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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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  
THE WOODFOREST CHARITABLE FOUNDATION

**A Employer identification number**  
20-2516951

Number and street (or P O box number if mail is not delivered to street address)  
1330 LAKE ROBBINS DRIVE NO 100

Room/suite

**B Telephone number** (see page 10 of the instructions)  
(832) 375-2543

City or town, state, and ZIP code  
THE WOODLANDS, TX 77380

**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 ☐

**H** Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

**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 ☐

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 16,651,705

**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)	4,430,805			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	308	308		
	4 Dividends and interest from securities. . . . .	322,671	322,671		
	5a Gross rents . . . . .	401	401		
	b Net rental income or (loss) 401				
	6a Net gain or (loss) from sale of assets not on line 10	-91,638			
	b Gross sales price for all assets on line 6a 11,549,515				
	7 Capital gain net income (from Part IV , line 2 ) . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	51,907	51,907	0	
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	4,714,454	375,287	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule). . . . .				
	b Accounting fees (attach schedule). . . . .	15,047	7,524	0	7,523
	c Other professional fees (attach schedule) . . . . .	95,039	95,039	0	0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,764	0	0	0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule). . . . .	19,288	2,846	2,846	13,596
	24 <b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	137,138	105,409	2,846	21,119
	25 Contributions, gifts, grants paid . . . . .	523,860			523,860
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	660,998	105,409	2,846	544,979
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	4,053,456			
	b <b>Net investment income</b> (if negative, enter -0-)		269,878		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

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

Cat No 11289X

Form **990-PF** (2011)

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 . . . . .		-1	-1
	2	Savings and temporary cash investments . . . . .	3,375,694	8,556,050	8,556,050
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	11,500		
	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 . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	9,258,937	8,703,393	8,095,656
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,646,131	17,259,442	16,651,705
	17	Accounts payable and accrued expenses . . . . .	4,367		
	18	Grants payable . . . . .	25,000		
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	29,367	0	
		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	12,616,764	17,259,442	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	12,616,764	17,259,442	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	12,646,131	17,259,442	

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	12,616,764
2	Enter amount from Part I, line 27a . . . . .	2	4,053,456
3	Other increases not included in line 2 (itemize) ▶ _____	3	589,222
4	Add lines 1, 2, and 3 . . . . .	4	17,259,442
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	17,259,442

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 )
1 a	RAYMOND JAMES 2174	P	2011-01-01	2011-12-31
b	RAYMOND JAMES 2174	P	2010-01-01	2011-12-31
c	RAYMOND JAMES 5175	P	2011-01-01	2011-12-31
d	RAYMOND JAMES 5175	P	2010-01-01	2011-12-31
e	SMITH BARNEY	P	2011-01-01	2011-12-31

(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 3,340,531		3,443,033	-102,502
b 1,160,959		1,146,539	14,420
c 3,213,951		3,257,147	-43,196
d 1,773,745		1,813,437	-39,692
e 2,060,329		1,980,997	79,332

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-102,502
b			14,420
c			-43,196
d			-39,692
e			79,332

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	-91,638
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))
2010	563,699	9,769,330	0 057701
2009	418,589	7,676,741	0 054527
2008	230,027	5,219,400	0 044072
2007	106,759	3,126,121	0 034151
2006	4,084	1,366,063	0 002990

2	Total of line 1, column (d). . . . .	2	0 193441
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 038688
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5. . . . .	4	13,537,039
5	Multiply line 4 by line 3. . . . .	5	523,721
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,699
7	Add lines 5 and 6. . . . .	7	526,420
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	544,979

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 VIExcise 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 <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	2,699
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	0
3		Add lines 1 and 2. . . . .		3	2,699
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	2,699
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,760	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments Add lines 6a through 6d. . . . .		7	3,760
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	1,061
11		Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 1,061	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

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? . . . . .		Yes	No
		1a		No
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)? . . . . .			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> TX, VA, NC, OH, PA, WV, IL, MD, AL, SC, NY, KY, MS, LA, GA, FL			
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	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW WOODFORESTCHARITABLEFOUNDATION ORG	13	Yes	
14	The books are in care of VICKI RICHMOND Telephone no (832) 375-2543 Located at 1330 LAKE ROBBINS DR 100 THE WOODLANDS TX ZIP +4 77380			
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.			
16	At any time during calendar year 2011, 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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	No
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 2011?		1c	No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.).		3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
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 2011?		4b	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
ROBERT E MARLING JR 1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	PRESIDENT 2 00	0	0	0
KIM MARLING 1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	VP & EXEC DIRECTOR 30 00	0	0	0
VICKI RICHMOND 1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	TREASURER/SECRETARY 10 00	0	0	0
DR DAVID GOTTLIEB 1330 LAKE ROBBINS 100 THE WOODLANDS, TX 77380	DIRECTOR 10 00	0	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				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see 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		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



