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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation: **THE GODRIC FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **625 FAIR OAKS AVENUE**

Room/suite: **360**

City or town, state or province, country, and ZIP or foreign postal code: **SOUTH PASADENA, CA 91030**

A Employer identification number: **95-3500486**

B Telephone number: **(626) 441-5188**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 6,054,784.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		24,562.	24,562.		STATEMENT 1
4 Dividends and interest from securities		83,004.	83,004.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		164,725.			
b Gross sales price for all assets on line 6a		773,055.			
7 Capital gain net income (from Part IV, line 2)			164,725.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		13,099.	13,099.		STATEMENT 3
12 Total. Add lines 1 through 11		285,390.	285,390.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		3,000.	600.		2,100.
c Other professional fees		46,199.	9,240.		32,339.
17 Interest					
18 Taxes		6,559.	949.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,281.	356.		809.
24 Total operating and administrative expenses. Add lines 13 through 23		57,039.	11,145.		35,248.
25 Contributions, gifts, grants paid		208,750.			208,750.
26 Total expenses and disbursements. Add lines 24 and 25		265,789.	11,145.		243,998.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		19,601.			
b Net investment income (if negative, enter -0-)			274,245.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	758.	2,256.	2,256.
	2 Savings and temporary cash investments	202,484.	246,833.	246,833.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	401,696.	401,237.	430,399.
	b Investments - corporate stock STMT 9	1,986,104.	2,100,496.	3,083,598.
	c Investments - corporate bonds STMT 10	703,514.	503,249.	490,669.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,143,033.	1,203,119.	1,801,029.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,437,589.	4,457,190.	6,054,784.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,437,589.	4,457,190.	
30 Total net assets or fund balances	4,437,589.	4,457,190.		
31 Total liabilities and net assets/fund balances	4,437,589.	4,457,190.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,437,589.
2 Enter amount from Part I, line 27a	2	19,601.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,457,190.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,457,190.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 773,055.		608,330.	164,725.

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			
b			
c			
d			
e			164,725.

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	164,725.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	210,008.	5,027,935.	.041768
2011	292,226.	5,060,328.	.057748
2010	492,819.	5,009,726.	.098372
2009	294,311.	5,690,985.	.051715
2008	294,916.	5,414,316.	.054470

2 Total of line 1, column (d)	2	.304073
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	.060815
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,492,410.
5 Multiply line 4 by line 3	5	334,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,742.
7 Add lines 5 and 6	7	336,763.
8 Enter qualifying distributions from Part XII, line 4	8	243,998.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	5,485.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,485.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	5,485.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,990.	
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	5,990.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	16.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	489.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 489. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WHITTIER TRUST COMPANY Telephone no. ▶ 626-441-5188 Located at ▶ 625 FAIR OAKS AVENUE, STE 360, SOUTH PASADENA, CA ZIP+4 ▶ 91030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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	X
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 ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WHITTIER TRUST COMPANY - 625 FAIR OAKS AVE., SUITE 360, SOUTH PASADENA, CA 91030	PHILANTHROPIC SVCES & INVESTMENT MGMNT	48,699.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,738,022.
b	Average of monthly cash balances	1b	235,200.
c	Fair market value of all other assets	1c	1,602,829.
d	Total (add lines 1a, b, and c)	1d	5,576,051.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,576,051.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,641.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,492,410.
6	Minimum investment return. Enter 5% of line 5	6	274,621.

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	274,621.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,485.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,485.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	269,136.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	269,136.
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	269,136.

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	243,998.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	243,998.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	243,998.

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				269,136.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	5,056.			
b From 2009				
c From 2010	247,979.			
d From 2011	42,102.			
e From 2012				
f Total of lines 3a through e	295,137.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	243,998.			
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				243,998.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	25,138.			25,138.
6 Enter the net total of each column as indicated below:	269,999.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	269,999.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	227,897.			
c Excess from 2011	42,102.			
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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				
C IS FOR CAT 18723 VIA PRINCESSA, SUITE 147 SANTA CLARITA, CA 91387	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
CALIFORNIANS FOR POPULATION STABILIZATION 1129 STATE STREET, SUITE 3-D SANTA BARBARA, CA 93101	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
COURT APPOINTED SPECIAL ADVOCATES (CASA) OF SANTA BARBARA COUNTY 2601 SKYWAY DRIVE, SUITE A-3 SANTA MARIA, CA 93455	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	10,000.
ELINGS PARK FOUNDATION 1298 LAS POSITAS RD SANTA BARBARA, CA 93105-4105	NONE	170 (B)(1)(A)(VI)	LAS POLITAS TENNIS COURT MATCHING GRANT	15,000.
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109-2394	NONE	170 (B)(1)(A)(VI)	RUNNING START PROGRAM	5,000.
Total	SEE CONTINUATION SHEET(S)			208,750.
b Approved for future payment				
FOUNDATION FOR SANTA BARBARA CITY COLLEGE 721 CLIFF DRIVE SANTA BARBARA, CA 93109-2394	NONE	170 (B)(1)(A)(VI)	RUNNING START PROGRAM	15,000.
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170 (B)(1)(A)(II)	WHITTIER SCHOLARSHIP PROGRAM	600,000.
Total				615,000.

