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AMENDED

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation Godley Family Foundation		A Employer identification number 45-6465083
Number and street (or P O box number if mail is not delivered to street address) 830-13 A1A North	Room/suite 262	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) \$ 11,347,867	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	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)
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				
4	Dividends and interest from securities	391,908	391,908	391,908	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	9,938,621			
b	Gross sales price for all assets on line 6a	10,084,987			
7	Capital gain net income (from Part IV, line 2)		9,938,621		
8	Net short-term capital gain			4,406	
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) Stmt 1	347		347	
12	Total. Add lines 1 through 11	10,330,876	10,330,529	396,661	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) Stmt 2	2,000	2,000	2,000	
c	Other professional fees (attach schedule) Stmt 3	50,037	50,037		
17	Interest				
18	Taxes (attach schedule) (see instructions) Stmt 4	3,850			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) Stmt 5	13,334	13,334	13,334	
24	Total operating and administrative expenses. Add lines 13 through 23	69,221	65,371	65,371	0
25	Contributions, gifts, grants paid See Statement 6	591,079			591,079
26	Total expenses and disbursements. Add lines 24 and 25	660,300	65,371	65,371	591,079
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	9,670,576			
b	Net investment income (if negative, enter -0-)		10,265,158		
c	Adjusted net income (if negative, enter -0-)			331,290	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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No statute issue

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Operating and Administrative Expenses

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ACCOUNT MANAGEMENT OGDEN

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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	87,473	63,624	63,624
	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 instructions)			
	7 Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) See Stmt 7	10,067,560	10,970,767	11,284,243
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach sch) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	10,155,033	11,034,391	11,347,867
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	0	
	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	10,155,033	11,034,391	
	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)	10,155,033	11,034,391	
	31 Total liabilities and net assets/fund balances (see instructions)	10,155,033	11,034,391	

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	10,155,033
2 Enter amount from Part I, line 27a	2	9,670,576
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	19,825,609
5 Decreases not included in line 2 (itemize) ▶ See Statement 8	5	8,791,218
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	11,034,391

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 Worksheet				
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	9,938,621
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	4,406

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		10,246,628	
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	11,058,953
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	102,652
7 Add lines 5 and 6	7	102,652
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	591,079

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 ☐ 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	102,652
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	102,652
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	102,652
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,251
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. Tax Paid w/ O.R.	7	103,311
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0
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	0
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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?	N/A	1a	Yes	No
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		1b		X
c	Did the foundation file Form 1120-POL for this year?		1c		X
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		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		3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	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		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?		6	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		7	X	
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	N/A	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		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Stmt 9	10	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	

14 The books are in care of ► **DANIEL LEVINE** Telephone no ► **480-305-2028**
17470 N. PACESETTER WAY
 Located at ► **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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	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 2012? N/A	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? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ 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	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) N/A	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 2012?	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)? (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 ☐ Yes ☐ No	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?		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 ☐ Yes ☐ No	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
Frederick A. Godley, III 28 Lands End Drive North Kingstown RI 02852	President 5.00	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

▶ 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 N/A	
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 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	11,129,320
b	Average of monthly cash balances	1b	98,043
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	11,227,363
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	11,227,363
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	168,410
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,058,953
6	Minimum investment return. Enter 5% of line 5	6	552,948

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	552,948
2a	Tax on investment income for 2012 from Part VI, line 5	2a	102,652
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	102,652
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,296
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	450,296
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	450,296

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	591,079
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	591,079
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	102,652
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	488,427

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				450,296
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			142,827	
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 ▶ \$ 591,079				
a Applied to 2011, but not more than line 2a			142,827	
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				448,252
e Remaining amount distributed out of corpus				
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				
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				2,044
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 ▶

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) 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					
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))
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**

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 Echoing Green 494 Eighth Ave 2nd Floor New York NY 10001 Kathadin Foundation 1516 Fifth Street Berkley CA 94710 Glovebox, Inc 15 Channel Center St 219 Boston MA 02210 Wheeler School 216 Hope Street Providence RI 02906 Americares 88 Hamilton Avenue Stamford CT 06902		Public General Public Girls Education Public General Public General Public Medical Assistance	Purposes Project Purposes Purposes Assistance	11,000 10,000 20,000 500,052 50,027
Total			▶ 3a	591,079
b Approved for future payment N/A				
Total			▶ 3b	

