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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: HERBERT AND ADRIAN WOODS FDN

A Employer identification number: 43-6826365

Number and street (or P O box number if mail is not delivered to street address): 231 S LASALLE ST IL1-231-10-05

Room/suite:

B Telephone number (see page 10 of the instructions): (314) 898-9323

City or town, state, and ZIP code: CHICAGO, IL 60697

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 foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,993,415.

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)
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	136,735.	136,546.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	377,076.			
	b	Gross sales price for all assets on line 6a 3,838,220.				
	7	Capital gain net income (from Part IV, line 2)		377,076.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-2,889.			STMT 2
	12	**Total.** Add lines 1 through 11	510,922.	513,622.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	35,551.	14,220.		21,330.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	5,228.	1,936.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 4	7,627.	6,102.		1,525.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,406.	22,258.		22,855.
	25	Contributions, gifts, grants paid	335,000.			335,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	383,406.	22,258.		357,855.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	127,516.			
	b	**Net investment income** (if negative, enter -0-)		491,364.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

JSA

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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			
	2	Savings and temporary cash investments	76,440.	135,896.	135,896.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	5,056,984.	5,131,333.	5,954,891.
	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)	987,427.	981,348.	902,628.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE	NONE	NONE
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,120,851.	6,248,577.	6,993,415.
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	6,120,851.	6,248,577.	
	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 page 17 of the instructions)	6,120,851.	6,248,577.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,120,851.	6,248,577.	

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	6,120,851.
2	Enter amount from Part I, line 27a	2	127,516.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	210.
4	Add lines 1, 2, and 3	4	6,248,577.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,248,577.

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) 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 } 2 377,076.

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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . 3

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))
2009	223,385.	6,490,424.	0.03441762819
2008	388,456.	7,315,805.	0.05309818947
2007	469,649.	8,685,943.	0.05407000714
2006	321,387.	6,032,442.	0.05327643432
2005	204,090.	3,872,348.	0.05270445735

2	**Total** of line 1, column (d)	2	0.24756671647
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	0.04951334329
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,588,796.
5	Multiply line 4 by line 3	5	326,233.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,914.
7	Add lines 5 and 6	7	331,147.
8	Enter qualifying distributions from Part XII, line 4	8	357,855.

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 Date of ruling or determination 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			1	4,914.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	4,914.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,914.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,650.		
b	Exempt foreign organizations-tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,850.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	12,500.
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	7,586.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 4,916. **Refunded** ▶			11	2,670.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______________ (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? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 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?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (314)898-9323

Located at ▶ 231 S. LASALLE, CHICAGO, IL ZIP + 4 ▶ 60697

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

			Yes	No
16	At any time during calendar year 2010, 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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010.)*	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 2010?	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** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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		35,551.	-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

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 THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS OT QUALIFIED ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 ▶	

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	6,689,133.
b	Average of monthly cash balances			1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	6,689,133.
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	6,689,133.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)			4	100,337.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,588,796.
6	**Minimum investment return.** Enter 5% of line 5			6	329,440.

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	329,440.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	4,914.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,914.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	324,526.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	324,526.
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	324,526.

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	357,855.
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	357,855.
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	4,914.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	352,941.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					324,526.
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only				NONE	
b	Total for prior years: 20____, 20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	NONE				
b	From 2006	NONE				
c	From 2007	6,545.				
d	From 2008	25,372.				
e	From 2009	NONE				
f	**Total** of lines 3a through e		31,917.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 357,855.					
a	Applied to 2009, but not more than line 2a				NONE	
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 2010 distributable amount					324,526.
e	Remaining amount distributed out of corpus		33,329.			
5	Excess distributions carryover applied to 2010 *(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		65,246.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					NONE
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		65,246.			
10	Analysis of line 9:					
a	Excess from 2006	NONE				
b	Excess from 2007	6,545.				
c	Excess from 2008	25,372.				
d	Excess from 2009	NONE				
e	Excess from 2010	33,329.				

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 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 28 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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 *Paid during the year*				
SEE STATEMENT 9				
Total . . . . ▶ 3a				335,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	136,735.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	377,076.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b BEG. DEF. INCOME			14	4,581.	
c END. DEF. INCOME			14	-7,470.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				510,922.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 510,922.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

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

8-30-2011 SVP

Signature of officer or trustee BANK OF AMERICA, N.A. Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ Firm's EIN ▶

Firm's address ▶

Phone no

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET			
SAVINGS ACCOUNT	135,896 450	135,896 45	135,896 45
Total CASH EQUIVALENTS		135,896 45	135,896 45
Total CASH/CURRENCY		135,896 45	135,896 45
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS			
COM	1,145.000	55,007 86	54,856 95
ALLERGAN INC			
COM	900 000	56,890 57	61,803 00
AMAZON COM INC			
COM	300 000	36,561 51	54,000 00
AMERICAN TOWER CORP			
CL A	450 000	19,872 00	23,238 00
AMGEN INC			
COM	530 000	27,788 02	29,097.00
APACHE CORP			
COM	640 000	41,520 23	76,307 20
APPLE INC			
COM	325.000	73,149 96	104,832 00
AT&T INC			
COM	1,980 000	47,641 20	58,172 40
AVON PRODS INC			
COM	1,720 000	49,530 85	49,983.20
CELGENE CORP			
COM	200 000	11,405 00	11,828 00
CHEVRON CORP			
COM	250 000	17,506 25	22,812 50
CISCO SYS INC			
COM	1,350 000	30,466 22	27,310 50
COLUMBIA SELECT LARGE CAP GROWTH			
FUND CLASS Z SHARES	28,481.013	360,000 00	359,145 57
DISCOVER FINL SVCS			
COM	1,900 000	25,716 50	35,207 00
DISNEY WALT CO			
COM DISNEY	810 000	25,078.75	30,383 10
DOVER CORP			
COM	300 000	12,148 50	17,535 00
EMC CORP			

