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About the Foundation

Woods Charitable Fund is a private philanthropic foundation created by Frank H. Woods and Nelle Cochrane Woods and their three sons. It was incorporated in Nebraska in 1941 and Frank Woods provided major endowment in 1952 before his death that year. In 1955 the Fund received one-third of the net residuary estate of Nelle C. Woods. The resources that made these gifts possible resulted from business interests in the telecommunications and coal industries in Nebraska and Illinois, namely Lincoln Telephone & Telegraph and Sahara Coal Company.

For over fifty years the Fund made grants in Lincoln, Nebraska and Chicago, Illinois. Until the early 1980’s, it operated as a family foundation under the leadership of trustees Frank H. Woods, Jr. in Chicago and Thomas C. Woods, Jr. in Lincoln. Both men had many business and personal ties in both cities. Their deaths, in 1980 and 1989 respectively, brought changes which included: expanding the board beyond family members to acknowledge both the benefits of new viewpoints and the fewer family members in the two cities available for board membership; bringing on staff; and introducing more targeted grant programs.

At the end of 1993, Woods Charitable Fund underwent a major restructuring that institutionalized in two separate foundations the different grant programs of the Fund in Chicago and Lincoln. Woods Charitable Fund now operates in Lincoln only and a second foundation, Woods Fund of Chicago, was created by transferring part of the original foundation’s assets to the new foundation. Both foundations currently operate with local representative boards and are able to respond to the issues, opportunities and creative leadership in their respective communities.

The Fund’s reports and Treasury Form 990-PF are on file at the Foundation Center in New York City and Washington, D.C. as well as in the office of the Secretary of State in Lincoln, Nebraska.

Founders:

- Frank H. Woods (1868 - 1952)
- Nelle C. Woods (1870 - 1950)
- Thomas C. Woods (1895 - 1958)
- Henry C. Woods (1895 - 1968)
- Frank H. Woods, Jr. (1905 - 1980)
2007 Officers, Directors & Staff

DONNA W. WOODS
Chair
Community Volunteer

ANN CHANG-BARNES
Vice Chair
Senior Lecturer of Music
University of Nebraska-
Lincoln

LYNN ROPER
Treasurer
1st Vice President &
Senior Resident Manager
Merrill Lynch

MICHAEL J. TAVLIN
Assistant Treasurer
Chief Financial Officer
Speedway Motors, Inc.

JOSE J. SOTO
Vice President for
Affirmative Action,
Equity & Diversity
Southeast Community
College Area

HANK WOODS
Sales and Leasing
NAI FMA Realty

NELLE WOODS JAMISON
Community Volunteer

T. J. MCDOWELL, JR.
Executive Director
Clyde Malone
Community Center

JOAN STOLLE
Operations and
Information Manager

THOMAS C. WOODS, IV
Senior Program Officer

PAM BAKER
Secretary
Executive Director

ANGIE ZMARZLY
Program Associate

Meadowlark Music Festival concert featuring the Chiara String Quartet
at First Plymouth Congregational Church
Grant makers have the ongoing good fortune to work with grant seekers - who are among the best people in any community. And, every once in awhile, we have the special opportunity to start on the ground floor with those exuberant “fire starters” who are the founders of new organizations and programs that will make the community a better place. These are the people who take to heart Horace Traubel’s famous quote. They are magical ones - part dreamer, part indefatigable worker - who are willing to persevere and overcome obstacles to see their dreams realized.

Meadowlark Music Festival’s founders approached Woods Charitable Fund in 2000 with their dream of a week or two every summer when chamber music would lilt through Lincoln’s parks and playgrounds and bike trails as well as concert halls while children paused in their play and adults gathered to experience the dazzling sounds. Woods Charitable and many other generous groups and individuals in Lincoln and Nebraska helped launch this wondrous venture which will celebrate its 8th season in July. (Read more about Meadowlark on page 19.)

Throughout its 67 years of operation, the Fund has supported a growing number of start-up ventures that we are happy to observe thriving today. A few of them are:

- **Voices for Children** has advocated for Nebraska children throughout its 20-year history;
- **Lighthouse** just moved into a new, prairie style house from which it serves a growing number of Lincoln’s youth, helping them stay in school and graduate;
- **Fresh Start** also moved into a brand new facility this year and is poised to house and support more of the homeless women in our area in need; and
- **NeighborWorks® Lincoln (NWL)** is strengthening Lincoln’s core neighborhoods and helping people become home owners. NWL recently became a partner in the Mayor’s Stronger Safer Neighborhoods Initiative.

These and many other organizations grew from start-up programs before our eyes. Woods Charitable Fund embraces the new, innovative work that founding organizations labor to create and nurture to maturity. And we applaud the important sustaining work that assures Lincoln’s well being. We encourage you to review all the organizations supported in 2007.

*Letter from the Chair and Executive Director*

Donna Woods, Chair

Pam Baker, Executive Director
PURPOSE

Through grants made to eligible organizations, Woods Charitable Fund seeks to strengthen the community by improving opportunities and life outcomes for all people in Lincoln, Nebraska. Woods supports members of the nonprofit sector who are exploring creative alternatives and promoting more just, effective approaches to meet community needs.

