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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation PHILIP GODFREY CHARITABLE TRUST		A Employer identification number 30-6037512
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044	Room/suite	B Telephone number (see instructions) (800) 352-3705
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		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) ▶ \$ 138,052	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <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.	2,730	2,659		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	12,409			
	b Gross sales price for all assets on line 6a 80,980				
	7 Capital gain net income (from Part IV, line 2)		12,409		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	15,139	15,068			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,696	2,022		674
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)	1,000	0	0	1,000
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	220	40		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,916	2,062	0	1,674
	25 Contributions, gifts, grants paid	4,500			4,500
26 Total expenses and disbursements. Add lines 24 and 25	8,416	2,062	0	6,174	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,723				
b Net investment income (if negative, enter -0-)		13,006			
c Adjusted net income (if negative, enter -0-)			0		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	4,054	5,260	5,260		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0		
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	66,956 <input checked="" type="checkbox"/>	69,210	82,246		
	c	Investments—corporate bonds (attach schedule)		52,305 <input checked="" type="checkbox"/>	50,546		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	49,023		0		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	120,033	126,775	138,052			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <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	120,033	126,775			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)	120,033	126,775				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	120,033	126,775				

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	120,033
2	Enter amount from Part I, line 27a	2	6,723
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	271
4	Add lines 1, 2, and 3	4	127,027
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	252
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	126,775

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,409
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	7,177	130,501	0.054996
2011	5,144	128,829	0.039929
2010	8,415	121,246	0.069404
2009	4,000	112,150	0.035667
2008	10,479	135,924	0.077095
2	Total of line 1, column (d).		2 0.277091
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 0.055418
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 133,243
5	Multiply line 4 by line 3.		5 7,384
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 130
7	Add lines 5 and 6.		7 7,514
8	Enter qualifying distributions from Part XII, line 4.		8 6,174

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Values range from 0 to 260.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, expenditures, and reporting requirements. Columns for 'Yes' and 'No'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	13	Yes	
14 The books are in care of ▶ <u>WELLS FARGO BANK NA</u> Telephone no ▶ <u>(800) 352-3705</u> Located at ▶ <u>1 WEST 4TH STREET - 2ND FLOOR WINSTONSALEM NC</u> ZIP +4 ▶ <u>271013818</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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 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

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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b			No
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?	1c			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b			No
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	No
6b		No
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD D1114-044 CHARLOTTE, NC 282885709	TRUSTEE 40	2,696		

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.		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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	126,963
b	Average of monthly cash balances.	1b	8,309
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	135,272
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	135,272
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,029
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	133,243
6	Minimum investment return. Enter 5% of line 5.	6	6,662

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	6,662
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	260
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	260
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,402
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	6,402
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,402

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	6,174
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,174
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	6,174

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				6,402
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				117
f Total of lines 3a through e.	117			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>6,174</u>				
a Applied to 2012, 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 2013 distributable amount.				6,174
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	117			117
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				111
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2009.	0			
b Excess from 2010.	0			
c Excess from 2011.	0			
d Excess from 2012.	0			
e Excess from 2013.	0			

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.

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed



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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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 <i>Paid during the year</i> TRUFTS UNIVERISTY OFFICE OF UNDERGRADUATE ADMISSIONS MEDFORD, MA 02155	NONE	PC	GENERAL PURPOSE	1,500
HARVARD UNIVERSITY 86 BRATTLE STREET CAMBRIDGE, MA 02138	NONE	PC	GENERAL PURPOSE	1,500
UNIVERSITY OF CONNECTICUT UNIVERSITY OF CONNECTICUT Storrs, CT 06269	NONE	PC	SCHOLARSHIPS	1,500
Total			 3a	4,500
b <i>Approved for future payment</i>				
Total			 3b	