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
COM	2,525.000	25,598 09	57,822 50
EXELON CORP			
COM	460 000	17,365.60	19,154 40
FIFTH THIRD BANCORP			
COM	2,800 000	36,464 80	41,104 00
GOLDMAN SACHS GROUP INC			
COM	365 000	55,353 61	61,378.40
GOOGLE INC			
CL A COM	50 000	29,996 37	29,698 50
HEWLETT PACKARD CO			
COM	1,295 000	33,807.61	54,519 50
INTERNATIONAL BUSINESS MACHS			
COM	542 000	41,499.71	79,543 92
J P MORGAN CHASE & CO			
COM	1,735 000	79,186 40	73,598 70
MCKESSON CORP			
COM	520 000	24,615 32	36,597 60
MEDCO HLTH SOLUTIONS INC			
COM	500 000	28,793 03	30,635 00
MICROSOFT CORP			
COM	3,233 000	85,393 73	90,233 03
MURPHY OIL CORP			
COM	300 000	21,047 03	22,365 00
OCCIDENTAL PETE CORP DEL			
COM	795 000	43,298 46	77,989 50
PARKER HANNIFIN CORP			
COM	600 000	28,270 51	51,780 00
PEPSICO INC			
COM	400 000	23,650 86	26,132 00
PHILIP MORRIS INTL INC			
COM	1,595 000	64,232 45	93,355 35
PNC FINL SVCS GROUP INC			
COM	670 000	23,439 30	40,682 40
PRICE T ROWE GROUP INC			
COM	1,025 000	56,117 89	66,153 50
PROCTER & GAMBLE CO			
COM	1,325 000	82,579 71	85,237 25
PRUDENTIAL FINL INC			
COM	850 000	46,988 15	49,903 50
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	525 000	32,881 67	43,837 50
SEMPRA ENERGY			
COM	600 000	29,475 16	31,488 00

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
STAPLES INC			
COM	1,070 000	20,750 26	24,363 90
TARGET CORP			
COM	725 000	38,553 38	43,594 25
TEXAS INSTRS INC			
COM	1,860 000	55,351 98	60,450.00
THERMO FISHER SCIENTIFIC CORP			
COM	730.000	38,544.17	40,412 80
TJX COS INC NEW			
COM	850 000	38,814.23	37,731 50
UNITED PARCEL SVC INC			
CL B	850 000	53,336 48	61,693 00
UNITED TECHNOLOGIES CORP			
COM	1,263 000	46,130 43	99,423 36
WELLS FARGO & CO			
NEW COM	2,125 000	57,391 88	65,853.75
Total U.S. LARGE CAP		2,149,211 69	2,613,243 53
U.S. MID CAP			
AKAMAI TECHNOLOGIES INC			
COM	575 000	25,207 94	27,053 75
ALPHA NAT RES INC			
COM	625 000	23,185 83	37,518 75
AUTOLIV INC			
COM	475 000	35,850 80	37,496 50
CELANESE CORP DEL			
SER A COM	600 000	14,264 04	24,702 00
COLUMBIA ACORN FUND			
CLASS Z SHARES	9,455 873	285,000.00	285,472 81
FLOWSERVE CORP			
COM	100 000	7,322 50	11,922.00
GANNETT INC			
COM	2,800.000	41,318 12	42,252 00
INTERCONTINENTAL EXCHANGE INC			
COM	225 000	24,932 67	26,808 75
LABORATORY CORP AMER HLDGS			
NEW COM	235 000	16,092 61	20,661 20
MYLAN INC			
COM	2,150 000	32,131.02	45,429 50
NABORS INDS INC			
COM			
ISIN BMG6359F1032 BERMUDA	700 000	11,039 53	16,422 00
NAVISTAR INTL CORP NEW			
COM	425 000	17,261.70	24,611 75

