,110.50	
Total	EQUITIES	7,500.0000	274,965 13		407,110.50	
	Total Securities	13,769.6000	281,234.73		413,380.10	
	Income Cash		104.55		104.55	
	Principal Cash		0.00		0.00	
	Account Total		281,339.28		413,484.65	

Includes

Account: 42 82 5030 0 0Y GODRIC FOUNDATION CORPORATE AMERICA 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	274 2900	274 29		274 29	12/30/2011
Total	MISC CASH EQUIV-TAXABLE	274.2900	274.29		274.29	
Total	CASH EQUIVALENTS	274.2900	274.29		274.29	
EQUITIES						
US LARGE CAP EQUITIES						
001055102	AFLAC	325 0000	14,673 02	43 26	14,059 50	12/30/2011
00130H105	AES CORP	1,455 0000	16,953 37	11 84	17,227 20	12/30/2011
00206R102	AT&T INC	815 0000	25,064 57	30 24	24,645 60	12/30/2011
002824100	ABBOTT LABS	700 0000	32,801 44	56 23	39,361 00	12/30/2011
021441100	ALTERA CORP	355 0000	14,705 70	37 10	13,170 50	12/30/2011
023135106	AMAZON COM	40 0000	6,657 70	173 10	6,924 00	12/30/2011
025816109	AMERICAN EXPRESS	420 0000	18,948 37	47 17	19,811 40	12/30/2011
030420103	AMERICAN WTR WORKS	565 0000	14,914 15	31 86	18,000 90	12/30/2011
037411105	APACHE CORP	245 0000	16,067 10	90 58	22,192 10	12/30/2011
037833100	APPLE COMPUTER	190 0000	31,100 23	405 00	76,950 00	12/30/2011
060505104	BANK OF AMERICA	1,480 0000	10,274 13	5 56	8,228 80	12/30/2011
075887109	BECTON DICKINSON	170 0000	9,101 23	74 72	12,702 40	12/30/2011
084670702	BERKSHIRE CLB	215 0000	17,339 54	76 30	16,404 50	12/30/2011
097023105	BOEING CO	440 0000	29,012 76	73 35	32,274 00	12/30/2011
126650100	CVS CORP	725 0000	24,081 07	40 78	29,565 50	12/30/2011
14040H105	CAPITAL ONE	170 0000	7,733 61	42 29	7,189 30	12/30/2011
151020104	CELGENE CORP	240 0000	14,172 39	67 60	16,224 00	12/30/2011
166764100	CHEVRON	447 0000	21,282 59	106 40	47,560 80	12/30/2011
17275R102	CISCO SYS INC	1,640 0000	28,346 39	18 08	29,651 20	12/30/2011
192446102	COG TECH SOL	270 0000	14,283 40	64 31	17,363 70	12/30/2011
20030N101	COMCAST CL A	664 0000	12,270 96	23 71	15,743 44	12/30/2011
244199105	DEERE & CO	265 0000	14 326 26	77 35	20,497 75	12/30/2011
25179M103	DEVON ENERGY	285 0000	17,973 54	62 00	17,670 00	12/30/2011
254687106	DISNEY WALT CO	330 0000	7,229 70	37 50	12,375 00	12/30/2011
263534109	DU PONT	305 0000	11,173 67	45 78	13,962 90	12/30/2011
268648102	EMC CORP	1,125 0000	22,371 17	21 54	24,232 50	12/30/2011
278058102	EATON CORP	565 0000	26,242 91	43 53	24,594 45	12/30/2011
291011104	EMERSON ELECTRIC	370 0000	16,156 23	46 59	17,238 30	12/30/2011
30231G102	EXXON-MOBIL	755 0000	41,029 63	84 76	63,993 80	12/30/2011
35671D857	FREEPORT - MCMORAN	250 0000	7,356 62	36 79	9,197 50	12/30/2011
369604103	GENERAL ELECTRIC	1,155 0000	33,071 70	17 91	20,686 05	12/30/2011
375558103	GILEAD SCIENCES	545 0000	21,615 05	40 93	22,306 85	12/30/2011
38259P508	GOOGLE INC	30 0000	13,375 20	645 90	19,377 00	12/30/2011
42217K106	HEALTH CARE	400 0000	17,319 16	54 53	21,812 00	12/30/2011
452308109	ILLINOIS TOOL WKS	352 0000	16,933 63	46 71	16,441 92	12/30/2011
46625H100	JP MORGAN CHASE	835 0000	36,084 67	33 25	27,763 75	12/30/2011
478160104	JOHNSON & JOHNSON	375 0000	19,194 30	65 58	24,592 50	12/30/2011
478366107	JOHNSON CTLS	370 0000	13,540 77	31 26	11,566 20	12/30/2011
50075N104	KRAFT FOODS	235 0000	7,133 99	37 36	8,779 60	12/30/2011
548661107	LOWES COS	475 0000	9,493 92	25 38	12,055 50	12/30/2011
55616P104	MACY'S INC	380 0000	5,137 41	32 18	12,228 40	12/30/2011
580135101	MCDONALDS CORP	325 0000	9,510 93	100 33	32,607 25	12/30/2011

