

AS AMENDED

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2014

Department of the Treasury Internal Revenue Service

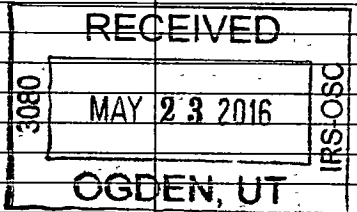
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Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: WOODS CHARITABLE FUND, INC.
Employer identification number: 47-6032847
Telephone number: (402) 436-5971
City or town, state or province, country, and ZIP or foreign postal code: LINCOLN, NE 68508

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	124,315.	43,896.	43,896.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ * Less allowance for doubtful accounts ▶	32,954.	* 20,954. 20,954.	ATCH 7 20,954.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	32,062,075.	30,386,818.	33,390,716.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,219,344.	30,451,668.	33,455,566.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	32,219,344.	30,451,668.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	32,219,344.	30,451,668.		
31 Total liabilities and net assets/fund balances (see instructions)	32,219,344.	30,451,668.		

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	32,219,344.
2 Enter amount from Part I, line 27a	2	-1,415,727.
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	8,268.
4 Add lines 1, 2, and 3	4	30,811,885.
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	360,217.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,451,668.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,828.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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))
2013	1,712,947.	31,326,576.	0.054680
2012	1,793,082.	29,061,950.	0.061699
2011	1,843,674.	29,847,899.	0.061769
2010	1,820,238.	28,381,715.	0.064134
2009	1,864,968.	25,161,182.	0.074121
2 Total of line 1, column (d)			0.316403
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			0.063281
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			33,163,048.
5 Multiply line 4 by line 3			2,098,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,775.
7 Add lines 5 and 6			2,101,366.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			1,754,226.

AS AMENDED

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 28,450.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political campaigns, expenditures, and foundation status.

AS AMENDED

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WOODSCHARITABLE.ORG 13 X
14 The books are in care of TOM WOODS Telephone no (402) 436-5971 Located at 1248 O STREET, SUITE 1130 LINCOLN, NE ZIP+4 68508
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15 N/A
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes X 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) Yes X 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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes X 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) 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2014 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 2014) 3b X
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 2014? 4b X

AS AMENDED

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 4945(d)(4)(A)? (see instructions). Yes No

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

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

	5b	N/A
	6b	X
	7b	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		119,110.	19,826.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		160,633.	31,354.	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		282,761.

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	

2	

3	

4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 INTEREST FREE LOAN TO LEADERSHIP LINCOLN, INC., A 501(C)(3) ORGANIZATION, TO BE USE FOR THE REDUCTION OF INTEREST-BEARING DEBT.	40,000.
2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶	40,000.

AS AMENDED

WOODS CHARITABLE FUND, INC.

47-6032847

Form 990-PF (2014)

Page 8

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	33,403,842.
b	Average of monthly cash balances	1b	237,273.
c	Fair market value of all other assets (see instructions)	1c	26,954.
d	Total (add lines 1a, b, and c)	1d	33,668,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	33,668,069.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	505,021.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	33,163,048.
6	Minimum investment return. Enter 5% of line 5	6	1,658,152.

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	1,658,152.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,550.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,550.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,652,602.
4	Recoveries of amounts treated as qualifying distributions	4	8,268.
5	Add lines 3 and 4	5	1,660,870.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,660,870.

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	1,714,226.
b	Program-related investments - total from Part IX-B	1b	40,000.
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	1,754,226.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,754,226.

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

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,660,870.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	599,815.			
b From 2010	461,922.			
c From 2011	406,118.			
d From 2012	387,477.			
e From 2013				
f Total of lines 3a through e	1,855,332.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 1,754,226.				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2014 distributable amount				1,660,870.
e Remaining amount distributed out of corpus	93,356.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,948,688.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	599,815.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,348,873.			
10 Analysis of line 9				
a Excess from 2010	461,922.			
b Excess from 2011	406,118.			
c Excess from 2012	387,477.			
d Excess from 2013				
e Excess from 2014	93,356.			