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
NORDSTROM INC			
COM	1,275 000	30,440 26	54,034.50
OCEANEERING INTL INC			
COM	200 000	14,657 40	14,726.00
OLD MUTUAL TS&W MID CAP VALUE			
FUND CL I	21,420 256	184,000 00	186,142 02
PACKAGING CORP AMER			
COM	990 000	14,893 00	25,581 60
QEP RES INC			
COM	1,125 000	36,976 32	40,848.75
QUESTAR CORP			
COM	1,750 000	28,714.15	30,467 50
Total U.S. MID CAP		843,287 89	952,151 38
U.S. SMALL CAP			
CAMBIAR SMALL CAP FUND			
INV CL	7,836 257	134,000 00	137,526 31
COLUMBIA SELECT SMALL CAP FUND			
CLASS Z SHARES	6,083 430	105,000.00	108,041 72
COLUMBIA SMALL CAP GROWTH I FUND			
CLASS Z SHARES	3,412.415	105,000.00	107,832 31
Total U.S. SMALL CAP		344,000 00	353,400 34
INTERNATIONAL DEVELOPED			
COLUMBIA ACORN INTERNATIONAL			
FUND CLASS Z SHARES	2,483 238	100,000 00	101,614.10
COLUMBIA MARSICO INTERNATIONAL			
OPPORTUNITIES FD CLASS Z SHARES	27,265 385	287,817 61	326,639 31
HARBOR INTERNATIONAL FUND			
INSTL CL	3,337 784	200,000 00	202,102 82
RIO TINTO PLC			
SPONSORED ADR			
UNITED KINGDOM	850 000	39,888 80	60,911 00
TYCO INTL LTD			
NEW F COM			
SWITZERLAND	1,050 000	34,261 36	43,512 00
Total INTERNATIONAL DEVELOPED		661,967 77	734,779 23
EMERGING MARKETS			
ISHARES MSCI EMERGING MKTS INDEX			
FUND	6,000 000	200,040 00	285,852 00
Total EMERGING MARKETS		200,040 00	285,852 00
Total EQUITIES		4,198,507 35	4,939,426 48

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2010

Asset Type	Units	Fed Tax Cost	Market Value
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
ISHARES IBOXX INV GR CORP BD FUND	5,780 000	549,826 05	626,783 20
Total INVESTMENT GRADE TAXABLE		549,826 05	626,783 20
GLOBAL HIGH YIELD TAXABLE			
ARTIO GLOBAL HIGH INCOME FUND CL I	6,393 130	67,000 00	65,145 99
Total GLOBAL HIGH YIELD TAXABLE		67,000 00	65,145.99
Total FIXED INCOME		616,826 05	691,929 19
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS (TE) LLC (VALUATION AS OF 06/30/11)	985 940	981,348 00	902,628 07
Total HEDGE FUND FUND OF FUNDS		981,348.00	902,628 07
Total HEDGE FUNDS		981,348.00	902,628 07
REAL ESTATE			
PUBLIC REITS			
NATIXIS FDS TR IV AEW REAL ESTATE FD CL Y COM	6,774 194	105,000 00	106,219.36
Total PUBLIC REITS		105,000 00	106,219 36
Total REAL ESTATE		105,000 00	106,219 36
TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN STRATEGY FUND	23,392 461	211,000 00	217,315 96
TOTAL ASSETS		6,267,229 85	6,993,415 51
NET TOTAL		6,248,577 85	6,993,415 51

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 LONG-TERM CAPITAL GAIN DIVIDENDS					10,124.	
		550. AT&T INC PROPERTY TYPE: SECURITIES					01/12/2005	06/11/2010
13,783.00		17,931.00					-4,148.00	
		220. AT&T INC PROPERTY TYPE: SECURITIES					04/08/2009	06/11/2010
5,513.00		5,597.00					-84.00	
		5. AT&T INC PROPERTY TYPE: SECURITIES					02/14/2005	06/11/2010
125.00		122.00					3.00	
		250. ADOBE SYSTEMS INC COM PROPERTY TYPE: SECURITIES					05/08/2009	06/11/2010
7,893.00		6,332.00					1,561.00	
		460. ADOBE SYSTEMS INC COM PROPERTY TYPE: SECURITIES					10/24/2008	06/11/2010
14,523.00		10,938.00					3,585.00	
		45. AMGEN INC COM PROPERTY TYPE: SECURITIES					09/27/2008	12/13/2010
2,430.00		2,704.00					-274.00	
		155. AMGEN INC COM PROPERTY TYPE: SECURITIES					11/04/2010	12/13/2010
8,372.00		8,662.00					-290.00	
		600. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					10/15/2009	06/11/2010
24,345.00		24,479.00					-134.00	
		75. APOLLO GROUP INC CL A COM PROPERTY TYPE: SECURITIES					09/25/2009	06/11/2010
3,818.00		5,317.00					-1,499.00	
		150. APOLLO GROUP INC CL A COM PROPERTY TYPE: SECURITIES					04/02/2009	06/11/2010
7,636.00		10,323.00					-2,687.00	

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)	
		150. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					09/03/2009	12/13/2010
5,921.00		3,720.00					2,201.00	
		175. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					09/25/2009	12/13/2010
6,908.00		4,249.00					2,659.00	
		250. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/06/2009	11/18/2010
20,925.00		17,506.00					3,419.00	
		300. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/06/2009	12/01/2010
24,860.00		21,008.00					3,852.00	
		400. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					10/15/2009	11/18/2010
7,834.00		9,670.00					-1,836.00	
		375. CLOROX CO COM PROPERTY TYPE: SECURITIES					06/11/2010	11/04/2010
23,358.00		23,964.00					-606.00	
		3582.008 COLUMBIA ACORN FUND CLASS Z SHA PROPERTY TYPE: SECURITIES					05/20/2008	01/14/2010
90,804.00		104,559.00					-13,755.00	
		2731.093 COLUMBIA ACORN INT'L SELECT FUN PROPERTY TYPE: SECURITIES					07/16/2007	12/03/2010
75,487.00		89,307.00					-13,820.00	
		8309.098 COLUMBIA ACORN INT'L SELECT FUN PROPERTY TYPE: SECURITIES					01/19/2010	12/03/2010
229,663.00		200,000.00					29,663.00	
		4464.286 COLUMBIA ACORN INT'L SELECT FUN PROPERTY TYPE: SECURITIES					09/29/2009	12/03/2010
123,393.00		100,000.00					23,393.00	
		5329.456 COLUMBIA ACORN USA FUND CL Z PROPERTY TYPE: SECURITIES					11/29/2004	12/03/2010
147,040.00		130,678.00					16,362.00	