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 100,000 SHS BOEING CO	P	05/31/06	02/15/13
b 100,000 SHS CONOCOPHILLIPS	P	04/25/06	04/15/13
c 650 SHS VANGUARD EMERGING MARKETS	P	11/09/11	10/07/13
d 1,755 SHS VANGUARD EMERGING MARKETS	P	04/13/12	10/07/13
e 27 SHS ATMOS ENERGY CORP	P	08/16/12	03/21/13
f 47 SHS AUSTRALIA & NEW ZEALAND BKG	P	08/16/12	03/21/13
g 13 SHS BEMIS INC	P	04/12/12	03/21/13
h 5 SHS BLACKROCK INC	P	08/16/12	03/21/13
i 80 SHS CONSOLIDATED EDISON	P	08/16/12	03/21/13
j 10 SHS DIAGEO P L	P	08/16/12	03/21/13
k 11 SHS DIGITAL ENERGY CORP	P	03/21/13	12/30/13
l 69.67 SHS DUKE ENERGY	P	08/16/12	03/21/13
m 85 SHS HOME DEPOT	P	08/16/12	03/21/13
n 26 SHS JP MORGAN CHASE & CO	P	08/16/12	03/21/13
o 9 SHS JOHNSON & JOHNSON	P	08/16/12	03/21/13

(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 100,000.		100,000.	0.
b 100,000.		100,000.	0.
c 26,682.		26,348.	334.
d 72,041.		75,167.	-3,126.
e 1,120.		996.	124.
f 1,376.		1,185.	191.
g 506.		409.	97.
h 1,265.		889.	376.
i 4,713.		4,972.	-259.
j 1,220.		1,072.	148.
k 539.		730.	-191.
l 4,900.		4,652.	248.
m 5,870.		4,772.	1,098.
n 1,258.		967.	291.
o 712.		614.	98.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			0.
c			334.
d			-3,126.
e			124.
f			191.
g			97.
h			376.
i			-259.
j			148.
k			-191.
l			248.
m			1,098.
n			291.
o			98.

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

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

2

3

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 17 SHS KIMBERLY CLARK	P	08/16/12	03/21/13
b 59 SHS LEGGETT & PLATT INC	P	08/16/12	03/21/13
c 53 SHS MONDELEZ INTL INC	P	08/16/12	03/21/13
d 25 SHS NOVARTIS A	P	08/16/12	03/21/13
e 37 SHS PFIZER INC	P	08/16/12	03/21/13
f 37 SHS QUESTAR CORP	P	08/16/12	03/21/13
g 64 SHS TAIWAN SEMICONDUCTOR	P	08/16/12	03/21/13
h 50 SHS 3M CO	P	08/16/12	03/21/13
i 58 SHS TIME WARNER INC	P	08/16/12	03/21/13
j 30 SHS TRAVELERS COMPANIES INC	P	08/16/12	03/21/13
k 23 SHS UNILEVER PLC	P	08/16/12	03/21/13
l 20 SHS VODAFONE GROUP	P	04/12/12	03/21/13
m 160 SHS VODAFONE GROUP	P	08/16/12	03/21/13
n 20 SHS EATON CORP	P	11/30/12	03/21/13
o 35 SHS CONSOLIDATED EDISON	P	12/05/11	03/21/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,614.		1,417.	197.
b 1,929.		1,395.	534.
c 1,512.		1,401.	111.
d 1,765.		1,513.	252.
e 1,041.		889.	152.
f 878.		754.	124.
g 1,084.		925.	159.
h 5,251.		4,670.	581.
i 3,258.		2,472.	786.
j 2,514.		1,919.	595.
k 952.		823.	129.
l 557.		546.	11.
m 4,454.		4,695.	-241.
n 1,254.		1,037.	217.
o 2,062.		2,058.	4.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			197.
b			534.
c			111.
d			252.
e			152.
f			124.
g			159.
h			581.
i			786.
j			595.
k			129.
l			11.
m			-241.
n			217.
o			4.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 50 SHS CONSOLIDATED EDISON	P	12/09/11	03/21/13
b 150 SHS DIGITAL REALTY	P	08/16/12	12/30/13
c 33.33 SHS DUKE ENERGY CORP	P	12/05/11	03/21/13
d 50 SHS DUKE ENERGY CORP	P	12/09/11	03/21/13
e 55 SHS HOME DEPOT	P	12/05/11	03/21/13
f 55 SHS HOME DEPOT	P	12/09/11	03/21/13
g 7 SHS 3M CO	P	12/09/11	03/21/13
h 70 SHS VODAFONE GROUP	P	12/05/11	03/21/13
i 105 SHS VODAFONE GROUP	P	12/09/11	03/21/13
j SIEMENS A G	P	07/22/13	07/22/13
k 127 SHS AMERICAN TOWER CORP	P	06/07/12	01/28/13
l 337 SHS ANALOG DEVICES INC	P	03/11/13	12/05/13
m 485 SHS BANK OF AMERICA CORP	P	12/04/12	07/08/13
n 70 SHS BERKSHIRE HATHAWAY INC	P	09/14/12	01/28/13
o 234 SHS FORD MOTOR COMPANY	P	06/14/12	05/02/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,946.		2,958.	-12.
b 7,344.		11,436.	-4,092.
c 2,344.		2,067.	277.
d 3,516.		3,123.	393.
e 3,799.		2,207.	1,592.
f 3,799.		2,213.	1,586.
g 735.		575.	160.
h 1,949.		1,895.	54.
i 2,923.		2,868.	55.
j 316.			316.
k 10,037.		8,327.	1,710.
l 16,462.		15,636.	826.
m 6,405.		4,787.	1,618.
n 6,813.		6,195.	618.
o 3,133.		2,427.	706.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-12.
b			-4,092.
c			277.
d			393.
e			1,592.
f			1,586.
g			160.
h			54.
i			55.
j			316.
k			1,710.
l			826.
m			1,618.
n			618.
o			706.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,065 SHS FORD MOTOR COMPANY	P	05/24/12	05/02/13
b 98 SHS KRAFT FOODS GROUP	P	10/12/12	07/08/13
c 6.33 SHS KRAFT FOODS GROUP	P	10/12/12	09/11/13
d 79.67 SHS KRAFT FOODS GROUP	P	11/06/12	09/11/13
e 125 SHS STARBUCKS CORP	P	08/30/12	08/26/13
f 185 SHS WELLS FARGO & CO	P	10/04/12	07/08/13
g 20 SHS AMERICAN EXPRESS CO	P	06/22/12	07/08/13
h 100 SHS AMERICAN EXPRESS CO	P	05/09/12	07/08/13
i 18 SHS APPLE COMPUTER INC	P	04/30/08	03/11/13
j 1,480 SHS BANK OF AMERICA	P	08/24/11	07/08/13
k 540 SHS BANK OF AMERICA	P	01/12/12	07/08/13
l 39 SHS BOEING CO	P	11/15/10	04/23/13
m 60 SHS BOEING CO	P	05/11/11	04/23/13
n 70 SHS BOEING CO	P	11/15/10	07/08/13
o 96 SHS BOEING CO	P	11/15/10	10/11/13

