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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 12/01, 2008, and ending 11/30, 2009

G Check all that apply Initial return Final return Amended return ☒ Address change Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

WOODWARD, GEO. JR. & HARRIET E T/W

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1525 WEST WT HARRIS BLVD

City or town, state, and ZIP code

CHARLOTTE, NC 28288-5709

A Employer identification number

23-7750367

B Telephone number (see page 10 of the instructions)

(215) 670-4226

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 24,252,165.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

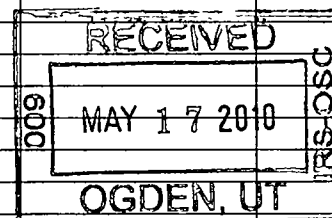
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	831,284.	831,284.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-685,662.			
b Gross sales price for all assets on line 6a	4,143,315.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	145,622.	831,284.		
13 Compensation of officers, directors, trustees, etc.	303,103.	303,103.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	400.	NONE	NONE	400.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	13,681.	11,218.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	317,184.	314,321.	NONE	400.
25 Contributions, gifts, grants paid	1,074,166.			1,074,166.
26 Total expenses and disbursements. Add lines 24 and 25	1,391,350.	314,321.	NONE	1,074,566.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	-1,245,728.			
b Net investment income (if negative, enter -0-)		516,963.		
c Adjusted net income (if negative, enter -0-)				



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

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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			NONE	
	2	Savings and temporary cash investments		1,426,068.	1,357,120.	1,357,120.
	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 page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶		*	NONE	NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)			NONE	NONE
	b	Investments - corporate stock (attach schedule)			NONE	NONE
	c	Investments - corporate bonds (attach schedule)			NONE	NONE
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		NONE	
	12	Investments - mortgage loans			NONE	
	13	Investments - other (attach schedule)		20,801,093.	19,507,751.	22,895,045.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)			NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		22,227,161.	20,864,871.	24,252,165.	
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	22,227,161.	20,864,871.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds			NONE		
30	Total net assets or fund balances (see page 17 of the instructions)		22,227,161.	20,864,871.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		22,227,161.	20,864,871.		

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	22,227,161.
2	Enter amount from Part I, line 27a	2	-1,245,728.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,981,433.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	116,562.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,864,871.

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 DETAIL					
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) FMV 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)			2	-685,662.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	1,518,512.	27,194,461.	0.05583901810
2006	1,540,400.	30,782,012.	0.05004221297
2005	1,540,400.	29,019,726.	0.05308113523
2004	1,529,037.	28,676,577.	0.05332006676
2003	1,533,732.	28,611,402.	0.05360562198
2 Total of line 1, column (d)			2 0.26588805504
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05317761101
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 21,442,929.
5 Multiply line 4 by line 3			5 1,140,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,170.
7 Add lines 5 and 6			7 1,145,454.
8 Enter qualifying distributions from Part XII, line 4			8 1,074,566.

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 on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	10,339.
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	10,339.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	NONE
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		4	10,339.
6 Credits/Payments		5	
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a 11,951.	7	11,951.
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,612.
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ 1,612. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► STMT 6		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Wachovia Bank, N.A. Telephone no ▶ (215) 670-4226 Located at ▶ 1525 WEST W.T. HARRIS BLVD., CHARLOTTE, NC ZIP + 4 ▶ 28288-5709			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ 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 ☒ 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 ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ 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 page 20 of the instructions)	2b	X
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 ☒ No		
b If "Yes," did it have excess business holdings in 2008 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 2008)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ **5b**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? ☐ **6b** ☒ X
If you answered "Yes" to 6b, also 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? ☐ **7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SEE STATEMENT 7		303,103.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions).
If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	21,773,069.
b	Average of monthly cash balances	1b	-3,598.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	21,769,471.
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	NONE
3	Subtract line 2 from line 1d	3	21,769,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	326,542.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,442,929.
6	Minimum investment return. Enter 5% of line 5	6	1,072,146.

Part XI Distributable Amount (see page 25 of the 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	1,072,146.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	10,339.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,061,807.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,061,807.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,061,807.

