



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

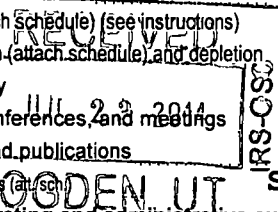
Name of foundation GODFREY MEMORIAL LIBRARY		A Employer identification number 06-0655485
Number and street (or P O box number if mail is not delivered to street address) 134 NEWFIELD STREET	Room/suite	B Telephone number (see instructions) 860-346-4375
City or town, state or province, country, and ZIP or foreign postal code MIDDLETOWN CT 06457		C If exemption application is pending check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,523,338	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	57,345			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	631	631	631	
	4 Dividends and interest from securities	11,079	11,079	11,079	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances	50,396			
b Less Cost of goods sold	1,083				
c Gross profit or (loss) (attach schedule) STMT 1	49,313		49,313		
11 Other income (attach schedule) STMT 2	131,534		131,534		
12 Total. Add lines 1 through 11	249,902	11,710	192,557		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,154			64,154
	14 Other employee salaries and wages	51,491			51,491
	15 Pension plans, employee benefits	26,668			26,668
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	27,279	1,635		25,643
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	135			
	19 Depreciation (attach schedule) and depletion STMT 5	17,595			
	20 Occupancy	19,789			19,789
	21 Travel, conferences, and meetings	1,571			1,571
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	86,037	1,299		84,738	
24 Total operating and administrative expenses. Add lines 13 through 23	294,719	2,934	0	274,054	
25 Contributions, gifts, grants paid	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	294,719	2,934	0	274,054	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-44,817				
b Net investment income (if negative, enter -0-)		8,776			
c Adjusted net income (if negative, enter -0-)			192,557		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

SCANNED AUG 01 2014
Operating and Administrative Expenses



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	88,985	99,927	99,927
	2	Savings and temporary cash investments	41,479	19,509	16,110
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	3,100	3,000	3,000
	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	311,094	107,104	107,104
	10a	Investments – U.S. and state government obligations (attach schedule) STMT 7			
	b	Investments – corporate stock (attach schedule) SEE STMT 8	432,530	489,955	489,955
	c	Investments – corporate bonds (attach schedule) SEE STMT 9	15,000	173,394	173,394
	11	Investments – land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach sch.) ▶				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)				
14	Land, buildings, and equipment basis ▶	638,648			
	Less: accumulated depreciation (attach sch.) ▶ STMT 10	523,823	125,281	114,825	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		1,017,469	1,007,714	1,523,338
Liabilities	17	Accounts payable and accrued expenses	2,900	2,436	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		2,900	2,436
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted	1,014,569	1,005,278	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)		1,014,569	1,005,278	
31	Total liabilities and net assets/fund balances (see instructions)		1,017,469	1,007,714	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,014,569
2	Enter amount from Part I, line 27a	2	-44,817
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	35,526
4	Add lines 1, 2, and 3	4	1,005,278
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,005,278

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a N/A				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
a				
b				
c				
d				
e				

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

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 2013 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	176
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	176
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	176
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	176
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c	N/A	
d		
e		
2		X
3		X
4a	N/A	
4b		
5		X
6	X	
7	X	
8a		
b	X	
9	X	
10		X

6/16

FTP

1 TOT

177

Form 990-PF (2013)

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)	N/A		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GODFREY.ORG	12		
14	The books are in care of ► AUGUST DEFRANCE 134 NEWFIELD STREET Located at ► MIDDLETOWN CT ZIP+4 ► 06457 Telephone no. ► 860-346-4375	13	X	
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 2013, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2013?	N/A	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
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 2013?	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 propoganda, 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)? Organizations relying on a current notice regarding disaster assistance check here **N/A** **5b**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** **X**
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE STATEMENT 13	273,445
2 PUBLISHING OF BIOGRAPHICAL BOOKS WHICH HELPS FURTHER THE STUDY OF GENEALOGY AND HISTORY.	609
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 BOOKS	7,138
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	7,138

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	557,138
b	Average of monthly cash balances	1b	123,250
c	Fair market value of all other assets (see instructions)	1c	114,825
d	Total (add lines 1a, b, and c)	1d	795,213
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	795,213
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	11,928
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	783,285
6	Minimum investment return. Enter 5% of line 5	6	39,164

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	274,054
b	Program-related investments – total from Part IX-B	1b	7,138
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	281,192
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	281,192