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	9,322,962
b	Average of monthly cash balances. . . . .	1b	4,420,225
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	13,743,187
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	13,743,187
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	206,148
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,537,039
6	Minimum investment return. Enter 5% of line 5. . . . .	6	676,852

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	676,852
2a	Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	2,699
b	Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	2,699
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	674,153
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	674,153
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	674,153

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	544,979
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	544,979
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	2,699
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	542,280
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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				674,153
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only. . . . .			22,691	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. . . . .				
b From 2007. . . . .				
c From 2008. . . . .				
d From 2009. . . . .				
e From 2010. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 544,979				
a Applied to 2010, but not more than line 2a			22,691	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount. . . . .				522,288
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
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. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				151,865
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). . . . .	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	0			
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization 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) )

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

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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	523,860
b Approved for future payment				
Total . . . . .			3b	0

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	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	308	
<b>4</b>	Dividends and interest from securities. . . .			14	322,671	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .			16	401	
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			14	51,907	
<b>8</b>	Gain or (loss) from sales of assets other than inventory	900001	-91,638			
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). .		-91,638		375,287	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		<b>283,649</b>

[illegible]

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?		Yes	No
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash.			No
<b>(2)</b> Other assets.			No
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization.			No
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.			No
<b>(3)</b> Rental of facilities, equipment, or other assets.			No
<b>(4)</b> Reimbursement arrangements.			No
<b>(5)</b> Loans or loan guarantees.			No
<b>(6)</b> Performance of services or membership or fundraising solicitations.			No
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received			

**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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
--------------------------	--------------------------	---------------------------------

May the IRS discuss this return with the preparer shown above? See instructions . . . . . ☐ Yes ☐ No

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

<b>Name of organization</b> THE WOODFOREST CHARITABLE FOUNDATION	<b>Employer identification number</b> 20-2516951
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Organization type (check one)

<b>Filers of:</b>	<b>Section:</b>
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)( ) (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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Part I

Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>_____</div>	See Additional Data Table <div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>_____</div>	<div>_____ _____ _____</div>	<div>\$ _____</div>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>



Name of organization THE WOODFOREST CHARITABLE FOUNDATION	Employer identification number 20-2516951
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<div>Part II</div> <div>Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed</div>			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
17	1400 SHARES INTEROIL CORPORATION	\$ 67,032	2011-10-18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

<b>Name of organization</b> THE WOODFOREST CHARITABLE FOUNDATION	<b>Employer identification number</b> 20-2516951
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Part III

**Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year.** (Complete columns (a) through (e) and the following line entry )

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	
—	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	<div></div>	<div></div>	<div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div>	<div></div>	
	<div></div>	<div></div>	

Additional Data

Software ID:

Software Version:

EIN: 20-2516951

Name: THE WOODFOREST CHARITABLE FOUNDATION

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>1</div>	<div>DAVID GOTTLIEB</div> <div>34 ABERDEEN CROSSING</div> <div>THE WOODLANDS, TX 77381</div>	<div>\$</div> <div>5,250</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div><div>(Complete Part II if there is a noncash contribution )</div></div>
<div>2</div>	<div>FIRST DATA CORPORATION AKA TELECHECK SERVICES</div> <div>5251 WESTHEIMER</div> <div>HOUSTON, TX 77056</div>	<div>\$</div> <div>7,125</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>3</div>	<div>MICHAEL &amp; VICKI RICHMOND</div> <div>59 N ROYAL FERN</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$</div> <div>50,800</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>4</div>	<div>MICHAEL GATEWOOD</div> <div>5506 TILBURY</div> <div>HOUSTON, TX 77045</div>	<div>\$</div> <div>15,200</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>5</div>	<div>MR MRS JOE GILLEN</div> <div>1235 NORTH LOOP WEST 800</div> <div>HOUSTON, TX 77008</div>	<div>\$</div> <div>7,060</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>6</div>	<div>PULSE EFT</div> <div>1301 MCKINNEY STE 2500</div> <div>HOUSTON, TX 77010</div>	<div>\$</div> <div>7,125</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><div><div><div></div></div></div><div><div><div></div></div></div><div><div><div></div></div></div></div></div> <div>(Complete Part II if there is a noncash contribution )</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>7</u>	<div>RICHARD RAY</div> <div>26 NORTH HERITAGE HILL COURT</div> <div>THE WOODLANDS, TX 77381</div> <div></div>	\$ <div>25,000</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>8</u>	<div>ROBERT KIM MARLING</div> <div>30 S TRANQUIL PATH</div> <div>THE WOODLANDS, TX 77380</div> <div></div>	\$ <div>88,200</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>9</u>	<div>ROBERT KIM MARLING</div> <div>30 S TRANQUIL PATH</div> <div>THE WOODLANDS, TX 77380</div> <div></div>	\$ <div>13,000</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>10</u>	<div>ROCKY DEL PAPA</div> <div>6 CLUNY COUNT</div> <div>THE WOODLANDS, TX 77382</div> <div></div>	\$ <div>7,460</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>11</u>	<div>SMITH SOUTHERN EQUIPMENT</div> <div>2210 WEST 34TH STREET</div> <div>HOUSTON, TX 77018</div> <div></div>	\$ <div>9,575</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>12</u>	<div>TELEGISTICS</div> <div>24900 PITKIN STE 340</div> <div>THE WOODLANDS, TX 77386</div> <div></div>	\$ <div>7,125</div>	<div><div>Person</div><div>Payroll</div><div>Noncash</div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div><div><input checked="" type="checkbox"/></div></div> <div>(Complete Part II if there is a noncash contribution )</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>13</u>	THE WOODLANDS CAR CLUB  PO BOX 9023  THE WOODLANDS, TX 77387  	\$ 7,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>14</u>	UNITED HEALTHCARE  1333 WEST LOOP S SUITE 1100  HOUSTON, TX 77027  	\$ 7,125	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>15</u>	WOODFOREST NATIONAL BANK  1330 LAKE ROBBINS DR 100  THE WOODLANDS, TX 77380  	\$ 3,000,000	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>16</u>	CHUCK VERNON 1598 LAKE ROBBINS DRIVE 100  THE WOODLANDS, TX 77380  	\$ 9,830	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>17</u>	A DEARL DOTSON 2011 MESSINA  SAN ANTONIO, TX 78258  	\$ 69,032	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<u>18</u>	DENNY MCGUIRE 8 GRAND REGENCY CIRCLE  THE WOODLANDS, TX 77382  	\$ 6,260	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>19</div>	<div>MIKE LARSON</div> <div>51 WEST BRACEBRIDGE CIRCL</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$ 7,860</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>20</div>	<div>JAMES DREIBELBIS</div> <div>24607 NICHOLS SAWMILL RD</div> <div>MAGNOLIA, TX 77355</div>	<div>\$ 31,030</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>21</div>	<div>WARREN COLES</div> <div>22 KINGSCOTE WAY</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$ 7,060</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>22</div>	<div>MIKE WINKLER</div> <div>43 GRAND REGENCY CIRCLE</div> <div>THE WOODLANDS, TX 77382</div>	<div>\$ 6,260</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>23</div>	<div>GRANT THORNTON</div> <div>333 CLAY STREET 27TH STREET</div> <div>HOUSTON, TX 77002</div>	<div>\$ 7,125</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>24</div>	<div>J BEARD REAL ESTATE COMPANY</div> <div>25231 GROGANS MILL RD STE 150</div> <div>THE WOODLANDS, TX 77380</div>	<div>\$ 14,076</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>

Form 990 Schedule B, Part 1 - Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<div>25</div>	<div>DELL INC</div> <div>2815 BROKEN ARROW</div> <div>MISSOURI CITY, TX 77459</div>	<div>\$7,125</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>
<div>26</div>	<div>SHI INTERNATIONAL CORP</div> <div>1301 SOUTH MO-PAC STE 375</div> <div>AUSTIN, TX 78746</div>	<div>\$7,125</div>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input checked="" type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> <div>(Complete Part II if there is a noncash contribution )</div>

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 20-2516951  
**Name:** THE WOODFOREST CHARITABLE FOUNDATION