Part XII Qualifying Distributions (see page 25 of the 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	1,074,566.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,074,566.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,074,566.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,061,807.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			391,799.	
b Total for prior years: 20 <u>06</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ► \$ <u>1,074,566.</u>				
a Applied to 2007, but not more than line 2a			391,799.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2008 distributable amount				682,767.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				379,040.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	NONE			
c Excess from 2006	NONE			
d Excess from 2007	NONE			
e Excess from 2008	NONE			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the 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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 STATEMENT 10				
Total ► 3a				1,074,166.
b <i>Approved for future payment</i>				
Total ► 3b				

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- [illegible]

- b If "Yes," complete the following schedule**

b. If "Yes," complete the following schedule:		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	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 or fiduciary) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee		01/06/2010 Date	Trustee Title
	WACHOVIA BANK, N. A.			
Paid Preparer's Use Only	Preparer's signature 	Date	Check if self-employed  ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code 			EIN  Phone no

17 -

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)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					14,077.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					141,508.	
818,403.00		115105.8465 EVERGREEN CORE BOND FUND CL PROPERTY TYPE: SECURITIES 1127579.00					11/30/1994	02/11/2009
		250000. FEDERAL NATL MTG ASSN BD DTD 03/ PROPERTY TYPE: SECURITIES 249,228.00					02/06/2007	04/15/2009
250,000.00							772.00	
500,000.00		500000. UNITED STATES TREAS NTS DTD 5/15 PROPERTY TYPE: SECURITIES 487,578.00					11/09/2000	05/15/2009
		12000. WELLS FARGO & CO NEW COM W/RIGHTS PROPERTY TYPE: SECURITIES 352,348.00					09/10/2004	06/01/2009
307,275.00							-45,073.00	
240,394.00		20000. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 670,762.00					05/06/2003	06/23/2009
							-430368.00	
89,785.00		5500. SPECTRA ENERGY CORP COM PROPERTY TYPE: SECURITIES 140,495.00					06/28/2002	06/23/2009
							-50,710.00	
151,494.00		8700. US BANCORP DEL COM NEW W/RIGHTS AT PROPERTY TYPE: SECURITIES 199,217.00					01/14/2003	06/23/2009
							-47,723.00	
266,960.00		6000. WYETH COM PROPERTY TYPE: SECURITIES 61,945.00					01/21/1989	06/23/2009
							205,015.00	
400,000.00		400000. UNITED STATES TREAS NTS DTD 8/15 PROPERTY TYPE: SECURITIES 400,000.00					11/26/1999	08/15/2009
250,000.00		250000. FEDERAL HOME LOAN BANK BD DTD 08 PROPERTY TYPE: SECURITIES 250,000.00					02/06/2007	09/18/2009