(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 14,260.		11,303.	2,957.
b 5,392.		4,621.	771.
c 339.		299.	40.
d 4,264.		3,588.	676.
e 9,016.		6,222.	2,794.
f 7,911.		6,649.	1,262.
g 1,540.		1,138.	402.
h 7,702.		5,975.	1,727.
i 7,712.		3,139.	4,573.
j 19,544.		10,274.	9,270.
k 7,131.		3,667.	3,464.
l 3,435.		2,491.	944.
m 5,285.		4,742.	543.
n 7,323.		4,471.	2,852.
o 11,326.		6,132.	5,194.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,957.
b			771.
c			40.
d			676.
e			2,794.
f			1,262.
g			402.
h			1,727.
i			4,573.
j			9,270.
k			3,464.
l			944.
m			543.
n			2,852.
o			5,194.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 175 SHS BOEING CO	P	11/15/10	10/11/13
b 65 SHS CELGENE CORP	P	09/18/07	03/11/13
c 7 SHS CELGENE CORP	P	07/02/08	11/13/13
d 20 SHS CELGENE CORP	P	09/18/07	11/13/13
e 246 CISCO SYS INC	P	12/13/05	12/13/13
f 2.24 SHS COMCAST CORP	P	07/11/05	08/26/13
g 24.26 SHS COMCAST CORP	P	04/26/02	08/26/13
h 150 SHS COMCAST CORP	P	03/31/06	08/26/13
i 150 SHS COMCAST CORP	P	07/02/08	08/26/13
j 202.5 SHS COMCAST CORP	P	12/13/05	08/26/13
k 85 SHS DIAGEO P L C	P	05/01/09	01/28/13
l 5 SHS EMC CORP	P	07/02/08	03/11/13
m 20 SHS EMC CORP	P	09/19/08	03/11/13
n 20 SHS EMC CORP	P	05/11/11	03/11/13
o 25 SHS EMC CORP	P	02/13/07	03/11/13

(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 20,647.		11,178.	9,469.
b 7,254.		4,482.	2,772.
c 1,044.		479.	565.
d 2,983.		1,379.	1,604.
e 5,143.		4,315.	828.
f 93.		46.	47.
g 1,007.		418.	589.
h 6,224.		2,633.	3,591.
i 6,224.		2,814.	3,410.
j 8,402.		3,595.	4,807.
k 9,966.		4,132.	5,834.
l 123.		76.	47.
m 492.		263.	229.
n 492.		545.	-53.
o 615.		365.	250.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			9,469.
b			2,772.
c			565.
d			1,604.
e			828.
f			47.
g			589.
h			3,591.
i			3,410.
j			4,807.
k			5,834.
l			47.
m			229.
n			-53.
o			250.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 75 SHS EMC CORP	P	07/10/06	03/11/13
b 175 SHS EMC CORP	P	12/13/05	03/11/13
c 320 SHS EMC CORP	P	07/11/05	03/11/13
d 31 SHS EXXON MOBIL CORP	P	08/08/11	01/28/13
e 60 SHS EXXON MOBIL CORP	P	07/16/09	01/28/13
f 70 SHS GENERAL ELECTRIC CO	P	11/05/04	07/08/13
g 162 SHS GENERAL ELECTRIC CO	P	03/31/06	07/08/13
h 90 SHS GILEAD SCIENCES INC	P	09/18/07	11/13/13
i 20 SHS INTERNATIONAL BUSINESS MACHINES	P	06/07/12	07/17/13
j 24 SHS MICROSOFT CORP	P	07/02/08	12/05/13
k 255 SHS MICROSOFT CORP	P	10/01/98	12/05/13
l 15 SHS PHILIP MORRIS INTL INC	P	10/01/98	09/11/13
m 20 SHS PHILIP MORRIS INTL INC	P	05/01/09	09/11/13
n 25 SHS PHILIP MORRIS INTL INC	P	02/07/02	09/11/13
o 75 SHS PHILIP MORRIS INTL INC	P	08/14/01	09/11/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,846.		785.	1,061.
b 4,308.		2,392.	1,916.
c 7,878.		4,720.	3,158.
d 2,830.		2,177.	653.
e 5,477.		4,097.	1,380.
f 1,632.		2,461.	-829.
g 3,776.		5,651.	-1,875.
h 6,146.		1,728.	4,418.
i 3,872.		3,907.	-35.
j 909.		636.	273.
k 9,656.		6,769.	2,887.
l 1,294.		362.	932.
m 1,726.		743.	983.
n 2,157.		650.	1,507.
o 6,471.		1,743.	4,728.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,061.
b			1,916.
c			3,158.
d			653.
e			1,380.
f			-829.
g			-1,875.
h			4,418.
i			-35.
j			273.
k			2,887.
l			932.
m			983.
n			1,507.
o			4,728.