Includes

Account: 42 82 5030 0 0Y GODRIC FOUNDATION CORPORATE AMERICA 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
58155Q103	MCKESSON HBOC INC	250 0000	9,467 43	77 91	19,477 50	12/30/2011
594918104	MICROSOFT CORP	760 0000	19,497 54	25 96	19,729 60	12/30/2011
628530107	MYLAN LABS	640 0000	13,887 77	21 46	13,734 40	12/30/2011
654106103	NIKE	250 0000	19,737 24	96 37	24,092 50	12/30/2011
68389X105	ORACLE SYSTEMS	965 0000	14,142 05	25 65	24,752 25	12/30/2011
693475105	PNC FINANCIAL	305 0000	18,759 26	57 67	17,589 35	12/30/2011
713448108	PEPSICO INC	380 0000	16,607 49	66 35	25,213 00	12/30/2011
718172109	PHILIP MORRIS INTL	350 0000	9,342 35	78 48	27,468 00	12/30/2011
74144T108	PRICE T ROWE GROUP	295 0000	11,329 89	56 95	16,800 25	12/30/2011
742718109	PROCTER & GAMBLE	543 0000	21,231 96	66 71	36,223 53	12/30/2011
747525103	QUALCOMM INC	315 0000	17,151 26	54 70	17,230 50	12/30/2011
806857108	SCHLUMBERGER LTD	425 0000	16,553 90	68 31	29,031 75	12/30/2011
826552101	SIGMA ALDRICH	225 0000	13,480 02	62 46	14,053 50	12/30/2011
871829107	SYSCO CORP	535 0000	17,209 09	29 33	15,691 55	12/30/2011
87612E106	TARGET CORP	395 0000	16,710 64	51 22	20,231 90	12/30/2011
882508104	TEXAS INSTRUMENTS	475 0000	14,492 58	29 11	13,827 25	12/30/2011
88579Y101	3M CO COM	295 0000	15,735 35	81 73	24,110 35	12/30/2011
887317303	TIME WARNER	421 0000	13,068 53	36 14	15,214 94	12/30/2011
931142103	WAL MART STORES	450 0000	14,775 75	59 76	26,892 00	12/30/2011
94973V107	WELLPOINT INC	165 0000	10,827 64	66 25	10,931 25	12/30/2011
949746101	WELLS FARGO	890 0000	24,678 45	27 56	24,528 40	12/30/2011
H0023R105	ACE LIMITED	275 0000	16,636 90	70 12	19,283 00	12/30/2011
Total	US LARGE CAP EQUITIES	30,902.0000	1,091,377.27		1,375,335 83	
FOREIGN EQUITIES						
088606108	BHP LTD ADR	95 0000	6,087 82	70 63	6,709 85	12/30/2011
204409601	CEMIG SA - SPONS ADR	1,021 0000	13,481 63	17 79	18,163 59	12/30/2011
25243Q205	DIAGEO PLC	85 0000	4,131 99	87 42	7,430 70	12/30/2011
881624209	TEVA PHARM	365 0000	15,730 49	40 36	14,731 40	12/30/2011
Total	FOREIGN EQUITIES	1,566.0000	39,431.93		47,035.54	
Total	EQUITIES	32,468.0000	1,130,809.20		1,422,371.37	
		NON DIV DIST	-649.00			
			1,130,160.20			