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)	
412,919.00		26000. DUKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 478,985.00					04/09/2008 -66,066.00	10/20/2009
83,268.00		1000. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 26,076.00					10/08/2002 57,192.00	10/20/2009
217,232.00		7564. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 384,764.00					02/23/1999 -167532.00	10/20/2009
TOTAL GAIN(LOSS)							----- -685,662. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	14,760.	14,760.
BANK AMER CORP COM	6,800.	6,800.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	1,021.	1,021.
BRISTOL-MYERS SQUIBB CO COM	5,952.	5,952.
BURLINGTON NORTHN SANTA FE CORP COM	13,600.	13,600.
CHEVRONTEXACO CORP COM	24,065.	24,065.
CHUBB CORP COM	3,360.	3,360.
COLGATE-PALMOLIVE CO COM	17,200.	17,200.
DEERE & CO COM	11,872.	11,872.
DELAWARE POOLED TR INTL EQUITY PORTFOLIO	114,605.	114,605.
DUKE ENERGY CORP COM	24,180.	24,180.
EVERGREEN CORE BOND FUND CL I (FD #474)	15,754.	15,754.
EVERGREEN INTL BOND FUND CL I (FD #460)	32,018.	32,018.
EVERGREEN INST MONEY MARKET FUND CL I (F	7,895.	7,895.
EXXON MOBIL CORP COM	15,990.	15,990.
FPL GRP INC COM W/RTS ATTACHED EXP 6/30/	6,519.	6,519.
FHLB BD DTD 11/03/2005 4.75% 12/10/2010	11,875.	11,875.
FEDERAL HOME LOAN BANK BD DTD 02/15/2006	12,188.	12,188.
FEDERAL HOME LOAN BANK BD DTD 08/18/06 5	12,534.	12,534.
FEDERAL NATL MTG ASSN BD DTD 03/17/2006	6,094.	6,094.
FEDERAL NATL MTG ASSN NTS DTD 2/7/2008 3	13,497.	13,497.
FEDERAL NATL MTG ASSN NT DTD 07/14/08 (C	2,363.	2,363.
GENERAL ELEC CO COM	18,040.	18,040.
GOLDMAN SACHS GRP INC COM	4,200.	4,200.
HARBOR INTERNATIONAL FUND	23,633.	23,633.
HEWLETT-PACKARD CO COM	3,200.	3,200.
INTEL CORP COM	13,328.	13,328.
INTL BUSINESS MACHINES CORP COM	5,460.	5,460.
JP MORGAN CHASE & CO COM	735.	735.
JOHNSON & JOHNSON COM	15,580.	15,580.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	5,600.	5,600.
MCDONALDS CORP COM	9,800.	9,800.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	9,813.	9,813.
MICROSOFT CORP COM	4,142.	4,142.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	19,495.	19,495.
PEPSICO INC COM	8,750.	8,750.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	20,592.	20,592.
PRAXAIR INC COM	15,750.	15,750.
PRICE T ROWE INSTL INTL FDS INC EM MKT E	4,724.	4,724.
PROCTER & GAMBLE CO COM	18,748.	18,748.
QUALCOMM INC COM W/RTS ATTACHED	6,963.	6,963.
ROSS STORES INC COM	3,485.	3,485.
SPECTRA ENERGY CORP COM	4,125.	4,125.
TARGET CORP COM	5,525.	5,525.
TIDEWATER INC COM W/RTS ATTACHED EXP 11/	2,725.	2,725.
US BANCORP DEL COM NEW W/RIGHTS ATTACHED	4,133.	4,133.
UNITED STATES TREAS NTS DTD 5/15/99 5.5%	13,750.	13,750.
UNITED STATES TREAS NTS DTD 8/15/99 6% 0	27,438.	27,438.
UNITED STATES TREAS NT DTD 2/15/2000 6.5	26,000.	26,000.
UNITED STATES TREAS NT DTD 8/15/2000 5.7	28,787.	28,787.
UNITED STATES TREAS DTD 2/15/2001 5% 02/	10,000.	10,000.
UNITED STATES TREAS BD DTD 08/15/2001 5%	12,500.	12,500.
UNITED STATES TREAS BDS DTD 11/15/2002 4	9,000.	9,000.
VANGUARD TOTL BD MKT INX-SIG	13,879.	13,879.
VERACITY FDS SMALL CAP VALUE FD CL I	1,481.	1,481.
VERIZON COMMUNICATIONS COM	14,031.	14,031.
WELLS FARGO & CO NEW COM W/RIGHTS ATTACH	8,760.	8,760.
WESTERN ASSET CORE PLUS BOND PORTFOLIO C	54,811.	54,811.
WYETH COM	5,400.	5,400.
ACE LIMITED COM	2,759.	2,759.
	-----	-----
TOTAL	831,284.	831,284.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	400.			400.
TOTALS	400.	NONE	NONE	400.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL ESTIMATES - PRINCIPAL	2,463.	
FOREIGN TAXES ON QUALIFIED FOR	8,468.	8,468.
FOREIGN TAXES ON NONQUALIFIED	2,750.	2,750.
	-----	-----
TOTALS	13,681.	11,218.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	116,557.
ROUNDING	5.

TOTAL	116,562.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

PA

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

=====

OFFICER NAME:

WACHOVIA BANK, N.A.

ADDRESS:

1525 WEST W.T. HARRIS BLVD.

CHARLOTTE, NC 28288-5709

TITLE:

CO-TRUSTEE

COMPENSATION 151,551.

OFFICER NAME:

JAMES STEVENS

ADDRESS:

1250 W GERMANTOWN PIKE, SUITE 300

PLYMOUTH MEETING, PA 19462-2444

TITLE:

CO-TRUSTEE

COMPENSATION 75,776.

OFFICER NAME:

MR. EMORY A. WYNAT, JR

ADDRESS:

1250 W. GERMANTOWN PIKE, SUITE 300

PLYMOUTH MEETING, PA 19462-2444

TITLE:

CO-TRUSTEE

COMPENSATION 75,776.

