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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

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

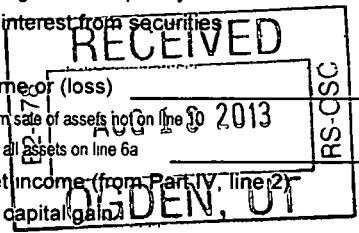
Name of foundation GODFREY MEMORIAL LIBRARY		A Employer identification number 06-0655485
Number and street (or P O box number if mail is not delivered to street address) 134 NEWFIELD STREET	Room/suite	B Telephone number (see instructions) 860-346-4375
City or town, state, and ZIP code MIDDLETOWN CT 06457		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) \$ 1,523,698	J Accounting method <input type="checkbox"/> Cash <input checked="" 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 checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	87,506			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,311	1,311	1,311	
	4 Dividends and interest from securities	10,107	10,107	10,107	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 5b				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances	45,875			
b Less: Cost of goods sold	467				
c Gross profit or (loss) (attach schedule) STMT 1	45,408		45,408		
11 Other income (attach schedule) STMT 2	154,910		154,910		
12 Total. Add lines 1 through 11	299,242	11,418	211,736		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	49,038			49,038
	14 Other employee salaries and wages	59,910			59,910
	15 Pension plans, employee benefits	21,047			21,047
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	20,458	2,099		18,359
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion STMT 4	23,924			
	20 Occupancy	18,639			18,639
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT 5	125,512	2,558		122,954
	24 Total operating and administrative expenses. Add lines 13 through 23	318,528	4,657	0	289,947
25 Contributions, gifts, grants paid	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	318,528	4,657	0	289,947	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-19,286				
b Net investment income (if negative, enter -0-)		6,761			
c Adjusted net income (if negative, enter -0-)			211,736		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED AUG 27 2013



Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	113,758	88,985	88,985
	2 Savings and temporary cash investments	67,624	41,479	41,479
	3 Accounts receivable ▶ 3,100			
	Less allowance for doubtful accounts ▶	9,646	3,100	3,100
	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 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	356,101	311,094	311,094
	10a Investments – U S and state government obligations (attach schedule) STMT 6	59,040		
	b Investments – corporate stock (attach schedule) SEE STMT 7	388,281	432,530	432,530
	c Investments – corporate bonds (attach schedule) SEE STMT 8		15,000	15,000
	11 Investments – land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis ▶ 631,510				
Less accumulated depreciation (attach sch) ▶ STMT 9 506,229	149,205	125,281	631,510	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,143,655	1,017,469	1,523,698	
Liabilities	17 Accounts payable and accrued expenses	6,763	2,900	
	18 Grants payable			
	19 Deferred revenue SEE STATEMENT 10	68,338		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	75,101	2,900		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	1,068,554	1,014,569	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	1,068,554	1,014,569		
31 Total liabilities and net assets/fund balances (see instructions)	1,143,655	1,017,469		

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	1,068,554
2 Enter amount from Part I, line 27a	2	-19,286
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,049,268
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	34,699
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,014,569

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 N/A			
b			
c			
d			
e			

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

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

(i) 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))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) } If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3	

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

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

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

Was the 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 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))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	

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	135
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	135
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	135
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	135
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c	Did the foundation file Form 1120-POL for this year?	N/A	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CT		
b	If the answer is "Yes" to line 7 has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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)	N/A		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GODFREY.ORG		X	
14	The books are in care of ► BRUCE TYLER 134 NEWFIELD STREET	Telephone no ► 860-346-4375		
	Located at ► MIDDLETOWN	CT	ZIP+4 ► 06457	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2012, 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 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	N/A ► <input type="checkbox"/>	
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 2012?	N/A	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 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 2012 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 2012)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		X

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

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

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

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

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

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

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? 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 instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12				

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 PUBLISHING OF BIOGRAPHICAL BOOKS WHICH HELPS FURTHER THE STUDY OF GENEALOGY AND HISTORY.	467
2 SEE STATEMENT 13	289,480
3	
4	

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

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	

Total. Add lines 1 through 3 ▶

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	427,496
b	Average of monthly cash balances	1b	171,352
c	Fair market value of all other assets (see instructions)	1c	439,476
d	Total (add lines 1a, b, and c)	1d	1,038,324
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	1,038,324
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	15,575
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,022,749
6	Minimum investment return. Enter 5% of line 5	6	51,137

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	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	289,947
b	Program-related investments – total from Part IX-B	1b	
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	289,947
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 (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	289,947