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name Godley Family Foundation	Employer Identification Number 45-6465083
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(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)
(1) DFA EMERG MKTS CORE (DFCEX) -231.288	P	02/13/12	12/05/12
(2) DFA EMERG MKTS CORE (DFCEX) -74.094	P	12/13/12	12/05/12
(3) DFA SHORT-TERM EXTENDED QUA (DFEQX) -	P	02/13/12	12/05/12
(4) DFA FIVE YR GLOBAL FIXED IN (DFGBX) -	P	02/13/12	12/05/12
(5) DFA GLOBAL REAL ESTATE SECUR (DFGEX) -	P	02/13/12	12/05/12
(6) DFA INTERNATIONAL CORE EQUI (DFIEQ) -	P	02/13/12	12/05/12
(7) DFA INTERNATIONAL SMALL COM (DFISX) -	P	02/13/12	12/05/12
(8) DFA INTERNATIONAL SMALL COM (DFISX) -	P	12/14/12	12/05/12
(9) DFA INTERNATIONAL VALUE FUN (DFIVX) -	P	02/13/12	12/05/12
(10) DFA INTERNATIONAL VALUE FUN (DFIVX) -	P	12/14/12	12/05/12
(11) DFA US LARGE CAP VALUE FUND (DFLVX) -	P	02/13/12	12/05/12
(12) DFA US CORE EQUITY 2 PORTFO (DFQTX) -	P	02/13/12	12/05/12
(13) DFA SELECTIVELY HEDGED GLOB (DFSHX) -	P	02/13/12	12/05/12
(14) DFA US SMALL CAP FD (DFSTX) -386.632	P	02/13/12	12/05/12
(15) DFA INTERMEDIATE TERM EXTEN (DFTEX) -	P	02/13/12	12/05/12

(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) 4,500		4,664	-164
(2)			
(3) 7,500		7,390	110
(4) 7,500		7,319	181
(5) 4,500		4,089	411
(6) 18,000		17,903	97
(7) 4,500		4,531	-31
(8)			
(9) 4,500		4,536	-36
(10)			
(11) 9,000		8,385	615
(12) 36,000		34,594	1,406
(13) 7,500		7,395	105
(14) 9,000		8,831	169
(15) 7,500		7,166	334

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)			-164
(2)			
(3)			110
(4)			181
(5)			411
(6)			97
(7)			-31
(8)			
(9)			-36
(10)			
(11)			615
(12)			1,406
(13)			105
(14)			169
(15)			334

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name Godley Family Foundation	Employer Identification Number 45-6465083
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(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.)
(1) DFA INFLATION PROTECTED SEC (DIPSX) -	P	02/13/12	12/05/12
(2) EMERSON ELEC CO (EMR) -95000	P	06/08/58	02/13/12
(3) EMERSON ELEC CO (EMR) -2500	P	06/08/58	02/13/12
(4) EMERSON ELEC CO (EMR) -2500	P	06/08/58	02/13/12
(5) EMERSON ELEC CO (EMR) -2500	P	06/08/58	02/13/12
(6) EMERSON ELEC CO (EMR) -1500	P	06/08/58	02/13/12
(7) EMERSON ELEC CO (EMR) -1500	P	06/08/58	02/13/12
(8) EMERSON ELEC CO (EMR) -4000	P	06/08/58	02/28/12
(9) EMERSON ELEC CO (EMR) -505	P	06/08/58	02/29/12
(10) EMERSON ELEC CO (EMR) -35	P	06/08/58	02/29/12
(11) EMERSON ELEC CO (EMR) -365	P	06/08/58	02/29/12
(12) EMERSON ELEC CO (EMR) -4095	P	06/08/58	02/29/12
(13) EMERSON ELEC CO (EMR) -2500	P	06/08/58	02/29/12
(14) EMERSON ELEC CO (EMR) -2500	P	06/08/58	03/01/12
(15) EMERSON ELEC CO (EMR) -100	P	06/08/58	03/02/12

(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) 7,500		7,129	371
(2) 4,944,512		300	4,944,212
(3) 131,112		8	131,104
(4) 131,237		8	131,229
(5) 131,362		8	131,354
(6) 79,123		5	79,118
(7) 79,189		5	79,184
(8) 202,667		13	202,654
(9) 25,358		2	25,356
(10) 1,758			1,758
(11) 18,333		2	18,331
(12) 205,647		20	205,627
(13) 125,997		13	125,984
(14) 126,372		13	126,359
(15) 4,955			4,955

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))
(1)			371
(2)			4,944,212
(3)			131,104
(4)			131,229
(5)			131,354
(6)			79,118
(7)			79,184
(8)			202,654
(9)			25,356
(10)			1,758
(11)			18,331
(12)			205,627
(13)			125,984
(14)			126,359
(15)			4,955

Form 990-PF	Capital Gains and Losses for Tax on Investment Income	2012
For calendar year 2012, or tax year beginning _____, and ending _____		