TOTAL COMPENSATION:

303,103.

=====

RECIPIENT NAME:
CHESTNUT HILL HEALTH CARE FDN
ADDRESS:
6023 GERMANTOWN AVENUE
PHILADELPHIA, PA 19144
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:
THE ACADEMY OF NATURAL SCIENCES
ADDRESS:
1900 RACE STREET
PHILADELPHIA, PA 19103
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 169,861.

RECIPIENT NAME:
PENN ACADEMY OF THE FINE ARTS
ADDRESS:
128 N. BROAD STREET
PHILADELPHIA, PA 19102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 169,861.

RECIPIENT NAME:
THE PHILADELPHIA ORCHESTRA
ADDRESS:
260 S. BROAD STREET, 16TH FLOOR
PHILADELPHIA, PA 19102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 169,861.

RECIPIENT NAME:
CHURCH OF ST MARTIN IN
THE FIELD
ADDRESS:
8000 ST MARTIN'S LANE
PHILADELPHIA, PA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 169,861.

RECIPIENT NAME:
UNIVERSITY OF PA
ADDRESS:
3451 WALNUT STREET
PHILADELPHIA, PA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USE - VETERINARY SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC EXEMPT
AMOUNT OF GRANT PAID 169,861.

RECIPIENT NAME:

PHILADELPHIA MUSEUM
OF ART

ADDRESS:

26TH ST & FRANKLIN PARKWA
PHILADELPHA, PA 19130

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL USE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC EXEMPT

AMOUNT OF GRANT PAID 169,861.

TOTAL GRANTS PAID:

1,074,166.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust

WOODWARD, GEO. JR. & HARRIET E T/W

Employer identification number

23-7750367

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			14,077.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	14,077.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			141,508.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-841,247.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	-699,739.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		14,077.
14 Net long-term gain or (loss):			
a Total for year	14a		-699,739.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-685,662.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,200	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)		30	
31 Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)		34	

Schedule D (Form 1041) 2008

Employer identification number

23-7750367

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	-841,247.00
--	-------------

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

WESTERN ASSET CORE PLUS BOND PORTFOLIO C 14,077.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS 14,077.00

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ARTISAN SMALL CAP FD INV CL 664.00

DELAWARE POOLED TR INTL EQUITY PORTFOLIO 140,805.00

QWEST COMMUNICATIONS INTL INC COM 40.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 141,508.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 141,508.00

=====

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization WOODWARD, GEO. JR. & HARRIET E T/W	Employer identification number 23-7750367
	Number, street, and room or suite no. If a P.O. box, see instructions. 1525 W W.T. HARRIS BLVD. D1114-044	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHARLOTTE, NC 28288-1161	

Check type of return to be filed (file a separate application for each return):

☐ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ Wachovia Bank, N.A.

Telephone No. ▶ (215) 670-4226

FAX No ▶ _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year _____ or
 ▶ ☒ tax year beginning 12/01, 2008, and ending 11/30, 2009.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,210.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11,951.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

DETAIL LIST
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09
SETTLE DATE POSITION FOR 1513843636 WOODWARD GH T/W AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL						
	=====						
	TEMPORARY INVESTMENTS						

