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

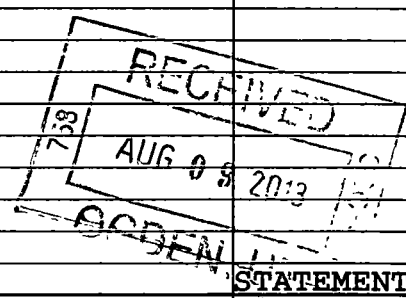
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>THE GODRIC FOUNDATION</b>		A Employer identification number <b>95-3500486</b>
Number and street (or P O box number if mail is not delivered to street address) <b>625 FAIR OAKS AVENUE</b>	Room/suite <b>360</b>	B Telephone number <b>(626) 441-5188</b>
City or town, state, and ZIP code <b>SOUTH PASADENA, CA 91030</b>		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) <b>\$ 5,193,642.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		106,711.	106,711.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		311,554.			
b Gross sales price for all assets on line 6a <b>1,911,904.</b>					
7 Capital gain net income (from Part IV, line 2)			311,554.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		19,433.	19,433.		STATEMENT 2
12 Total Add lines 1 through 11		437,698.	437,698.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees <b>STMT 3</b>		6,675.	1,335.		4,673.
c Other professional fees <b>STMT 4</b>		43,305.	8,661.		30,314.
17 Interest					
18 Taxes <b>STMT 5</b>		8,080.	680.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 6</b>		1,189.	307.		771.
24 Total operating and administrative expenses. Add lines 13 through 23		59,249.	10,983.		35,758.
25 Contributions, gifts, grants paid		174,250.			174,250.
26 Total expenses and disbursements. Add lines 24 and 25		233,499.	10,983.		210,008.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		204,199.			
b Net investment income (if negative, enter -0-)			426,715.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	668.	758.	758.
	2	Savings and temporary cash investments	96,757.	202,484.	202,484.
	3	Accounts receivable			
		Less: allowance for doubtful accounts	1,437.		
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 7	501,684.	401,696.	445,755.
	b	Investments - corporate stock STMT 8	1,748,938.	1,986,104.	2,438,667.
	c	Investments - corporate bonds STMT 9	420,806.	703,514.	710,734.
11	Investments - land buildings, and equipment basis				
	Less accumulated depreciation				
12	Investments - mortgage loans				
13	Investments - other STMT 10	1,463,100.	1,143,033.	1,395,244.	
14	Land, buildings, and equipment: basis				
	Less accumulated depreciation				
15	Other assets (describe)				
16	<b>Total assets (to be completed by all filers)</b>	<b>4,233,390.</b>	<b>4,437,589.</b>	<b>5,193,642.</b>	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe)			
23	<b>Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	4,233,390.	4,437,589.		
30	<b>Total net assets or fund balances</b>	<b>4,233,390.</b>	<b>4,437,589.</b>		
31	<b>Total liabilities and net assets/fund balances</b>	<b>4,233,390.</b>	<b>4,437,589.</b>		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,233,390.
2	Enter amount from Part I, line 27a	2	204,199.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	4,437,589.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,437,589.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	1,911,904.	1,600,350.	311,554.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			311,554.	
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	311,554.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	292,226.	5,060,328.	.057748
2010	492,819.	5,009,726.	.098372
2009	294,311.	5,690,985.	.051715
2008	294,916.	5,414,316.	.054470
2007	329,533.	6,503,706.	.050668
2	Total of line 1, column (d)	2	.312973
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	.062595
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,027,935.
5	Multiply line 4 by line 3	5	314,724.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,267.
7	Add lines 5 and 6	7	318,991.
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	210,008.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 2,390.00, with 2,390.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of WHITTIER TRUST COMPANY Telephone no. 626-441-5188
Located at 625 FAIR OAKS AVENUE, STE 360, SOUTH PASADENA, CA ZIP+4 91030
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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

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.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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
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.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  **5b**  **X**

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 **6b**  **X**

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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.**

(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 11		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000  **0**

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Total. Add lines 1 through 3 0.

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3,358,333.
b	Average of monthly cash balances	1b	241,669.
c	Fair market value of all other assets	1c	1,504,501.
d	<b>Total</b> (add lines 1a, b, and c)	1d	5,104,503.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,104,503.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,568.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,027,935.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	251,397.

**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	251,397.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,534.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,534.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	242,863.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	242,863.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	242,863.

**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	210,008.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	210,008.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	210,008.

**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				242,863.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	11,716.			
b From 2008	26,195.			
c From 2009				
d From 2010	247,979.			
e From 2011	42,102.			
f Total of lines 3a through e	327,992.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	210,008.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				210,008.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	32,855.			32,855.
6 Enter the net total of each column as indicated below:	295,137.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	295,137.			
10 Analysis of line 9:				
a Excess from 2008	5,056.			
b Excess from 2009				
c Excess from 2010	247,979.			
d Excess from 2011	42,102.			
e Excess from 2012				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE**

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
C IS FOR CAT 26873 SIERRA HIGHWAY, SUITE 147 SANTA CLARITA, CA 91321	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
COMMUNITY ARTS MUSIC ASSOCIATION OF SANTA BARBARA 2060 ALAMEDA PADRE SERRA #201 SANTA BARBARA, CA 93103	NONE	170 (B)(1)(A)(VI)	ELEMENTARY SCHOOL MUSIC APPRECIATION PROGRAM	10,000.
COURT APPOINTED SPECIAL ADVOCATES (CASA) OF SANTA BARBARA COUNTY 120 E. JONES STREET SANTA MARIA, CA 93454	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
ENSEMBLE THEATRE PROJECT INC. PO BOX 2307 SANTA BARBARA, CA 93120	NONE	509(A)(2)	PROGRAM SUPPORT	10,000.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109-2394	NONE	170 (B)(1)(A)(VI)	RUNNING START PROGRAM	5,000.
<b>Total</b>			<b>SEE CONTINUATION SHEET(S)</b>	<b>174,250.</b>
<b>b Approved for future payment</b>				
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109-2394	NONE	170 (B)(1)(A)(VI)	RUNNING START PROGRAM	20,000.
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170 (B)(1)(A)(II)	WHITTIER SCHOLARSHIP PROGRAM	700,000.
<b>Total</b>			<b>SEE CONTINUATION SHEET(S)</b>	<b>720,000.</b>





THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 50000 SHS VERIZON 3-15-13	P	10/18/04	12/10/12
b 100000 SHS FHLB 5.375 6/13/14	P	06/14/07	12/28/12
c 25000 SHS MERRILL 6.22 9/15/26	P	12/07/11	05/25/12
d 50000 SHS DU PONT E I DE NEMOURS & CONOTE 4.750%1	P	10/18/04	11/15/12
e 100000 SHS MERRILL 6.050 8/15/12	P	08/30/07	08/15/12
f 20 SHS HEWLETT-PACKARD	P	11/19/03	04/13/12
g 55 SHS BOEING CO	P	09/30/98	04/13/12
h 165 SHS BOEING CO	P	02/07/02	04/13/12
i 35 SHS BOEING CO	P	07/14/99	04/13/12
j 185 SHS CATERPILLAR INC	P	09/30/98	04/13/12
k 70 SHS CATERPILLAR INC	P	07/14/99	04/13/12
l 255 SHS CHEVRON	P	04/08/08	04/13/12
m 165 SHS HEWLETT-PACKARD	P	02/07/02	04/13/12
n 255 SHS I.B.M	P	09/30/98	04/13/12
o 20 SHS JP MORGAN CHASE	P	11/19/03	04/13/12

