Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
FRED AND MARY GODLEY FAMILY FOUNDATION

A Employer identification number
45-6465021

Number and street (or P O box number if mail is not delivered to street address)
830-13 A1A NORTH
ROOM/SUITE 262

Room/suite

B Telephone number (see instructions)

City or town, state, and ZIP code
PONTE VEDRA BEACH, FL 32082

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,001,538

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	33,455	33,455	33,455	
	4	Dividends and interest from securities	279,982	279,982	279,982	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	8,744,098			
	b	Gross sales price for all assets on line 6a 9,552,539				
	7	Capital gain net income (from Part IV, line 2)		8,744,098		
	8	Net short-term capital gain			585	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	9,057,535	9,057,535	314,022	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,000	2,000	2,000	
	c	Other professional fees (attach schedule)	42,762	42,762	42,762	
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,850			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,612	44,762	44,762	0
	25	Contributions, gifts, grants paid	638,059			638,059
	26	**Total expenses and disbursements.** Add lines 24 and 25	685,671	44,762	44,762	638,059
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	8,371,864			
	b	**Net investment income** (if negative, enter -0-)		9,012,773		
	c	**Adjusted net income** (if negative, enter -0-)			269,260	

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	84,900	169,343	169,343
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,067,560	10,439,827	10,832,195
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,152,460	10,609,170	11,001,538
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	10,152,460	10,609,170	
	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 page 17 of the instructions)	10,152,460	10,609,170	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,152,460	10,609,170	

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	10,152,460
2	Enter amount from Part I, line 27a	2	8,371,864
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,524,324
5	Decreases not included in line 2 (itemize) ▶	5	7,915,154
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,609,170

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	See Additional Data Table			
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	8,744,098
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	585

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011		10,244,856	
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	10,959,920
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	90,128
7	Add lines 5 and 6	7	90,128
8	Enter qualifying distributions from Part XII, line 4	8	638,059

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☑ and enter 1% of Part I, line 27b			1	90,128
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	
3	Add lines 1 and 2			3	90,128
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	90,128
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,252		
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	2,252
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	87,876
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** ▶	**Refunded** ▶		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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
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*	8b		
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	Yes	

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)	11		No
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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶DANIEL LEVINE Telephone no ▶(480) 305-2028

Located at ▶17470 N PACESETTER WAY SCOTTSDALE AZ ZIP+4 ▶85255

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **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)? ☐ **Yes** ☑ **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). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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?	1c		
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? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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)	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 ▶ 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? ☐ **Yes** ☑ **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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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? **6b** 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? **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
ROBERT M GODLEY 5 MITCHELL HILL ROAD BOX 190 5 MITCHELL HILL ROAD BOX 190 HADLYME, CT 06439	PRESIDENT 1 00	0	0	0

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

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	
2	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see 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	10,482,361
b	Average of monthly cash balances	1b	644,461
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	11,126,822
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,126,822
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	166,902
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,959,920
6	**Minimum investment return.** Enter 5% of line 5	6	547,996

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	547,996
2a	Tax on investment income for 2012 from Part VI, line 5	2a	90,128		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	90,128
3	Distributable amount before adjustments Subtract line 2c from line 1			3	457,868
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	457,868
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	457,868

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	638,059
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	638,059
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	90,128
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	547,931

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				457,868
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			142,853	
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 ▶ $ 638,059				
a Applied to 2011, but not more than line 2a			142,853	
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.				457,868
e Remaining amount distributed out of corpus	37,338			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,338			
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				0
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	37,338			
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. . . . 37,338				

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 . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a 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 organization 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))

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

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 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
a *Paid during the year*				
LYME TOWN HALL-LIBRARY COMMUNITY CE LYME TOWN HALL-LIBRARY COMMUNITY CENTER 480 HAMBURG RD 480 HAMBURG RD LYME, CT 06371		PUBLIC	CAMPUS PROJECT	375,730
MCCURDY-SALISBURY FOUNDATION MCCURDY-SALISBURY FOUNDATION P O BOX 474 P O BOX 474 OLD LYME, CT 06371		PUBLIC	LYME STUDENTS	131,165
KEYSTONE FOUNDATION KEYSTONE FOUNDATION KEYSTONE CENTER PB 35 KEYSTONE CENTER PB 35 KOTAGIRI NILGIRIS DIST, TAMIL NADU 643 217 IN		PUBLIC	GENERAL PURPOSES	131,164
Total . . . . ▶ **3a**				638,059
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	33,455	
4 Dividends and interest from securities. . . .			14	279,982	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	8,744,098	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				9,057,535	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 9,057,535