300250602	EVERGREEN INST MONEY MARKET FUND CL I (FD #495)			1,357,120.07	1,357,120.07		
	TEMPORARY INVESTMENTS						

	U S. GOVERNMENTS & AGENCIES						

3133XDTA9	FHLB BD DTD 11/03/2005 4.75% 12/10/2010	250,000		247,597.25	260,937.50	247,597.25	247,597.25
3133XES83	FEDERAL HOME LOAN BANK BD DTD 02/15/2006 4.875% 03/12/2010	250,000		248,812.25	253,282.50	248,812.25	248,812.25
31398AMW9	FEDERAL NATL MTG ASSN NTS DTD 2/7/2008 3.25% 04/09/2013	500,000		511,104.00	528,750.00	511,104.00	511,104.00
31398AST0	FEDERAL NATL MTG ASSN NT DTD 07/14/08 (CALLABLE) 4.15% 01/13/2012-2010	250,000		256,250.00	251,095.00	256,250.00	256,250.00
31398AYW6	FEDERAL NATL MTG ASSN NT DTD 08/25/09 (CALLABLE) 3.5% 08/25/2014-2010	250,000		252,802.50	254,532.50	252,802.50	252,802.50
9128275Z1	UNITED STATES TREAS NT DTD 2/15/2000 6.5% 02/15/2010	400,000		409,437.50	405,280.00	409,437.50	409,437.50
9128276J6	UNITED STATES TREAS NT DTD 8/15/2000 5.75% 08/15/2010	500,000		499,843.75	519,550.00	499,985.25	499,985.25
9128276T4	UNITED STATES TREAS NT DTD 2/15/2001 5% 02/15/2011	200,000		201,500.00	211,304.00	201,500.00	201,500.00
9128277B2	UNITED STATES TREAS NT DTD 08/15/2001 5% 08/15/2011	250,000		252,148.43	269,365.00	252,148.43	252,148.43
912828AP5	UNITED STATES TREAS BDS DTD 11/15/2002 4% 11/15/2012	225,000		226,265.63	244,354.50	226,265.63	226,265.63
	TOTAL U S. GOVERNMENTS & AGENCIES	3,075,000		3,105,761.31	3,198,451.00	3,105,902.81	3,105,902.81

DETAIL LIST
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09
SETTLE DATE POSITION FOR 1513843636 WOODWARD GH T/W AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - FIXED TAXABLE					
299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	23,408.239	250,000.00	281,132.95	250,000.00	250,000.00
693390700	PIMCO TOTAL RETURN FD INST CL	40,078.201	410,000.00	442,463.34	410,000.00	410,000.00
921937868	VANGUARD TOTL BD MKT INX-SIG	40,473.84	410,000.00	427,403.75	410,000.00	410,000.00
957663503	WESTERN ASSET CORE PLUS BOND PORTFOLIO CL I	105,111.312	960,577.39	1,073,186.50	960,577.39	960,577.39
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	209,071.592	2,030,577.39	2,224,186.54	2,030,577.39	2,030,577.39
	COMMON STOCKS					
00206R102	AT&T INC COM	9,000	401,602.50	242,460.00	401,602.50	401,602.50
00846U101	AGILENT TECHNOLOGIES INC COM	4,970	168,286.19	143,732.40	168,286.19	168,286.19
031162100	AMGEN INC COM	2,800	164,571.96	157,780.00	164,571.96	164,571.96
039483102	ARCHER DANIELS MIDLAND CO COM	5,000	152,874.00	154,050.00	152,874.00	152,874.00
071813109	BAXTER INTL INC COM	3,925	198,439.76	214,108.75	198,439.76	198,439.76
110122108	BRISTOL-MYERS SQUIBB CO COM	9,600	193,816.32	242,976.00	193,816.32	193,816.32
12189T104	BURLINGTON NORTHERN SANTA FE COM	8,500	235,450.00	835,550.00	235,450.00	235,450.00
166764100	CHEVRON CORP COM	9,150	194,151.56	714,066.00	33,529.57	33,529.57
171232101	CHUBB CORP COM	4,800	190,601.28	240,672.00	190,601.28	190,601.28
17275R102	CISCO SYSTEMS INC COM	13,400	294,758.46	313,560.00	294,758.46	294,758.46
194162103	COLGATE-PALMOLIVE CO COM	10,000	153,125.00	841,900.00	101,762.50	101,762.50
244199105	DEERE & CO COM	10,600	336,112.22	567,206.00	336,112.22	336,112.22
254709108	DISCOVER FINANCIAL SERVICES COM	12,000	182,026.80	185,520.00	182,026.80	182,026.80
30231G102	EXXON MOBIL CORP COM	9,750	166,556.81	731,932.50	109,611.33	109,611.33