(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)
a 50,565.		50,565.	0.
b 107,200.		99,719.	7,481.
c 27,204.		21,197.	6,007.
d 50,000.		50,000.	0.
e 100,000.		100,000.	0.
f 490.		446.	44.
g 4,018.		1,942.	2,076.
h 12,053.		6,780.	5,273.
i 2,557.		1,686.	871.
j 19,691.		4,139.	15,552.
k 7,451.		2,104.	5,347.
l 25,877.		22,397.	3,480.
m 4,046.		3,477.	569.
n 51,979.		16,503.	35,476.
o 871.		652.	219.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			7,481.
c			6,007.
d			0.
e			0.
f			44.
g			2,076.
h			5,273.
i			871.
j			15,552.
k			5,347.
l			3,480.
m			569.
n			35,476.
o			219.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 70 SHS JP MORGAN CHASE	P	07/25/00	04/13/12
b 165 SHS JP MORGAN CHASE	P	02/07/02	04/13/12
c 245 SHS JOHNSON & JOHNSON	P	07/14/99	04/13/12
d 10 SHS JOHNSON & JOHNSON	P	07/25/00	04/13/12
e 255 SHS MERCK & CO	P	01/20/06	04/13/12
f 165 SHS MICROSOFT CORP	P	02/07/02	04/13/12
g 20 SHS AT&T INC	P	11/05/04	04/13/12
h 165 SHS AMERICAN EXPRESS	P	02/07/02	04/13/12
i 60 SHS AMERICAN EXPRESS	P	07/14/99	04/13/12
j 30 SHS AMERICAN EXPRESS	P	08/14/01	04/13/12
k 20 SHS COCA COLA CO	P	11/05/04	04/13/12
l 60 SHS COCA COLA CO	P	08/14/01	04/13/12
m 165 SHS COCA COLA CO	P	02/07/02	04/13/12
n 10 SHS COCA COLA CO	P	09/30/98	04/13/12
o 165 SHS DISNEY WALT CO	P	02/07/02	04/13/12

(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)
a 3,048.		2,573.	475.
b 7,186.		4,958.	2,228.
c 15,623.		11,760.	3,863.
d 638.		468.	170.
e 9,654.		8,487.	1,167.
f 5,110.		4,993.	117.
g 613.		526.	87.
h 9,507.		4,782.	4,725.
i 3,457.		2,324.	1,133.
j 1,729.		1,042.	687.
k 1,445.		830.	615.
l 4,334.		2,758.	1,576.
m 11,919.		7,587.	4,332.
n 722.		583.	139.
o 6,945.		3,640.	3,305.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			475.
b			2,228.
c			3,863.
d			170.
e			1,167.
f			117.
g			87.
h			4,725.
i			1,133.
j			687.
k			615.
l			1,576.
m			4,332.
n			139.
o			3,305.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 20 SHS DISNEY WALT CO	P	11/19/03	04/13/12
b 70 SHS DISNEY WALT CO	P	09/30/98	04/13/12
c 60 SHS PROCTER & GAMBLE	P	07/25/00	04/13/12
d 185 SHS PROCTER & GAMBLE	P	09/30/98	04/13/12
e 10 SHS PROCTER & GAMBLE	P	08/14/01	04/13/12
f 255 SHS TRAVELERS	P	06/05/09	04/13/12
g 255 SHS UTD TECHNOLOGIES	P	09/30/98	04/13/12
h 165 SHS VERIZON COMM	P	11/23/05	04/13/12
i 90 SHS VERIZON COMM	P	11/05/04	04/13/12
j 110 SHS WAL MART STORES	P	09/30/98	04/13/12
k 40 SHS WAL MART STORES	P	07/14/99	04/13/12
l 25 SHS WAL MART STORES	P	02/07/02	04/13/12
m 60 SHS WAL MART STORES	P	08/14/01	04/13/12
n 20 SHS WAL MART STORES	P	11/05/04	04/13/12
o 30 SHS DU PONT	P	08/14/01	04/13/12

(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)
a 842.		451.	391.
b 2,946.		1,773.	1,173.
c 3,967.		1,799.	2,168.
d 12,232.		6,499.	5,733.
e 661.		359.	302.
f 14,884.		11,385.	3,499.
g 20,438.		4,960.	15,478.
h 6,161.		4,750.	1,411.
i 3,361.		3,320.	41.
j 6,606.		3,028.	3,578.
k 2,402.		1,915.	487.
l 1,501.		1,467.	34.
m 3,604.		3,148.	456.
n 1,201.		1,134.	67.
o 1,566.		1,256.	310.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			391.
b			1,173.
c			2,168.
d			5,733.
e			302.
f			3,499.
g			15,478.
h			1,411.
i			41.
j			3,578.
k			487.
l			34.
m			456.
n			67.
o			310.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 165 SHS DU PONT	P	02/07/02	04/13/12
b 30 SHS DU PONT	P	07/25/00	04/13/12
c 20 SHS DU PONT	P	11/05/04	04/13/12
d 165 SHS EXXON-MOBIL	P	02/07/02	04/13/12
e 90 SHS EXXON-MOBIL	P	07/14/99	04/13/12
f 70 SHS HOME DEPOT	P	08/14/01	04/13/12
g 20 SHS HOME DEPOT	P	11/05/04	04/13/12
h 165 SHS HOME DEPOT	P	02/07/02	04/13/12
i 20 SHS INTEL CORP	P	11/05/04	04/13/12
j 255 SHS KRAFT FOODS	P	09/22/08	04/13/12
k 165 SHS MCDONALDS CORP	P	02/07/02	04/13/12
l 20 SHS MCDONALDS CORP	P	11/19/03	04/13/12
m 30 SHS MCDONALDS CORP	P	08/14/01	04/13/12
n 40 SHS MCDONALDS CORP	P	09/30/98	04/13/12
o 165 SHS PFIZER INC	P	11/23/05	04/13/12

(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)
a 8,611.		6,920.	1,691.
b 1,566.		1,312.	254.
c 1,044.		885.	159.
d 13,774.		6,359.	7,415.
e 7,513.		3,541.	3,972.
f 3,577.		3,485.	92.
g 1,022.		846.	176.
h 8,430.		8,070.	360.
i 564.		468.	96.
j 9,552.		8,457.	1,095.
k 16,078.		4,491.	11,587.
l 1,949.		495.	1,454.
m 2,923.		840.	2,083.
n 3,898.		1,201.	2,697.
o 3,617.		3,599.	18.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,691.
b			254.
c			159.
d			7,415.
e			3,972.
f			92.
g			176.
h			360.
i			96.
j			1,095.
k			11,587.
l			1,454.
m			2,083.
n			2,697.
o			18.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

3

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 185 SHS 3M CO COM	P	09/30/98	04/13/12
b 70 SHS 3M CO COM	P	07/14/99	04/13/12
c 90 SHS PFIZER INC	P	11/05/04	04/13/12
d 6 SHS INTEL CORP	P	08/14/01	04/13/12
e 165 SHS INTEL CORP	P	02/07/02	04/13/12
f 64 SHS INTEL CORP	P	10/29/99	04/13/12
g 10 SHS DU PONT	P	09/30/98	04/13/12
h 70 SHS GENERAL ELECTRIC	P	07/14/99	04/13/12
i 165 SHS GENERAL ELECTRIC	P	02/07/02	04/13/12
j 20 SHS GENERAL ELECTRIC	P	11/05/04	04/13/12
k 255 SHS BANK OF AMERICA	P	04/08/08	04/13/12
l 85 SHS AT&T INC	P	02/07/02	04/13/12
m 5 SHS ALCOA	P	07/14/99	04/13/12
n 250 SHS ALCOA	P	09/30/98	04/13/12
o 90 SHS MICROSOFT CORP	P	08/14/01	04/13/12