Woods Charitable Fund supports a broad range of activities which include, but are not limited to, the SPECIAL INTERESTS described below. We are interested in reviewing plans for pilot projects and innovative programs, as well as sustained growth for organizations whose work coincides with the Fund’s purposes. Woods supports both direct services and policy programs.

The Fund looks forward to opportunities to review proposals joining partners (academic, community, government, business, public service, faith-based) to explore ways to integrate perspectives and talents toward common goals. We support projects that involve coalition-building, public education and advocacy to affect positive social change and improve opportunities for all citizens.

SPECIAL INTERESTS

HUMAN SERVICES

A significant cornerstone in community life is the family. Its power to mold and develop mentally healthy, secure, loving members determines Woods’ interest in supporting projects to strengthen families and provide opportunities for youth to achieve their full potential. This is a broad category and may include either direct service or policy programs focused on child care, single parenthood, the elderly, family planning, shelter, troubled families as well as others.

The Fund will give special consideration to programs and initiatives designed to prevent youth and family violence.

EDUCATION

Our educational systems face the challenge of preparing individuals for a rapidly changing society. Today, more than ever before, education touches the lives of

Summary of 2007 Grants Paid by Special Interest Area

<table>
<thead>
<tr>
<th>Special Interest Area</th>
<th>Amount</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arts &amp; Culture</td>
<td>$250,600</td>
<td>17%</td>
</tr>
<tr>
<td>Civic &amp; Community</td>
<td>$223,000</td>
<td>15%</td>
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<tr>
<td>Education</td>
<td>$228,000</td>
<td>16%</td>
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</table>
people of all ages - students at all levels, newcomers learning a second language and culture, adults retraining to handle new job responsibilities. The Fund looks forward to opportunities to review proposals from existing educational institutions and from creative new programs to meet the challenge.

CIVIC AND COMMUNITY
To sustain or increase its vitality, a community must consistently nurture its development, particularly as that development impacts lower income citizens. The Fund supports projects that empower less advantaged Lincoln residents to participate in the economic system and that foster community participation and responsibility, thus engaging people to solve problems and improve opportunities for all. Woods recognizes the growing need in Lincoln for affordable housing and supports programs that expand its availability. Advocacy groups as well as neighborhood, citizen and community organizations are effective avenues to promote citizen involvement and strengthen neighborhoods.

The need for individuals to achieve self-sufficiency has been identified as a primary community concern. The Fund encourages submission of proposals that suggest creative approaches to helping people escape poverty and become work-ready.

ARTS AND CULTURE
Visual art, literature, dance, theater and music are cornerstones of a community’s aesthetic and ethical being. They can bind people through shared experience and understanding. They stimulate thought, communication and creativity. Woods supports programs in the arts and humanities that will enhance or develop the common aesthetic spirit. Programs that connect the arts and humanities with nontraditional participants are of special interest to the Fund.

FOCUS AREA
The Fund will give special consideration to programs and initiatives designed to: (1) support organizations that haven’t traditionally served refugees and immigrants but are trying to integrate them into their client bases and work forces; (2) expand English language education for New Americans; (3) help develop community acceptance and appreciation for New Americans; and (4) extend research and planning concerning immigrants and refugees in Lincoln.

TOTAL
$1,469,988
100%

Human Services
$768,388
52%
FUNDING LIMITATIONS AND RESTRICTIONS

While grants are made primarily in Lincoln, Nebraska, the Fund will consider grant applications from other locations in the context of their impact on Lincoln. The Fund makes grants in diverse fields, however, the following areas are not eligible for grant review:

- Computer hardware
- Environmental programs
- Funding of endowments
- Fundraising benefits or program advertising
- Health care programs
- Individual needs
- Medical and scientific research
- Programs for individual schools
- Recreation programs
- Religious programs
- Residential care and medical clinics
- Scholarships, fellowships
- Sponsorships

College and university proposals are reviewed only if they directly involve faculty and/or students in applied projects of benefit and concern to the community.

Requests for support of technology must be from organizations whose emphasis is in the Fund's special interest areas. Requests must define the need for the technology, provide compelling evidence that it is appropriate for the task and is cost-effective. Furthermore, the proposal must demonstrate the technology's impact on the organization's mission.

The Fund will consider requests for:
- Computer software
- Fund development using technology
- Information/technology staff
- Marketing using technology
- Technical assistance for technology planning
- Technological training

Applicants generally should be organizations described in Section 501(c)(3) of the Internal Revenue Code and have a written ruling from the IRS that they also qualify under Section 509(a)(1), (2) or (3) of the Code (publicly supported organizations and their affiliates). Occasionally the Fund considers proposals from 501(c)(3) organizations that are private, operating foundations. In exceptional cases, the Fund will consider fiscal agent and expenditure responsibility grants.

The Fund does not accept applications from organizations: (1) that have had proposals approved or declined in the preceding 12 months; or (2) that are recipients of active, multi-year grants. This policy does not apply when organizations are involved in collaborative proposals.

Proposals not clearly within the Fund's priority areas but not clearly ineligible are screened for funding consideration by the Fund's board members.