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

THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 125 SHS PHILIP MORRIS INTL INC	P	07/16/99	09/11/13
b 25 SHS PROCTER & GAMBLE CO	P	09/19/08	09/11/13
c 36 SHS PROCTER & GAMBLE CO	P	03/04/10	09/11/13
d 91 SHS QUALCOMM INC	P	05/11/11	07/17/13
e 20 SHS TARGET CORP	P	07/02/08	12/05/13
f 50 SHS TARGET CORP	P	11/19/03	12/05/13
g 95 SHS TARGET CORP	P	05/01/09	12/05/13
h 125 SHS TARGET CORP	P	08/14/01	12/05/13
i 3.14 SHS TEVA PHARMACEUTICALS	P	12/13/05	10/31/13
j 15.68 SHS TEVA PHARMACEUTICALS	P	02/13/07	10/31/13
k 47.04 SHS TEVA PHARMACEUTICALS	P	07/02/08	10/31/13
l 58.88 SHS TEVA PHARMACEUTICALS	P	07/11/05	10/31/13
m 75.26 SHS TEVA PHARMACEUTICALS	P	10/20/06	10/31/13
n 165 SHS TEVA PHARMACEUTICALS	P	05/01/09	10/31/13
o 27 SHS WELLPOINT INC	P	04/21/11	03/11/13

(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 10,785.		2,501.	8,284.
b 1,951.		1,750.	201.
c 2,810.		2,289.	521.
d 5,684.		5,130.	554.
e 1,254.		950.	304.
f 3,135.		1,925.	1,210.
g 5,957.		3,799.	2,158.
h 7,838.		4,676.	3,162.
i 117.		133.	-16.
j 586.		665.	-79.
k 1,759.		1,994.	-235.
l 2,202.		2,496.	-294.
m 2,814.		3,190.	-376.
n 6,170.		7,253.	-1,083.
o 1,713.		1,961.	-248.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,284.
b			201.
c			521.
d			554.
e			304.
f			1,210.
g			2,158.
h			3,162.
i			-16.
j			-79.
k			-235.
l			-294.
m			-376.
n			-1,083.
o			-248.

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

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THE GODRIC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 41 SHS WELLS FARGO & CO	P	03/13/12	07/08/13
b CAPITAL GAIN DISTRIBUTIONS	P	01/01/12	12/31/13
c WTC PARTNERSHIPS	P	12/31/13	12/31/13
d WTC PARTNERSHIPS	P	01/01/12	12/31/13
e CLASS ACTION PROCEEDS - ENRON	P	08/20/13	08/20/13
f CLASS ACTION PROCEEDS - ADELPHIA	P	10/30/13	10/30/13
g CLASS ACTION PROCEEDS - BROADCOM	P	10/22/13	10/22/13
h CLASS ACTION PROCEEDS - QWEST	P	10/24/13	10/24/13
i CLASS ACTION PROCEEDS - MOTOROLA	P	10/24/13	10/24/13
j CLASS ACTION PROCEEDS - QWEST	P	10/30/13	10/30/13
k CLASS ACTION PROCEEDS - MAXIM	P	10/31/13	10/31/13
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,753.		1,365.	388.
b 1,367.			1,367.
c 3,141.			3,141.
d 43,846.			43,846.
e 115.			115.
f 221.			221.
g 37.			37.
h 7.			7.
i 1.			1.
j 4.			4.
k 73.			73.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			388.
b			1,367.
c			3,141.
d			43,846.
e			115.
f			221.
g			37.
h			7.
i			1.
j			4.
k			73.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	164,725.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAGUNA BLANCA SCHOOL 4125 PALOMA DRIVE SANTA BARBARA, CA 93110	NONE	170 (B)(1)(A)(II)	WHITTIER SCHOLARSHIP PROGRAM	100,000.
LOBERO THEATRE FOUNDATION 33 E. CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT	10,000.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108-2899	NONE	170 (B)(1)(A)(VI)	PROGRAM SUPPORT CABARAET BANQUET	8,750.
MUSIC ACADEMY OF THE WEST 1070 FAIRWAY ROAD SANTA BARBARA, CA 93108-2899	NONE	170 (B)(1)(A)(VI)	SCHOLARSHIP PROGRAM	5,000.
SAINT FRANCES ANIMAL CENTER 125 NORTH RIDGE STREET GEORGETOWN, SC 29440	NONE	170 (B)(1)(A)(VI)	UNDERWRITE DINNER ON THE RIVER EVENT	5,000.
SANTA BARBARA COURTHOUSE LEGACY FOUNDATION PO BOX 91459 SANTA BARBARA, CA 93190	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	2,500.
TARA HALL HOME FOR BOYS PO BOX 955 GEORGETOWN, SC 29442-0955	NONE	170 (B)(1)(A)(VI)	GENERAL OPERATING SUPPORT	20,000.
THE VILLAGE GROUP 1458 EXODUS DRIVE GEORGETOWN, SC 29440	NONE	509 (A)(1)	GENERAL OPERATING SUPPORT	2,500.
UNITED WAY OF SANTA BARBARA 320 E. GUTIERREZ ST SANTA BARBARA, CA 93101	NONE	509 (A)(2)	RED FEATHER BALL PROGRAM SUPPORT	5,000.
Total from continuation sheets				158,750.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY - NOMINEE	24,562.	24,562.	
TOTAL TO PART I, LINE 3	24,562.	24,562.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WHITTIER TRUST COMPANY - NOMINEE	83,004.	0.	83,004.	83,004.	
TO PART I, LINE 4	83,004.	0.	83,004.	83,004.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WTC PARTNERSHIPS	13,099.	13,099.	
OTHER INCOME	0.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,099.	13,099.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,000.	600.		2,100.
TO FORM 990-PF, PG 1, LN 16B	3,000.	600.		2,100.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATION FEES	46,199.	9,240.		32,339.
TO FORM 990-PF, PG 1, LN 16C	46,199.	9,240.		32,339.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	949.	949.		0.
FEDERAL EXCISE TAXES	5,610.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,559.	949.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES / SECRETARY OF STATE	75.	75.		0.
INSURANCE	1,156.	231.		809.
ADR FEE	50.	50.		0.
TO FORM 990-PF, PG 1, LN 23	1,281.	356.		809.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS 00 5030 - ATTACHED		X	302,832.	317,865.
US GOVT BONDS 00 5030 - ATTACHED	X		98,405.	112,534.
TOTAL U.S. GOVERNMENT OBLIGATIONS			98,405.	112,534.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			302,832.	317,865.
TOTAL TO FORM 990-PF, PART II, LINE 10A			401,237.	430,399.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK 82 5030 - ATTACHED	1,469,695.	2,297,284.
CORPORATE STOCK 74 5030 - ATTACHED	481,177.	615,042.
CORPORATE STOCK 00 5030 - ATTACHED	50,643.	72,100.
FOREIGN EQUITIES	98,981.	99,172.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,100,496.	3,083,598.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS 00 5030 - ATTACHED	52,107.	54,970.
LARGE CAP BONDS-ATTACHED	226,142.	219,302.
TAXABLE BOND FUNDS-ATTACHED	225,000.	216,397.
TOTAL TO FORM 990-PF, PART II, LINE 10C	503,249.	490,669.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WHITTIER VALUE FUND A	COST	730,797.	1,231,805.
WHITTIER INTERNATIONAL FUND A	COST	472,322.	569,224.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,203,119.	1,801,029.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARCIA W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	PRESIDENT/DIR 1.00	0.	0.	0.
JAMIE W. CONSTANCE 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	VICE PRES/DIR 1.00	0.	0.	0.
SHARON BRADFORD 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRETT HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
BRIAN HODGES 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	DIRECTOR 1.00	0.	0.	0.
RICHARD E. LLEWELLYN II 1600 HUNTINGTON DRIVE SO PASADENA, CA 91030	CFO/DIRECTOR 1.00	0.	0.	0.
JULIE LYTLE NESBIT 625 S FAIR OAKS AVE., STE. 360 SO PASADENA, CA 91030	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Includes: Account: 52 00 5030 0 0Y GODRIC FOUNDATION