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

NOT APPLICABLE

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 2014, 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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a (Adjusted net income), b (85% of line 2a), c (Qualifying distributions from Part XII), d (Amounts included in line 2c), e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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).

N/A

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

N/A

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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

ATCH 14

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

SEE EXHIBIT 4

c Any submission deadlines

SEE EXHIBIT 3

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

SEE EXHIBIT 3

Part XV Supplementary Information (continued)

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

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
a <i>Paid during the year</i> SEE EXHIBIT 2				1,205,000.
Total ▶ 3a				1,205,000.
b <i>Approved for future payment</i> SEE EXHIBIT 5				160,000.
Total ▶ 3b				160,000.

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INCOME - RUSSELL CORE BOND FUND	4,082.	4,082.
OTHER INCOME - WILLIAM BLAIR MEZZANINE	-108.	-108.
OTHER INCOME - RUSSELL MULTI ASSET CORE	-12,299.	-12,299.
OTHER INCOME - RUSSELL DYNAMIC COM STRAT	-357.	-357.
OTHER INCOME - RUSSELL GLOBAL REAL EST	1,081.	1,081.
MISCELLANEOUS INCOME	111.	111.
EXCISE TAX REFUND	88,997.	
TOTALS	<u>81,507.</u>	<u>-7,490.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	488.	122.		366.
AUDIT	8,865.	2,216.		6,649.
TOTALS	<u>9,353.</u>	<u>2,338.</u>		<u>7,015.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEE	282,761.	282,761.	
CONSULTANTS WEBSITE & GRANTS	14,174.		14,174.
TOTALS	<u>296,935.</u>	<u>282,761.</u>	<u>14,174.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST	3,347.	3,347.
TOTALS	<u>3,347.</u>	<u>3,347.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	21,949.		21,949.
FEDERAL EXCISE TAX	68,000.		
FOREIGN TAXES PAID	45,073.	45,073.	
TOTALS	<u>135,022.</u>	<u>45,073.</u>	<u>21,949.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
MEMBERSHIPS & DUES	7,710.	7,710.
STAFF EXPENSES	70.	70.
OFFICE SUPPLIES	3,751.	3,751.
POSTAGE	188.	188.
INSURANCE	3,130.	3,130.
MISCELLANEOUS	963.	963.
DATA COMMUNICATIONS	3,600.	3,600.
PAMPHLETS	165.	165.
TOTALS	<u>19,577.</u>	<u>19,577.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: LEADERSHIP LINCOLN
ORIGINAL AMOUNT: 40,000.
INTEREST RATE:
DATE OF NOTE: 06/12/2013
MATURITY DATE: 07/12/2017
REPAYMENT TERMS: NO INTEREST, \$40,000 TO BE REPAID BY 7/12/17
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: FOR REDUCTION OF INTEREST-BEARING DEBT
DESCRIPTION AND FMV OF CONSIDERATION: PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	32,954.
ENDING BALANCE DUE	<u>20,954.</u>
ENDING FAIR MARKET VALUE	<u>20,954.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>32,954.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>20,954.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>20,954.</u>

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS	30,386,818.	33,390,716.
TOTALS	<u>30,386,818.</u>	<u>33,390,716.</u>

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GRANT RECOVERIES	8,268.
TOTAL	<u>8,268.</u>

ATTACHMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX TIMING DIFFERENCE IN PARTNERSHIP INVESTMENT	360,217.
TOTAL	<u>360,217.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		EXHIBIT 1				P	12,828.	
TOTAL GAIN (LOSS)							<u>12,828.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL TAVLIN 1248 O STREET STE 1130 LINCOLN, NE 68508	ASSISTANT TREASURER 1.00	2,000.	0	0
CARL ESKRIDGE 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
HANK WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	TREASURER 1.00	0	0	0
NELLE WOODS JAMISON 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	2,400.	0	0
DONNA WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	CHAIR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KATHLEEN RUTLEDGE 1248 O STREET STE 1130 LINCOLN, NE 68508	VICE CHAIR 1.00	0	0	0
ORVILLE JONES 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
ERNIE CASTILLO 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	2,400.	0	0
TOM WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	PRESIDENT/SECRETARY 40.00	106,110.	19,826.	0
	GRAND TOTALS	<u>119,110.</u>	<u>19,826.</u>	<u>0</u>

AS AMENDED

WOODS CHARITABLE FUND, INC.