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)	
		11142.061 COLUMBIA ACORN SELECT FUND CLA					06/12/2009	12/03/2010
		PROPERTY TYPE: SECURITIES						
309,972.00		200,000.00					109,972.00	
		3917.878 COLUMBIA TOTAL RETURN BOND FUND					04/09/2003	01/14/2010
		PROPERTY TYPE: SECURITIES						
38,356.00		39,140.00					-784.00	
		15166.835 COLUMBIA TOTAL RETURN BOND FUN					07/15/2005	01/14/2010
		PROPERTY TYPE: SECURITIES						
148,483.00		150,000.00					-1,517.00	
		6451.548 COLUMBIA TOTAL RETURN BOND FUND					09/06/2006	01/14/2010
		PROPERTY TYPE: SECURITIES						
63,161.00		62,064.00					1,097.00	
		14338.473 COLUMBIA TOTAL RETURN BOND FUN					09/06/2006	12/03/2010
		PROPERTY TYPE: SECURITIES						
143,241.00		137,936.00					5,305.00	
		20790.021 COLUMBIA TOTAL RETURN BOND FUN					09/06/2006	12/03/2010
		PROPERTY TYPE: SECURITIES						
207,692.00		200,000.00					7,692.00	
		14188.422 COLUMBIA HIGH INCOME FUND CLAS					09/06/2006	12/03/2010
		PROPERTY TYPE: SECURITIES						
113,791.00		125,000.00					-11,209.00	
		5753.74 COLUMBIA HIGH INCOME FUND CLASS					04/09/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
46,145.00		50,000.00					-3,855.00	
		2583.939 COLUMBIA INTERNATIONAL VALUE FU					03/02/2001	12/03/2010
		PROPERTY TYPE: SECURITIES						
36,795.00		48,165.00					-11,370.00	
		5387.931 COLUMBIA INTERNATIONAL VALUE FU					05/01/2001	12/03/2010
		PROPERTY TYPE: SECURITIES						
76,724.00		100,000.00					-23,276.00	
		5882.353 COLUMBIA INTERNATIONAL VALUE FU					04/03/2001	12/03/2010
		PROPERTY TYPE: SECURITIES						
83,765.00		100,000.00					-16,235.00	

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)	
		7964.199 COLUMBIA INTERNATIONAL VALUE FU					12/07/2001	12/03/2010
		PROPERTY TYPE: SECURITIES						
113,410.00		131,250.00					-17,840.00	
		771.239 COLUMBIA SMALL CAP VALUE FUND II					05/30/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
10,288.00		6,987.00					3,301.00	
		8751.458 COLUMBIA SMALL CAP VALUE FUND I					05/07/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
116,744.00		75,000.00					41,744.00	
		1128.845 COLUMBIA MID CAP VALUE FUND CLA					05/30/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
14,743.00		11,435.00					3,308.00	
		13830.349 COLUMBIA MID CAP VALUE FUND CL					05/07/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
180,624.00		131,250.00					49,374.00	
		3151.668 COLUMBIA MID CAP GROWTH FUND CL					05/30/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
82,574.00		51,298.00					31,276.00	
		4877.169 COLUMBIA MID CAP GROWTH FUND CL					05/07/2003	12/03/2010
		PROPERTY TYPE: SECURITIES						
127,782.00		75,000.00					52,782.00	
		975. COMCAST CORP NEW CL A COM					10/03/2008	06/11/2010
		PROPERTY TYPE: SECURITIES						
17,467.00		18,493.00					-1,026.00	
		475. COMCAST CORP NEW CL A COM					05/01/2009	06/11/2010
		PROPERTY TYPE: SECURITIES						
8,509.00		7,721.00					788.00	
		725. CORNING INC COM					02/26/2009	06/11/2010
		PROPERTY TYPE: SECURITIES						
13,035.00		7,879.00					5,156.00	
		535. CORNING INC COM					03/04/2009	06/11/2010
		PROPERTY TYPE: SECURITIES						
9,619.00		5,739.00					3,880.00	

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)	
		680. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					07/11/2008	06/11/2010
7,188.00		12,327.00					-5,139.00	
		640. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES					12/16/2008	06/11/2010
6,765.00		9,818.00					-3,053.00	
		525. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					08/30/2006	06/11/2010
17,779.00		15,308.00					2,471.00	
		500. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					08/05/2010	09/15/2010
7,938.00		7,722.00					216.00	
		825. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					06/11/2010	09/15/2010
13,098.00		11,166.00					1,932.00	
		400. DIRECTV CL A COM PROPERTY TYPE: SECURITIES					06/11/2010	08/05/2010
15,570.00		15,248.00					322.00	
		225. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					04/17/2009	06/11/2010
4,161.00		2,870.00					1,291.00	
		475. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					01/01/2009	06/11/2010
8,785.00		5,758.00					3,027.00	
		100. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					01/01/2009	12/13/2010
2,272.00		1,212.00					1,060.00	
		325. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					02/26/2009	12/13/2010
7,386.00		3,639.00					3,747.00	
		125. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					05/19/2009	06/11/2010
13,582.00		9,038.00					4,544.00	