(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)
a 15,921.		6,908.	9,013.
b 6,024.		3,078.	2,946.
c 1,973.		2,587.	-614.
d 169.		182.	-13.
e 4,656.		5,392.	-736.
f 1,806.		2,486.	-680.
g 522.		573.	-51.
h 1,329.		2,712.	-1,383.
i 3,132.		6,192.	-3,060.
j 380.		703.	-323.
k 2,234.		9,960.	-7,726.
l 2,604.		3,014.	-410.
m 49.		155.	-106.
n 2,470.		4,383.	-1,913.
o 2,787.		2,945.	-158.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,013.
b			2,946.
c			-614.
d			-13.
e			-736.
f			-680.
g			-51.
h			-1,383.
i			-3,060.
j			-323.
k			-7,726.
l			-410.
m			-106.
n			-1,913.
o			-158.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 255 SHS CISCO SYS INC	P	06/05/09	04/13/12
b 70 SHS HEWLETT-PACKARD	P	07/14/99	04/13/12
c 35 SHS EATON CORP	P	12/05/11	12/06/12
d 75 SHS EATON CORP	P	12/09/11	12/06/12
e 90 SHS EATON CORP	P	08/16/12	12/06/12
f 15 SHS EATON CORP	P	12/05/11	04/12/12
g 5 SHS 3M CO COM	P	12/09/11	04/12/12
h 40 SHS CONOCOPHILLIP	P	12/09/11	08/16/12
i 30 SHS CONOCOPHILLIP	P	12/05/11	08/16/12
j 50 SHS HCP INC.	P	12/05/11	08/16/12
k 80 SHS HCP INC.	P	12/09/11	08/16/12
l 65 SHS HONEYWELL INTL	P	12/09/11	08/16/12
m 25 SHS HONEYWELL INTL	P	12/05/11	08/16/12
n 20 SHS PHILLIPS 66	P	12/09/11	08/16/12
o 15 SHS PHILLIPS 66	P	12/05/11	08/16/12

(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)
a 5,077.		5,099.	-22.
b 1,716.		2,947.	-1,231.
c 1,818.		1,602.	216.
d 3,896.		3,337.	559.
e 4,675.		4,142.	533.
f 715.		687.	28.
g 434.		411.	23.
h 2,301.		2,220.	81.
i 1,726.		1,679.	47.
j 2,254.		1,863.	391.
k 3,607.		3,065.	542.
l 3,814.		3,517.	297.
m 1,467.		1,360.	107.
n 814.		660.	154.
o 611.		499.	112.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-22.
b			-1,231.
c			216.
d			559.
e			533.
f			28.
g			23.
h			81.
i			47.
j			391.
k			542.
l			297.
m			107.
n			154.
o			112.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1210 SHS VANGUARD DIV APP-VIG	P	11/09/11	08/16/12
b 25 SHS WEST PAC BKG ADR	P	12/09/11	08/16/12
c 20 SHS WEST PAC BKG ADR	P	12/05/11	08/16/12
d 5 SHS WEST PAC BKG ADR	P	04/12/12	08/16/12
e 10 SHS BASF ADR SPONS	P	12/05/11	04/12/12
f 25 SHS CPFL ENERGIA	P	12/09/11	04/12/12
g 10 SHS COMPANHIA DE BERID	P	12/09/11	04/12/12
h 5 SHS DIAGEO PLC	P	12/09/11	04/12/12
i 30 SHS HOME DEPOT	P	12/09/11	04/12/12
j 15 SHS HONEYWELL INTL	P	12/05/11	04/12/12
k 10 SHS ILLINOIS TOOL WKS	P	12/09/11	04/12/12
l 15 SHS INTEL CORP	P	12/05/11	04/12/12
m 15 SHS PHILIP MORRIS INTL	P	12/05/11	04/12/12
n 25 SHS PROLOGIS INC	P	12/09/11	04/12/12
o 105.251 SHS SOUTHERN COPPER	P	12/09/11	04/12/12

(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)
a 71,550.		64,166.	7,384.
b 3,175.		2,732.	443.
c 2,540.		2,217.	323.
d 635.		579.	56.
e 840.		725.	115.
f 737.		664.	73.
g 426.		360.	66.
h 489.		427.	62.
i 1,519.		1,207.	312.
j 882.		816.	66.
k 567.		470.	97.
l 427.		375.	52.
m 1,308.		1,135.	173.
n 845.		716.	129.
o 3,346.		3,299.	47.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			7,384.
b			443.
c			323.
d			56.
e			115.
f			73.
g			66.
h			62.
i			312.
j			66.
k			97.
l			52.
m			173.
n			129.
o			47.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 70.749 SHS SOUTHERN COPPER	P	12/05/11	04/12/12
b 30 SHS TAIWAN SEMICONDUCTOR	P	12/05/11	04/12/12
c 0.9991 SHS KRAFT FOODS GRP	P	08/16/12	10/30/12
d 65 SHS TOTAL SA	P	12/09/11	04/12/12
e 40 SHS TOTAL SA	P	12/05/11	04/12/12
f 0.8725 SHS SOUTHERN COPPER	P	12/09/11	04/02/12
g 95 SHS BRISTOL-MYERS SQUIBB	P	12/09/11	04/12/12
h 65 SHS BRISTOL-MYERS SQUIBB	P	12/05/11	04/12/12
i 0.3333 SHS DUKE ENERGY CORP	P	08/16/12	09/05/12
j 40 SHS MCDONALDS CORP	P	09/30/98	01/06/12
k 85 SHS MCDONALDS CORP	P	02/07/02	01/06/12
l 15 SHS APPLE COMPUTER	P	03/04/10	02/07/12
m 5 SHS APPLE COMPUTER	P	04/30/08	02/07/12
n 300 SHS CVS CORP	P	03/03/10	02/07/12
o 50 SHS CEMIG SA - SPONS ADR	P	07/28/09	02/07/12

(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)
a 2,249.		2,181.	68.
b 447.		397.	50.
c 46.		43.	3.
d 3,186.		3,381.	-195.
e 1,961.		2,063.	-102.
f 27.		27.	0.
g 3,090.		3,193.	-103.
h 2,114.		2,129.	-15.
i 22.		22.	0.
j 4,017.		1,201.	2,816.
k 8,535.		2,314.	6,221.
l 7,041.		3,146.	3,895.
m 2,347.		872.	1,475.
n 12,935.		10,431.	2,504.
o 1,042.		636.	406.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			68.
b			50.
c			3.
d			-195.
e			-102.
f			0.
g			-103.
h			-15.
i			0.
j			2,816.
k			6,221.
l			3,895.
m			1,475.
n			2,504.
o			406.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 380 SHS MACY'S INC	P	05/01/09	02/07/12
b 30 SHS NIKE	P	12/29/10	02/07/12
c 40 SHS NIKE	P	01/14/11	02/07/12
d 45 SHS NIKE	P	01/11/11	02/07/12
e 125 SHS PRICE T ROWE GROUP	P	05/01/09	02/07/12
f 240 SHS CEMIG SA - SPONS ADR	P	07/28/09	03/13/12
g 15 SHS PNC FINANCIAL	P	08/05/10	03/14/12
h 185 SHS AMERICAN EXPRESS	P	04/28/10	01/12/12
i 135 SHS HEALTH CARE	P	07/16/10	02/07/12
j 135 SHS COMCAST CL A	P	07/11/05	03/26/12
k 35 SHS NIKE	P	08/05/10	03/26/12
l 30 SHS TARGET CORP	P	01/11/11	03/26/12
m 20 SHS TARGET CORP	P	12/13/05	03/26/12
n 55 SHS TARGET CORP	P	07/02/08	03/26/12
o 62.6667 SHS TIME WARNER	P	07/10/06	03/26/12