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2014-04-16 Title: *****
May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only
Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
126 874 AQR MANAGED FUTURES STR-I #15213		2013-07-01	2013-10-09
240 ARTISAN FDS INC SMALL CAP FD #660		2005-04-07	2013-01-29
120 626 ARTISAN FDS INC SMALL CAP FD #660		2005-04-07	2013-03-06
24 ARTISAN FDS INC INTL FD INVESTOR CLASS		2013-03-08	2013-06-27
11 ARTISAN FDS INC INTL FD INVESTOR CLASS		2012-09-25	2013-10-09
11 ARTISAN MID CAP FUND-INS #1333		2012-09-25	2013-10-09
738 486 ABERDEEN TOTAL RETURN BD FD-I #1524		2008-09-19	2013-01-29
24 514 ABERDEEN TOTAL RETURN BD FD-I #1524		2012-12-27	2013-01-29
382 443 ABERDEEN TOTAL RETURN BD FD-I #1524		2008-12-29	2013-03-06
159 CREDIT SUISSE COMM RET ST-I #2156		2013-01-31	2013-10-09
94 DELAWARE POOLED TR INTL EQUITY PORTFOLIO		2009-07-23	2013-01-29
47 57 DELAWARE POOLED TR INTL EQUITY PORTFOLIO		2009-07-23	2013-03-06
46 DIAMOND HILL LONG-SHORT FD CL I #11		2013-03-08	2013-06-27
18 DODGE & COX INT'L STOCK FD # 1048		2013-03-08	2013-06-27
12 DODGE & COX INT'L STOCK FD # 1048		2012-09-25	2013-10-09
158 DODGE & COX INCOME FD COM		2013-03-08	2013-06-27
53 995 DREYFUS EMG MKT DEBT LOC C-I #6083		2013-03-08	2013-10-09
79 005 DREYFUS EMG MKT DEBT LOC C-I #6083		2011-08-18	2013-10-09
7 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2013-03-08	2013-06-27
168 259 GATEWAY FUND - Y #1986		2013-03-08	2013-06-27
131 HARBOR FD CAP APPRECIATION		2005-04-07	2013-01-29
67 HARBOR FD CAP APPRECIATION		2005-04-07	2013-03-06
57 HARBOR FD CAP APPRECIATION		2005-04-07	2013-06-27
12 HARBOR FD CAP APPRECIATION		2005-04-07	2013-10-09
89 HUSSMAN STRATEGIC GROWTH FD		2012-11-09	2013-01-29
44 289 HUSSMAN STRATEGIC GROWTH FD		2012-09-25	2013-03-06
17 ISHARES S&P 500 INDEX FUND		2013-03-06	2013-06-27
13 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2013-01-04	2013-01-29
6 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2012-11-09	2013-03-06
73 LAZARD EMERGING MKTS PTFL #638		2009-07-23	2013-01-29

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
37 247 LAZARD EMERGING MKTS PTFL #638		2009-07-23	2013-03-06
69 MFS VALUE FUND-CLASS I #893		2013-03-08	2013-06-27
33 OPPENHEIMER DEVELOPING MKT-Y #788		2013-01-31	2013-10-09
187 PIMCO FDS PAC INVNT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-09	2013-06-27
182 PIMCO FDS PAC INVNT MGMT SER HIGH YLD FD INSTL CL		2009-07-23	2013-01-29
90 995 PIMCO FDS PAC INVNT MGMT SER HIGH YLD FD INSTL CL		2009-07-23	2013-03-06
31 11 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-09-25	2013-01-04
70 VANGUARD INFLAT PROTECT SEC FD #119		2009-07-23	2013-01-29
35 139 VANGUARD INFLAT PROTECT SEC FD #119		2009-07-23	2013-03-06
17 VANGARD MSCI EMERGING MARKETS EFT		2013-01-29	2013-10-09
156 CRM MIDCP VAL INST		2005-04-07	2013-01-29
78 668 CRM MIDCP VAL INST		2005-04-07	2013-03-06
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,247		1,283	-36
5,323		3,850	1,473
2,758		1,935	823
625		624	1
308		260	48
538		440	98
10,080		9,608	472
335		336	-1
5,209		4,964	245
1,164		1,307	-143
1,252		1,120	132
624		567	57
952		904	48
656		659	-3
481		396	85
2,127		2,192	-65
765		811	-46
1,120		1,192	-72
226		216	10
4,699		4,630	69
5,789		3,599	2,190
3,020		1,840	1,180
2,664		1,566	1,098
609		330	279
928		988	-60
459		483	-24
2,758		2,560	198
1,329		1,239	90
632		539	93
1,441		1,122	319

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
740		572	168
2,044		1,913	131
1,212		1,182	30
2,012		2,171	-159
1,771		1,409	362
883		704	179
855		900	-45
1,007		846	161
507		425	82
696		757	-61
5,095		4,076	1,019
2,617		2,056	561
			1,423

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-36
			1,473
			823
			1
			48
			98
			472
			-1
			245
			-143
			132
			57
			48
			-3
			85
			-65
			-46
			-72
			10
			69
			2,190
			1,180
			1,098
			279
			-60
			-24
			198
			90
			93
			319

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			168
			131
			30
			-159
			362
			179
			-45
			161
			82
			-61
			1,019
			561

