

Form 990-PF

Return of Private Foundation

OMB No 1545-0052

2018

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2018 or tax year beginning 2018, and ending 20

Name of foundation: WOODS CHARITABLE FUND, INC.
Employer identification number: 47-6032847
Address: 1248 O STREET, STE 1130, LINCOLN, NE 68508
Telephone number: (402) 436-5971
Organization type: Section 501(c)(3) exempt private foundation
Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 4,007,026) and Operating and Administrative Expenses (Total: 2,599,459). Net investment income: 3,685,078. Adjusted net income: 65.

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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	162,102.	227,992.	227,992.	
	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) *		32,000.	ATCH 8	
		Less allowance for doubtful accounts	140,000.	32,000.	32,000.	
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 9	25,926,402.	24,203,089.	30,569,000.	
	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)	26,228,504.	24,463,081.	30,828,992.		
Liabilities	17	Accounts payable and accrued expenses		80.		
	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.	80.			
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	26,228,504.	24,463,001.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)	26,228,504.	24,463,001.			
31	Total liabilities and net assets/fund balances (see instructions)	26,228,504.	24,463,081.			

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	26,228,504.
2	Enter amount from Part I, line 27a	2	1,407,567.
3	Other increases not included in line 2 (itemize) ATCH 10	3	65.
4	Add lines 1, 2, and 3	4	27,636,136.
5	Decreases not included in line 2 (itemize) ATCH 11	5	3,173,135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,463,001.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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)
1 a	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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
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	3,176,016.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 . . . . .		3	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 doesn't 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))	
2017	2,251,109.	33,808,005.	0.066585	
2016	1,672,670.	31,378,633.	0.053306	
2015	1,892,503.	32,714,445.	0.057849	
2014	1,754,226.	33,163,048.	0.052897	
2013	1,712,947.	31,326,576.	0.054680	
2	Total of line 1, column (d)		2	0.285317
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years		3	0.057063
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5		4	33,531,782.
5	Multiply line 4 by line 3.		5	1,913,424.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6	36,851.
7	Add lines 5 and 6.		7	1,950,275.
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions		8	2,231,511.

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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. Line 1: 36,851. Line 2: 2. Line 3: 36,851. Line 4: 0. Line 5: 36,851. Line 6a: 64,890. Line 7: 64,890. Line 8: X. Line 9: Tax due. Line 10: 28,039. Line 11: 28,039. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: N/A. Row 5: X. Row 6: X. Row 7: X. Row 8b: X. Row 9: X. Row 10: X.

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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 Yes No 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 Yes No 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 . . . . . N/A 15
16 At any time during calendar year 2018, 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 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
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 2018? . . . . . 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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . 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 2018 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 2018) . . . . . 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 2018? . . . . . 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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds... 8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

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

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

Table with 5 columns: (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. Row 1: ATCH 12, 143,317, 25,494, 0.

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

Table with 5 columns: (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. Row 1: ATCH 13, 196,589, 32,848, 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 14		272,370.

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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities . . . . .	1a	33,598,325.
b	Average of monthly cash balances . . . . .	1b	341,708.
c	Fair market value of all other assets (see instructions). . . . .	1c	102,385.
d	<b>Total</b> (add lines 1a, b, and c) . . . . .	1d	34,042,418.
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	34,042,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	510,636.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,531,782.
6	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	1,676,589.

**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	1,676,589.
2a	Tax on investment income for 2018 from Part VI, line 5 . . . . .	2a	36,851.
b	Income tax for 2018 (This does not include the tax from Part VI). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	36,851.
3	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	3	1,639,738.
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	65.
5	Add lines 3 and 4 . . . . .	5	1,639,803.
6	Deduction from distributable amount (see instructions). . . . .	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7	1,639,803.