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	235,422.0300	235,422.03		235,422.03	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	235,422.0300	235,422.03		235,422.03	
Total	CASH EQUIVALENTS	235,422.0300	235,422.03		235,422.03	
FIXED INCOME SECURITIES						
U.S. GOVT AGENCY OBLIGATIONS						
3133XKWG6	FHLB 5 6/9/17	100,000.0000	98,403.99	112.534	112,534.00	12/31/2013
Total	U.S. GOVT AGENCY OBLIGATIONS	100,000.0000	98,403.99		112,534.00	
MUNICIPAL BONDS & NOTES						
134041FA5	CAMPBEL 3.375 8/1/16	100,000.0000	100,467.49	105.582	105,582.00	12/31/2013
598117BG3	MIDVALE 4.01 10/1/16	100,000.0000	100,402.51	105.642	105,642.00	12/31/2013
646065A51	NJ 4.878 7/1/16	100,000.0000	101,963.84	106.641	106,641.00	12/31/2013
Total	MUNICIPAL BONDS & NOTES	300,000.0000	302,833.84		317,865.00	
CORPORATE BONDS & NOTES						
060505DA9	B OF A 5.42 3/15/17	50,000.0000	52,107.46	109.939	54,969.50	12/31/2013
Total	CORPORATE BONDS & NOTES	50,000.0000	52,107.46		54,969.50	
US LARGE CAP EQUITIES						
78468R408	SPDR BARC CAP S/T HY	1,640.0000	50,020.00	30.85	50,594.00	12/31/2013
92206C870	VANGUARD CORP VCIT	2,040.0000	176,121.75	82.70	168,708.00	12/31/2013
Total	US LARGE CAP EQUITIES	3,680.0000	226,141.75		219,302.00	
MUTUAL FUNDS-TAXABLE						
258620103	DOUBLINE TOTAL RET	13,246.9850	150,000.00	10.78	142,802.50	12/31/2013
880208400	TEMPLETON GLOBAL	5,622.1890	75,000.00	13.09	73,594.45	12/31/2013
Total	MUTUAL FUNDS-TAXABLE	18,869.1740	225,000.00		216,396.95	
Total	FIXED INCOME SECURITIES	472,549.1740	904,487.04		921,067.45	
EQUITIES						
US LARGE CAP EQUITIES						
464287655	ISHARES RUSL 2000	625.0000	50,643.75	115.36	72,100.00	12/31/2013
EM7350306	VALUE STRATEGY	1.0000	0.00		0.00	12/31/2013
EM7450304	QUALITY GLOBAL DIV	1.0000	493,508.80	622,943.45	622,943.45	12/31/2013
EM8250307	CORPORATE AMERICA	1.0000	1,473,785.37	2,301,364.9300000	2,301,364.93	12/31/2013
Total	US LARGE CAP EQUITIES	628.0000	2,017,937.92		2,996,408.38	
NON-US EQUITIES						
46434G103	ISHARES EMERG-IEMG	1,991.0000	98,980.76	49.81	99,171.71	12/31/2013

