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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 FRED AND MARY GODLEY FAMILY FOUNDATION		A Employer identification number 45-6465021	
Number and street (or P O box number if mail is not delivered to street address) 830-13 A1A NORTH ROOM/SUITE 262		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code PONTE VEDRA BEACH, FL 32082		B Telephone number (see instructions)	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,915,985		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	81,982	81,982	81,982	
	4 Dividends and interest from securities.	259,712	259,712	259,712	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	815,399			
	b Gross sales price for all assets on line 6a 2,526,640				
	7 Capital gain net income (from Part IV, line 2) . . .		815,399		
	8 Net short-term capital gain			45,203	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,157,093	1,157,093	386,897	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,000	4,000	4,000	
	c Other professional fees (attach schedule)	59,525	59,525	59,525	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	118,976			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	33	33	33	
	24 Total operating and administrative expenses. Add lines 13 through 23	182,534	63,558	63,558	0
	25 Contributions, gifts, grants paid	648,614			648,614
	26 Total expenses and disbursements. Add lines 24 and 25	831,148	63,558	63,558	648,614
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	325,945			
	b Net investment income (if negative, enter -0-)		1,093,535		
	c Adjusted net income (if negative, enter -0-)			323,339	

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	169,343	186,117	186,117
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	10,439,827	10,590,767	12,729,868
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,609,170	10,776,884	12,915,985
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	10,609,170	10,776,884	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	10,609,170	10,776,884	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,609,170	10,776,884	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	10,609,170
2	Enter amount from Part I, line 27a	2	325,945
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	10,935,115
5	Decreases not included in line 2 (itemize) ▶ _____	5	158,231
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,776,884

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			(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	
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	815,399
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	45,203

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	547,931	10,959,920	0 049994
2011		10,244,856	
2010			
2009			
2008			

2	Total of line 1, column (d).	2	0 049994
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 049994
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	12,114,566
5	Multiply line 4 by line 3.	5	605,656
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	10,935
7	Add lines 5 and 6.	7	616,591
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	648,614

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	10,935
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	10,935
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,935
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	30,000
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	30,000
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 <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>	10	19,065
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 19,065 Refunded <input type="checkbox"/>	11	

Part VII-A **Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> FL _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b		
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of DANIEL LEVINE Telephone no (480) 305-2028 Located at 17470 N PACESETTER WAY SCOTTSDALE AZ ZIP+4 85255			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <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)

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(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	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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).			
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	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT M GODLEY 	PRESIDENT	0	0	0
5 MITCHELL HILL ROAD BOX 190 5 MITCHELL HILL ROAD BOX 190 HADLYME, CT 06439	5 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SILVERCREST ASSET MANAGEMENT	INVESTMENT MGMT	55,491
1330 AVENUE OF THE AMERICAS		
NEW YORK, NY 10019		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	11,980,608
b	Average of monthly cash balances.	1b	318,444
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	12,299,052
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	12,299,052
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	184,486
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,114,566
6	Minimum investment return. Enter 5% of line 5.	6	605,728

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	605,728
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	10,935
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	10,935
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	594,793
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	594,793
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	594,793

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	648,614
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	648,614
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	10,935
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	637,679
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				594,793
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.				37,338
f Total of lines 3a through e.	37,338			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 648,614				
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.				594,793
e Remaining amount distributed out of corpus	53,821			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	91,159			
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.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 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.	91,159			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				37,338
e Excess from 2013.				53,821

Part XIVPrivate 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)