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

****** | 2013-02-11 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DANIEL LEVINE CPA	DANIEL LEVINE CPA	2013-03-21		

Firm's name ▶ DANIEL LEVINE CPA A PROFESSIONAL CORP

Firm's EIN ▶

Firm's address ▶ 17470 N PACESETTER WAY SCOTTSDALE, AZ 85255

Phone no (480) 305-2028

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
22000-EMERSON ELEC CO COM	P	1958-06-08	2012-01-03
225-EQT CORP COM	P	2012-05-11	2012-07-02
100-DIAGEO P L C SPON ADR NEW	P	2012-06-20	2012-08-23
22887 808-SMALL BUSINESS ADMIN GTD P	P	2012-09-06	2012-11-20
29540-EMERSON ELEC CO COM	P	1958-06-08	2012-02-03
180-EQT CORP COM	P	2012-05-11	2012-07-25
200-HOME DEPOT INC COM	P	2012-08-13	2012-08-23
200-PPG INDS INC COM	P	2012-08-13	2012-12-26
14460-EMERSON ELEC CO COM	P	1958-06-08	2012-02-03
170-EQT CORP COM	P	2012-06-20	2012-07-25
10000-CENTERPOINT ENERGY HOUSTON ELE	P	2012-04-27	2012-08-27
20000-CVS CAREMARK CORPORATION 6 12%	P	2012-03-05	2012-12-26
22000-EMERSON ELEC CO COM	P	1958-06-08	2012-03-07
1000-JOHNSON CTLS INC COM	P	2012-02-06	2012-07-25
25000-CENTERPOINT ENERGY HOUSTON ELE	P	2012-05-15	2012-08-27
10000-CVS CAREMARK CORPORATION 6 12%	P	2012-05-15	2012-12-26
22000-EMERSON ELEC CO COM	P	1958-06-08	2012-04-11
200-JOHNSON CTLS INC COM	P	2012-05-11	2012-07-25
300-AMERIPRISE FINL INC COM	P	2012-03-07	2012-09-21
200-DIAGEO P L C SPON ADR NEW	P	2012-06-20	2012-12-27
30000-DEERE JOHN CAP CORP MTNS BE 2	P	2012-04-12	2012-04-13
600-JOHNSON CTLS INC COM	P	2012-03-07	2012-07-25
100-AMERIPRISE FINL INC COM	P	2012-08-13	2012-09-21
200-DEVON ENERGY CORP NEW COM	P	2012-03-07	2012-12-27
40-EMERSON ELEC CO COM	P	1958-06-08	2012-05-11
800-JOHNSON CTLS INC COM	P	2012-06-20	2012-07-25
400-NORTHERN TR CORP COM	P	2012-08-13	2012-09-21
100-DEVON ENERGY CORP NEW COM	P	2012-04-11	2012-12-27
21960-EMERSON ELEC CO COM	P	1958-06-08	2012-05-11
100000-FEDERAL HOME LOAN BANKS 1 25%	P	2012-06-26	2012-07-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100-RPM INTL INC COM	P	2012-08-13	2012-10-03
200-ACCENTURE PLC IRELAND SHS CLASS	P	2012-04-11	2012-12-27
200-GENERAL DYNAMICS CORP COM	P	2012-03-07	2012-05-29
130-EQT CORP COM	P	2012-06-20	2012-07-30
100-RPM INTL INC COM	P	2012-06-20	2012-10-03
400-GENERAL DYNAMICS CORP COM	P	2012-02-06	2012-05-29
800-EQT CORP COM	P	2012-02-06	2012-07-30
1500-RPM INTL INC COM	P	2012-02-06	2012-10-03
22000-EMERSON ELEC CO COM	P	1958-06-08	2012-06-20
420-EQT CORP COM	P	2012-04-11	2012-07-30
300-RPM INTL INC COM	P	2012-03-07	2012-10-03
500-HOME DEPOT INC COM	P	2012-06-20	2012-06-29
22000-EMERSON ELEC CO COM	P	1958-06-08	2012-08-13
450-STRYKER CORP COM	P	2012-02-06	2012-10-12
200-RPM INTL INC COM	P	2012-05-11	2012-07-02
300-AMERICAN WTR WKS CO INC NEW COM	P	2012-08-13	2012-08-23
200-HOME DEPOT INC COM	P	2012-08-13	2012-10-12
200-RPM INTL INC COM	P	2012-06-20	2012-07-02
450-AMERICAN WTR WKS CO INC NEW COM	P	2012-05-11	2012-08-23
100-HOME DEPOT INC COM	P	2012-06-20	2012-10-12
275-EQT CORP COM	P	2012-03-07	2012-07-02
200-DIAGEO P L C SPON ADR NEW	P	2012-08-13	2012-08-23
310-COLGATE PALMOLIVE CO COM	P	2012-08-13	2012-10-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,051,608		110	1,051,498
12,032		11,460	572
10,741		10,121	620
22,888		23,946	-1,058
1,548,351		149	1,548,202
9,746		9,169	577
11,304		10,584	720
26,947		21,915	5,032
757,927		73	757,854
9,204		8,631	573
10,940		10,940	
23,877		23,063	814
1,078,073		110	1,077,963
23,584		33,531	-9,947
27,350		27,349	1
11,938		11,519	419
1,096,662		110	1,096,552
4,717		6,476	-1,759
17,350		16,385	965
23,393		20,242	3,151
30,100		29,919	181
14,151		18,870	-4,719
5,783		5,434	349
10,446		14,318	-3,872
1,939			1,939
18,868		22,856	-3,988
19,154		18,474	680
5,223		6,825	-1,602
1,064,505		69	1,064,436
100,000		100,000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,697		2,659	38
13,186		12,804	382
12,795		14,215	-1,420
7,465		6,600	865
2,697		2,643	54
25,588		28,406	-2,818
45,938		40,249	5,689
40,457		38,512	1,945
1,029,080		69	1,029,011
24,118		19,383	4,735
8,091		7,191	900
26,345		26,400	-55
1,116,127		69	1,116,058
23,529		25,081	-1,552
5,448		5,370	78
11,109		11,346	-237
11,900		10,584	1,316
5,448		5,287	161
16,664		15,528	1,136
5,950		5,280	670
14,706		14,156	550
21,483		21,332	151
32,917		32,629	288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,051,498
			572
			620
			-1,058
			1,548,202
			577
			720
			5,032
			757,854
			573
			814
			1,077,963
			-9,947
			1
			419
			1,096,552
			-1,759
			965
			3,151
			181
			-4,719
			349
			-3,872
			1,939
			-3,988
			680
			-1,602
			1,064,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			38
			382
			-1,420
			865
			54
			-2,818
			5,689
			1,945
			1,029,011
			4,735
			900
			-55
			1,116,058
			-1,552
			78
			-237
			1,316
			161
			1,136
			670
			550
			151
			288