WHAT YOU SHOULD KNOW BEFORE APPLYING:

> We only accept applications from nonprofit organizations that have communicated with us and have been asked to complete an application form.
> Contact the Fund by telephone or by sending a 2-page letter of intent, including budget information, by mail, facsimile or e-mail. Then Woods staff can help you decide whether it is worth your time and expense to proceed with a full proposal.

> Many excellent proposals cannot be funded because there are absolute limits to the number of proposals the Fund can study thoroughly and support.

> If your organization receives a grant, you will be asked to sign a grant agreement form requiring written reports on use of the grant in relation to the original proposal objectives and program results. A selected number of grantees may be asked to participate in a post-grant evaluation to study program accomplishments in more depth.

TO APPLY FOR A GRANT

FIRST, please read the Fund’s guidelines, procedures and timetable.

SECOND, contact the Fund by telephone or by sending a 2-page letter of intent, including a budget, by mail, facsimile or e-mail to determine if it is worth your time and expense to proceed with a full proposal.

THIRD, if the Fund requests a full proposal, please complete a Lincoln/Lancaster County Grantmakers Common Application Form, available from Woods Charitable Fund’s office or on-line at www.woodscharitable.org as an RTF or PDF document. Together with the requested attachments, submit a single paper copy according to the timetable below. The materials must arrive by 5:00 p.m. the day of the deadline or, if the deadline falls on a weekend, by 5:00 p.m. the following business day. An electronic copy of the application and attachments may be submitted, in addition to the hard copy, but is not required.

The staff at Woods Charitable Fund, Inc. is pleased to consult with applicants at any time during the process to help strengthen their proposals.

Applicants should direct inquiries to:
Pam Baker, Tom Woods or Angie Zmarzly  
Woods Charitable Fund, Inc.
P.O. Box 81309  
1440 ‘M’ Street  
Lincoln, NE 68501  
(402) 436-5971 (telephone)  
(402) 436-4128 (fax)  
www.woodscharitable.org  
pbaker@woodscharitable.org  
twoods@woodscharitable.org  
azmarzly@woodscharitable.org

TIMETABLE

<table>
<thead>
<tr>
<th>Submission Dates</th>
<th>Awards Announced</th>
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</thead>
<tbody>
<tr>
<td>Feb 15 – Mar 1</td>
<td>June</td>
</tr>
<tr>
<td>Jun 15 – Jul 1</td>
<td>November</td>
</tr>
<tr>
<td>Oct 15 – Nov 1</td>
<td>February</td>
</tr>
</tbody>
</table>

In cases of extreme emergency, the Fund will consider proposals of $10,000 or less outside the set timetable.
HUMAN SERVICES

Asian Community and Cultural Center ........................................... $30,000
Second-year support for staff to sustain the Asian Elderly New Americans Enrichment Project, a long-standing program of the Center that makes vital human services and social interactions more accessible to Asian seniors.

CASA for Lancaster County ......................................................... 25,000
Third-year support for a Volunteer Coordinator position to recruit and train special advocates for this organization that advocates for abused and neglected children in the court system.

Center for People in Need, Inc. .................................................... 32,000
To continue and expand public policy education on issues affecting low income and high need populations.

CenterPointe, Inc. ................................................................. 50,000
First payment of a three-year $98,200 grant for a Development Director position to lead fundraising activities for this organization dedicated to serving those dually affected by substance abuse and mental health issues.

County of Lancaster, Youth Services Center ................................ 1,953
Technical assistance for further development of a horticulture program for at-risk youth housed at the Center.

City of Lincoln, Department of Parks and Recreation ......................... 14,800
Toward the Open Studio and Writers WordShop, to provide hands-on art education and encourage positive self-expression among adults with mental health issues and those in recovery, in partnership with Community Mental Health Center of Lancaster County and CenterPointe.

El Centro de las Americas (formerly Hispanic Community Center) ........... 25,000
Second-year operational support for the Center whose purpose is to enhance the quality of life for the Hispanic population of Lincoln and develop linkages between the Hispanic community and the community at large.

Families Inspiring Families, Inc. .................................................. 17,500
To establish an advocacy and support program for families whose children are at risk of becoming state wards due to having emotional, behavioral and/or mental health issues.

Family Service Association of Lincoln ........................................... 10,000
For the Building Tomorrow program to support Lincoln and Lancaster County child care providers by continuing to offer free or low cost training and resources including its toll-free help line.