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)	
		175. EOG RESOURCES INC					03/20/2009	06/11/2010
		PROPERTY TYPE: SECURITIES						
19,014.00		10,841.00					8,173.00	
		165. EOG RESOURCES INC					03/06/2009	08/05/2010
		PROPERTY TYPE: SECURITIES						
16,806.00		8,386.00					8,420.00	
		75. FLOWSERVE CORP COM					09/25/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
8,796.00		7,468.00					1,328.00	
		25. FLOWSERVE CORP COM					05/08/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
2,932.00		1,831.00					1,101.00	
		783. GENERAL ELECTRIC CO COM					03/24/2009	11/18/2010
		PROPERTY TYPE: SECURITIES						
12,578.00		8,486.00					4,092.00	
		420. GENERAL ELECTRIC CO COM					08/21/1991	11/18/2010
		PROPERTY TYPE: SECURITIES						
6,747.00		2,523.00					4,224.00	
		1200. GENERAL MILLS INC COM					06/11/2010	10/22/2010
		PROPERTY TYPE: SECURITIES						
44,606.00		45,041.00					-435.00	
		175. GILEAD SCIENCES INC					03/17/2009	08/05/2010
		PROPERTY TYPE: SECURITIES						
6,250.00		7,925.00					-1,675.00	
		155. GILEAD SCIENCES INC					11/25/2008	08/05/2010
		PROPERTY TYPE: SECURITIES						
5,536.00		6,857.00					-1,321.00	
		120. HESS CORP COM					01/19/2007	06/11/2010
		PROPERTY TYPE: SECURITIES						
6,351.00		6,055.00					296.00	
		205. HESS CORP COM					11/25/2008	06/11/2010
		PROPERTY TYPE: SECURITIES						
10,850.00		10,060.00					790.00	

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)	
		210. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					06/03/2008	06/11/2010
12,206.00		14,060.00					-1,854.00	
		75. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					10/06/2009	06/11/2010
4,633.00		4,402.00					231.00	
		415. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					02/09/2006	06/11/2010
25,634.00		24,026.00					1,608.00	
		190. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	06/11/2010
11,736.00		10,750.00					986.00	
		105. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					01/27/2009	06/11/2010
6,486.00		5,432.00					1,054.00	
		225. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					11/29/2006	11/04/2010
18,608.00		15,719.00					2,889.00	
		5. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	06/11/2010
391.00		437.00					-46.00	
		115. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					10/24/2008	06/11/2010
9,001.00		8,949.00					52.00	
		100. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					08/06/2009	06/11/2010
7,827.00		7,493.00					334.00	
		100. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					03/24/2009	06/11/2010
7,827.00		6,902.00					925.00	
		300. LOWES COMPANIES INC COM PROPERTY TYPE: SECURITIES					06/11/2010	11/04/2010
6,644.00		6,992.00					-348.00	

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)	
		300. LOWES COMPANIES INC COM PROPERTY TYPE: SECURITIES					03/06/2009	11/04/2010
6,644.00		3,984.00					2,660.00	
		1165. LOWES COMPANIES INC COM PROPERTY TYPE: SECURITIES					03/06/2009	11/18/2010
25,345.00		15,471.00					9,874.00	
		475. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES					09/03/2009	06/11/2010
20,553.00		22,581.00					-2,028.00	
		250. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES					08/06/2009	06/11/2010
10,817.00		11,409.00					-592.00	
		170. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					09/15/2006	06/11/2010
8,646.00		7,492.00					1,154.00	
		100. NEXTERA ENERGY INC COM PROPERTY TYPE: SECURITIES					08/28/2007	06/11/2010
4,952.00		6,250.00					-1,298.00	
		105. NEXTERA ENERGY INC COM PROPERTY TYPE: SECURITIES					09/05/2007	06/11/2010
5,199.00		6,260.00					-1,061.00	
		175. NEXTERA ENERGY INC COM PROPERTY TYPE: SECURITIES					05/01/2009	06/11/2010
8,665.00		9,597.00					-932.00	
		100. NEXTERA ENERGY INC COM PROPERTY TYPE: SECURITIES					03/24/2009	06/11/2010
4,952.00		5,141.00					-189.00	
		120. NEXTERA ENERGY INC COM PROPERTY TYPE: SECURITIES					02/13/2009	06/11/2010
5,942.00		6,115.00					-173.00	
		250. PEPSICO INC COM PROPERTY TYPE: SECURITIES					10/21/2009	06/11/2010
15,763.00		15,556.00					207.00	