47-6032847

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
JOAN STOLLE 1248 O STREET STE 1130 LINCOLN, NE 68508	OPERATIONS MANAGER 40.00	92,083.	17,432.
KATHY STEINAUER SMITH 1248 O STREET STE 1130 LINCOLN, NE 68508	INVESTMENT DIRECTOR 40.00	68,550.	13,922.
	TOTAL COMPENSATION	<u>160,633.</u>	<u>31,354.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RUSSELL INVESTMENT GROUP 1301 SECOND AVENUE, 18TH FLOOR SEATTLE, WA 98101	INVESTMENT SERVICES	282,761.
	TOTAL COMPENSATION	<u>282,761.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE EXHIBIT 3

WOODS CHARITABLE FUND, INC.

AS AMENDED

47-6032847

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INCOME - RUSSELL CORE BOND FUND			14	4,082.	
OTHER INCOME - WILLIAM BLAIR MEZZANINE			14	-108.	
OTHER INCOME - RUSSELL MULTI ASSET CORE			14	-12,299.	
OTHER INCOME - RUSSELL DYNAMIC COM STRATEGIES			14	-357.	
OTHER INCOME - RUSSELL GLOBAL REAL ESTATE			14	1,081.	
MISCELLANEOUS INCOME			14	111.	
EXCISE TAX REFUND			14	88,997.	
TOTALS				<u>81,507.</u>	

Woods Charitable Fund, Inc.
Summary of Tax Due With Amended Return
Form 990-PF, Page 4, Part VI, lines 10 & 11

Federal Footnotes

As Originally Filed

Line 10, Overpayment	67,295
Line 11, Credited to 2015 Estimated Tax	<u>(34,000)</u>
Line 11, Refunded	33,295

As Amended

Line 10, Overpayment	62,450
Line 11, Credited to 2015 Estimated Tax	<u>(34,000)</u>
Line 11, Refunded	28,450

Total Balance Due With Amended Return	4,845
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AS AMENDED

Woods Charitable Fund, Inc
Summary of Capital Gains & Losses
Form 990-PF Page 1, Line 6a
12/31/2014

	<u>Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
Frank Russell Net Capital Gain	1,757,761	1,641,040	116,721
Book/Tax Differences for Frank Russell Net Capital Gain (Sale of Ptsp Interest)			(44,912)
William Blair Mezzanine Net Capital Gain			34,937
Book/Tax Differences for Russell Core Bond Fund			133,624
Book/Tax Differences for Russell Mutli Asset Core Fund			(207,631)
Book/Tax Differences for Russell Dynamic Commodity Strategies Fund			(11,721)
Book/Tax Differences for Russell Global Real Estate Securities Fund			(8,190)
Net Capital Gain to Page 1 Line 6a			<u>12,828</u>