For Therapy and Family Support services, a behavioral health program provided free-of-charge within Lincoln Public Schools to assist kids and families in dealing with life stressors that impact their behaviors and relationships at school or home ........................................... 20,000

Family Violence Council ........................................................... 5,000
To support the transition of the Family Violence Council from the Lincoln Medical Education Partnership.
Grants Paid in 2007

Fresh Start, Inc. ................................................................. 45,000
Second payment of a two-year $90,000 grant toward the purchase and renovation of a new transitional group home for single, homeless women without dependents

Friendship Home of Lincoln, Inc. ........................................ 14,100
Support for various capital renovations, equipment and furnishings for this 25-bed emergency shelter for women and children who experience domestic violence or sexual assault

Good Neighbor Community Center, Inc. ............................. 30,000
For support of the Executive Assistant position for this organization that provides clothing and basic needs to low income people

Heartland Big Brothers-Big Sisters .................................. 10,000
Second-year support of staffing for fundraising and volunteer development to build the agency's sustainability and strengthen its infrastructure as it provides professionally-supported, one-to-one relationships to help children reach their potential

Lincoln Medical Education Partnership ............................... 17,000
To support the continued growth and expansion of the School Community Intervention Program (SCIP) to help elementary, middle and high school students with drug and alcohol abuse

Lincoln YWCA ................................................................. 10,000
First payment of a $20,000 grant for second-year support of an Administrative Manager position, to enhance the YWCAs existing leadership, strengthen its management and program support and improve its governance, income-generation and marketing as it strives to empower women and girls and end racism in the community

Malone Community Center ............................................... 30,000
Second payment of a two-year $60,000 grant providing support for the Executive Director and Administrative Assistant positions during a transitional period aimed at refining the internal structure and sustaining the programming of this organization that serves ethnic minority and low income residents of Lincoln

Mental Health Association of Nebraska ............................. 10,000
To implement DETOUR, a Mental Health Association of Nebraska peer-developed and facilitated project to offer age-appropriate education and mutual support groups for adolescents and young adults with mental illness, in collaboration with Families Inspiring Families, Inc.

MilkWorks, Inc. ............................................................... 8,372
For a part-time Office Assistant position to build the capacity of this organization dedicated to providing accurate breastfeeding information and support to mothers and healthcare providers

Mourning Hope ............................................................... 6,000
Third-year funding for general operations to support transition into a larger facility for this organization serving children, teens and families experiencing grief

Nebraska Advocacy Services, Inc. ....................................... 9,680
Toward a Social Role Valorization workshop offered by the Nebraska Value-Based Education Coalition in conjunction with Nebraska Advocacy Services involving developmental disabilities service workers, policy makers, special educators and people with disabilities and their families

Nebraska Appleseed Center for Law in the Public Interest, Inc. 36,091
First payment of a three-year $120,000 grant for the creation of a new anti-poverty plan and public campaign, Economic Opportunity Agenda for Nebraska, to assess current Nebraska anti-poverty programs and initiatives and develop comprehensive media and messaging strategies to garner support for ideas contained in the Agenda
Nebraska Children and Families Foundation .............................. 22,000  
To create a website and printed materials for the Learning from Day One initiative to promote positive early learning experiences for young children.

Northeast Family Resource Center ................................. 15,000  
First payment of a two-year $30,000 grant toward capacity building and strategic planning efforts of this organization whose mission is to build strong families and neighborhoods in northeast Lincoln through education and support.

Planned Parenthood of Nebraska and Council Bluffs, Inc. ................. 50,000  
First payment of a three-year $150,000 grant toward general operating support for this organization that provides affordable and confidential reproductive health care and sex education in Lincoln, Omaha and Council Bluffs, Iowa.

UNL-Center on Children, Families and the Law  
For an interactive, educational website to support the Nebraska Supreme Court-led initiative, Through the Eyes of the Child, aimed at statewide implementation of nationally-accepted best practices in the courts’ work with abused and neglected children and children in the foster care system ........................................ 17,278  
First payment of a two-year $61,000 grant to develop judicial guidelines on children’s participation in their foster care hearings through assessing child perceptions and attitudes about court participation and gathering information on the impact of their experience, in partnership with Lancaster County Juvenile Court ................................. 31,000

UNL-Nebraska Center for Research on Children, Youth, Families and Schools  
Second payment of a two-year $28,268 grant for implementation of a risk assessment service to investigate, learn and create innovative new practices for treating adolescent sex offenders, in collaboration with Region V Systems and Bryan LGH Hospital ................................. 13,768  
Second payment of a two-year $80,000 grant for Project TEAMs, a partnership between Lincoln Public Schools (LPS) and the University of Nebraska-Lincoln, to assist students reentering LPS after a prolonged absence and increase the likelihood that they remain in high school and graduate ........................................ 40,000

Voices for Children in Nebraska ........................................ 25,000  
To sustain this statewide organization that advocates for the well-being of children and youth in Nebraska during its leadership transition by creating new organizational capacity and structure, including staff expansion.

Voices of Hope Lincoln, Inc. (formerly Rape-Spouse Abuse Crisis Center) .... 45,000  
Second payment of a $90,000 grant toward its Building Connections campaign to purchase and renovate a property to enhance the Center’s crisis services for victims of domestic violence and sexual assault and their families.

Women in Community Services, Inc. .................................. 20,000  
To recruit and hire a Director in Training for this organization operating a residential program for girls ages 12 through 17 years experiencing behavior, mental health and chemical dependency issues to equip them with the tools to become competent, productive members of society.