☐ 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 XVSupplementary 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 Paid during the year See Additional Data Table				
Total			3a	648,614
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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)
190-COLGATE PALMOLIVE CO COM	P	2012-08-13	2013-01-03
1000-DELUXE CORP COM	P	2012-02-06	2013-02-12
300-ORACLE CORP COM	P	2012-05-11	2013-06-17
400-ACCENTURE PLC IRELAND SHS CLASS	P	2012-06-20	2013-08-09
100-NORTHERN TR CORP COM	P	2012-08-13	2013-08-21
264-BOB EVANS FARMS INC COM	P	2012-11-06	2013-10-02
1300-BOB EVANS FARMS INC COM	P	2012-11-06	2013-10-25
100-COLGATE PALMOLIVE CO COM	P	2012-05-11	2013-01-03
50000-FEDERAL HOME LOAN BANKS	P	2012-05-02	2013-03-04
200-ORACLE CORP COM	P	2012-08-13	2013-06-17
70-ACCENTURE PLC IRELAND SHS CLASS A	P	2012-03-07	2013-08-09
310-NORTHERN TR CORP COM	P	2012-04-11	2013-08-21
200-COLGATE PALMOLIVE CO COM	P	2012-04-11	2013-10-03
425-SONOCO PRODS CO COM	P	2012-03-07	2013-10-25
10-COLGATE PALMOLIVE CO COM	P	2012-04-11	2013-01-03
35000-BECTON DICKINSON & CO	P	2012-05-10	2013-04-15
200-ORACLE CORP COM	P	2012-06-20	2013-06-17
200-BOB EVANS FARMS INC COM	P	2012-11-06	2013-08-09
290-NORTHERN TR CORP COM	P	2012-05-11	2013-08-21
120-SMUCKER J M CO COM NEW	P	2012-04-11	2013-10-03
520-SONOCO PRODS CO COM	P	2012-05-11	2013-10-25
200-DIAGEO P L C SPON ADR NEW	P	2012-03-07	2013-01-03
40000-ALLSTATE LIFE GLOBAL FDG SECD	P	2012-06-05	2013-04-30
2500-PETROLEOS MEXICANOS	P	2012-06-26	2013-06-20
200-HOME DEPOT INC COM	P	2012-05-11	2013-08-09
400-NORTHERN TR CORP COM	P	2012-03-07	2013-08-21
80-SMUCKER J M CO COM NEW	P	2012-02-06	2013-10-03
555-SONOCO PRODS CO COM	P	2012-02-06	2013-10-25
200-PEPSICO INC COM	P	2012-08-13	2013-01-03
340-IBERIABANK CORP COM	P	2012-05-11	2013-05-03

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)
200-PEPSICO INC COM	P	2012-06-20	2013-08-05
200-TIFFANY & CO NEW COM	P	2012-07-25	2013-08-09
50-HOME DEPOT INC COM	P	2012-05-11	2013-09-16
205-TAL INTL GROUP INC COM	P	2012-05-11	2013-10-03
200-WEST PHARMACEUTICAL SVSC INC COM	P	2012-06-20	2013-10-25
100-PEPSICO INC COM	P	2012-06-20	2013-01-03
210-IBERIABANK CORP COM	P	2012-06-20	2013-05-03
255-PEPSICO INC COM	P	2012-05-11	
350-FIRST NIAGARA FINL GP INC COM	P	2012-05-11	2013-08-09
450-HOME DEPOT INC COM	P	2012-04-11	2013-09-16
195-TAL INTL GROUP INC COM	P	2012-03-07	2013-10-03
600-SENSIENT TECHNOLOGIES CORP COM	P	2012-02-06	2013-11-01
220-AMERICAN WTR WKS CO INC NEW COM	P	2012-05-11	2013-01-25
4748 765-SMALL BUSINESS ADMIN GTD PT	P	2012-09-06	2013-05-10
100-PEPSICO INC COM	P	2012-02-06	2013-08-05
50-FIRST NIAGARA FINL GP INC COM	P	2012-06-20	2013-08-09
200-HOME DEPOT INC COM	P	2012-03-07	2013-09-16
500-TIFFANY & CO NEW COM	P	2012-07-25	2013-10-03
1061 036-SMALL BUSINESS ADMIN GTD PT	P	2012-09-06	2013-11-12
1080-AMERICAN WTR WKS CO INC NEW COM	P	2012-02-06	2013-01-25
31000-PROTECTIVE LIFE SECD TRS	P	2012-06-05	2013-05-15
270-PEPSICO INC COM	P	2012-04-11	2013-08-05
6307 8-SMALL BUSINESS ADMIN GTD PTNC	P	2012-09-06	2013-08-12
200-MERCK & CO INC NEW COM	P	2012-06-20	2013-09-16
25000-AMERICAN WTR CAP CORP	P	2012-06-19	2013-10-07
275-DELUXE CORP COM	P	2012-08-13	2013-11-20
1476 249-SMALL BUSINESS ADMIN GTD PT	P	2012-09-06	2013-02-11
10000-PROTECTIVE LIFE SECD TRS	P	2012-07-24	2013-05-15
275-PEPSICO INC COM	P	2012-03-07	2013-08-05
500-LANDAUER INC COM	P	2012-12-26	2013-08-21