**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	2,231,511.
b	Program-related investments - total from Part IX-B. . . . .	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required) . . . . .	3a	
b	Cash distribution test (attach the required schedule) . . . . .	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,231,511.
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	36,851.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	2,194,660.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7 . . . . .				1,639,803.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only . . . . .				
b Total for prior years 20 <u>16</u> , 20 <u>15</u> , 20 <u>14</u> . . . . .				
3 Excess distributions carryover, if any, to 2018				
a From 2013 . . . . .				
b From 2014 . . . . . 93,356.				
c From 2015 . . . . . 306,678.				
d From 2016 . . . . . 861,740.				
e From 2017 . . . . . 616,799.				
f Total of lines 3a through e . . . . .	1,878,573.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>2,231,511.</u>				
a Applied to 2017, 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 2018 distributable amount . . . . .				1,639,803.
e Remaining amount distributed out of corpus . . . . .	591,708.			
5 Excess distributions carryover applied to 2018 (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 . . . . .	2,470,281.			
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 2017 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019. . . . .				
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 2013 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .	2,470,281.			
10 Analysis of line 9				
a Excess from 2014 . . . . . 93,356.				
b Excess from 2015 . . . . . 306,678.				
c Excess from 2016 . . . . . 861,740.				
d Excess from 2017 . . . . . 616,799.				
e Excess from 2018 . . . . . 591,708.				

**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 2018, 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	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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)(ii). . . . .					
(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) )

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. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

ATCH 15

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				1,636,500.
<b>Total</b> ..... ► <b>3a</b>				1,636,500.
b <i>Approved for future payment</i> SEE EXHIBIT 5				1,284,000.
<b>Total</b> ..... ► <b>3b</b>				1,284,000.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No. and Explanatory text. The text prompts the user to explain how each activity from Part XVI-A contributed to the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: TOM WOODS, 05/15/2019
Print/Type preparer's name: KRISTIN TYNON
Firm's name: BKD, LLP
Firm's address: 1248 O STREET, STE 1040 LINCOLN, NE

**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	3,176,016.	
TOTAL GAIN (LOSS) .....							<u>3,176,016.</u>	

ATTACHMENT 1FORM 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	533.	533.
OTHER INCOME - RUSSELL MULTI ASSET CORE	82,075.	82,075.
OTHER INCOME - ABSOLUTE RETURN FUND	-964.	-964.
OTHER INCOME - RIIFL REAL ESTATE FUND	-19,381.	-19,381.
TOTALS	<u>62,263.</u>	<u>62,263.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	882.	221.		661.
TOTALS	<u>882.</u>	<u>221.</u>		<u>661.</u>



ATTACHMENT 3FORM 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	275.	69.		206.
AUDIT	9,600.	2,400.		7,200.
TOTALS	<u>9,875.</u>	<u>2,469.</u>		<u>7,406.</u>

ATTACHMENT 4

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	272,370.	272,370.	
CONSULTANTS WEBSITE & GRANTS	16,254.		16,254.
TOTALS	<u>288,624.</u>	<u>272,370.</u>	<u>16,254.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST	14.	14.
TOTALS	<u>14.</u>	<u>14.</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	26,820.		26,820.
FOREIGN TAXES	46,874.	46,874.	
FEDERAL EXCISE TAX	46,000.		
TOTALS	<u>119,694.</u>	<u>46,874.</u>	<u>26,820.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
MEMBERSHIPS & DUES	6,550.	6,550.
STAFF EXPENSES	85.	85.
OFFICE SUPPLIES	9,003.	9,003.
POSTAGE	215.	215.
INSURANCE	3,254.	3,254.
MISCELLANEOUS	717.	717.
DATA COMMUNICATIONS	724.	724.
TOTALS	<u>20,548.</u>	<u>20,548.</u>

ATTACHMENT 8

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

BORROWER: HEARTLAND BIG BROTHERS BIG SISTERS  
 ORIGINAL AMOUNT: 40,000.  
 INTEREST RATE: %  
 DATE OF NOTE: 11/08/2017  
 MATURITY DATE: 12/31/2023  
 REPAYMENT TERMS: NO INTEREST, \$40,000 TO BE REPAID BY 12/31/2023  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: FOR REDUCTION OF INTEREST-BEARING DEBT  
 DESCRIPTION AND FMV OF CONSIDERATION: PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE .....	40,000.
ENDING BALANCE DUE .....	<u>32,000.</u>
ENDING FAIR MARKET VALUE .....	<u>32,000.</u>