TY 2012 Accounting Fees Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	2,000	2,000	2,000	

TY 2012 Compensation Explanation

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Person Name	Explanation
ROBERT M GODLEY	

TY 2012 Investments Corporate Stock Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Name of Stock	End of Year Book Value	End of Year Fair Market Value
220080 SHS EMERSON ELECTRIC CO	1,516,510	1,516,510
2250-ACCENTURE PLC IRELAND SHS CLASS	133,909	149,625
40000-ALLSTATE LIFE GLOBAL FDG SECD	41,587	40,662
25000-AMERICAN WTR CAP CORP	29,385	29,880
4000-AMERICAN WTR WKS CO INC NEW COM	134,728	148,520
2300-AMERIPRISE FINL INC COM	122,229	144,049
32000-ANHEUSER BUSCH INBEV WORLDWIDE	42,204	42,740
2400-ATMOS ENERGY CORP COM	86,092	84,288
35000-BECTON DICKINSON & CO	36,077	35,402
40000-BELLSOUTH CORP	46,358	45,877
650-BLACKROCK INC COM	113,251	134,361
50000-BMO BANK OF MONTREAL .779 DUE	50,000	50,208
3800-BOB EVANS FARMS INC COM	142,143	152,760
1400-CHEVRON CORP NEW COM	149,050	151,396
1200-COLGATE PALMOLIVE CO COM	114,023	125,448
31000-COMMONWEALTH EDISON CO	34,074	33,692
30000-CONSOLIDATED NAT GAS CO	32,646	32,265
25000-CSX CORP	28,858	29,203
40000-CUYAHOGA CNTY OHIO ECONOMIC DE	43,757	43,125
5175-DELUXE CORP COM	127,552	166,842
1700-DEVON ENERGY CORP NEW COM	106,769	88,468
1000-DIAGEO P L C SPON ADR NEW	93,687	116,580
6800-DOUGLAS DYNAMICS INC COM	92,306	97,852
2500-EASTGROUP PPTY INC COM	123,859	134,525
40000-EOG RES INC	50,550	50,990
1300-EOG RES INC COM	124,687	157,027
50000-FEDERAL FARM CR BKS 5.1% DUE 9	61,903	62,250
100000-FEDERAL HOME LOAN BANKS 1% DU	99,975	100,039
50000-FEDERAL HOME LOAN BANKS 2.65%	50,853	50,161
5300-FIDELITY NATIONAL FINANCIAL IN	120,594	124,815