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)
300-MICROSOFT CORP COM	P	2012-03-07	2013-09-16
100-EOG RES INC COM	P	2012-08-13	2013-10-25
40000-BELLSOUTH CORP	P	2012-08-27	2013-12-05
900-NORTHERN TR CORP COM	P	2012-02-06	2013-02-12
100000-FEDERAL HOME LOAN BANKS	P	2012-07-23	2013-05-16
3200-FIRST NIAGARA FINL GP INC COM	P	2012-02-06	2013-08-05
500-LANDAUER INC COM	P	2012-02-07	2013-08-21
200-PPG INDS INC COM	P	2012-06-20	2013-09-16
100-EOG RES INC COM	P	2012-08-23	2013-10-25
25-DELUXE CORP COM	P	2012-08-13	2013-12-13
100-NORTHERN TR CORP COM	P	2012-08-13	2013-02-12
750-PORTLAND GEN ELEC CO COM NEW	P	2012-02-06	2013-05-31
2000-FIRST NIAGARA FINL GP INC COM	P	2012-03-07	2013-08-05
200-LANDAUER INC COM	P	2012-08-13	2013-08-21
100-PPG INDS INC COM	P	2012-05-11	2013-09-16
300-MERCK & CO INC NEW COM	P	2012-06-20	2013-10-25
475-DELUXE CORP COM	P	2012-02-06	2013-12-13
500-PEPSICO INC COM	P	2012-02-06	2013-02-12
750-UIL HLDG CORP COM	P	2012-02-06	2013-05-31
590-FIRST NIAGARA FINL GP INC COM	P	2012-04-11	2013-08-05
200-LANDAUER INC COM	P	2012-06-20	2013-08-21
50-PPG INDS INC COM	P	2012-02-06	2013-09-16
720-MERCK & CO INC NEW COM	P	2012-04-11	2013-10-25
400-WEST PHARMACEUTICAL SVSC INC COM	P	2012-06-20	2013-12-13
300-PPG INDS INC COM	P	2012-02-06	2013-02-12
300-ORACLE CORP COM	P	2013-02-12	2013-06-17
210-FIRST NIAGARA FINL GP INC COM	P	2012-05-11	2013-08-05
325-LANDAUER INC COM	P	2012-03-07	2013-08-21
250-PPG INDS INC COM	P	2012-03-07	2013-09-16
550-MERCK & CO INC NEW COM	P	2012-02-06	2013-10-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100-WEST PHARMACEUTICAL SVSC INC COM	P	2012-08-13	2013-12-13
400-MERCK & CO INC NEW COM	P	2012-08-13	2013-02-12
500-ORACLE CORP COM	P	2012-03-07	2013-06-17
8000-EMERSON ELEC CO COM	P	1958-06-08	2013-08-08
275-LANDAUER INC COM	P	2012-05-11	2013-08-21
200-PPG INDS INC COM	P	2013-08-09	2013-09-16
630-MERCK & CO INC NEW COM	P	2012-05-11	2013-10-25
2500-PETROLEOS MEXICANOS	P	2012-06-26	2013-12-20
850-MERCK & CO INC NEW COM	P	2012-02-06	2013-02-12
1600-ORACLE CORP COM	P	2012-02-06	2013-06-17
230-ACCENTURE PLC IRELAND SHS CLASS	P	2012-04-11	2013-08-09
250-LANDAUER INC COM	P	2013-08-09	2013-08-21
286-BOB EVANS FARMS INC COM	P	2012-11-06	2013-10-01
400-MERCK & CO INC NEW COM	P	2012-03-07	2013-10-25

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)
20,221		19,999	222
37,765		26,050	11,715
10,268		8,190	2,078
29,443		24,008	5,435
5,627		4,619	1,008
14,922		10,045	4,877
75,400		49,465	25,935
10,643		9,960	683
50,000		50,000	
6,845		6,280	565
5,153		4,181	972
17,442		14,263	3,179
11,874		9,703	2,171
17,282		14,152	3,130
1,064		970	94
35,000		35,000	
6,845		5,694	1,151
9,998		7,610	2,388
16,317		13,160	3,157
12,606		9,583	3,023
21,145		16,838	4,307
23,501		18,984	4,517
40,000		40,000	
2,500		2,500	
15,778		10,142	5,636
22,506		17,384	5,122
8,404		6,366	2,038
22,568		17,931	4,637
13,832		14,372	-540
15,393		17,027	-1,634