Includes: *Account: 52 00 5030 0 0Y GODRIC FOUNDATION*

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
Total	NON-US EQUITIES	1,991.0000	98,980.76		99,171.71	
	PARTNERSHIP/LLC					
CF0034995	WHITTIER VALUE	116,253.2527	691,352.59	10.5958788	1,231,805.38	12/31/2013
CF0035992	W INTERNATIONAL FD A	230,546.1994	451,742.74	2.46902381	569,224.06	12/31/2013
Total	PARTNERSHIP/LLC	346,799.4521	1,143,095.33		1,801,029.44	
Total	EQUITIES	349,418.4521	3,260,014.01		4,896,609.53	
	Total Securities	1,057,389.6561	4,399,923.08		6,053,099.01	
	Income Cash		1,662.61		1,662.61	
	Principal Cash		0.00		0.00	
	Account Total		4,401,585.69		6,054,761.62	

Includes: Account: 36 74 5030 0 0Y GODRIC FOUNDATION

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	7,474.8700	7,474.87		7,474.87	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	7,474.8700	7,474.87		7,474.87	
Total	CASH EQUIVALENTS	7,474.8700	7,474.87		7,474.87	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	310.0000	10,189.45	35.16	10,899.60	12/31/2013
002824100	ABBOTT LABS	160.0000	4,581.83	38.33	6,132.80	12/31/2013
00287Y109	ABBVIE INC	286.0000	9,833.65	52.81	15,103.66	12/31/2013
049560105	ATMOS ENERGY	283.0000	9,720.64	45.42	12,853.86	12/31/2013
053015103	AUTOMATIC DATA PROC	175.0000	9,642.65	80.799	14,139.83	12/31/2013
081437105	BEMIS	292.0000	9,063.89	40.96	11,960.32	12/31/2013
09247X101	BLACKROCK INC	45.0000	7,978.89	316.47	14,241.15	12/31/2013
166764100	CHEVRON	95.0000	10,260.45	124.91	11,866.45	12/31/2013
263534109	DU PONT	229.0000	11,038.46	64.97	14,878.13	12/31/2013
291011104	EMERSON ELECTRIC	190.0000	9,792.56	70.18	13,334.20	12/31/2013
30231G102	EXXON-MOBIL	122.0000	10,323.94	101.20	12,346.40	12/31/2013
372460105	GENUINE PARTS CO	155.0000	9,513.14	83.19	12,894.45	12/31/2013
452308109	ILLINOIS TOOL WKS	175.0000	9,214.30	84.08	14,714.00	12/31/2013
458140100	INTEL CORP	529.0000	12,764.24	25.955	13,730.20	12/31/2013
46625H100	JP MORGAN CHASE	224.0000	8,327.47	58.48	13,099.52	12/31/2013
478160104	JOHNSON & JOHNSON	141.0000	9,256.88	91.59	12,914.19	12/31/2013
494368103	KIMBERLY CLARK	113.0000	8,474.79	104.46	11,803.98	12/31/2013
50076Q106	KRAFT FOODS GRP	114.0000	4,942.93	53.91	6,145.74	12/31/2013
524660107	LEGGEH & PLATT	366.0000	8,376.09	30.94	11,324.04	12/31/2013
577081102	MATTEL INC	268.0000	11,420.61	47.58	12,751.44	12/31/2013
580135101	MCDONALDS CORP	111.0000	10,380.10	97.03	10,770.33	12/31/2013
58933Y105	MERCK & CO	251.0000	11,016.19	50.05	12,562.55	12/31/2013
609207105	MONDELEZ INTL	202.0000	4,953.78	35.30	7,130.60	12/31/2013
636180101	NATIONAL FUEL	189.0000	11,428.83	71.40	13,494.60	12/31/2013
713448108	PEPSICO INC	145.0000	9,993.30	82.94	12,026.30	12/31/2013
717081103	PFIZER INC	398.0000	8,609.17	30.63	12,190.74	12/31/2013
718172109	PHILIP MORRIS INTL	117.0000	9,817.47	87.13	10,194.21	12/31/2013
742718109	PROCTER & GAMBLE	145.0000	9,556.08	81.41	11,804.45	12/31/2013
74340W103	PROLOGIS INC	275.0000	8,485.83	36.95	10,161.25	12/31/2013
748356102	QUESTAR CORP	463.0000	9,159.92	22.99	10,644.37	12/31/2013
755111507	RAYTHEON	198.0000	11,195.32	90.70	17,958.60	12/31/2013
88579Y101	3M CO COM	53.0000	4,319.23	140.25	7,433.25	12/31/2013
887317303	TIME WARNER	207.0000	7,624.52	69.72	14,432.04	12/31/2013
89417E109	TRAVELERS	135.0000	7,831.74	90.54	12,222.90	12/31/2013
911312106	UNITED PARCEL	130.0000	10,817.57	105.08	13,660.40	12/31/2013
Total	US LARGE CAP EQUITIES	7,291.0000	319,905.91		423,820.55	
NON-US EQUITIES						
02319V103	AMBEV SA-ADR	1,200.0000	8,780.33	7.35	8,820.00	12/31/2013
052528304	AUST & NZ BK	368.0000	8,484.48	28.85	10,616.80	12/31/2013
055262505	BASF ADR SPONS	115.0000	8,514.70	107.79	12,395.85	12/31/2013