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)	
		300. PEPSICO INC COM PROPERTY TYPE: SECURITIES					10/06/2009	06/11/2010
18,916.00		18,263.00					653.00	
		2350. PFIZER INC COM PROPERTY TYPE: SECURITIES					08/26/2009	06/11/2010
36,001.00		39,386.00					-3,385.00	
		350. PFIZER INC COM PROPERTY TYPE: SECURITIES					05/28/2009	06/11/2010
5,362.00		5,656.00					-294.00	
		1675. PFIZER INC COM PROPERTY TYPE: SECURITIES					05/19/2009	06/11/2010
25,661.00		25,381.00					280.00	
		275. PFIZER INC COM PROPERTY TYPE: SECURITIES					06/19/2009	06/11/2010
4,213.00		4,148.00					65.00	
		14619.883 PIMCO FOREIGN BOND FUND UNHEDG PROPERTY TYPE: SECURITIES					01/19/2010	12/03/2010
159,649.00		150,000.00					9,649.00	
		175. POLO RALPH LAUREN CORP CL A PROPERTY TYPE: SECURITIES					08/06/2009	06/11/2010
14,464.00		11,960.00					2,504.00	
		55. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2005	06/11/2010
4,251.00		2,822.00					1,429.00	
		115. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					10/27/2005	06/11/2010
8,888.00		5,564.00					3,324.00	
		900. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES					08/06/2009	08/05/2010
22,047.00		22,102.00					-55.00	
		400. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					06/11/2010	08/05/2010
24,038.00		24,254.00					-216.00	

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)	
		20. SOUTHWESTERN ENERGY CO COM					11/09/2007	08/19/2010
		PROPERTY TYPE: SECURITIES						
685.00		525.00					160.00	
		540. SOUTHWESTERN ENERGY CO COM					11/27/2007	08/19/2010
		PROPERTY TYPE: SECURITIES						
18,502.00		13,371.00					5,131.00	
		600. STAPLES INC COM					05/02/2008	06/11/2010
		PROPERTY TYPE: SECURITIES						
12,876.00		14,028.00					-1,152.00	
		75. STATE STR CORP COM					05/21/2007	06/11/2010
		PROPERTY TYPE: SECURITIES						
2,799.00		5,171.00					-2,372.00	
		575. STATE STR CORP COM					11/25/2008	06/11/2010
		PROPERTY TYPE: SECURITIES						
21,456.00		20,756.00					700.00	
		155. US BANCORP DEL COM NEW					08/23/2006	06/11/2010
		PROPERTY TYPE: SECURITIES						
3,601.00		4,733.00					-1,132.00	
		535. US BANCORP DEL COM NEW					08/12/2005	06/11/2010
		PROPERTY TYPE: SECURITIES						
12,428.00		16,126.00					-3,698.00	
		110. US BANCORP DEL COM NEW					08/12/2005	06/11/2010
		PROPERTY TYPE: SECURITIES						
2,555.00		3,309.00					-754.00	
		175. US BANCORP DEL COM NEW					08/12/2005	12/13/2010
		PROPERTY TYPE: SECURITIES						
4,600.00		5,265.00					-665.00	
		320. US BANCORP DEL COM NEW					09/09/2005	12/13/2010
		PROPERTY TYPE: SECURITIES						
8,411.00		9,188.00					-777.00	
		550. US BANCORP DEL COM NEW					04/08/2009	12/13/2010
		PROPERTY TYPE: SECURITIES						
14,457.00		7,792.00					6,665.00	

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)	
		250. VALE S A ADR PROPERTY TYPE: SECURITIES					06/02/2009	06/11/2010
6,672.00		4,961.00					1,711.00	
		575. VALE S A ADR PROPERTY TYPE: SECURITIES					05/19/2009	06/11/2010
15,346.00		11,237.00					4,109.00	
		427. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					11/13/2003	06/11/2010
13,856.00		12,040.00					1,816.00	
		425. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/05/2010	11/04/2010
11,464.00		11,860.00					-396.00	
		175. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					06/26/2009	06/11/2010
7,299.00		5,853.00					1,446.00	
		600. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					07/26/2006	06/11/2010
25,026.00		13,700.00					11,326.00	
		300. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					06/19/2009	06/11/2010
9,100.00		7,607.00					1,493.00	
		100. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					06/19/2009	08/05/2010
3,143.00		2,536.00					607.00	
		330. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES					11/25/2008	08/05/2010
10,372.00		7,456.00					2,916.00	
		600. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/02/2009	06/11/2010
12,573.00		11,601.00					972.00	
		25. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/02/2009	08/19/2010
425.00		483.00					-58.00	

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)	
		350. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					09/03/2009	08/19/2010
5,948.00		5,990.00					-42.00	
TOTAL GAIN(LOSS)							377,076.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	1,426.	1,426.
FOREIGN DIVIDENDS	22,401.	22,401.
NONDIVIDEND DISTRIBUTIONS	189.	
DOMESTIC DIVIDENDS	46,040.	46,040.
OTHER INTEREST	146.	146.
NONQUALIFIED FOREIGN DIVIDENDS	2,510.	2,510.
NONQUALIFIED DOMESTIC DIVIDENDS	64,023.	64,023.
TOTAL	136,735.	136,546.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
BEG. DEF. INCOME		4,581.
END. DEF. INCOME		-7,470.
	TOTALS	-2,889.

STATEMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX BALANCE	1,292.	
FEDERAL ESTIMATES	2,000.	
FOREIGN TAXES PAID	1,833.	1,833.
FOREIGN TAXES PAID	103.	103.
TOTALS	5,228.	1,936.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK OF AMER. TAX PREP.	1,525.		1,525.
PARTNERSHIP PORTFOLIO EXPENSES	6,102.	6,102.	
TOTALS	7,627.	6,102.	1,525.