Includes

Account: 36 74 5030 0 0Y GODRIC QUALITY GLOBAL DIVIDEND STRATEGY 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	49 0000	49 00		49 00	12/30/2011
Total	MISC CASH EQUIV-TAXABLE	49.0000	49.00		49.00	
Total	CASH EQUIVALENTS	49.0000	49.00		49.00	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	165 0000	4,785 85	30 24	4,989 60	12/30/2011
002824100	ABBOTT LABS	90 0000	4,901 05	56 23	5,060 70	12/30/2011
049560105	ATMOS ENERGY	145 0000	4,774 20	33 35	4,835 75	12/30/2011
053015103	AUTOMATIC DATA PROC	95 0000	4,968 25	54 01	5,130 95	12/30/2011
09247X101	BLACKROCK INC	25 0000	4,421 09	178 24	4,456 00	12/30/2011
110122108	BRISTOL-MYERS SQUIBB	160 0000	5,322 35	35 24	5,638 40	12/30/2011
166764100	CHEVRON	50 0000	5,175 00	106 40	5,320 00	12/30/2011
20825C104	CONOCOPHILLIP	70 0000	5,057 90	72 87	5,100 90	12/30/2011
209115104	CONSOLIDATED EDISON	85 0000	5,016 35	62 03	5,272 55	12/30/2011
263534109	DU PONT	110 0000	5,070 40	45 78	5,035 80	12/30/2011
26441C105	DUKE ENERGY	250 0000	5,189 75	22 00	5,500 00	12/30/2011
278058102	EATON CORP	125 0000	5,625 75	43 53	5,441 25	12/30/2011
30231G102	EXXON-MOBIL	60 0000	4,850 40	84 76	5,085 60	12/30/2011
372460105	GENUINE PARTS CO	90 0000	5,346 00	61 20	5,508 00	12/30/2011
40414L109	HCP INC	130 0000	4,975 90	41 43	5,385 90	12/30/2011
437076102	HOME DEPOT	140 0000	5,627 00	42 04	5,885 60	12/30/2011
438516106	HONEYWELL INTL	105 0000	5,692 90	54 35	5,706 75	12/30/2011
452308109	ILLINOIS TOOL WKS	105 0000	4,927 80	46 71	4,904 55	12/30/2011
458140100	INTEL CORP	210 0000	5,244 18	24 25	5,092 50	12/30/2011
478160104	JOHNSON & JOHNSON	75 0000	4,794 60	65 58	4,918 50	12/30/2011
494368103	KIMBERLY CLARK	65 0000	4,564 65	73 56	4,781 40	12/30/2011
50075N104	KRAFT FOODS	145 0000	5,310 30	37 36	5,417 20	12/30/2011
580135101	MCDONALDS CORP	55 0000	5,334 95	100 33	5,518 15	12/30/2011
713448108	PEPSICO INC	75 0000	4,863 00	66 35	4,976 25	12/30/2011
717081103	PFIZER INC	255 0000	5,171 45	21 64	5,518 20	12/30/2011
718172109	PHILIP MORRIS INTL	75 0000	5,669 55	78 48	5,886 00	12/30/2011
742718109	PROCTER & GAMBLE	75 0000	4,868 40	66 71	5,003 25	12/30/2011
74340W103	PROLOGIS INC	175 0000	4,988 20	28 59	5,003 25	12/30/2011
748356102	QUESTAR CORP	255 0000	4,923 69	19 86	5,064 30	12/30/2011
84265V105	SOUTHERN COPPER	175 0000	5,506 90	30 18	5,281 50	12/30/2011
88579Y101	3M CO COM	65 0000	5,305 15	81 73	5,312 45	12/30/2011
887317303	TIME WARNER	150 0000	5,194 80	36 14	5,421 00	12/30/2011
89417E109	TRAVELERS	95 0000	5,273 35	59 17	5,621 15	12/30/2011
Total	US LARGE CAP EQUITIES	3,945.0000	168,741.11		173,073.40	
FOREIGN EQUITIES						
052528304	AUST & NZ BK	220 0000	4,753 40	21 047	4,630 34	12/30/2011
055262505	BASF ADR SPONS	75 0000	5,418 30	69 957	5,246 78	12/30/2011
088606108	BHP LTD ADR	65 0000	4,904 90	70 63	4,590 95	12/30/2011
126153105	CPFL ENERGIA	205 0000	5,410 05	28 21	5,783 05	12/30/2011
20441W203	COMPANHIA DE BERID	145 0000	5,155 65	36 09	5,233 05	12/30/2011

Includes Account: 36 74 5030 0 0Y GODRIC QUALITY GLOBAL DIVIDEND STRATEGY 95-3500486

Account Holdings as of 12/31/2011

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
25243Q205	DIAGEO PLC	60 0000	5,098 60	87 42	5,245 20	12/30/2011
641069406	NESTLE ADR	85 0000	4,744 80	57 748	4,908 58	12/30/2011
66987V109	NOVARTIS AG	85 0000	4,636 35	57 17	4,859 45	12/30/2011
780259206	ROYAL DUTCH SHELL	75 0000	5,336 10	73 09	5,481 75	12/30/2011
78467K107	SSE PLC	230 0000	4,604 50	20 063	4,614 49	12/30/2011
826197501	SIEMENS	45 0000	4,529 60	95 61	4,302 45	12/30/2011
874039100	TAIWAN SEMICONDUCTOR	390 0000	5,149 08	12 91	5,034 90	12/30/2011
891160509	TORONTO-DOMIN	65 0000	4,676 80	74 81	4,862 65	12/30/2011
89151E109	TOTAL SA	105 0000	5,443 45	51 11	5,366 55	12/30/2011
904767704	UNILEVER PLC	150 0000	4,985 10	33 52	5,028 00	12/30/2011
92857W209	VODAFONE GRP PLC	175 0000	4,762 45	28 03	4,905 25	12/30/2011
961214301	WEST PAC BKG ADR	45 0000	4,949 20	102 40	4,608 00	12/30/2011
Total	FOREIGN EQUITIES	2,220.0000	84,558.33		84,701.44	
Total	EQUITIES	6,165.0000	253,299.44		257,774.84	
	Total Securities	6,214.0000	253,348.44		257,823 84	
	Income Cash		14.35		14.35	
	Principal Cash		0.00		0 00	
	Account Total		253,362.79		257,838.19	

GODRIC FOUNDATION

DECEMBER 31,2011

95-3500486

FORM 990-PF

ASSET LIST - CORPORATE STOCK

ACCOUNT: 00 5030

Cusip No.	Security Name	Shares / Par	Cost Basis	Unit Price	Market Value
921908844	VANGUARD DIV APP-VIG	1,210 0000	64,166 30	54 65	66,126 50
922042858	EMERG MKT EQ ETF	650 0000	26,347 62	38 21	24,836 50
	Total	1,860 00	90,513.92		90,963 00