AS AMENDED

WOODS CHARITABLE FUND, INC. GRANTS PAID January 1, 2014-December 31, 2014

Category/Organization/Address	Recipient Status	Purpose of Grant	Amount Paid
ARTS AND CULTURE			
Grand Island Community Foundation, Grand Island, NE	PC	The Quilted Conscience project	8,000
Hear Nebraska, Lincoln, NE	PC	To establish the organization's Executive Director position	30,000
Lincoln Arts Council, Lincoln, NE	PC	General operating for the position of Executive Assistant	20,000
Lincoln Community Playhouse, Inc., Lincoln, NE	PC	General operating support	20,000
Lincoln Parks and Recreation Foundation, Lincoln, NE	PC	Public artwork for Lincoln's Civic Plaza	100,000
Meadowlark Music Festival, Lincoln, NE	PC	Toward Meadowlark's 2014-2015 performance season	10,000
Merrick Foundation, Central City, NE	PC	For "Painting the Legacy of Nebraska" project	5,000
Nebraska Cultural Endowment, Omaha, NE	PC	Support of "All for the Match" capital campaign	60,000
OmniArts Nebraska, Lincoln, NE	PC	For the production of "La Cage Aux Folles"	5,000
University of Nebraska, Lincoln, Center for Great Plains Studies, Lincoln, NE	PC	For symposium on "Standing Bear and the Trail Ahead"	5,000
University of Nebraska, Lincoln, Lied Center for Performing Arts, Lincoln, NE	PC	For "Out of Bounds" production and facility renovation	61,500
University of Nebraska, Lincoln, Plains Humanities Alliance, Lincoln, NE	PC	Toward "Lost Writers of the Plains" project	5,000
Woods Hall Craft Shop, LaPointe, WI	PC **	Matching capital for craft shop gallery addition	35,000
Subtotal			364,500
CIVIC AND COMMUNITY			
ACLU Nebraska Foundation, Inc., Lincoln, NE	PC	For "Transgender Voices in Nebraska" campaign	10,000
Common Cause Education Fund dba Common Cause Nebraska, Lincoln, NE	PC	General operating for the organization's education fund	20,000
League of Human Dignity, Inc., Lincoln, NE	PC	"Extended Hours Service Transportation" program	10,000
Legal Aid of Nebraska, Lincoln, NE	PC	Operating support for "Access to Justice Self-help Center"	15,000
Lincoln Community Foundation, Inc., Lincoln, NE	PC	Toward "Lincoln Vital Signs" project	1,000
Lutheran Family Services of Nebraska, Inc., Lincoln, NE	PC	For the "Matching Grant Refugee Resettlement Program"	5,500
Nebraska Applesseed Center for Law in the Public Interest, Lincoln, NE	PC	Support to implement Nebraska's anti-racial profiling law	10,000
Nebraska Lawyers Foundation, Lincoln, NE	PC	Toward "Access to Justice" on-call interpreter program	25,000
Nebraskans for Civic Reform, Lincoln, NE	PC	For Legal Director position for the "Voting Rights" program	20,000
UNL-Department of Community and Regional Planning, Lincoln, NE	PC	For Lincoln communities citizen assessment project	36,000
VolunteerLinc dba Volunteer Partners, Lincoln, NE	PC	General operating expenses	20,000
Subtotal			172,500
EDUCATION			
Educare of Lincoln, Lincoln, NE	PC	Family Engagement Education Specialist position	30,000
Lincoln Childrens Museum, Lincoln, NE	PC	Toward Phase III of the Museum's capital campaign	40,000
Lincoln Housing Charities, Lincoln, NE	PC **	For "Expanding Horizons" youth summer enrichment camp	5,000
Lincoln Literacy Council, Lincoln, NE	PC	For "New Beginnings" program	35,000
Lincoln Public Schools, Lincoln, NE	PC	Behavior Intervention Support Team	60,000
Lincoln Public Schools, Lincoln, NE	PC	Family Literacy program	10,000
Madonna Foundation, Lincoln, NE	PC	Toward "Kit's Academy Therapeutic Learning Classroom"	10,000
Malone Community Center, Lincoln, NE	PC	Expansion of Out-of-School project	7,500
Nebraska Human Resources Research Foundation, Inc., Lincoln, NE	PC	Toward general operating expense of the organization	20,000
Subtotal			217,500
HUMAN SERVICES			
CASA for Lancaster County, Lincoln, NE	PC	Support of volunteer coordination and operations	7,500
Catholic Social Services, Lincoln, NE	PC **	Winter propane supply project	3,000
CenterPointe, Inc., Lincoln, NE	PC	For advancing capacity for development	10,000