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100000-FINANCING-FED BK ENTY PRIN ST	91,746	94,308
17000-FIRST NIAGARA FINL GP INC COM	143,294	134,810
9000-FIRSTMERIT CORP COM	143,432	127,710
35000-GENERAL ELEC CAP CORP MTN BE 2	34,854	36,291
7600-GENERAL ELECTRIC CO COM	161,689	159,524
30000-GLAXOSMITHKLINE CAP PLC	29,796	31,159
1825-GREIF INC CL A	88,625	81,212
2875-HALLIBURTON CO COM	97,586	99,734
10959.385-HARBOR INTERNATIONAL FUND	635,000	680,797
2300-HOME DEPOT INC COM	108,070	142,255
41000-HONEYWELL INTL INC	48,429	48,074
6000-HORACE MANN EDUCATORS CORP NEW	104,406	119,760
2550-IBERIABANK CORP COM	131,550	125,256
3275-INTEL CORP COM	89,169	67,530
25000-INTERNATIONAL BUSINESS MACHS	33,514	33,392
2050-JOHNSON & JOHNSON COM	133,635	143,705
33000-JOHNSON CTLS INC	37,440	37,250
1840-LANCASTER COLONY CORP COM	123,385	127,310
2000-LANDAUER INC COM	112,253	122,420
35000-LOCKHEED MARTIN CORP	42,906	42,385
4050-MARSH & MCLENNAN COS INC COM	130,713	139,603
35000-MCCORMICK & CO INC	39,478	39,425
35000-MCKESSON CORP NEW	38,342	37,253
4050-MERCK & CO INC NEW COM	157,673	165,807
5100-MICROSOFT CORP COM	156,552	136,219
2450-MID-AMER APT CMNTYS INC COM	160,994	158,637
3150-MINE SAFETY APPLIANCES CO COM	121,984	134,536
30000-NATIONAL RURAL UTILS COOP FIN	35,165	35,146
50000-NEW YORK ST MTG AGY HOMEOWNER	50,000	52,142
35000-NORTHERN TR CORP 4.625% DUE 5/	37,541	36,884

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2100-NORTHERN TR CORP COM	93,790	105,336
25000-NORTHROP GRUMMAN CORP	29,037	29,579
30000-NSTAR ELEC CO	32,223	31,577
11787.756-OPPENHEIMER DEVELOPING MKT	380,000	411,157
2800-ORACLE CORP COM	81,467	93,296
30000-PEPSICO INC	40,504	40,483
1900-PEPSICO INC COM	126,752	130,017
50000-PETROLEOS MEXICANOS 2.00% DUE	50,000	51,126
4750-PORTLAND GEN ELEC CO COM NEW	120,070	129,960
900-PPG INDS INC COM	86,246	121,815
41000-PROTECTIVE LIFE SECD TRS 5.00%	42,401	41,369
35000-PUBLIC SVC ELEC & GAS CO	41,086	40,176
75000-RESOLUTION FDG CORP 8.125% DUE	106,819	107,833
75000-ROYAL BK CDA 1.20% DUE 9/19/20	74,992	75,180
45000-ROYAL BK OF CDA BD CDS 1.03% D	45,132	45,413
50000-SANOFI	52,598	52,626
3275-SENSIENT TECHNOLOGIES CORP COM	123,793	116,459
49660.583-SMALL BUSINESS ADMIN GTD P	51,957	50,941
1300-SMUCKER J M CO COM NEW	101,136	112,112
3275-SONOCO PRODS CO COM	105,015	97,366
2000-STRYKER CORP COM	107,737	109,640
3800-TAL INTL GROUP INC COM	133,578	138,244
3700-TEXAS INSTRS INC COM	117,119	114,293
2700-TIFFANY & CO NEW COM	150,325	154,818
30000-TOTAL CAPITAL	31,225	31,170
3350-UIL HLDG CORP COM	116,732	119,963
1300-UNITED PARCEL SERVICE INC CL B	101,659	95,849
39000-UNITED PARCEL SVC AMER INC	55,039	53,485
60000-UNITED STATES TREAS BDS 7.5% D	77,484	76,049
100000-UNITED STATES TREAS NTS .5%	110,505	110,588

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50000-UNITED STATES TREAS NTS 1.625%	62,734	63,653
40000-UNITED TECHNOLOGIES CORP	55,967	54,228
3325-VERIZON COMMUNICATIONS INC COM	133,792	143,873
1850-WEST PHARMACEUTICAL SVSC INC CO	80,351	101,287
45000-XTRA FIN CORP 5.15% DUE 4/1/20	51,725	51,140

TY 2012 Other Decreases Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Description	Amount
NET CHANGE TO UNREALIZED GAIN/LOSS OF EMERSON STOC	7,915,154

TY 2012 Other Professional Fees Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	7,952	7,952	7,952	
INVESTMENT MANAGEMENT FEES	34,810	34,810	34,810	

TY 2012 Substantial Contributors Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Name	Address
FREDERICK A GODLEY JR	3 SANDPIPER COVE PONTE VEDRA BEACH, FL 32082

TY 2012 Taxes Schedule

Name: FRED AND MARY GODLEY FAMILY FOUNDATION

EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	2,850			