(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)
a 13,597.		5,137.	8,460.
b 3,132.		2,575.	557.
c 4,176.		3,368.	808.
d 4,697.		3,781.	916.
e 7,326.		4,801.	2,525.
f 5,678.		3,051.	2,627.
g 916.		903.	13.
h 9,166.		8,502.	664.
i 7,739.		5,528.	2,211.
j 4,090.		2,765.	1,325.
k 3,795.		2,596.	1,199.
l 1,763.		1,658.	105.
m 1,175.		1,091.	84.
n 3,233.		2,612.	621.
o 2,328.		2,211.	117.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			8,460.
b			557.
c			808.
d			916.
e			2,525.
f			2,627.
g			13.
h			664.
i			2,211.
j			1,325.
k			1,199.
l			105.
m			84.
n			621.
o			117.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 47.3333 SHS TIME WARNER	P	07/11/05	03/26/12
b 170 SHS COG TECH SOL	P	03/04/10	06/07/12
c 100 SHS COG TECH SOL	P	08/16/10	06/07/12
d 265 SHS HEALTH CARE	P	07/16/10	06/07/12
e 90 SHS PHILIP MORRIS INTL	P	05/01/09	06/07/12
f 170 SHS PRICE T ROWE GROUP	P	05/01/09	06/22/12
g 330 SHS DISNEY WALT CO	P	05/01/09	06/13/12
h 350 SHS ILLINOIS TOOL WKS	P	11/15/10	07/23/12
i 20 SHS MCDONALDS CORP	P	11/19/03	07/30/12
j 25 SHS MCDONALDS CORP	P	02/07/02	07/30/12
k 40 SHS FREEPORT - MCMORAN	P	05/01/09	08/06/12
l 210 SHS FREEPORT - MCMORAN	P	03/20/07	08/06/12
m 135 SHS MCDONALDS CORP	P	11/19/03	08/30/12
n 2 SHS ILLINOIS TOOL WKS	P	11/15/10	12/04/12
o 15 SHS EXXON-MOBIL	P	09/19/08	10/19/12

(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)
a 1,758.		1,636.	122.
b 10,156.		8,456.	1,700.
c 5,974.		5,827.	147.
d 14,670.		10,920.	3,750.
e 7,537.		3,343.	4,194.
f 10,310.		6,529.	3,781.
g 15,205.		7,230.	7,975.
h 18,804.		16,837.	1,967.
i 1,788.		495.	1,293.
j 2,235.		681.	1,554.
k 1,378.		890.	488.
l 7,233.		6,466.	767.
m 11,973.		3,340.	8,633.
n 122.		96.	26.
o 1,384.		1,202.	182.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			122.
b			1,700.
c			147.
d			3,750.
e			4,194.
f			3,781.
g			7,975.
h			1,967.
i			1,293.
j			1,554.
k			488.
l			767.
m			8,633.
n			26.
o			182.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 39 SHS EXXON-MOBIL	P	08/08/11	10/19/12
b 35 SHS EXXON-MOBIL	P	05/11/11	10/19/12
c 80 SHS SIGMA ALDRICH	P	01/14/11	10/24/12
d 75 SHS SYSCO CORP	P	07/02/08	11/06/12
e 115 SHS ABBOTT LABS	P	05/11/11	12/04/12
f 5 SHS BECTON DICKINSON	P	05/01/09	12/04/12
g 135 SHS BECTON DICKINSON	P	07/11/05	12/04/12
h 30 SHS BECTON DICKINSON	P	12/13/05	12/04/12
i 745 SHS CEMIG SA - SPONS ADR	P	07/28/09	12/04/12
j 65 SHS DEERE & CO	P	06/22/11	12/04/12
k 200 SHS DEERE & CO	P	09/21/09	12/04/12
l 20 SHS GILEAD SCIENCES	P	03/03/10	12/04/12
m 20 SHS GILEAD SCIENCES	P	09/19/08	12/04/12
n 215 SHS GILEAD SCIENCES	P	09/18/07	12/04/12
o 55 SHS GILEAD SCIENCES	P	05/01/09	12/04/12

(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)
a 3,600.		2,738.	862.
b 3,230.		2,833.	397.
c 5,630.		5,138.	492.
d 2,299.		2,059.	240.
e 7,448.		6,100.	1,348.
f 383.		306.	77.
g 10,341.		7,052.	3,289.
h 2,298.		1,743.	555.
i 8,776.		7,576.	1,200.
j 5,424.		5,345.	79.
k 16,689.		8,981.	7,708.
l 1,494.		953.	541.
m 1,494.		918.	576.
n 16,060.		8,257.	7,803.
o 4,108.		2,461.	1,647.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			862.
b			397.
c			492.
d			240.
e			1,348.
f			77.
g			3,289.
h			555.
i			1,200.
j			79.
k			7,708.
l			541.
m			576.
n			7,803.
o			1,647.

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 )

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter "-0-" in Part I, line 8

2

3

THE GODRIC FOUNDATION

Part IV. Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 25 SHS SYSCO CORP	P	09/19/08	11/06/12
b 235 SHS SYSCO CORP	P	12/13/05	11/06/12
c 100 SHS SYSCO CORP	P	03/31/06	11/06/12
d 100 SHS SYSCO CORP	P	02/13/07	11/06/12
e 205 SHS ALTERA CORP	P	07/29/11	10/19/12
f 65 SHS PNC FINANCIAL	P	06/16/11	12/04/12
g 115 SHS PNC FINANCIAL	P	08/05/10	12/04/12
h 235 SHS TEXAS INSTRUMENTS	P	11/09/11	12/04/12
i 35 SHS JP MORGAN CHASE	P	07/25/07	10/04/12
j 125 SHS JP MORGAN CHASE	P	11/13/07	10/04/12
k 150 SHS ALTERA CORP	P	07/29/11	10/12/12
l 485 SHS EMC CORP	P	05/11/11	07/13/12
m 385 SHS EATON CORP	P	06/22/11	07/23/12
n 180 SHS CISCO SYS INC	P	12/13/05	06/07/12
o 360 SHS CISCO SYS INC	P	12/22/10	06/07/12