Total Human Services .................................................. $768,388
Grants Paid in 2007

**ARTS & CULTURE**

**Downtown Lincoln Foundation** .......................................................... $15,000
Toward the photo mural *Our Community... Larger Than Life* by Lincoln artist Larry Roots featured on both sides of the skywalk located on 12th Street, between ‘N’ and ‘O’ Streets, in Lincoln, Nebraska

**Flatwater Shakespeare Company** ....................................................... 30,000
For second-year support of the Artistic Director and Managing Director positions to aid in the ongoing development of this organization that provides high quality Shakespearean and other theatrical productions and educational programs

**Friends of the Haymarket Theatre** ..................................................... 20,000
Renewal support of general operating and organizational capacity building for this theatre that provides professional theatre productions and comprehensive theatre training for children and youth and for the development of resource sharing among Lincoln’s performing arts groups

**Lincoln Quilters Guild** ................................................................. 1,000
For support of the Young Quilt Artist project for students at East High and Bryan Community Schools

**Lincoln’s Symphony Orchestra** ......................................................... 30,000
Second-year support of the organization’s Development Director and Marketing Director positions to increase its capacity and expand its audience

**Lux Center for the Arts** ................................................................. 29,000
Toward organizational strategic planning, marketing research and community assessment for this organization offering art education services to people of all ages

**Nebraska Cultural Endowment** ......................................................... 45,000
Third payment of a three-year $75,000 grant toward completion of the Endowment’s fundraising campaign to secure $5,000,000 held in trust

**Nebraska Humanities Council** ........................................................ 5,000
First payment of a $25,000 grant to support the Council’s technology plan to purchase database software and for website development to track its program and fundraising activities

**The Loft at the Mill** ................................................................. 22,000
Second-year support for the part-time Business Manager position for this organization that serves as a community-wide center for the arts

**UNL-Department of Art and Art History** ........................................... 5,000
First payment of a $10,000 grant toward the cost of bringing visiting artists to Lincoln to work with Lincoln Public Schools and University of Nebraska students

**UNL-International Quilt Study Center** .............................................. 48,600
First payment of a two-year $93,600 grant for an Education and Outreach Coordinator to help support public programming and educational activities during the Center’s first and second years of operation in a new facility

**Total Arts & Culture** ................................................................. $250,600
Grants Paid in 2007

EDUCATION

Foundation for Lincoln Public Schools ................................................................. $100,000
Continued support of the Community Learning Centers, which offer educational and
supportive services to children, families and neighborhood residents in local public schools,
in partnership with Family Service Association, the YMCA, Cedars Youth Services, Lincoln
Public Schools Title I, the City of Lincoln Parks and Recreation, Lincoln Housing Authority,
Malone Community Center, Northeast Family Resource Center and Heartland Big Brothers-
Big Sisters

Lincoln Children’s Zoo ................................................................. 30,000
First payment of a $45,000 grant to purchase software and staff training to allow the Zoo to
maintain comprehensive records of its members, guests, donors and program users

Lincoln Literacy Council ................................................................. 45,000
Second payment of a $90,000 grant for the English Language Academy project, to extend the
organization’s administrative and pedagogical strengths to several collaborating ethnic and
faith-based community partners to enhance and increase Lincoln’s English language learner
services

Madonna Foundation ................................................................. 20,000
First payment of a $30,000 grant for the expansion of the rehabilitation hospital’s on-site
learning center for children, which dedicates itself to helping students with acquired disabilities
integrate back into their regular school environments

UNL-Department of Educational Psychology ....................................................... 13,000
Second payment of a two-year $26,000 grant to develop and conduct a free Summer Writing
Clinic to help children with writing difficulties improve their skills and have a better chance
to succeed in school

YMCA of Lincoln ................................................................. 20,000
First payment of a three-year $60,000 grant for start-up support of before and after-school
programming for low income children in grades K-8 who will be served at the new northwest
YMCA to be co-located with the Lincoln Public Schools’ new middle school

Total Education ................................................................. $228,000

CIVIC & COMMUNITY

Association of Small Foundations ................................................................. $5,000
To conduct an evaluation initiative that will assess the Association’s impact on the philanthropic
sector and how its efforts contribute to helping small foundations perform at the highest levels
of effectiveness in grant-making

Community CROPS ................................................................. 5,000
Second payment of a two-year $15,000 grant for the Community Garden Investment Project, to
enhance volunteer recruitment and fundraising of this organization that supports the food security
and agricultural-based enterprises of immigrant and refugee gardeners in Southeast Nebraska

Downtown Lincoln Foundation ................................................................. 3,000
Toward the cost of hiring consultants and crafting a retail retention and recruitment strategy to
strengthen Lincoln’s downtown retail environment as part of the 2005 Downtown Master Plan

EndowNebraska ................................................................. 10,000
Support of a comprehensive marketing campaign to increase public awareness and utilization
of Nebraska’s new charitable giving tax credit and to evaluate the tax credit’s impact on Nebraska
philanthropy

Total CIVIC & COMMUNITY ................................................................. $13,000

Total Grants Paid in 2007 ................................................................. $241,000
Grants Paid in 2007

Goodwill Industries Serving Southeast Nebraska, Inc. 30,000
First payment of a $54,000 grant to enhance employment and translation services for immigrant and refugee job seekers and potential employers to increase the self-sufficiency of New Americans living in Lincoln and Lancaster County