DETAIL LIST									
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09									
SETTLE DATE POSITION FOR 1513843636 WOODWARD GH T/W AS OF 11/30/09									
CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST		
302571104	FPL GROUP INC COM	3,500		108,211.08	181,895.00	108,211.08	108,211.08		
369604103	GENERAL ELECTRIC CO COM	22,000		170,958.33	352,440.00	83,416.67	83,416.67		
38141G104	GOLDMAN SACHS GROUP INC COM	3,600		512,903.16	610,776.00	512,903.16	512,903.16		
428236103	HEWLETT-PACKARD CO COM	10,000		457,258.00	490,600.00	457,258.00	457,258.00		
458140100	INTEL CORP COM	23,800		555,776.00	456,960.00	555,776.00	555,776.00		
459200101	INTL BUSINESS MACHINES CORP COM	2,600		285,950.08	328,510.00	285,950.08	285,950.08		
46625H100	JP MORGAN CHASE & CO COM	7,350		274,091.06	312,301.50	274,091.06	274,091.06		
478160104	JOHNSON & JOHNSON COM	8,200		466,908.00	515,288.00	466,908.00	466,908.00		
548661107	LOWE'S COS INC COM	16,000		200,530.00	348,960.00	200,530.00	200,530.00		
580135101	MCDONALDS CORP COM	4,900		308,799.96	309,925.00	308,799.96	308,799.96		
585055106	MEDTRONIC INC COM	12,500		557,395.00	530,500.00	557,395.00	557,395.00		
594918104	MICROSOFT CORP COM	7,965		325,119.13	234,250.65	276,291.78	276,291.78		
713448108	PEPSICO INC COM	5,000		214,987.50	311,100.00	214,987.50	214,987.50		
717081103	PFIZER INC COM	21,450		494,793.00	389,746.50	494,793.00	494,793.00		
74005P104	PRAXAIR INC COM	9,000		234,684.00	738,270.00	234,684.00	234,684.00		
742718109	PROCTER & GAMBLE CO COM	10,900		411,579.72	679,615.00	401,042.56	401,042.56		
747525103	QUALCOMM INC COM	10,550		357,434.00	474,750.00	357,434.00	357,434.00		
778296103	ROSS STORES INC COM	8,200		299,354.94	360,636.00	299,354.94	299,354.94		
87236Y108	TD AMERITRADE HOLDING CORP COM	9,500		193,526.40	186,580.00	193,526.40	193,526.40		
87612E106	TARGET CORP COM	8,500		293,220.25	395,760.00	293,220.25	293,220.25		
886423102	TIDEWATER INC COM	2,725		167,105.72	122,488.75	167,105.72	167,105.72		
H0023R105	ACE LIMITED COM	4,450		190,673.16	216,759.50	190,673.16	190,673.16		
TOTAL	COMMON STOCKS	326,185		10,113,631.35	14,133,625.55	9,697,795.21	9,697,795.21		

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WACHOVIA BANK, N A.
INVEST AFC/AFP INTERFACE

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AS OF 12/05/09

DETAIL LIST
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09
SETTLE DATE POSITION FOR 1513843636 WOODWARD GH T/W AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - EQUITY					

04314H105	ARTISAN SMALL CAP FD INV CL	39,267.016	600,000.00	493,979.06	600,000.00	600,000.00
92336C204	VERACITY FDS SMALL CAP VALUE FD CL I	7,833.921	200,000.00	152,996.48	200,000.00	200,000.00
TOTAL	MUTUAL FUNDS - EQUITY	47,100.937	800,000.00	646,975.54	800,000.00	800,000.00
	MUTUAL FUNDS - INTERNATIONAL EQUITY					

246248306	DELAWARE POOLED TRUST-THE INTERNATIONAL EQUITY PORTFOLIO	78,442.654	1,600,000.00	1,062,113.54	1,600,000.00	1,600,000.00
411511306	HARBOR INTERNATIONAL FUND INS CL	24,420.666	1,499,780.70	1,335,810.43	1,499,780.70	1,499,780.70
74144Q203	PRICE T ROWE INSTL INTL FDS INC EM MKT EQ	10,986.268	358,000.00	293,882.67	358,000.00	358,000.00
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	113,849.588	3,457,780.70	2,691,806.64	3,457,780.70	3,457,780.70
	PRINCIPAL CASH		0.00	0.00		
*****	PRINCIPAL TOTAL	3,771,207.117	20,864,870.82	24,252,165.34	19,092,056.11	19,092,056.11
	INCOME					
	=====					
	INCOME CASH		0.00	0.00		
*****	INCOME TOTAL		0.00	0.00	0.00	0.00
	ASSET FILE TOTAL	3,771,207.117	20,864,870.82	24,252,165.34	19,092,056.11	19,092,056.11