(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)
a 766.		831.	-65.
b 7,202.		7,681.	-479.
c 3,065.		3,207.	-142.
d 3,065.		3,431.	-366.
e 6,666.		8,492.	-1,826.
f 3,542.		3,863.	-321.
g 6,266.		6,921.	-655.
h 6,940.		7,170.	-230.
i 1,463.		1,587.	-124.
j 5,224.		5,625.	-401.
k 4,851.		6,214.	-1,363.
l 11,474.		13,225.	-1,751.
m 15,798.		18,735.	-2,937.
n 2,986.		3,157.	-171.
o 5,971.		7,045.	-1,074.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-65.
b			-479.
c			-142.
d			-366.
e			-1,826.
f			-321.
g			-655.
h			-230.
i			-124.
j			-401.
k			-1,363.
l			-1,751.
m			-2,937.
n			-171.
o			-1,074.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 75 SHS CISCO SYS INC	P	07/10/06	06/07/12
b 140 SHS CISCO SYS INC	P	07/11/05	06/07/12
c 325 SHS AFLAC	P	11/17/09	05/09/12
d 110 SHS PNC FINANCIAL	P	05/27/10	03/14/12
e 35 SHS AMERICAN EXPRESS	P	06/16/11	01/12/12
f 155 SHS AES CORP	P	12/16/11	02/07/12
g 135 SHS CEMIG SA - SPONS ADR	P	11/09/11	02/07/12
h 20 SHS MCDONALDS CORP	P	01/11/11	01/06/12
i 85 SHS MCDONALDS CORP	P	06/13/12	07/30/12
j 235 SHS MARSH & MCLENNAN	P	05/09/12	09/14/12
k 255 SHS ROCKWELL INTL	P	07/23/12	12/04/12
l 1300 SHS AES CORP	P	12/16/11	12/04/12
m 0.6653 SHS KRAFT FOODS GRP	P	10/12/12	10/30/12
n 425 SHS INTEL CORP	P	06/07/12	12/04/12
o 370 SHS INTEL CORP	P	06/07/12	10/12/12

(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)
a 1,244.		1,426.	-182.
b 2,322.		2,727.	-405.
c 13,956.		14,673.	-717.
d 6,716.		7,073.	-357.
e 1,734.		1,688.	46.
f 1,996.		1,806.	190.
g 2,814.		2,219.	595.
h 2,008.		1,481.	527.
i 7,598.		7,468.	130.
j 8,171.		7,880.	291.
k 19,997.		16,899.	3,098.
l 13,917.		15,147.	-1,230.
m 31.		31.	0.
n 8,383.		11,111.	-2,728.
o 7,929.		9,673.	-1,744.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-182.
b			-405.
c			-717.
d			-357.
e			46.
f			190.
g			595.
h			527.
i			130.
j			291.
k			3,098.
l			-1,230.
m			0.
n			-2,728.
o			-1,744.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
240 SHS TEXAS INSTRUMENTS	P	11/09/11	10/12/12
965 SHS KEYCORP	P	03/14/12	06/14/12
930 SHS CONSUMER DISCRETION	P	03/26/12	06/14/12
180 SHS EATON CORP	P	10/21/11	07/23/12
140 SHS JOHNSON CTLS	P	10/27/11	05/24/12
220 SHS JOHNSON CTLS	P	01/06/12	05/24/12
400 SHS PROLOGIS INC	P	02/07/12	06/07/12
110 SHS JOHNSON CTLS	P	05/13/11	02/07/12
335 SHS PENNEY J. C	P	02/07/12	03/26/12
120 SHS JOHNSON CTLS	P	05/13/11	03/26/12
230 SHS JOHNSON CTLS	P	01/06/12	03/26/12
WTC PARTNERSHIPS	P	07/01/06	07/31/12
WTC AGRESSIVE GROWTH FD A	P	07/01/01	06/30/12
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,540.		7,323.	-783.
b 6,877.		8,205.	-1,328.
c 39,680.		42,203.	-2,523.
d 7,386.		7,508.	-122.
e 4,297.		4,664.	-367.
f 6,752.		7,341.	-589.
g 12,746.		13,307.	-561.
h 3,627.		4,245.	-618.
i 12,036.		14,135.	-2,099.
j 3,925.		4,631.	-706.
k 7,523.		7,414.	109.
l 19,432.			19,432.
m 392,628.		360,488.	32,140.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-783.
b			-1,328.
c			-2,523.
d			-122.
e			-367.
f			-589.
g			-561.
h			-618.
i			-2,099.
j			-706.
k			109.
l			19,432.
m			32,140.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	311,554.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS ROAD SAN RAFAEL, CA 94903	NONE	501C(3)	PROGRAM SUPPORT	5,000.
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170 (B)(1)(A)(II)	WHITTIER SCHOLARSHIP PROGRAM	100,000.
LOBERO THEATRE FOUNDATION 33 E. CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	5,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108-2899	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	8,750.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108-2899	NONE	170 (B)(1)(A)(VI)	SCHOLARSHIP PROGRAM	5,000.
CARRILLO COUNSELING SERVICES DBA NEW BEGINNINGS COUNSELING CENTER 324 EAST CARRILLO STREET, SUITE C SANTA BARBARA, CA 93101	NONE	509(A)(2)	PROGRAM SUPPORT	2,500.
SAINT FRANCES ANIMAL CENTER 125 NORTH RIDGE STREET GEORGETOWN, SC 29440	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING	3,000.
<b>Total from continuation sheets</b>				129,250.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WTC #5030	106,711.	0.	106,711.
TOTAL TO FM 990-PF, PART I, LN 4	106,711.	0.	106,711.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WTC PARTNERSHIPS	19,433.	19,433.	
TOTAL TO FORM 990-PF, PART I, LINE 11	19,433.	19,433.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,675.	1,335.		4,673.
TO FORM 990-PF, PG 1, LN 16B	6,675.	1,335.		4,673.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEES	43,305.	8,661.		30,314.
TO FORM 990-PF, PG 1, LN 16C	43,305.	8,661.		30,314.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	680.	680.		0.
FEDERAL EXCISE TAXES	7,400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,080.	680.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES / SECRETARY OF STATE	80.	80.		0.
INSURANCE	1,102.	220.		771.
ADR FEE	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	1,189.	307.		771.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	FAIR MARKET VALUE
MUNICIPAL BONDS 00 5030 - ATTACHED		X	327,891.
US GOVT BONDS 00 5030 - ATTACHED	X		117,864.
TOTAL U.S. GOVERNMENT OBLIGATIONS			117,864.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			327,891.
TOTAL TO FORM 990-PF, PART II, LINE 10A			445,755.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK 73 5030 - ATTACHED	0.	0.
CORPORATE STOCK 82 5030 - ATTACHED	1,354,588.	1,765,705.
CORPORATE STOCK 74 5030 - ATTACHED	479,357.	513,168.
CORPORATE STOCK 00 5030 - ATTACHED	50,643.	52,699.
FOREIGN EQUITIES	101,516.	107,095.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,986,104.	2,438,667.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS 00 5030 - ATTACHED	252,372.	256,718.
LARGE CAP BONDS-ATTACHED	226,142.	228,928.
TAXABLE BOND FUNDS-ATTACHED	225,000.	225,088.
TOTAL TO FORM 990-PF, PART II, LINE 10C	703,514.	710,734.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER AGGRESSIVE GROWTH FUND A	COST	0.	0.
WHITTIER VALUE FUND A	COST	690,813.	900,396.
WHITTIER INTERNATIONAL FUND A	COST	452,220.	494,848.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,143,033.	1,395,244.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	PRESIDENT/DIR 5.00	0.	0.	0.
JAMIE W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	VICE PRES/DIR 5.00	0.	0.	0.
SHARON BRADFORD 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
BRETT HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
BRIAN HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 5.00	0.	0.	0.
RICHARD E. LLEWELLYN II 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030	CFO/DIRECTOR 5.00	0.	0.	0.
JULIE LYTLE NESBIT 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	SECRETARY/DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