Community Action Partnership of Lancaster & Saunders Counties, Lincoln, NE	PC	For the "Volunteer Income Tax Assistance Program"	10,000
El Centro de las Americas, Lincoln, NE	PC	Incorporation of Cultural Centers Coalition	2,000
El Centro de las Americas, Lincoln, NE	PC	Family Support Services program	15,000
Family Health Services, Lincoln, NE	PC	IUD project	5,000
Family Violence Council, Lincoln, NE	PC	Toward the "Safe and Sound" initiative	25,000
Fresh Start, Inc., Lincoln, NE	PC	Toward shelter expenses for homeless women	20,000
Friendship Home of Lincoln, Inc., Lincoln, NE	PC	For Substance Abuse Specialist position	20,000
Good Neighbor Community Center, Inc., Lincoln, NE	PC	MENA Hope (Middle East & North Africa) refugee project	20,000
Guidance to Success Youth Club, Lincoln, NE	PC	Toward general operation of this youth club	20,000
Heartland Big Brothers Big Sisters, Lincoln, NE	PC	Support for Huntington and Norwood Park schools project	20,000
Indian Center, Inc., Lincoln, NE	PC	General operations	12,500
Indian Center, Inc., Lincoln, NE	PC	Commodity Supplemental Food Program	15,000
Lincoln Medical Education Partnership, Lincoln, NE	PC	Support of "Stepping Stones for Families" project	15,000
Malone Community Center, Lincoln, NE	PC	General operations	12,500
Matt Talbot Kitchen and Outreach, Inc., Lincoln, NE	PC	Housing program's substance abuse case mgmt services	20,000
The Meditation Center, Lincoln, NE	PC	Transition planning for older youth aging out of foster care	18,000
Nebraska Children and Families Foundation, Lincoln, NE	PC	"Project Everlast Lincoln"	20,000
Nebraska Foster and Adoptive Parent Association, Lincoln, NE	PC	Support for guardianship classes	3,000
Planned Parenthood of the Heartland, Lincoln, NE	PC	Funding for Educational and Health programs	25,000
Ponca Tribe of Nebraska, Lincoln, NE	GOV	Native focused interventions for victims of domestic violence	20,000
Provider's Network, Inc., Lincoln, NE	PC	Refugee Childcare project	10,000
Released and Restored, Inc., Lincoln, NE	PC	Re-entry preparation and support for incarcerated persons	30,000
St. Monica's Home, Lincoln, NE	PC	Toward salary for Development Assistant position	10,000
University of Nebraska, Lincoln, Center on Children, Families and the Law, Lincoln, NE	PC	"Juvenile Justice Through the Eyes of a Child" website development	20,000
University of Nebraska, Lincoln, Center on Children, Families and the Law, Lincoln, NE	PC	To produce a "Parent's Guide to Child Protective Custody Hearing"	5,000
Voices for Children in Nebraska, Omaha, NE	PC	Toward improving juvenile justice in Nebraska	10,000
VolunteerLinc dba Volunteer Partners, Lincoln, NE	PC	Support for the "Hunger Rally 2014"	2,000
Subtotal			425,500
MISCELLANEOUS			
Town of La Pointe Volunteer Fire Department, La Pointe, WI	GOV	"Fire Self Contained Breathing Apparatus Replacement Project"	25,000
Subtotal			25,000
TOTAL GRANTS PAID			\$ 1,205,000

** NOTE: These recipient organizations are covered under a group exemption letter. Therefore, the status for these organizations was determined based on the central organization that holds the group exemption letter.

AS AMENDED

WOODS CHARITABLE FUND, INC.
GRANTS PAYABLE BY MONTH
December 31, 2014

Category/ Organization	Date Approved	Amount Approved	Paid to Date	Payable 2015 & Beyond
ARTS AND CULTURE				
UNL-International Quilt Study Center	6/11/14	15,000	-	15,000
Subtotal				15,000
CIVIC AND COMMUNITY				
Common Cause Education Fund - Nebraska	6/11/14	40,000	20,000	20,000
Community Development Resources	6/11/14	50,000	-	50,000
Nebraskans for Civic Reform	6/11/14	40,000	20,000	20,000
Seniors Foundation	6/11/14	20,000	-	20,000
Subtotal				110,000
EDUCATION				
Madonna Foundation	11/12/14	15,000	10,000	5,000
Subtotal				5,000
HUMAN SERVICES				
El Centro de las Americas	11/12/14	25,000	15,000	10,000
Good Neighbor Community Center	11/12/14	40,000	20,000	20,000
Subtotal				30,000
TOTAL GRANTS AWARDED WITH PAYMENTS DUE				\$ 160,000