BORROWER: VOICES OF HOPE  
 ORIGINAL AMOUNT: 100,000.  
 INTEREST RATE: %  
 DATE OF NOTE: 01/16/2017  
 MATURITY DATE: 01/15/2018  
 REPAYMENT TERMS: NO INTEREST, \$100,000 TO BE REPAID BY 1/15/2018  
 SECURITY PROVIDED: NONE  
 PURPOSE OF LOAN: FUNDING FOR GENERAL OPERATIONS  
 DESCRIPTION AND FMV OF CONSIDERATION: PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE .....	100,000.
ENDING BALANCE DUE .....	_____
ENDING FAIR MARKET VALUE .....	_____

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>140,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>32,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>32,000.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS	24,203,089.	30,569,000.
TOTALS	<u>24,203,089.</u>	<u>30,569,000.</u>

ATTACHMENT 10

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
GRANT RECOVERIES	65.
TOTAL	<u>65.</u>



ATTACHMENT 11

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	3,173,135.
TOTAL	<u>3,173,135.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 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>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL TAVLIN 1248 O STREET, STE 1130 LINCOLN, NE 68508	ASSISTANT TREASURER 1.00	0.	0.	0.
CARL ESKRIDGE 1248 O STREET, STE 1130 LINCOLN, NE 68508	VICE CHAIR 1.00	3,100.	0.	0.
HANK WOODS 1248 O STREET, STE 1130 LINCOLN, NE 68508	TREASURER 1.00	3,100.	0.	0.
NELLE WOODS JAMISON 1248 O STREET, STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0.	0.
DONNA WOODS 1248 O STREET, STE 1130 LINCOLN, NE 68508	CHAIR 1.00	0.	0.	0.
CANDICE HOWELL 1248 O STREET, STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (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>
EDWARD WIMES 1248 O STREET, STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0.	0.
TOM WOODS 1248 O STREET, STE 1130 LINCOLN, NE 68508	PRESIDENT/SECRETARY 40.00	124,717.	25,494.	0.
MICHELLE SUAREZ 1248 O STREET, SUITE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0.	0.
	GRAND TOTALS	<u>143,317.</u>	<u>25,494.</u>	<u>0.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<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	116,019.	13,917.
KATHY STEINAUER SMITH 1248 O STREET, STE 1130 LINCOLN, NE 68508	INVESTMENT DIRECTOR 40.00	80,570.	18,931.
	TOTAL COMPENSATION	<u>196,589.</u>	<u>32,848.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<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	272,370.
	TOTAL COMPENSATION	<u>272,370.</u>

ATTACHMENT 15

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

SEE EXHIBIT 3

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 16

<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	533.	
OTHER INCOME - RUSSELL MULTI ASSET CORE			14	82,075.	
OTHER INCOME - ABSOLUTE RETURN FUND			14	-964.	
OTHER INCOME - RIIFL REAL ESTATE FUND			14	-19,381.	
TOTALS				<u>62,263.</u>	

**Woods Charitable Fund, Inc.**  
**Summary of Capital Gains & Losses**  
**Form 990-PF Page 1, Line 6a**  
**12/31/2018**

	<u>Proceeds</u>	<u>Book Basis</u>	<u>Gain/Loss</u>
Frank Russell Net Capital Gain	2,945,009	2,159,142	785,867
Book/Tax Differences for Frank Russell Net Capital Loss			(481,801)
Book/Tax Differences for Russell Core Bond Fund			(63,126)
Book/Tax Differences for Russell Multi Asset Core Fund			2,865,825
Book/Tax Differences for Absolute Return Fixed Income Fund			56,242
Book/Tax Differences for RIIFL Real Estate Equity Fund			13,819
William Blair Mezzanine Net Capital Gain			(810)
Net Capital Gain to Page 1 Line 6a			<u><u>3,176,016</u></u>