TY 2013 Accounting Fees Schedule

Name: PHILIP GODFREY CHARITABLE TRUST

EIN: 30-6037512

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	1,000			1,000

**TY 2013 Investments Corporate
Bonds Schedule****Name:** PHILIP GODFREY CHARITABLE TRUST**EIN:** 30-6037512

Name of Bond	End of Year Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTAL RTN BD		
693390841 PIMCO HIGH YIELD		
922031869 VANGUARD INFLATION		
94985D582 WELLS FARGO ADVTG		
04314H105 ARTISAN FD INC		
92934R769 CRM MID CAP		
411511504 HARBOR CAPITAL		
246248306 DELAWARE POOLED TR		
52106N889 LAZARD EMERGING MKT		
261980494 DREYFUS EMG MKT DEBT	4,801	4,597
51855Q655 LAUDUS MONDRIAN INTL	2,954	2,586
693390882 PIMCO FOREIGN BD FD	2,658	2,575
256210105 DODGE & COX INCOME F	9,621	9,433
262028855 DRIEHAUS ACTIVE INCO	6,719	6,768
315920702 FID ADV EMER MKTS IN	2,013	1,979
693390700 PIMCO TOTAL RET FD-I	10,010	9,306
76628T645 RIDGEWORTH SEIX HY B	6,754	6,572
77957P105 T ROWE PRICE SHORT T	6,775	6,730

TY 2013 Investments Corporate Stock Schedule

Name: PHILIP GODFREY CHARITABLE TRUST

EIN: 30-6037512

Name of Stock	End of Year Book Value	End of Year Fair Market Value
04314H105 ARTISAN FDS INC SMAL		
246248306 DELAWARE POOLED TR I		
411511504 HARBOR CAPITAL APRCT	4,752	9,807
52106N889 LAZARD EMERGING MKTS		
92934R769 CRM MID CAP VALUE FD		
04314H204 ARTISAN INTERNATIONA	5,188	6,498
04314H600 ARTISAN MID CAP FUND	4,351	5,322
22544R305 CREDIT SUISSE COMM R	5,947	5,281
25264S833 DIAMOND HILL LONG-SH	2,292	2,812
256206103 DODGE & COX INT'L ST	5,070	6,387
339128100 JP MORGAN MID CAP VA	2,980	3,663
367829884 GATEWAY FUND - Y #19		
448108100 HUSSMAN STRATEGIC GR		
464287200 ISHARES CORE S & P 5	1,971	2,599
464287648 ISHARES RUSSELL 2000		
487300808 KEELEY SMALL CAP VAL	1,973	2,795
552983694 MFS VALUE FUND-CLASS	5,088	6,574
589509108 MERGER FD SH BEN INT	3,840	3,883
683974505 OPPENHEIMER DEVELOPI	4,153	4,518
78463X863 SPDR DJ WILSHIRE INT	4,710	4,779
87234N849 TCW SMALL CAP GROWTH		
922042858 VANGUARD FTSE EMERGI	4,634	4,443
922908553 VANGUARD REIT VIPER	4,709	4,584
277923728 EATON VANCE GLOBAL M	1,285	1,253
483438305 KALMAR GR W/ VAL SM	2,277	3,011
63872T885 ASG GLOBAL ALTERNATI	3,990	4,037

TY 2013 Investments - Other Schedule

Name: PHILIP GODFREY CHARITABLE TRUST

EIN: 30-6037512

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
04315J209 ARTIO TOTAL RETURN B			
256210105 DODGE & COX INCOME F			
261980494 DREYFUS EMG MKT DEBT			
262028855 DRIEHAUS ACTIVE INCO			
51855Q655 LAUDUS MONDRIAN INTL			
693390700 PIMCO TOTAL RET FD-I			
693390841 PIMCO HIGH YIELD FD-			
693390882 PIMCO FOREIGN BD FD			
76628T645 RIDGEWORTH SEIX HY B			
77957P105 T ROWE PRICE SHORT T			
922031869 VANGUARD INFLAT PROT			

TY 2013 Other Decreases Schedule**Name:** PHILIP GODFREY CHARITABLE TRUST**EIN:** 30-6037512

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	239
ROC ADJUSTMENTS	12
ROUNDING	1

TY 2013 Other Increases Schedule

Name: PHILIP GODFREY CHARITABLE TRUST

EIN: 30-6037512

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	271

TY 2013 Taxes Schedule

Name: PHILIP GODFREY CHARITABLE TRUST

EIN: 30-6037512

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	48	0		0
FEDERAL ESTIMATES - PRINCIPAL	132	0		0
FOREIGN TAXES ON QUALIFIED FOR	24	24		0
FOREIGN TAXES ON NONQUALIFIED	16	16		0