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 289,947				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	289,947			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	289,947			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see 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 2012, enter the date of the ruling ▶ **N/A**

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	51,137	103,497	19,860	21,458	195,952
b 85% of line 2a	43,466	87,972	16,881	18,239	166,558
c Qualifying distributions from Part XII, line 4 for each year listed	289,947	651,423	568,859	440,811	1,951,040
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	289,947	651,423	568,859	440,811	1,951,040
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	34,091	68,998	13,240	14,305	130,634
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).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number or e-mail 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

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

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

Description	Gross Sales	COGS	Gross Profit
SALES-AGBI/HISTORIES/ETC	\$ 45,875	\$ 467	\$ 45,408
TOTAL	<u>\$ 45,875</u>	<u>\$ 467</u>	<u>\$ 45,408</u>

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SCHOLARSHIP MEMBERSHIP	\$ 151,696	\$	\$ 151,696
ONLINE CATALOG	3,214		3,214
TOTAL	\$ 154,910	\$ 0	\$ 154,910

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER PROFESSIONAL FEES	\$ 20,458	\$ 2,099	\$	\$ 18,359
TOTAL	\$ 20,458	\$ 2,099	\$ 0	\$ 18,359

Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
\$		\$	484,069			\$ 23,924	\$	\$
TOTAL		\$ 0	\$ 484,069			\$ 23,924	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
FAMILY HISTORY CENTER	598			598
OFFICE EXPENSE	8,441			7,175
REPAIRS & MAINT.	13,881	1,266		13,881

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DUES & SUBSCRIPTIONS	\$ 96,326		\$	\$ 96,326
SPECIAL EVENTS	2,975			2,975
OTHER FUNDRAISING	1,028			1,028
MARKETING	971			971
INSURANCE	1,292	1,292		
TOTAL	\$ 125,512	\$ 2,558	\$ 0	\$ 122,954

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Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED GOVT OBLIG (PEOPLE'S)	\$ 59,040		MARKET	\$
TOTAL	\$ 59,040	0		\$ 0

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN EXPRESS COMPANY	\$ 5,189	\$ 2,874	MARKET	\$ 2,874
APPLE INC		4,257	MARKET	4,257
ARTIO INTL EQUITY FUND #1529	9,214		MARKET	
AUTOMATIC DATA PROCESSING	5,401		MARKET	
CAPITAL ONE FINL CORP		3,128	MARKET	3,128
CHEVRON CORP.	5,320	5,407	MARKET	5,407
CHUBB CORPORATION		5,649	MARKET	5,649
CISCO SYSTEMS	1,808		MARKET	
CITIGROUP, INC.	526		MARKET	
CSX CORP		2,664	MARKET	2,664
DEERE & CO. COM	3,868	4,321	MARKET	4,321
DISCOVER FINANCIAL SERVICES		3,470	MARKET	3,470
DODGE & COX INTL STOCK #1048		12,528	MARKET	12,528
DOMINION RES., INC.	10,616	10,360	MARKET	10,360
EMC CORP		2,783	MARKET	2,783
EXPRESS SCRIPTS HLDG CO		2,916	MARKET	2,916
EXXON MOBIL CORP		3,375	MARKET	3,375
FINANCIAL SELECT SECTOR SPDR	6,357		MARKET	
FRONTIER COMMUNICATIONS CORP.	2,600	205	MARKET	205
GENERAL ELECTRIC CO.	247		MARKET	
GENUINE PARTS CO.	3,582		MARKET	
GOLDMAN SACHS HIGH YIELD FUND	4,896		MARKET	
GOOGLE INC CL A	6,573		MARKET	
HOME DEPOT, INC.		5,086	MARKET	5,086
INTEL CORP.		9,036	MARKET	9,036
ISHARES BARCLAYS 1-3 YEAR TREAS		3,537	MARKET	3,537
ISHARES DJ US BASIC MATERIAL		3,711	MARKET	3,711
	6,063	2,371	MARKET	2,371
	10,563	10,553	MARKET	10,553
	3,215		MARKET	