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)
16,823		13,787	3,036
16,244		10,975	5,269
3,775		2,535	1,240
9,592		7,794	1,798
9,198		5,000	4,198
6,916		6,893	23
9,508		10,484	-976
21,450		17,118	4,332
3,713		3,069	644
33,971		22,419	11,552
9,124		6,950	2,174
30,575		24,327	6,248
8,184		7,592	592
4,749		4,968	-219
8,412		6,640	1,772
530		409	121
15,098		9,346	5,752
38,253		27,439	10,814
1,061		1,110	-49
40,178		36,577	3,601
31,000		31,000	
22,711		17,609	5,102
6,308		6,600	-292
9,660		7,839	1,821
28,612		28,372	240
13,063		7,738	5,325
1,476		1,545	-69
10,000		10,000	
23,132		17,130	6,002
23,981		29,928	-5,947

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)
9,893		9,504	389
18,178		10,936	7,242
43,665		44,524	-859
47,550		39,746	7,804
100,000		100,000	
35,013		31,664	3,349
23,981		29,170	-5,189
33,118		21,239	11,879
18,178		10,711	7,467
1,211		703	508
5,283		4,619	664
22,965		18,860	4,105
21,883		18,460	3,423
9,593		11,560	-1,967
16,559		10,603	5,956
13,826		11,759	2,067
23,013		12,374	10,639
36,061		33,202	2,859
29,288		26,370	2,918
6,455		5,440	1,015
9,593		10,840	-1,247
8,279		4,537	3,742
33,182		27,770	5,412
19,112		10,000	9,112
40,882		27,225	13,657
10,268		10,575	-307
2,298		1,842	456
15,588		16,718	-1,130
41,397		22,642	18,755
25,347		21,062	4,285

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)
4,778		2,365	2,413
16,564		17,744	-1,180
17,113		14,965	2,148
497,399		25	497,374
13,190		14,038	-848
33,118		32,252	866
29,034		24,104	4,930
2,500		2,500	
35,198		32,550	2,648
54,760		46,338	8,422
16,930		14,725	2,205
11,991		11,585	406
16,333		10,882	5,451
18,434		14,844	3,590

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	
			222
			11,715
			2,078
			5,435
			1,008
			4,877
			25,935
			683
			565
			972
			3,179
			2,171
			3,130
			94
			1,151
			2,388
			3,157
			3,023
			4,307
			4,517
			5,636
			5,122
			2,038
			4,637
			-540
			-1,634

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	
			3,036
			5,269
			1,240
			1,798
			4,198
			23
			-976
			4,332
			644
			11,552
			2,174
			6,248
			592
			-219
			1,772
			121
			5,752
			10,814
			-49
			3,601
			5,102
			-292
			1,821
			240
			5,325
			-69
			6,002
			-5,947


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	
			389
			7,242
			-859
			7,804
			3,349
			-5,189
			11,879
			7,467
			508
			664
			4,105
			3,423
			-1,967
			5,956
			2,067
			10,639
			2,859
			2,918
			1,015
			-1,247
			3,742
			5,412
			9,112
			13,657
			-307
			456
			-1,130
			18,755
			4,285

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	
			2,413
			-1,180
			2,148
			497,374
			-848
			866
			4,930
			2,648
			8,422
			2,205
			406
			5,451
			3,590

Form 990PF Part XV Line 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>				
BRAYCE BRAYCE 17 BAKER ROAD 17 BAKER ROAD CHESTER,CT 06412		PUBLIC	GENERAL PURPOSE	75,686
KEYSTONE FOUNDATION KEYSTONE FOUNDATION KEYSTONE CENTER PB 35 KEYSTONE CENTER PB 35 KOTAGIRI NILGIRIS DIST,TAMIL NADU 643 217 IN		PUBLIC	GENERAL PURPOSES	66,183
LEAP LEAP 31 JEFFERSON STREET 31 JEFFERSON STREET NEW HAVEN,CT 06511		PUBLIC	GENERAL PURPOSE	51,172
LYME LAND CONSERVATION TRUST LYME LAND CONSERVATION TRUST 60 MT ARCHER ROAD 60 MT ARCHER ROAD LYME,CT 06371		PUBLIC	GENERAL PURPOSE	101,322
MCCURDY-SALISBURY FOUNDATION MCCURDY-SALISBURY FOUNDATION P O BOX 474 P O BOX 474 OLD LYME,CT 06371		PUBLIC	LYME STUDENTS	101,322
MIGRAINE RESEARCH MIGRAINE RESEARCH 28 LANDS END DRIVE 28 LANDS END DRIVE N KINGSTOWN,RI 02852		PUBLIC	GENERAL PURPOSES	101,322
THE COSBY FUND FOR HAITIAN EDUC THE COSBY FUND FOR HAITIAN EDUC 19 BINNEY ROAD 19 BINNEY ROAD OLD LYME,CT 06371		PULBIC	EDUCATION	151,607
Total  3a				648,614