Includes: Account: 36 74 5030 0 0Y GODRIC FOUNDATION

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
088606108	BHP LTD ADR	140.0000	10,141.40 ✓	68.20	9,548.00	12/31/2013
126153105	CPFL ENERGIA	537.0000	12,407.79 ✓	16.01	8,597.37	12/31/2013
25243Q205	DIAGEO PLC	90.0000	8,422.20 ✓	132.42	11,917.80	12/31/2013
404280406	HSBC HLDGS	140.0000	7,671.93 *	55.13	7,718.20	12/31/2013
641069406	NESTLE ADR	160.0000	9,403.05 ✓	73.59	11,774.40	12/31/2013
66987V109	NOVARTIS AG	155.0000	8,790.55 ✓	80.38	12,458.90	12/31/2013
780259206	ROYAL DUTCH SHELL	166.0000	11,646.53 ✓	71.27	11,830.82	12/31/2013
78467K107	SSE PLC	492.0000	10,244.27 ✓	22.76	11,197.92	12/31/2013
826197501	SIEMENS	105.0000	10,178.45 ✓	138.51	14,543.55	12/31/2013
874039100	TAIWAN SEMICONDUCTOR	586.0000	8,019.26 ✓	17.44	10,219.84	12/31/2013
891160509	TORONTO-DOMIN	131.0000	10,064.98 ✓	94.24	12,345.44	12/31/2013
904767704	UNILEVER PLC	272.0000	9,298.14 ✓	41.20	11,206.40	12/31/2013
G29183103	EATON CORP PLC	180.0000	9,350.11 ✓	76.12	13,701.60	12/31/2013
G9319H102	VALIDUS HOLDINGS LTD	306.0000	10,224.60 ✓	40.29	12,328.74	12/31/2013
Total	NON-US EQUITIES	5,143.0000	161,642.77		191,221.63	
Total	EQUITIES	12,434.0000	481,548.68 ✓		615,042.18 ✓	
	Total Securities	19,908.8700	489,023.55		622,517.05 ✓	
	Income Cash		236.30		236.30 ✓	
	Principal Cash		210.96		210.96 ✓	
	Account Total		489,470.81		622,964.31	

Includes: Account: 42 82 5030 0 0Y GODRIC FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
CASH EQUIVALENTS						
MISC CASH EQUIV-TAXABLE						
09248U551	BLACKROCK TREAS	3,935.1500	3,935.15		3,935.15	12/31/2013
Total	MISC CASH EQUIV-TAXABLE	3,935.1500	3,935.15		3,935.15	
Total	CASH EQUIVALENTS	3,935.1500	3,935.15		3,935.15	
EQUITIES						
US LARGE CAP EQUITIES						
00206R102	AT&T INC	1,050.0000	33,055.04	35.16	36,918.00	12/31/2013
002824100	ABBOTT LABS	585.0000	12,809.99	38.33	22,423.05	12/31/2013
00287Y109	ABBVIE INC	585.0000	13,891.37	52.81	30,893.85	12/31/2013
023135106	AMAZON.COM	135.0000	27,028.37	398.79	53,836.65	12/31/2013
025537101	AMERICAN ELECT POWER	505.0000	21,423.62	46.74	23,603.70	12/31/2013
025816109	AMERICAN EXPRESS	380.0000	18,896.70	90.73	34,477.40	12/31/2013
03027X100	AMER TOWER	288.0000	18,884.08	79.82	22,988.16	12/31/2013
030420103	AMERICAN WTR WORKS	680.0000	18,859.23	42.26	28,736.80	12/31/2013
037411105	APACHE CORP	295.0000	20,268.04	85.94	25,352.30	12/31/2013
037833100	APPLE COMPUTER	152.0000	23,943.61	561.02	85,275.04	12/31/2013
084670702	BERKSHIRE CLB	235.0000	19,109.50	118.56	27,861.60	12/31/2013
09247X101	BLACKROCK INC	72.0000	16,957.25	316.47	22,785.84	12/31/2013
126650100	CVS CORP	425.0000	13,650.07	71.57	30,417.25	12/31/2013
14040H105	CAPITAL ONE	369.0000	19,736.32	76.61	28,269.09	12/31/2013
149123101	CATERPILLAR INC	445.0000	37,584.05	90.81	40,410.45	12/31/2013
151020104	CELGENE CORP	148.0000	7,833.09	168.968	25,007.26	12/31/2013
166764100	CHEVRON	447.0000	21,282.59	124.91	55,834.77	12/31/2013
17275R102	CISCO SYS INC	639.0000	9,676.31	22.43	14,332.77	12/31/2013
172967424	CITIGROUP INC	676.0000	33,438.68	52.11	35,226.36	12/31/2013
23918K108	DAVITA HEALTHCARE	175.0000	10,204.25	63.37	11,089.75	12/31/2013
25179M103	DEVON ENERGY	285.0000	17,973.54	61.87	17,632.95	12/31/2013
254687106	DISNEY WALT CO	454.0000	27,983.29	76.40	34,685.60	12/31/2013
257651109	DONALDSON INC	465.0000	15,477.25	43.46	20,208.90	12/31/2013
263534109	DU PONT	520.0000	21,341.42	64.97	33,784.40	12/31/2013
291011104	EMERSON ELECTRIC	515.0000	23,680.21	70.18	36,142.70	12/31/2013
30231G102	EXXON-MOBIL	575.0000	27,983.25	101.20	58,190.00	12/31/2013
316773100	FIFTH THIRD BANCORP	507.0000	9,432.74	21.03	10,662.21	12/31/2013
345370860	FORD MOTOR COMPANY	1,536.0000	15,928.32	15.43	23,700.48	12/31/2013
369604103	GENERAL ELECTRIC	923.0000	24,959.94	28.03	25,871.69	12/31/2013
375558103	GILEAD SCIENCES	380.0000	7,297.07	75.10	28,538.00	12/31/2013
38141G104	GOLDMAN SACHS	105.0000	12,367.75	177.26	18,612.30	12/31/2013
38259P508	GOOGLE INC. CL A	48.0000	28,252.09	1,120.71	53,794.08	12/31/2013
438516106	HONEYWELL INTL	430.0000	24,756.91	91.37	39,289.10	12/31/2013
458140100	INTEL CORP	820.0000	19,888.36	25.955	21,283.10	12/31/2013
459200101	I.B.M	140.0000	27,169.04	187.57	26,259.80	12/31/2013
46625H100	JP MORGAN CHASE	1,281.0000	53,463.85	58.48	74,912.88	12/31/2013
478160104	JOHNSON & JOHNSON	375.0000	19,194.30	91.59	34,346.25	12/31/2013
50076Q106	KRAFT FOODS GRP	242.0000	9,600.94	53.91	13,046.22	12/31/2013
544147101	LORILLARD INC	718.0000	31,635.51	50.68	36,388.24	12/31/2013
548661107	LOWES COS	475.0000	9,493.92	49.55	23,536.25	12/31/2013
58155Q103	MCKESSON HBOC INC	250.0000	9,467.43	161.40	40,350.00	12/31/2013
58933Y105	MERCK & CO	410.0000	18,271.85	50.05	20,520.50	12/31/2013