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>281,192</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	281,192			
5 Excess distributions carryover applied to 2013 (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:	281,192			
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 2012. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling ▶ **N/A**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	39,164	51,137	103,497	19,860	213,658
b 85% of line 2a	33,289	43,466	87,972	16,881	181,608
c Qualifying distributions from Part XII, line 4 for each year listed	281,192	289,947	651,423	568,859	1,791,421
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	281,192	289,947	651,423	568,859	1,791,421
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	26,109	34,091	68,998	13,240	142,438
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 address 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 N/A				
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

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

<u>Description</u>	<u>Gross Sales</u>	<u>COGS</u>	<u>Gross Profit</u>
SALES-AGBI/HISTORIES/ETC	\$ <u>50,396</u>	\$ <u>1,083</u>	\$ <u>49,313</u>
TOTAL	\$ <u><u>50,396</u></u>	\$ <u><u>1,083</u></u>	\$ <u><u>49,313</u></u>

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SCHOLARSHIP MEMBERSHIP	\$ 114,097	\$	\$ 114,097
ONLINE CATALOG	17,437		17,437
TOTAL	\$ 131,534	\$ 0	\$ 131,534

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER PROFESSIONAL FEES	\$ 27,279	\$ 1,635	\$	\$ 25,643
TOTAL	\$ 27,279	\$ 1,635	\$ 0	\$ 25,643

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAXES	\$ 135	\$	\$	\$
TOTAL	\$ 135	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
\$		\$ 507,993				\$ 17,595	\$	
\$		\$ 507,993				\$ 17,595	\$ 0	\$ 0
TOTAL								

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
FAMILY HISTORY CENTER	609			609
OFFICE EXPENSE	8,661			7,362
REPAIRS & MAINT.	12,717	1,299		12,717
DUES & SUBSCRIPTIONS	59,101			59,101
SPECIAL EVENTS	1,035			1,035
OTHER FUNDRAISING	1,138			1,138
MARKETING	1,483			1,483
INSURANCE	1,293			1,293
TOTAL	\$ 86,037	\$ 1,299	\$ 0	\$ 84,738

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

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

06-0655485

FYE: 12/31/2013

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
ALTRIA GROUP INC		23,034	MARKET	23,034
AMER ELECTRIC PWR CO INC		23,370	MARKET	23,370
AMERICAN EXPRESS COMPANY	2,874		MARKET	
APPLE INC	4,257		MARKET	
ARTIO INTL EQUITY FUND #1529		17,580	MARKET	17,580
AT&T INC NEW			MARKET	
AUTOMATIC DATA PROCESSING	3,128		MARKET	
CAPITAL ONE FINL CORP	5,407		MARKET	
CHEVRON CORP.	5,649		MARKET	
CHUBB CORPORATION			MARKET	
CISCO SYSTEMS			MARKET	
CITIGROUP, INC.			MARKET	
CSX CORP	2,664		MARKET	
DEERE & CO. COM	4,321	18,266	MARKET	18,266
DISCOVER FINANCIAL SERVICES	3,470		MARKET	
DODGE & COX INTL STOCK #1048	12,528		MARKET	
DOMINION RES., INC.	10,360		MARKET	
EMC CORP	2,783		MARKET	
EVERCORE PARTNERS INC A	2,916	35,868	MARKET	35,868
EXPRESS SCRIPTS HLDG CO	3,375		MARKET	
EXXON MOBIL CORP			MARKET	
FINANCIAL SELECT SECTOR SPDR	205		MARKET	
FRONTIER COMMUNICATIONS CORP.			MARKET	
GENERAL ELECTRIC CO.			MARKET	
GENUINE PARTS CO.	5,086		MARKET	
GOLDMAN SACHS HIGH YIELD FUND	9,036		MARKET	
GOOGLE INC CL A	3,537		MARKET	
HOME DEPOT, INC.	3,711		MARKET	
INTEL CORP.	2,371		MARKET	
ISHARES BARCLAYS 1-3 YEAR TREAS	10,553		MARKET	
ISHARES DJ US BASIC MATERIAL			MARKET	
ISHARES RUSSELL 2000 GRTH INDEX FD	15,631	22,224	MARKET	22,224
ISHARES RUSSELL 2000 VALUE INDEX FD	5,663		MARKET	
ISHARES S&P GLOBAL HEALTHCARE	3,290		MARKET	
ISHARES TR MSCI EMERG MKT	16,853		MARKET	
ISHARES MSCI JPN ETF			MARKET	
JOHNSON & JOHNSON			MARKET	