## GODRIC FOUNDATION

*Account Holdings as of 12/31/2012*

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
09248U551	BLACKROCK TREAS	391,291 8700	391,291 87		391,291 87	12/31/2012
<b>Total</b>	<b>MISC CASH EQUIV-TAXABLE</b>	<b>391,291.8700</b>	<b>391,291.87</b>		<b>391,291.87</b>	
<b>Total</b>	<b>CASH EQUIVALENTS</b>	<b>391,291.8700</b>	<b>391,291.87</b>		<b>391,291.87</b>	
<b>FIXED INCOME SECURITIES</b>						
<b>U.S. GOVT AGENCY OBLIGATIONS</b>						
3133XKWG6	FHLB 5 6/9/17	100,000 0000	98,002 55	117 864	117,864 00	12/31/2012
<b>Total</b>	<b>U.S. GOVT AGENCY OBLIGATIONS</b>	<b>100,000.0000</b>	<b>98,002.55</b>		<b>117,864.00</b>	
<b>MUNICIPAL BONDS &amp; NOTES</b>						
134041FA5	CAMPBEL 3.375 8/1/16	100,000 0000	100,611 91	108 872	108,872 00	12/31/2012
598117BG3	MIDVALE 4 01 10/1/16	100,000 0000	100,524 89	108 755	108,755 00	12/31/2012
646065A51	NJ 4.878 7/1/16	100,000 0000	102,556 32	110 264	110,264 00	12/31/2012
<b>Total</b>	<b>MUNICIPAL BONDS &amp; NOTES</b>	<b>300,000.0000</b>	<b>303,693.12</b>		<b>327,891.00</b>	
<b>CORPORATE BONDS &amp; NOTES</b>						
060505DA9	B OF A 5.42 3/15/17	50,000 0000	52,647 20	109 536	54,768 00	12/31/2012
097023AT2	BOEING 5 125 2/15/13	100,000 0000	99,773 80	100 552	100,552 00	12/31/2012
20825RAB7	CONOCO 5 5 4-15-13	100,000 0000	99,951 48	101 398	101,398 00	12/31/2012
<b>Total</b>	<b>CORPORATE BONDS &amp; NOTES</b>	<b>250,000.0000</b>	<b>252,372.48</b>		<b>256,718.00</b>	
<b>US LARGE CAP EQUITIES</b>						
78468R408	SPDR BARC CAP S/T HY	1,640 0000	50,020 00	30 55	50,102 00	12/31/2012
92206C870	VANGUARD CORP VCIT	2,040 0000	176,121 75	87 66	178,826 40	12/31/2012
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>3,680.0000</b>	<b>226,141.75</b>		<b>228,928.40</b>	
<b>MUTUAL FUNDS-TAXABLE</b>						
258620103	DOUBLINE TOTAL RET	13,246 9850	150,000 00	11 33	150,088 34	12/31/2012
880208400	TEMPLETON GLOBAL	5,622 1890	75,000 00	13 34	75,000 00	12/31/2012
<b>Total</b>	<b>MUTUAL FUNDS-TAXABLE</b>	<b>18,869.1740</b>	<b>225,000.00</b>		<b>225,088.34</b>	
<b>Total</b>	<b>FIXED INCOME SECURITIES</b>	<b>672,549.1740</b>	<b>1,105,209.90</b>		<b>1,156,489.74</b>	
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
464287655	ISHARES RUSL 2000	625 0000	50,643 75	84 3178	52,698 62	12/31/2012
EM7350306	VALUE STRATEGY	1 0000	321 45	321 45	321 45	12/31/2012
EM7450304	QUALITY GLOBAL	1 0000	484,701 02	519,025 75	519,025 75	12/31/2012
EM8250307	CORPORATE AMERICA	1 0000	1,359,352 98	1,770,590 8600000	1,770,590 86	12/31/2012
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>628.0000</b>	<b>1,895,019.20</b>		<b>2,342,636.68</b>	

## GODRIC FOUNDATION

*Account Holdings as of 12/31/2012*

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>FOREIGN EQUITIES</b>						
922042858	EMERG MKT EQ ETF	2,405 0000	101,514 27	44 53	107,094 65	12/31/2012
<b>Total</b>	<b>FOREIGN EQUITIES</b>	<b>2,405.0000</b>	<b>101,514.27</b>		<b>107,094.65</b>	
<b>PARTNERSHIP/LLC</b>						
CF0034995	WHITTIER VALUE	116,191 6674	660,759 95	7 774156	903,292 15	12/31/2012
CF0035992	W INTERNATIONAL FD A	230,137 5473	452,724 87	2 15022862	494,848 34	12/31/2012
<b>Total</b>	<b>PARTNERSHIP/LLC</b>	<b>346,329.2147</b>	<b>1,113,484.82</b>		<b>1,398,140.49</b>	
<b>Total</b>	<b>EQUITIES</b>	<b>349,362.2147</b>	<b>3,110,018.29</b>		<b>3,847,871.82</b>	
	<b>Total Securities</b>	<b>1,413,203.2587</b>	<b>4,606,520.06</b>		<b>5,395,653.43</b>	
	<b>Income Cash</b>		<b>627.34</b>		<b>627.34</b>	
	<b>Principal Cash</b>		<b>-199,741.11</b>		<b>-199,741.11</b>	
	<b>Account Total</b>		<b>4,407,406.29</b>		<b>5,196,539.66</b>	

GODRIC FOUNDATION VALUE STRATEGY

*Account Holdings as of 12/31/2012*

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
09248U551	BLACKROCK TREAS	321 4500	321.45		321 45	12/31/2012
<b>Total</b>	<b>MISC CASH EQUIV-TAXABLE</b>	<b>321.4500</b>	<b>321.45</b>		<b>321.45</b>	
<b>Total</b>	<b>CASH EQUIVALENTS</b>	<b>321.4500</b>	<b>321.45</b>		<b>321.45</b>	
	<b>Total Securities</b>	<b>321.4500</b>	<b>321.45</b>		<b>321.45</b>	
	<b>Income Cash</b>		<b>0.00</b>		<b>0.00</b>	
	<b>Principal Cash</b>		<b>0.00</b>		<b>0.00</b>	
	<b>Account Total</b>		<b>321.45</b>		<b>321.45</b>	