Includes: Account: 42 82 5030 0 0Y GODRIC FOUNDATION CORPORATE AMERICA

Account Holdings as of 12/31/2013

Cusip No.	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
594918104	MICROSOFT CORP	481.0000	12,092.49	37.41	17,994.21	12/31/2013
609207105	MONDELEZ INTL	720.0000	17,211.81	35.30	25,416.00	12/31/2013
628530107	MYLAN LABS	640.0000	13,887.77	43.40	27,776.00	12/31/2013
654106103	NIKE	258.0000	11,151.78	78.64	20,289.12	12/31/2013
655844108	NORFOLK SOUTHN	409.0000	30,737.60	92.83	37,967.47	12/31/2013
674599105	OCCIDENTAL PETE	147.0000	12,398.12	95.10	13,979.70	12/31/2013
68389X105	ORACLE SYSTEMS	965.0000	14,142.05	38.26	36,920.90	12/31/2013
704326107	PAYCHEX INC	354.0000	14,269.05	45.53	16,117.62	12/31/2013
713448108	PEPSICO INC	380.0000	16,607.49	82.94	31,517.20	12/31/2013
717081103	PFIZER INC	970.0000	24,458.54	30.63	29,711.10	12/31/2013
742718109	PROCTER & GAMBLE	482.0000	17,193.08	81.41	39,239.62	12/31/2013
747525103	QUALCOMM INC	224.0000	12,021.64	74.25	16,632.00	12/31/2013
78462F103	SPDR S&P 500	1,090.0000	150,147.50	184.69	201,312.10	12/31/2013
806857108	SCHLUMBERGER LTD	425.0000	16,553.90	90.11	38,296.75	12/31/2013
826552101	SIGMA ALDRICH	145.0000	8,341.62	94.01	13,631.45	12/31/2013
855244109	STARBUCKS CORP	365.0000	17,541.06	78.39	28,612.35	12/31/2013
872540109	TJX COMPANIES	300.0000	18,699.48	63.73	19,119.00	12/31/2013
88579Y101	3M CO COM	295.0000	15,735.35	140.25	41,373.75	12/31/2013
887317303	TIME WARNER	526.0000	16,710.80	69.72	36,672.72	12/31/2013
91324P102	UNITED HEALTH	145.0000	7,820.17	75.30	10,918.50	12/31/2013
92826C839	VISA INC	220.0000	29,650.22	222.68	48,989.60	12/31/2013
928563402	VMWARE INC	166.0000	13,986.46	89.71	14,891.86	12/31/2013
931142103	WAL MART STORES	450.0000	14,775.75	78.69	35,410.50	12/31/2013
94973V107	WELLPOINT INC.	138.0000	8,866.63	92.39	12,749.82	12/31/2013
949746101	WELLS FARGO	1,019.0000	28,972.86	45.40	46,262.60	12/31/2013
983919101	XILINX INC	446.0000	17,140.58	45.92	20,480.32	12/31/2013
988498101	YUM! BRANDS	261.0000	17,784.31	75.61	19,734.21	12/31/2013
H0023R105	ACE LIMITED	275.0000	16,636.90	103.53	28,470.75	12/31/2013
Total	US LARGE CAP EQUITIES	32,036.0000	1,449,686.15		2,277,982.96	
NON-US EQUITIES						
088606108	BHP LTD ADR	283.0000	20,164.07	68.20	19,300.60	12/31/2013
Total	NON-US EQUITIES	283.0000	20,164.07		19,300.60	
Total	EQUITIES	32,319.0000	1,469,850.22		2,297,283.56	
Total Securities		36,254.1500	1,473,785.37		2,301,218.71	
Income Cash			146.22		146.22	
Principal Cash			0.00		0.00	
Account Total			1,473,931.59		2,301,364.93	

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE GODRIC FOUNDATION	Employer identification number (EIN) or 95-3500486
	Number, street, and room or suite no. If a P.O. box, see instructions. 625 FAIR OAKS AVENUE, NO. 360	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SOUTH PASADENA, CA 91030	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WHITTIER TRUST COMPANY

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

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

5 For calendar year **2013**, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason. Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO OBTAIN INFORMATION TO PREPARE AND FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,490.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	7,490.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **SECRETARY / DIR** Title Date