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

DESCRIPTION	AMOUNT
REFUND OF EXCISE TAX	210.
TOTAL	210.

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STATE(S) WHERE THE FOUNDATION IS REGISTERED
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STATEMENT 6

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

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
7800 FORSYTH BLVD
CLAYTON, MO 63105-3311
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 35,551.

TOTAL COMPENSATION: 35,551.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
  PAULA CURTIT
ADDRESS:
  7800 FORSYTH BLVD
  CLAYTON, MO 63105-3311
RECIPIENT'S PHONE NUMBER: 314.898.9323
FORM, INFORMATION AND MATERIALS:
  THERE IS NO APPLICATION FORM
SUBMISSION DEADLINES:
  September 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  See attached

Charitable organizations that (i) serve abused neglected or troubled children, (ii) are privately operated Charitable Organizations that benefit the poor, (iii) are Charitable Organizations affiliated with the Episcopal Church, including any outreach programs sponsored by any such Charitable Organization, (iv) are art or cultural Charitable Organizations located in the Metro St. Louis area, (v) are Missouri Charitable Organizations that deal with animals, or (vi) are Charitable Organizations that research into, or assist with victims of, illnesses or disabilities.

Herbert and Adrian Woods FDN
43-6826365
12/31/2010

Part XV Grants and Contributions Paid During the Year

Name and address	PURPOSE	STATUS	AMOUNT
AMERICAN ANGLICAN COUNCIL 2296 Henderson Mill Road NE Atlanta, Georgia 30345	FOR ADMINISTRATIVE SUPPORT TO THE PRIMATES COUNCIL FOR SUPPORT FOR THE SURE FOUNDATION	PUBLIC	5,000 00 5,000 00
AMERICAN RED CROSS 10195 Corporate Square St Louis, MO 63132	TO SUPPORT HIV AND STD PREVENTION FOR YOUTH PROGRAM	PUBLIC	7,500 00
ANGLICAN MISSION IN THE AMERICAS PO Box 3427 Pawleys Island, SC 29585	FOR PART TIME STAFF TO COORDINATE COMMUNITY SERVICE EFFORTS IN ORANGE COUNTY, CA	PUBLIC	5,000.00
ARCHS 539 N Grand Ave St Louis, MO 63103	TO SUPPORT ASAP-AFTER SCHOOL FOR ALL PARTNERSHIP PROGRAM	PUBLIC	7,500.00
ASTHMA & ALLERGY FOUNDATION 8201 Corporate Drive, Suite 1000 Landover, MD 20785	FUNDING FOR PROJECT CONCERN FOR LOW INCOME CHILDREN TO RECEIVE TREATMENT AND EQUIPMENT	PUBLIC	10,000 00
BOARD OF RELIGIOUS ORGANIZATIONS 4262 CLEVELAND AVE ST LOUIS, MO 63110	FOR GENERAL OPERATING SUPPORT	PUBLIC	20,000 00
BOYS & GIRLS TOWN OF MISSOURI PO Box 189 St James, MO 65559	FOR SUPPORT ARTS ALIVE PROGRAM	PUBLIC	30,000.00
CANA-CONVOCATION OF ANGLICANS 3301 Hidden Meadow Drive, Suite E114 Herndon VA 20171	TO HELP MEET BUDGETARY DEFICIT	PUBLIC	5,000 00
CARDINAL GLENNON CHILDREN'S 1465 South Grand BLVD St Louis, MO 63104	FOR COMMUNITY OUTREACH EFFORT WITH THE REACH OUT AND READ PROGRAM	PUBLIC	20,000 00
CENTER FOR HEARING AND SPEECH 3636 West Dallas Street Houston, TX 77019-1704	TO PROVIDE SPEECH LANGUAGE THERAPY SESSIONS TO LOW INCOME CHILDREN	PUBLIC	5,000.00
CENTRAL INSTITUTE FOR THE DEAF 825 South Taylor St Louis, MO 63110	SUPPORT OF EDUCATIONAL PROGRAMS	PUBLIC	5,000.00
CHANNEL 9 / KETC	FOR GENERAL OPERATING SUPPORT	PUBLIC	10,000 00