## GODRIC QUALITY GLOBAL DIVIDEND STRATEGY

*Account Holdings as of 12/31/2012*

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
09248U551	BLACKROCK TREAS	5,376 2400	5,376 24		5,376 24	12/31/2012
<b>Total</b>	<b>MISC CASH EQUIV-TAXABLE</b>	<b>5,376.2400</b>	<b>5,376.24</b>		<b>5,376.24</b>	
<b>Total</b>	<b>CASH EQUIVALENTS</b>	<b>5,376.2400</b>	<b>5,376.24</b>		<b>5,376.24</b>	
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
00206R102	AT&T INC	310 0000	10,189 45	33 71	10,450 10	12/31/2012
002824100	ABBOTT LABS	160 0000	9,550 44	65 50	10,480 00	12/31/2012
049560105	ATMOS ENERGY	310 0000	10,716 54	35 12	10,887 20	12/31/2012
053015103	AUTOMATIC DATA PROC	175 0000	9,642.65	56 93	9,962 75	12/31/2012
081437105	BEMIS	305 0000	9,473 17	33 46	10,205 30	12/31/2012
09247X101	BLACKROCK INC	50 0000	8,868 34	206 71	10,335 50	12/31/2012
166764100	CHEVRON	95 0000	10,260 45	108 14	10,273 30	12/31/2012
209115104	CONSOLIDATED EDISON	165 0000	9,988 34	55 54	9,164 10	12/31/2012
253868103	DIGITAL REALTY	150 0000	11,436 00	67 89	10,183 50	12/31/2012
263534109	DU PONT	185 0000	8,860.90	44 9785	8,321 02	12/31/2012
26441C204	DUKE ENERGY CORP	153 0000	9,842 09	63 80	9,761 40	12/31/2012
291011104	EMERSON ELECTRIC	190 0000	9,792 56	52 96	10,062 40	12/31/2012
30231G102	EXXON-MOBIL	115 0000	9,705 00	86 55	9,953 25	12/31/2012
372460105	GENUINE PARTS CO	155 0000	9,513 14	63 58	9,854 90	12/31/2012
437076102	HOME DEPOT	195 0000	9,191 70	61 85	12,060 75	12/31/2012
452308109	ILLINOIS TOOL WKS	175 0000	9,214 30	60 81	10,641 75	12/31/2012
458140100	INTEL CORP	350 0000	8,984 14	20 62	7,217 00	12/31/2012
46625H100	JP MORGAN CHASE	250 0000	9,294 05	43 9691	10,992 28	12/31/2012
478160104	JOHNSON & JOHNSON	150 0000	9,870 95	70 10	10,515 00	12/31/2012
494368103	KIMBERLY CLARK	130 0000	9,892 25	84 43	10,975 90	12/31/2012
50076Q106	KRAFT FOODS GRP	84 0000	3,392 60	45 47	3,819 48	12/31/2012
524660107	LEGGEH & PLATT	425 0000	9,770 66	27 22	11,568 50	12/31/2012
580135101	MCDONALDS CORP	100 0000	9,294 95	88 21	8,821 00	12/31/2012
609207105	MONDELEZ INTL	255 0000	6,354 91	25 4532	6,490 57	12/31/2012
713448108	PEPSICO INC	145 0000	9,993 30	68 43	9,922 35	12/31/2012
717081103	PFIZER INC	435 0000	9,498 65	25 0793	10,909 50	12/31/2012
718172109	PHILIP MORRIS INTL	110 0000	9,178 65	83 64	9,200 40	12/31/2012
742718109	PROCTER & GAMBLE	145 0000	9,556 08	67 89	9,844 05	12/31/2012
74340W103	PROLOGIS INC	275 0000	8,485 83	36 49	10,034 75	12/31/2012
748356102	QUESTAR CORP	500 0000	9,913 48	19 76	9,880 00	12/31/2012
755111507	RAYTHEON	160 0000	9,032 83	57 56	9,209 60	12/31/2012
88579Y101	3M CO COM	110 0000	9,563 85	92 85	10,213 50	12/31/2012
887317303	TIME WARNER	265 0000	10,096 86	47 83	12,674 95	12/31/2012
89417E109	TRAVELERS	165 0000	9,750 54	71 82	11,850 30	12/31/2012
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>6,942.0000</b>	<b>318,169.65</b>		<b>336,736.35</b>	
<b>FOREIGN EQUITIES</b>						
052528304	AUST & NZ BK	415 0000	9,669 35	26 36	10,939 40	12/31/2012
055262505	BASF ADR SPONS	115 0000	8,514 70	95 00	10,925 00	12/31/2012
088606108	BHP LTD ADR	140 0000	10,141 40	78 42	10,978 80	12/31/2012
126153105	CPFL ENERGIA	320.0000	8,002 86	20 96	6,707 20	12/31/2012

## GODRIC QUALITY GLOBAL DIVIDEND STRATEGY

*Account Holdings as of 12/31/2012*

Cusip No	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
20441W203	COMPANHIA DE BERID	240 0000	8,780 33	41 99	10,077 60	12/31/2012
25243Q205	DIAGEO PLC	100 0000	9,493 74	116 58	11,658 00	12/31/2012
641069406	NESTLE ADR	160 0000	9,403 05	65 17	10,427 20	12/31/2012
66987V109	NOVARTIS AG	180 0000	10,303 55	63 30	11,394 00	12/31/2012
780259206	ROYAL DUTCH SHELL	140 0000	9,947 20	68 95	9,653 00	12/31/2012
78467K107	SSE PLC	465 0000	9,631 10	23 26	10,815 90	12/31/2012
826197501	SIEMENS	100 0000	9,617 01	109 47	10,947 00	12/31/2012
874039100	TAIWAN SEMICONDUCTOR	650 0000	8,944 53	17 16	11,154 00	12/31/2012
891160509	TORONTO-DOMIN	115 0000	8,757 30	84 33	9,697 95	12/31/2012
904767704	UNILEVER PLC	295 0000	10,121 26	38 72	11,422 40	12/31/2012
92857W209	VODAFONE GRP PLC	355 0000	10,003 39	25 19	8,942 45	12/31/2012
G29183103	EATON CORP PLC	200 0000	10,389 01	54 18	10,836 00	12/31/2012
G9319H102	VALIDUS HOLDINGS LTD	285 0000	9,435 35	34 58	9,855 30	12/31/2012
<b>Total</b>	<b>FOREIGN EQUITIES</b>	<b>4,275.0000</b>	<b>161,155.13</b>		<b>176,431.20</b>	
<b>Total</b>	<b>EQUITIES</b>	<b>11,217.0000</b>	<b>479,324.78</b>		<b>513,167.55</b>	
	<b>Total Securities</b>	<b>16,593.2400</b>	<b>484,701.02</b>		<b>518,543.79</b>	
	<b>Income Cash</b>		<b>481.97</b>		<b>481.97</b>	
	<b>Principal Cash</b>		<b>0.00</b>		<b>0.00</b>	
	<b>Account Total</b>		<b>485,182.99</b>		<b>519,025.76</b>	