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
JP MORGAN CHASE	\$ 4,397		MARKET	
MCDONALDS CORP	6,616	29,109	MARKET	29,109
MICROSOFT CORP	2,805		MARKET	
MOTOROLA SOLUTIONS INC	3,341		MARKET	
OCCIDENTAL PETROLEUM CORP	3,831		MARKET	
OCEANEERING INTL INC	3,499	23,664	MARKET	23,664
ORACLE CORPORATION	3,695		MARKET	
PEPSICO			MARKET	
PFIZER INC.	2,844		MARKET	
PHILIP MORRIS INTL INC	5,324	34,852	MARKET	34,852
PIMCO EMERGIN MKTS BOND INSTL	5,092		MARKET	
PROCTOR & GAMBLE			MARKET	
PUBLIC SERVICE ELECT & GAS	1,237		MARKET	
QUALCOMM INC	3,023		MARKET	
SPDR BARCLAYS CAPITAL ETF			MARKET	
SPDR MSCI ACWI EX-US	13,928	57,008	MARKET	57,008
SPDR S&P MIDCAP 400	3,291	67,155	MARKET	67,155
STATE STREET CORP	3,508		MARKET	
THERMOFISHER SCIENTIFIC INC			MARKET	
UNITED HEALTHCARE	9,185	22,760	MARKET	22,760
UNITED TECHNOLOGIES	22,284		MARKET	
VANGUARD BOND INDX			MARKET	
VANGUARD FTSE EMERGING MARKETS	7,818	41,140	MARKET	41,140
VANGUARD GNMA FD #36	3,594		MARKET	
VANGUARD INFORMATION TECH ETF	10,085		MARKET	
VANGUARD SHORT TERM INV GRADE ADM	154,912		MARKET	
VANGUARD TOTAL BD MKT INDEX	8,654	24,570	MARKET	24,570
VERIZON COMMUNICATIONS	6,823		MARKET	
WALMART STORES	3,076		MARKET	
WELLS FARGO & CO NEW			MARKET	
TOTAL	\$ 432,530	\$ 489,955		\$ 489,955

Federal Statements

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PUB SVC ELEC & GAS 5%	\$ 15,000	\$ 173,394	MARKET	\$ 173,394
TOTAL BOND MKT INDX ADM	\$ 15,000	\$ 173,394	MARKET	\$ 173,394
TOTAL				

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
BUILDING	\$ 108,883	\$ 346,654	\$ 248,093	\$ 346,654
FURNITURE & EQUIPMENT	7,540	120,162	117,359	120,162
BOOKS	4,058	167,032	158,371	167,032
LAND	4,800	4,800		
TOTAL	\$ 125,281	\$ 638,648	\$ 523,823	\$ 633,848

Federal Statements

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON INVESTMENTS	\$ <u>35,526</u>
TOTAL	\$ <u><u>35,526</u></u>

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

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

Federal Statements

06-0655485

FYE: 12/31/2013

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
MARCIA MEYERS 134 NEWFIELD ST MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
JIM POMPANO 134 NEWFIELD STREET MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
RICHARD KAGAN 134 NEWFIELD STREET MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
ALICE CHAREST 134 NEWFIELD STREET MIDDLETOWN CT 06457	TRUSTEE	1.00	0	0	0
BETH MARIOTTI 134 NEWFIELD STREET MIDDLETOWN CT 06457	EXECUTIVE DI	40.00	64,154	47	0

Statement 13 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

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

Federal Statements**Direct Public Support**

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
PUBLIC SUPPORT	50,207	7,138
TOTAL	<u>50,207</u>	<u>7,138</u>

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
INTEREST	\$ 631			14	
TOTAL	<u>\$ 631</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
PORTFOLIO DIVIDENDS	\$ 11,079			14	
TOTAL	<u>\$ 11,079</u>				

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
 - 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 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions GODFREY MEMORIAL LIBRARY	Employer identification number (EIN) or 06-0655485
	Number, street, and room or suite no. If a P O box, see instructions 134 NEWFIELD STREET	Social security number (SSN)
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions MIDDLETOWN CT 06457	

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

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 (other than individual)	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

BRUCE TYLER
134 NEWFIELD STREET

- The books are in the care of ► **MIDDLETOWN** **CT 06457**

Telephone No ► **860-346-4375** 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 **08/15/14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year **2013** 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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	0
b If this application is for Forms 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	3b	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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