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ISHARES RUSSELL 2000 GRTH INDEX FD	\$ 8,423	\$ 15,631	MARKET	\$ 15,631
ISHARES RUSSELL 2000 VALUE INDEX FD	6,564	5,663	MARKET	5,663
ISHARES S&P GLOBAL HEALTHCARE	9,821	3,290	MARKET	3,290
ISHARES TR MSCI EMERG MKT		16,853	MARKET	16,853
JOHNSON & JOHNSON	3,279		MARKET	
JP MORGAN CHASE	3,325	4,397	MARKET	4,397
MCDONALDS CORP	7,525	6,616	MARKET	6,616
MICROSOFT CORP	5,192	2,805	MARKET	2,805
MOTOROLA SOLUTIONS INC		3,341	MARKET	3,341
OCCIDENTAL PETROLEUM CORP	4,685	3,831	MARKET	3,831
ORACLE CORPORATION		3,499	MARKET	3,499
PEPSICO	6,635	3,695	MARKET	3,695
PFIZER INC.	2,164		MARKET	
PHILIP MORRIS INTL INC		2,844	MARKET	2,844
PIMCO EMERGIN MKTS BOND INSTL		5,324	MARKET	5,324
PROCTOR & GAMBLE	5,003	5,092	MARKET	5,092
PUBLIC SERVICE ELECT & GAS	15,598		MARKET	
QUALCOMM INC		1,237	MARKET	1,237
SPDR BARCLAYS CAPITAL ETF	2,713	3,023	MARKET	3,023
SPDR S&P MIDCAP 400		13,928	MARKET	13,928
STATE STREET CORP		3,291	MARKET	3,291
THERMOFISHER SCIENTIFIC INC		3,508	MARKET	3,508
UNITED HEALTHCARE	10,386		MARKET	
UNITED TECHNOLOGIES	10,964	9,185	MARKET	9,185
VANGUARD BOND INDX	21,396	22,284	MARKET	22,284
VANGUARD GNMA FD #36	5,925	7,818	MARKET	7,818
VANGUARD INFORMATION TECH ETF		3,594	MARKET	3,594
VANGUARD SHORT TERM INV GRADE ADM	9,908	10,085	MARKET	10,085
VANGUARD TOTAL BD MKT INDEX	148,737	154,912	MARKET	154,912
VERIZON COMMUNICATIONS	8,024	8,654	MARKET	8,654
WALMART STORES	5,976	6,823	MARKET	6,823
WELLS FARGO & CO NEW		3,076	MARKET	3,076
TOTAL	\$ 388,281	\$ 432,530		\$ 432,530

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Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PUB SVC ELEC & GAS 5%	\$ 15,000	\$ 15,000	MARKET	\$ 15,000
TOTAL	\$ 0	\$ 15,000		\$ 15,000

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDING	\$ 119,889	\$ 346,654	\$ 237,771	\$ 346,654
FURNITURE & EQUIPMENT	16,492	120,162	112,622	120,162
BOOKS	8,024	159,894	155,836	159,894
LAND	4,800	4,800		4,800
TOTAL	\$ 149,205	\$ 631,510	\$ 506,229	\$ 631,510

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Statement 10 - Form 990-PF, Part II, Line 19 - Deferred Revenue

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
UNEARNED SUBSCRIPTIONS	\$ 68,338	\$
TOTAL	\$ 68,338	\$ 0

Statement 11 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
UNREALIZED LOSS ON INVEST	\$ 34,699
TOTAL	\$ 34,699

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Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
BRUCE TYLER 134 NEWFIELD ST MIDDLETOWN CT 06457	CHAIRMAN	20.00	0	0	0
LYNN M. BALDONI 134 NEWFIELD ST MIDDLETOWN CT 06457	VICE CHAIRMA	1.00	0	0	0
AUGUST DEFRANCE 134 NEWFIELD ST MIDDLETOWN CT 06457	TREASURER	4.00	0	0	0
ELISABETH PETRY 134 NEWFIELD STREET MIDDLETOWN CT 06457	SECRETARY	8.00	0	0	0
CHARLES S. BEEBE 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
EDWARD T. BROWNING 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
DAN DELUCA 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
EDWARD LAPUT 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
JOANNE LUKASIK 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0

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Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARCIA MEYERS 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
JIM POMPANO 134 NEWFIELD STREET MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
BARBARA PRYMAS 134 NEWFIELD STREET MIDDLETOWN CT 06457	SECRETARY	1.00	0	0	0
ALICE CHAREST 134 NEWFIELD STREET MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
BETH MARIOTTI 134 NEWFIELD STREET MIDDLETOWN CT 06457	EXECUTIVE DI	40.00	49,038	0	0

Statement 13 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities

Description

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

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Direct Public Support

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
PUBLIC SUPPORT	87,506	
TOTAL	<u>87,506</u>	<u>0</u>

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<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
INTEREST	\$ 1,311			14	
TOTAL	\$ <u>1,311</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
PORTFOLIO DIVIDENDS	\$ 10,107			14	
TOTAL	\$ <u>10,107</u>				