## GODRIC FOUNDATION CORPORATE AMERICA

*Account Holdings as of 12/31/2012*

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
<b>CASH EQUIVALENTS</b>						
<b>MISC CASH EQUIV-TAXABLE</b>						
09248U551	BLACKROCK TREAS	4,609 4300	4,609 43		4,609 43	12/31/2012
<b>Total</b>	<b>MISC CASH EQUIV-TAXABLE</b>	<b>4,609.4300</b>	<b>4,609.43</b>		<b>4,609.43</b>	
<b>Total</b>	<b>CASH EQUIVALENTS</b>	<b>4,609.4300</b>	<b>4,609.43</b>		<b>4,609.43</b>	
<b>EQUITIES</b>						
<b>US LARGE CAP EQUITIES</b>						
00206R102	AT&T INC	1,050 0000	33,055 04	33 71	35,395 50	12/31/2012
002824100	ABBOTT LABS	585 0000	26,701 36	65 50	38,317 50	12/31/2012
023135106	AMAZON.COM	135 0000	27,028 37	250 87	33,867 45	12/31/2012
025537101	AMERICAN ELECT POWER	505.0000	21,423 62	42 68	21,553.40	12/31/2012
025816109	AMERICAN EXPRESS	500 0000	26,009 87	57 48	28,740 00	12/31/2012
03027X100	AMER TOWER	415 0000	27,211 43	77 27	32,067 05	12/31/2012
030420103	AMERICAN WTR WORKS	680 0000	18,859 23	37 13	25,248 40	12/31/2012
037411105	APACHE CORP	245.0000	16,067 10	78 50	19,232 50	12/31/2012
037833100	APPLE COMPUTER	170 0000	27,082 63	532 1729	90,469 39	12/31/2012
060505104	BANK OF AMERICA	2,505 0000	18,727 29	11 61	29,083 05	12/31/2012
084670702	BERKSHIRE CLB	305 0000	25,304 38	89 70	27,358 50	12/31/2012
097023105	BOEING CO	440 0000	29,012 76	75 36	33,158 40	12/31/2012
126650100	CVS CORP	425 0000	13,650 07	48 35	20,548 75	12/31/2012
14040H105	CAPITAL ONE	230 0000	10,626 75	57 93	13,323 90	12/31/2012
149123101	CATERPILLAR INC	230 0000	19,337 78	89 6085	20,609 95	12/31/2012
151020104	CELGENE CORP	240 0000	14,172 39	78 47	18,832 80	12/31/2012
166764100	CHEVRON	447 0000	21,282.59	108 14	48,338 58	12/31/2012
17275R102	CISCO SYS INC	885 0000	13,991 15	19 6494	17,389 72	12/31/2012
20030N101	COMCAST CL A	529 0000	9,506 34	37 36	19,763 44	12/31/2012
25179M103	DEVON ENERGY	285 0000	17,973 54	52 04	14,831 40	12/31/2012
257651109	DONALDSON INC	465 0000	15,477 25	32 84	15,270 60	12/31/2012
263534109	DU PONT	520 0000	21,341 42	44 9785	23,388 82	12/31/2012
268648102	EMC CORP	640 0000	9,145 83	25 30	16,192 00	12/31/2012
291011104	EMERSON ELECTRIC	515 0000	23,680 21	52 96	27,274 40	12/31/2012
30231G102	EXXON-MOBIL	666 0000	34,256 47	86 55	57,642 30	12/31/2012
345370860	FORD MOTOR COMPANY	2,835 0000	29,657 75	12 95	36,713 25	12/31/2012
369604103	GENERAL ELECTRIC	1,155 0000	33,071 70	20 99	24,243 45	12/31/2012
375558103	GILEAD SCIENCES	235 0000	9,025 32	73 45	17,260 75	12/31/2012
38141G104	GOLDMAN SACHS	105 0000	12,367 75	127 56	13,393 80	12/31/2012
38259P508	GOOGLE INC.	41 0000	20,866 88	707 38	29,002 58	12/31/2012
438516106	HONEYWELL INTL	430 0000	24,756 91	63 47	27,292 10	12/31/2012
459200101	I.B.M	160 0000	31,076 40	191 55	30,648 00	12/31/2012
46625H100	JP MORGAN CHASE	1,095 0000	43,720 95	43 9691	48,146 16	12/31/2012
478160104	JOHNSON & JOHNSON	375 0000	19,194 30	70 10	26,287 50	12/31/2012
50076Q106	KRAFT FOODS GRP	426 0000	18,108.91	45 47	19,370 22	12/31/2012
548661107	LOWES COS	475 0000	9,493 92	35 52	16,872 00	12/31/2012
58155Q103	MCKESSON HBOC INC	250 0000	9,467 43	96 96	24,240 00	12/31/2012
58933Y105	MERCK & CO	410.0000	18,271 85	40 94	16,785 40	12/31/2012
594918104	MICROSOFT CORP	760 0000	19,497 54	26 7097	20,299 37	12/31/2012
609207105	MONDELEZ INTL	720 0000	17,211 81	25 4532	18,326 30	12/31/2012
628530107	MYLAN LABS	640 0000	13,887 77	27 45	17,568 00	12/31/2012
654106103	NIKE	200 0000	7,417 29	51 60	10,320 00	12/31/2012

GODRIC FOUNDATION CORPORATE AMERICA

*Account Holdings as of 12/31/2012*

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
674599105	OCCIDENTAL PETE	96 0000	8,113 23	76 61	7,354 56	12/31/2012
68389X105	ORACLE SYSTEMS	965 0000	14,142 05	33 32	32,153 80	12/31/2012
713448108	PEPSICO INC	380 0000	16,607 49	68 43	26,003 40	12/31/2012
717081103	PFIZER INC	970 0000	24,458 54	25 0793	24,326 92	12/31/2012
718172109	PHILIP MORRIS INTL	260 0000	5,999 05	83 64	21,746 40	12/31/2012
742718109	PROCTER & GAMBLE	543 0000	21,231 96	67 89	36,864 27	12/31/2012
747525103	QUALCOMM INC	315 0000	17,151 26	61 8596	19,485 77	12/31/2012
78462F103	SPDR S&P 500	1,090 0000	150,147 50	142 41	155,226 90	12/31/2012
806857108	SCHLUMBERGER LTD	425 0000	16,553 90	69 2986	29,451 91	12/31/2012
826552101	SIGMA ALDRICH	145 0000	8,341 62	73 58	10,669 10	12/31/2012
855244109	STARBUCKS CORP	490 0000	23,763 01	53 63	26,278 70	12/31/2012
87612E106	TARGET CORP	290 0000	11,349 89	59 17	17,159 30	12/31/2012
88579Y101	3M CO COM	295 0000	15,735 35	92 85	27,390 75	12/31/2012
887317303	TIME WARNER	526 0000	16,710 80	47 83	25,158 58	12/31/2012
91324P102	UNITED HEALTH	145 0000	7,820 17	54 24	7,864 80	12/31/2012
92826C839	VISA INC	220 0000	29,650 22	151 58	33,347 60	12/31/2012
931142103	WAL MART STORES	450 0000	14,775 75	68 23	30,703 50	12/31/2012
94973V107	WELLPOINT INC.	165 0000	10,827 64	60 92	10,051 80	12/31/2012
949746101	WELLS FARGO	1,245 0000	36,986 63	34 18	42,554 10	12/31/2012
H0023R105	ACE LIMITED	275 0000	16,636 90	79 80	21,945 00	12/31/2012
<b>Total</b>	<b>US LARGE CAP EQUITIES</b>	<b>33,214.0000</b>	<b>1,325,022.31</b>		<b>1,730,403.84</b>	
<b>FOREIGN EQUITIES</b>						
088606108	BHP LTD ADR	150.0000	9,858 76	78 42	11,763 00	12/31/2012
25243Q205	DIAGEO PLC	85 0000	4,131 99	116 58	9,909 30	12/31/2012
881624209	TEVA PHARM	365 0000	15,730 49	37 34	13,629 10	12/31/2012
<b>Total</b>	<b>FOREIGN EQUITIES</b>	<b>600.0000</b>	<b>29,721.24</b>		<b>35,301.40</b>	
<b>Total</b>	<b>EQUITIES</b>	<b>33,814.0000</b>	<b>1,354,743.55</b>		<b>1,765,705.24</b>	
	<b>Total Securities</b>	<b>38,423.4300</b>	<b>1,359,352.98</b>		<b>1,770,314.67</b>	
	<b>Income Cash</b>		<b>276.20</b>		<b>276.20</b>	
	<b>Principal Cash</b>		<b>0.00</b>		<b>0.00</b>	
	<b>Account Total</b>		<b>1,359,629.18</b>		<b>1,770,590.87</b>	

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

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

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**WHITTIER TRUST COMPANY**

• The books are in the care of ▶ **625 FAIR OAKS AVENUE, STE 360 - SOUTH PASADENA, CA 91030**  
 Telephone No ▶ **626-441-5188** FAX No ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  calendar year **2012** or  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>10,924.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>8,924.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$	<b>2,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev 1-2013)