Name Godley Family Foundation	Employer Identification Number 45-6465083
---	---

(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.)
(1) EMERSON ELEC CO (EMR) -2400	P	06/08/58	03/02/12
(2) EMERSON ELEC CO (EMR) -2500	P	06/08/58	03/02/12
(3) EMERSON ELEC CO (EMR) -2500	P	06/08/58	03/02/12
(4) EMERSON ELEC CO (EMR) -2500	P	06/08/58	03/02/12
(5) EMERSON ELEC CO (EMR) -26000	P	06/08/58	03/05/12
(6) EMERSON ELEC CO (EMR) -4330	P	06/08/58	03/05/12
(7) EMERSON ELEC CO (EMR) -14670	P	06/08/58	03/05/12
(8) EMERSON ELEC CO (EMR) -14966	P	06/08/58	03/05/12
(9) EMERSON ELEC CO (EMR) -5034	P	06/08/58	03/05/12
(10) PIMCO TOTAL RETURN FD (PTTRX) -645.83	P	02/13/12	12/05/12
(11) TCW GALILEO TOT RET BD FD (TGLMX) -73	P	02/13/12	12/05/12
(12) THORNBURG LTD TERM INCOME F (THIIX) -	P	02/13/12	12/05/12
(13)			
(14)			
(15)			

(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) 119,997		12	119,985
(2) 125,225		13	125,212
(3) 125,497		13	125,484
(4) 125,497		13	125,484
(5) 1,294,059		130	1,293,929
(6) 215,510		21	215,489
(7) 729,819		74	729,745
(8) 742,231		74	742,157
(9) 249,530		25	249,505
(10) 7,500		7,176	324
(11) 7,500		7,181	319
(12) 7,500		7,305	195
(13)			
(14)			
(15)			

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)			119,985
(2)			125,212
(3)			125,484
(4)			125,484
(5)			1,293,929
(6)			215,489
(7)			729,745
(8)			742,157
(9)			249,505
(10)			324
(11)			319
(12)			195
(13)			
(14)			
(15)			

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Miscellaneous Income	\$ 347	\$	\$ 347
Total	\$ 347	\$ 0	\$ 347

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 2,000	\$ 2,000	\$ 2,000	\$
Total	\$ 2,000	\$ 2,000	\$ 2,000	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Custody Fees	\$ 556	\$ 556	\$ 556	\$
Management Fees	49,481	49,481	49,481	
Total	\$ 50,037	\$ 50,037	\$ 50,037	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 3,850	\$	\$	\$
Total	\$ 3,850	\$ 0	\$ 0	\$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Bank Service Charges	17	17	17	
Administrative	1,892	1,892	1,892	
Outside Contract Services	9,848	9,848	9,848	
Website/domains	1,577	1,577	1,577	
Total	\$ 13,334	\$ 13,334	\$ 13,334	\$ 0

Federal Statements**Statement 6 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants**

<u>Amount</u>	<u>Noncash Description</u>	<u>FMV Explanation</u>	<u>Book Value Amount</u>	<u>Book Value Explanation</u>	<u>Date</u>
50,027	EMR Stock	Market Value			

Federal Statements

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
Emerson Electric Co	\$ 10,067,560	725,393	Market	\$ 725,393
Emiware		100,000	Cost	100,000
DFA EMERG MKTS CORE (DFCEX)		310,575	Cost	314,207
DFA FIVE YR GLOBAL FIXED IN (DFGBX)		351,606	Cost	355,264
DFA GLOBAL REAL ESTATE SEC (DFGEX)		327,466	Cost	347,722
DFA INFLATION PROTECTED SEC (DIPSX)		352,393	Cost	362,563
DFA INTERMEDIATE TERM EXTEN (DFTEX)		352,474	Cost	365,170
DFA INTERNATIONAL SMALL COM (DFISX)		314,913	Cost	321,763
DFA INTERNATIONAL VALUE FUN (DFIVX)		315,247	Cost	321,894
DFA INTERNATIONAL CORE EQUI (DFIEX)		1,257,264	Cost	1,300,179
DFA SELECTIVELY HEDGED GLOB (DFSHX)		351,111	Cost	349,109
DFA SHORT-TERM EXTENDED QUA (DFEQX)		756,596	Cost	760,036
DFA US CORE EQUITY 2 PORTFO (DFQTX)		2,510,478	Cost	2,619,726
DFA US LARGE CAP VALUE FUND (DFLVX)		623,609	Cost	674,696
DFA US SMALL CAP FD (DFSTX)		653,635	Cost	653,412
PIMCO TOTAL RETURN FD (PTRRX)		364,140	Cost	367,743
TCW GALILEO TOT RET BD FD (TGLMX)		362,404	Cost	378,979
THORNBURG LTD TERM INCOME F (THIIX)		764,733	Cost	783,189
WISDOMTREE HIGH YIELDING EQ (DHS)		176,730	Cost	183,198
Total	\$ 10,067,560	\$ 10,970,767		\$ 11,284,243

Statement 8 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Unrelized gain/loss	\$ 8,791,218
Total	\$ 8,791,218

45-6465083

Federal Statements

Statement 9 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name

FREDERICK A. GODLEY, JR.

Address

3 SANDPIPER COVE

City, State, Zip

PONTE VEDRA BEACH FL 32082