Herbert and Adrian Woods FDN
43-6826365
12/31/2010

Part XV Grants and Contributions Paid During the Year

Name and address	PURPOSE	STATUS	AMOUNT
3655 Olive St St Louis , MO 63108-6915			
CHILDREN'S HOSPITAL FOUNDATION One Children's Place St Louis, MO 63110	FOR SUPPORT OF HEALTHY KIDS EXPRESSS ASTHMA PROGRAM	PUBLIC	20,000 00
CHURCH WOMEN UNITED 2418 OAKLAND ST ST LOUIS, MO 63114	FOR SUPPORT STL METRO PROJECT SUPPLYING VOLUNTEERS TO GATEWAY MICHAEL SCHOOL IN ST LOUIS PUBLIC SCHOOLS	PUBLIC	5,000 00
GRACE HILL SETTLEMENT HOUSE 2600 HADLEY AVE ST LOUIS, MO 63106	TO PROVIDE COUNSELING AND TRAINING FORLOWINCOME FEMALE ENTREPRENEURS	PUBLIC	20,000 00
HUMANE SOCIETY OF MISSOURI 1201 Macklind Avenue St Louis, MO 63110	TO OFER 568 SPAY/NEUTER SERVICES	PUBLIC	25,000 00
MISSOURI HISTORICAL SOCIETY Lindell and DeBaliviere in Forest Park St Louis, Mo.	FOR GENERAL OPERATING SUPPORT	PUBLIC	10,000 00
NATIONAL CHILDREN'S CANCER 1015 Locust St , Suite 600 St Louis, MO 63101	SUPPORT FAMILIES OF CHILDREN WITH CANCER THROUGH THE PEDIATRIC ONCOLOGY PROGRAM	PUBLIC	5,000 00
NEIGHBORHOOD HOUSES 5621 Delmar, Suite 104 St Louis, MO 63112	FOR THE AFTER SCHOOL AND SUMMER PROGRAMS FOR CHILDREN FROM LOW INCOME FAMILIES	PUBLIC	10,000 00
READY READERS 10270 Bach Blvd. St Louis, MO 63132	PROVIDE READING PROGAM TO 200 CHILDREN	PUBLIC	10,000 00
REPERTORY THEATRE OF ST. LOUIS 130 Edgar Rd St Louis, MO 63119	UNDERWRITE 2010-2011 PRODUCTION OF CHANTICLEER A MUSICAL FOR K-3 CHILDREN	PUBLIC	7,500 00
RONALD MCDONALD HOUSE OF STL One Kroc Drive Oak Brook, IL 60523	TO SUPPORT COST OF STAY AT HOUSE FOR FAMILIES W/SERIOUSLY ILL CHILDREN	PUBLIC	12,500 00
ST LOUIS COUNTY LIBRARY 1640 S Lindbergh Blvd	TO MATCH A GRANT FROM ENERGIZER FOR THEIR ANNUAL TEEN PROGRAMMING FUND	PUBLIC	5,000 00

Herbert and Adrian Woods FDN
43-6826365
12/31/2010

Part XV Grants and Contributions Paid During the Year

Name and address	PURPOSE	STATUS	AMOUNT
St Louis, MO 63131-3598			
ST LOUIS CRISIS NURSERY 11710 Administration Drive, Suite 18 St Louis, Missouri 63146	SUPPORT PRIMARY PREVENTION SERVICES	PUBLIC	12,500 00
ST LOUIS PUBLIC LIBRARY FND 1301 Olive St St Louis, MO 63103	TO SUPPORT ST. LOUIS PUBLIC LIBRARIES EDUCATION PROGRAMS FOR CHILDREN AGES 4-18 AND ADULTS AGES 16	PUBLIC	10,000 00
ST PAULS EPISCOPAL MONTESSORI 1018 E. Grayson Street San Antonio, TX 78208-1224	TO SUPPORT ON-GOING PROGRAMS CATECHESIS OF THE GOOD SHEPHERD	PUBLIC	5,000 00
TRINITY'S EPISCOPAL SCHOOL 311 Eleventh Street Ambridge, PA 15003	IN SUPPORT OF CONFERENCE OF THE ANCIENT WISDOM ANGLICAN FUTURES SERIES	PUBLIC	5,000 00
VARIETY THE CHILDREN'S CHARITY 2200 Westport Plaza Drive St Louis, MO 63146	FOR KIDS ON THE GO THERAPEUTIC CYCLE PROJECT	PUBLIC	12,500 00
VIRGINIA THEOLOGICAL SEMINARY 3737 Seminary Rd Alexandria, VA 22304	FOR GENERAL OPERATING SUPPORT	PUBLIC	10,000.00
WASHINGTON NATIONAL CATHEDRAL Massachusetts and Wisconsin Avenues, NW Washington, DC 20016-5098	FOR GENERAL OPERATION SUPPORT	PUBLIC	15,000 00
			335,000 00

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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.

Electronic filing ***(e-file)***. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: HERBERT AND ADRIAN WOODS FDN

Employer identification number: 43-6826365

Number, street, and room or suite no If a P.O. box, see instructions: 231 S LASALLE ST IL1-231-10-05

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: CHICAGO, IL 60697

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BANK OF AMERICA

Telephone No. ▶ (314)898-9323 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2010 or

▶ ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 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	$ 12,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,650.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 8,850.

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 Paperwork Reduction Act Notice, see Instructions.

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

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

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

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

Type or print

File by the extended due date for filing your return. See instructions

Name of exempt organization: HERBERT AND ADRIAN WOODS FDN

Employer identification number: 43-6826365

Number, street, and room or suite no If a P.O box, see instructions.: 231 S LASALLE ST IL1-231-10-05

City, town or post office, state, and ZIP code. For a foreign address, see instructions: CHICAGO, IL 60697

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ BANK OF AMERICA

  Telephone No. ▶ (314)898-9323 FAX No. ▶

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

4 I request an additional 3-month extension of time until 11/15 , 20 11 .

5 For calendar year 2010 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

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

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO FILE A COMPLE AND ACCURATE TAX RETURN.

8a	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.	8a	$ 12,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 12,500.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification

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

Signature ▶ Mary Frost Title ▶ Date ▶