TY 2013 Accounting Fees Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	4,000	4,000	4,000	

TY 2013 Compensation Explanation

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Person Name	Explanation
ROBERT M GODLEY	

TY 2013 Investments Corporate
Stock Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000-DUPONT E I DE NEMOURS & CO COM	118,932	129,940
2050-BAXTER INTL INC COM	142,811	142,577
2200-GALLAGHER ARTHUR J & CO COM	96,576	103,246
2800-CLECO CORP NEW COM	124,328	130,536
2850-INGREDION INC COM	197,468	195,111
3000-CINEMARK HOLDING INC	93,820	99,990
35000-BANK OF NEW YORK MELLON 8% DUE	35,000	35,095
35000-RAYTHEON CO 6.75% DUE 3/15/18	42,263	41,437
3900-PACWEST BANCORP DEL COM	103,175	164,658
4800-HILLENBRAND INC COM	138,852	141,216
5000-ABBOTT LABS COM	182,250	191,650
5500-DIEBOLD INC COM	170,585	181,555
6000-KNOLL INC COM NEW	104,821	109,860
7700-EMC CORP MASS COM	195,469	193,655
25000-CSX CORP	27,697	28,066
25000-NORTHROP GRUMMAN CORP	27,539	28,130
25000-AMERICAN WTR CAP CORP		
30000-GLAXOSMITHKLINE CAP PLC	29,826	28,294
30000-TOTAL CAPITAL	30,673	30,909
30000-NSTAR ELEC CO	30,337	30,374
30000-CONSOLIDATED NAT GAS CO	31,081	31,234
25000-INTERNATIONAL BUSINESS MACHS	31,386	31,271
31000-COMMONWEALTH EDISON CO	32,300	32,559
35000-GENERAL ELEC CAP CORP MTN BE 2	34,900	35,975
30000-NATIONAL RURAL UTILS COOP FIN	33,488	33,424
35000-BECTON DICKSON & CO		
33000-JOHNSON CTLS INC	35,351	35,846
35000-NORTHERN TR CORP 4.625% DUE 5/	35,424	35,506
35000-MCKESSON CORP NEW	35,244	35,239
35000-MCCORMICK & CO INC	37,398	37,921

Name of Stock	End of Year Book Value	End of Year Fair Market Value
30000-PEPSICO INC 7.90% DUE 11/1/201	37,822	37,499
35000-PUBLIC SVC ELEC & GAS CO	38,503	38,441
4000-ALLSTATE LIFE GLOBAL		
32000-ANHEUSER BUSCH INBEV WORLDWIDE	39,841	39,957
41000-PROTECTIVE LIFE SECD TRS		
35000-LOCKHEED MARTIN CORP	39,977	40,372
40000-CUYAHOGA CNTY OHIO ECONOMIC DE	42,477	42,679
45000-ROYAL BK OF CDA BD CDS 1.03% D	45,041	45,251
40000-BELLSOUTH CORP		
41000-HONEYWELL INTL INC	45,740	45,664
45000-PETROLEOS MEXICANOS 2.00% DUE	45,000	44,331
50000-BMO BANK OF MONTREAL .71% DUE	50,000	50,233
50000-NEW YORK ST MTG AGY HOMEOWNER	50,000	48,687
40000-EOG RES INC	48,371	48,107
5000-FEDERAL HOME LOAN BANKS 2.65%		
35000-XTRA FIN CORP 5.15% DUE 4/1/20	49,549	49,525
36066.733-SMALL BUSINESS ADMIN GTD P	37,735	36,618
50000-SANOFI	51,451	51,992
39000-UNITED PARCEL SVC AMER INC	51,780	50,452
40000-UNITED TECHNOLOGIES CORP	53,149	51,838
50000-FEDERAL FARM CR BKS 5.1% DUE 9	59,480	57,700
50000-UNITED STATES TREAS NTS 1.625%	61,689	60,583
75000-ROYAL BK CDA 1.20% DUE 9/19/20	74,994	74,312
60000-UNITED STATES TREAS BDS 7.5% D	70,890	71,494
3000-WEST PHARMACEUTICAL SVSC INC CO	62,986	147,180
2800-ORACLE		
4400-ATMOS ENERGY CORP COM	174,774	199,848
35000-PPG INDS INC 7.37% DUE 6/1/16	40,046	39,570
2100-GREIF INC CL A	104,090	110,040
5275-INTEL CORP COM	131,707	136,913