Health Partners Initiative 5,000
Third-year support of the Neighborhood Service Exchange, a grassroots effort to help people take responsibility for their own well being and that of their neighbors by utilizing neighbor-to-neighbor volunteering

Legal Aid of Nebraska 25,000
Toward the newly expanded Ethnic Island and Special Population Outreach program that will provide free civil legal aid at various cultural centers in Lincoln to those hindered by cultural or language barriers

Lincoln Action Program, Inc. 35,000
To sustain and extend the Lincoln Free To Grow program, focusing on revitalizing the Clinton Neighborhood to create a safer and more stable inner-city neighborhood, in partnership with 13 private and public organizations

Lincoln Lancaster County Human Services Federation, Inc. 10,000
For the Lincoln CASH Campaign (Creating Assets, Savings and Hope), a collaborative project to expand the number of low and moderate income workers who are able to move toward greater self-sufficiency through receipt of Federal and State Earned Income Tax Credits and access to financial literacy services

Provider’s Network, Inc. 5,000
To provide seed money to establish a revolving loan fund for low income family child care providers applying for and/or renewing their Small Family Permits with the Lincoln Lancaster County Health Department and to pay for CPR/First Aid classes required of child care providers qualifying for permits

Rebuilding Together-Lincoln, Inc. 5,000
General operating support for this volunteer-driven organization that provides construction and repair services to improve housing conditions for low income elderly and disabled homeowners in Lincoln and Lancaster County

Seniors Foundation 15,000
To establish a volunteer social transportation program to respond to the increasing need for non-medical and non-specialized transportation assistance for older adults in Lincoln

The Mediation Center 20,000
Second payment of a two-year $35,000 grant to support a Marketing/Development Specialist position to diversify the Center’s funding base and increase revenue from the fee-for-service programs of this organization that provides strategies for collaborative conflict resolution and consensus building

United Methodist Ministries 25,000
First payment of a two-year $50,000 grant for the Bilingual Legal Adviser position for the Equity-in-Nebraska program, a federally accredited program dedicated to providing affordable legal immigration services

UNL-University of Nebraska Public Policy Center 25,000
For the translation of civil and self-represented litigant court forms into Spanish, Vietnamese and Arabic to help limited- and non-English speakers overcome barriers to accessing and navigating Nebraska’s court systems

Total Civic & Community $223,000

TOTAL GRANTS PAID $1,469,988
Board of Directors
Woods Charitable Fund, Inc.
Lincoln, Nebraska

We have audited the accompanying cash basis statements of financial position of
Woods Charitable Fund, Inc. as of December 31, 2007 and 2006, and the related statements
of activities for the years then ended. These financial statements are the responsibility of
the Fund's management. Our responsibility is to express an opinion on these financial
statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in
the United States of America. Those standards require that we plan and perform the audit
to obtain reasonable assurance about whether the financial statements are free of material
misstatement. An audit includes examining, on a test basis, evidence supporting the amounts
and disclosures in the financial statements. An audit also includes assessing the accounting
principles used and significant estimates made by management, as well as evaluating the
overall financial statement presentation. We believe that our audits provide a reasonable
basis for our opinion.

As described in Note 1, these financial statements were prepared on the basis of cash
receipts and disbursements, which is a comprehensive basis of accounting other than
accounting principles generally accepted in the United States of America.

In our opinion, the financial statements referred to above present fairly, in all material
respects, the financial position of Woods Charitable Fund, Inc. as of December 31, 2007 and
2006, and the changes in its net assets for the year then ended, on the basis of accounting
described in Note 1.

Our audits were conducted for the purpose of forming an opinion on the basic financial
statements taken as a whole. The accompanying supplementary information is presented for
purposes of additional analysis and is not a required part of the basic financial statements.
Such information has been subjected to the procedures applied in the audits of the basic
financial statements and, in our opinion, is fairly stated in all material respects, in relation
to the basic financial statements taken as a whole.

February 13, 2008
### STATEMENTS OF FINANCIAL POSITION / CASH BASIS / DECEMBER 31, 2007 AND 2006

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
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</thead>
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<td>$289,385</td>
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</tr>
<tr>
<td>Mutual funds</td>
<td>30,158,694</td>
<td>26,708,267</td>
</tr>
<tr>
<td>Partnerships and other investments</td>
<td>3,954,596</td>
<td>1,949,335</td>
</tr>
<tr>
<td>Program related investments</td>
<td>171,679</td>
<td>362,090</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>$34,569,872</td>
<td>$29,309,077</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LIABILITIES AND NET ASSETS</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Liabilities</td>
<td>$ –</td>
<td>$ –</td>
</tr>
<tr>
<td>Unrestricted net assets</td>
<td>$34,569,872</td>
<td>$29,309,077</td>
</tr>
<tr>
<td><strong>Total liabilities and net assets</strong></td>
<td>$34,569,872</td>
<td>$29,309,077</td>
</tr>
</tbody>
</table>

*See notes to cash basis financial statements*

### STATEMENTS OF ACTIVITIES / CASH BASIS / YEARS ENDED DECEMBER 31, 2007 AND 2006

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Income collected:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment income:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net realized gains on sale of securities</td>
<td>$2,253,094</td>
<td>$1,071,607</td>
</tr>
<tr>
<td>Interest:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Program related investments, interest bearing</td>
<td>16,207</td>
<td>20,769</td>
</tr>
<tr>
<td>Cash accounts, interest bearing</td>
<td>15,254</td>
<td>12,993</td>
</tr>
<tr>
<td><strong>Total interest income</strong></td>
<td>31,461</td>
<td>33,762</td>
</tr>
<tr>
<td>Dividends from mutual funds</td>
<td>4,984,950</td>
<td>3,993,941</td>
</tr>
<tr>
<td>Other</td>
<td>649</td>
<td>36,239</td>
</tr>
<tr>
<td><strong>Total investment income collected</strong></td>
<td>7,270,154</td>
<td>5,135,549</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Grants and Expenses Paid</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Grants paid</td>
<td>1,469,988</td>
<td>1,836,134</td>
</tr>
<tr>
<td>Expenses paid:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salary and benefits</td>
<td>314,562</td>
<td>292,001</td>
</tr>
<tr>
<td>Investment advisory fees</td>
<td>31,455</td>
<td>28,395</td>
</tr>
<tr>
<td>Conferences and meetings</td>
<td>5,969</td>
<td>4,844</td>
</tr>
<tr>
<td>Legal, audit and financial services</td>
<td>11,335</td>
<td>13,736</td>
</tr>
<tr>
<td>Office expenses</td>
<td>5,315</td>
<td>11,588</td>
</tr>
<tr>
<td>Memberships and dues</td>
<td>12,318</td>
<td>12,668</td>
</tr>
<tr>
<td>Consultants</td>
<td>2,556</td>
<td>3,241</td>
</tr>
<tr>
<td>Annual report expenses</td>
<td>5,476</td>
<td>5,395</td>
</tr>
<tr>
<td>Other expenses</td>
<td>19,285</td>
<td>18,456</td>
</tr>
<tr>
<td>Excise tax payments</td>
<td>130,500</td>
<td>107,810</td>
</tr>
<tr>
<td><strong>Total expenses paid</strong></td>
<td>539,371</td>
<td>498,134</td>
</tr>
<tr>
<td><strong>Total grants and expenses paid</strong></td>
<td>2,009,359</td>
<td>2,334,268</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Increase in Net Assets</strong></td>
<td>5,260,795</td>
<td>2,801,281</td>
</tr>
<tr>
<td><strong>Net Assets, Beginning of Year</strong></td>
<td>29,309,077</td>
<td>26,507,796</td>
</tr>
<tr>
<td><strong>Net Assets, End of Year</strong></td>
<td>$34,569,872</td>
<td>$29,309,077</td>
</tr>
</tbody>
</table>

*See notes to cash basis financial statements*
Note 1:
Nature of Operations and Summary of Significant Accounting Policies

NATURE OF OPERATIONS
Woods Charitable Fund, Inc. (the “Fund”) is a private philanthropic foundation incorporated in the state of Nebraska in 1941. The Fund's mission and principal activities are to strengthen the community by improving opportunities and life outcomes for all people in Lincoln, Nebraska through grants made to eligible organizations. The Fund supports members of the nonprofit sector who are exploring creative alternatives and promoting more just, effective approaches to meet community needs. The Fund's revenues and other support are derived principally from earnings on investments.

METHOD OF ACCOUNTING
The Fund’s accounts are maintained on a cash basis, and the statements of income collected, deductions and expenses paid reflect only cash received and disbursed. Therefore, receivables and payables, long-lived assets, accrued income and expenses and amortization and depreciation, which may be material, are not reflected in the accompanying financial statements. The statements are not intended to present the financial position, results of operations, or cash flows in conformity with accounting principles generally accepted in the United States of America.

USE OF ESTIMATES
The preparation of financial statements on the cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenses, gains, losses and other changes in net assets during the reporting period. Actual results could differ from those estimates.

CASH EQUIVALENTS
The Fund considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2007 and 2006, cash equivalents consisted primarily of money market funds.

INVESTMENTS AND INVESTMENT RETURN
Investments are carried at cost unless the Fund has determined a permanent decline in value. As of December 31, 2007 and 2006, there are no investments which the Fund has determined to be permanently impaired. Under accounting principles generally accepted in the United States of America, investments in equity securities having a readily determinable fair value and in all debt securities would be carried at fair value.

Investment return includes dividend, interest and other investment income; and realized gains and losses on investments. Net profits or loss of limited partnership
interests are reported as investment income upon allocation to the Fund’s capital account. The Fund uses the weighted average method to determine the cost of mutual funds sold and the first-in, first-out method to determine the cost of all other securities sold.