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100000-FINANCING-FED BK ENTY PRIN ST	94,425	94,221
10800-DOUGLAS DYNAMICS INC COM	153,388	181,656
800-DIAGEO P L C SPON ADR NEW	74,703	105,936
2100-NORTHERN TR CORP		
4300-HALLIBURTON CO COM	157,944	218,225
100000-FEDERAL HOME LOAN BANKS 1% DU	99,676	95,952
1100-SMUCKER J M CO COM NEW	85,187	113,982
1300-UNITED PARCEL SERVICE INC CL B	101,659	136,604
6000-HORACE MANN EDUCATORS CORP NEW	104,406	189,240
2400-SONOCO PRODS CO COM	80,465	100,128
1700-DEVON ENERGY CORP NEW COM	106,769	105,179
75000-RESOLUTION FDG CORP 8.125% DUE	100,093	97,422
2000-STRYKER CORP COM	107,737	150,280
1400-HOME DEPOT INC COM	63,628	115,276
100000-UNITED STATES TREAS NTS .5%	110,029	110,143
35000-LOCKEED MARTIN		
650-BLACKROCK INC COM	113,251	205,705
1600-COLGATE PALMOLIVE CO COM	73,392	104,336
3000-UIL HLDG CORP COM	106,418	116,250
6300-TEXAS INSTRS INC COM	208,294	276,633
4500-PORTLAND GEN ELEC CO COM NEW	116,408	135,900
6800-FIDELITY NATIONAL FINANCIAL IN	162,363	220,660
3150-MINE SAFETY APPLIANCES CO COM	121,984	161,311
2300-AMERIPRISE FINL INC COM	122,229	264,615
1840-LANCASTER COLONY CORP COM	123,385	162,196
2675-SENSIENT TECHNOLOGIES CORP COM	99,465	129,791
2500-EASTGROUP PPTY INC COM	123,859	144,825
1400-EOG RES INC COM	150,832	234,976
1900-PEPSICO INC COM		
3400-DELUXE CORP COM	80,687	177,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4050-MARSH & MCLENNAN COS INC COM	130,713	195,858
2000-IBERIABANK CORP COM	104,039	125,700
3400-TAL INTL GROUP INC COM	116,449	194,990
2050-JOHNSON & JOHNSON COM	133,635	187,759
4100-VERIZON COMMUNICATIONS INC COM	171,984	201,474
1550-ACCENTURE PLC IRELAND SHS CLASS	90,996	127,441
3300-AMERICAN WTR WKS CO INC NEW COM	116,443	139,458
1750-BOB EVANS FARMS INC COM	64,141	88,532
10600-FIRST NIAGARA FINL GP INC COM	82,410	112,572
9000-FIRSTMERIT CORP COM	143,432	200,070
1400-CHEVRON CORP NEW COM	149,050	174,874
2000-TIFFANY & CO NEW COM	111,911	185,560
4800-MICROSOFT CORP COM	147,049	179,568
4050-MEREK & CO		
2800-MID-AMER APT CMNTYS INC COM	183,933	170,072
8600-GENERAL ELECTRIC CO COM	187,804	241,058
14438.839-OPPENHEIMER DEVELOPING MKT	473,000	542,323
11225.107-HARBOR INTERNATIONAL FUND	653,000	797,095
220080 SHS EMERSON ELECTRIC CO	782,016	782,016

TY 2013 Other Decreases Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION

EIN: 45-6465021

Description	Amount
NET CHANGE TO UNREALIZED GAIN/LOSS OF EMERSON STOC	158,231

TY 2013 Other Expenses Schedule

Name: FRED AND MARY GODLEY FAMILY

FOUNDATION

EIN: 45-6465021

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	33	33	33	

TY 2013 Other Professional Fees Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION

EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODY FEES	3,534	3,534	3,534	
INVESTMENT MANAGEMENT FEES	55,991	55,991	55,991	

TY 2013 Substantial Contributors Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION

EIN: 45-6465021

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

TY 2013 Taxes Schedule

Name: FRED AND MARY GODLEY FAMILY
FOUNDATION
EIN: 45-6465021

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	118,976			