The Fund is classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code and a similar provision of state law. Excise tax payments consisted of:

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current year estimated payments</td>
<td>$130,500</td>
<td>$57,500</td>
</tr>
<tr>
<td>Payments for prior year liability</td>
<td>–</td>
<td>50,310</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$130,500</strong></td>
<td><strong>$107,810</strong></td>
</tr>
</tbody>
</table>

**Note 2:**

**Investments and Fair Value Disclosures**

Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Fund does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Mutual funds at December 31, 2007 and 2006 consisted of the following:

<table>
<thead>
<tr>
<th></th>
<th>2007</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Equity mutual funds</strong></td>
<td>$13,912,416</td>
<td>$17,710,939</td>
</tr>
<tr>
<td><strong>Fixed income mutual funds</strong></td>
<td>3,147,714</td>
<td>3,009,399</td>
</tr>
<tr>
<td><strong>International mutual funds</strong></td>
<td>11,017,914</td>
<td>13,588,457</td>
</tr>
<tr>
<td><strong>Real estate mutual funds</strong></td>
<td>2,080,650</td>
<td>2,322,517</td>
</tr>
<tr>
<td><strong>Total mutual funds</strong></td>
<td><strong>$30,158,694</strong></td>
<td><strong>$36,631,312</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>2006</th>
<th>2006</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Equity mutual funds</strong></td>
<td>$16,252,169</td>
<td>$22,015,562</td>
</tr>
<tr>
<td><strong>Fixed income mutual funds</strong></td>
<td>2,471,269</td>
<td>2,311,235</td>
</tr>
<tr>
<td><strong>International mutual funds</strong></td>
<td>5,072,452</td>
<td>8,553,987</td>
</tr>
<tr>
<td><strong>Real estate mutual funds</strong></td>
<td>2,912,377</td>
<td>4,614,236</td>
</tr>
<tr>
<td><strong>Total mutual funds</strong></td>
<td><strong>$26,708,267</strong></td>
<td><strong>$37,495,020</strong></td>
</tr>
</tbody>
</table>
Notes to Cash Basis Financial Statements
DECEMBER 31, 2007 AND 2006

The Fund has invested $3,700,000, in a private fund of hedge funds, for which the estimated fair value at December 31, 2007 and 2006 was $3,865,372 and $1,664,100, respectively, as determined by the Fund's management. The Fund held an investment in a private limited partnership with a cost of $254,596 and $449,335, for which a fair value was not ascertainable at December 31, 2007 and 2006, respectively.

Program related investments consist of loans issued to qualifying agencies which require repayment of principal and interest (if applicable) in accordance with the terms of the related agreement.

Note 3:
Commitments

The Fund is committed to pay grants totaling $728,054 at December 31, 2007. In addition, the Fund has supplied a stand-by letter of credit to YWCA of $28,500 as of December 31, 2007. This letter of credit expires in May 2011. The Fund is committed to invest an additional $50,700 in a limited partnership as of December 31, 2007. Certain of these commitments are contingent on the fulfillment of specified conditions.
When the Meadowlark Music Festival's inaugural season launched in 2001, the Lincoln Journal Star asked, “Can classical music play as well in the summer in Lincoln as it does during the September-May programming season?” The community’s answer was a resounding YES and people from Lincoln and all over the world have flocked to Festival performances every summer since.

The Meadowlark Music Festival’s founders hoped to make classical music an important part of summertime enrichment and fun in Nebraska. The Festival does this every year by presenting world class musical concerts in family friendly venues at affordable prices. It is committed to never charging admission for children who bring an adult with them.

Woods Charitable Fund was one of the Meadowlark Music Festival’s earliest supporters, providing a $20,000 general operating support grant in 2000 before the first season began. Since then, Woods has awarded four more grants totaling another $90,000 to help staff and develop the organization.

In July of 2008 we can look forward to Meadowlark concerts in Walton, at James Arthur Vineyards, the Lincoln Community Foundation Garden and the new International Quilt Study Center. The Festival plans performances by the Metales M5 Brass Quintet, the Jupiter String Quartet and pianist, Spencer Myer.

To learn more, visit the Festival’s website at www.meadowlarkmusicfestival.com.

About Meadowlark Music Festival

Meadowlark Music Festival concert featuring the Boston Brass at James Arthur Vineyards
Robert Hillestad is a studio artist and design educator. He works with fiber and fabric to create form and surface design through a wide range of both traditional and innovative techniques to create garments and accessories, wall pieces and sculpture.

His work has been shown in more than 150 juried and invitational shows in the United States and abroad and is included in many corporate, private and museum collections. When he retired from a 31-year career in design education in the Department of Textiles, Clothing and Design at the University of Nebraska - Lincoln in 1996, the Robert Hillestad Textiles Gallery on the East Campus was named in his honor.

Although Robert has worked with many different textile techniques through the years, he has one that he finds most fulfilling - hand knitting. "To me, knitting is a collaborative activity, one hand helping the other, one set of fingers and a thumb responding to the other. I enjoy the sensation of having yarn, ribbon, tape, thread and combinations thereof pass through my hands en route to being manipulated into stitches. I like the way in which forming one stitch compels me to create another..."
Artist's Statement: “I use the concept of dance as a metaphor in describing my work. Through the medium of fiber and a wide range of interrelated techniques, I work toward creating dazzling effects of rhythm and movement. The goal of my choreography is to prompt viewers to look at textiles in a new way.”

To make a gift to Woods Charitable Fund, please contact Executive Director Pam Baker at (402) 436-5973 or pbaker@woodscharitable.org.