**Form 990PF - Special Condition Description:**

**Special Condition Description**



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ACTS - ACTION IN COMMUNITY THROUGH SERVICEPO BOX 740169 DUMFRIES,VA 22026	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,100
AKRON - CANTON REGIONAL FOODBANK350 OPPORTUNITY PARKWAY AKRON,OH 443072234	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,775
BAY AREA FOOD BANK - ALABAMA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,350
BAY AREA FOOD BANK - MISSISSIPPI5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,410
BIG BROTHERS BIG SISTERS OF SOUTH TX202 BALTIMORE AVENUE SAN ANTONIO,TX 77821	N/A	N/A	SUPPORT GENERAL PROGRAMS	20,000
BLUE RIDGE AREA FOOD BANK96 LAUREL HILL ROAD VERONA,VA 244820937	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,500
BRIDGEWOOD FARMS INC11680 ROSE ROAD CONROE,TX 77303	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
CAPITAL AREA FOOD BANK - MARYLAND8201 S CONGRESS AVENUE AUSTIN,TX 78745	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,750
CENTRAL ILLINOIS FOOD BANKPO BOX 8228 2000 EAST MOFFAT SPRINGFIELD,IL 62791	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,020
CENTRAL PENNSYLVANIA FOOD BANK3908 COREY ROAD HARRISBURG,PA 171095929	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,455
CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND,VA 23220	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,050
CHESTER COUNTY FOOD BANK 1208 HORSESHOE PIKE RT 322 DOWNINGTON,PA 19335	N/A	N/A	SUPPORT GENERAL PROGRAMS	340
CHILDREN'S MIRACLE NETWORK 1919 S BRAESWOOD MC 4-4483 HOUSTON,TX 77030	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
CHILDREN'S SAFE HARBOR1519 ODDFELLOW STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,500
CLEVELAND FOOD BANK15500 SOUTH WATERLOO ROAD CLEVELAND,OH 44110	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,740
COMMUNITY HARVEST FOOD BANK OF NE INDIANAPO BOX 10967 FORT WAYNE,IN 46855	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,750
DAILY BREAD MINISTRIES INCPO BOX 2344 GREER,SC 29650	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,550
DARE TO CARE FOOD BANK5803 FERN VALLEY ROAD LOUISVILLE,KY 40228	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,950
EAST TEXAS FOOD BANK3201 ROBERTSON ROAD TYLER,TX 75701	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,500
EASTERN ILLINOIS FOOD BANK 2405 NORTH SHORE DRIVE URBANA,IL 618027221	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,600
FEEDING AMERICA - KENTUCKY'S HEARTLANDPO BOX 313 PETERSON DRIVE ELIZABETHTOWN,KY 42702	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,050
FOOD BANK OF ALBERMARLEPO BOX 1704 ELIZABETH CITY,NC 279061704	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,250
FOOD BANK OF CENTRAL & EASTERN NC INC3808 TARHEEL DRIVE RALEIGH,NC 27609	N/A	N/A	SUPPORT GENERAL PROGRAMS	22,000
FOOD BANK OF CENTRAL NY6970 SCHUYLER ROAD EAST SYRACUSE,NY 13057	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,355
FOOD BANK OF NORTH ALABAMA 2000 B VERNON AVE SW HUNTSVILLE,AL 35805	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,645
FOOD BANK OF NORTHEAST LOUISIANA4600 CENTRAL AVENUE MONROE,LA 71203	N/A	N/A	SUPPORT GENERAL PROGRAMS	600
FOOD BANK OF NORTHERN INDIANA702 S CHAPIN STREET SOUTH BEND,IN 46601	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,750
FOOD BANK OF NORTHWEST INDIANA2248 W 35TH AVENUE GARY,IN 46408	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,600
FOOD BANK OF SOUTHERN TIER 945 COUNTY ROUTE 64 ELMIRA,NY 14903	N/A	N/A	SUPPORT GENERAL PROGRAMS	195
FOOD BANK OF THE GOLDEN CRESCENT3809 EAST RIO GRANDE STREET VICTORIA,TX 779011727	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
FOOD BANK OF VIRGINIA PENINSULA9912 HOSIER STREET NEWPORT NEWS,VA 23601	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,750
FOOD BANK OF WESTERN NY91 HOLT STREET BUFFALO,NY 14206	N/A	N/A	SUPPORT GENERAL PROGRAMS	775
FOOD FINDERS FOOD BANK INC50 OLYMPIA CT LAFAYETTE,IN 479095182	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,100
FOODLINK INC936 EXCHANGE ST ROCHESTER,NY 14608	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,355
FREDERICKSBURG AREA FOOD BANK3631 LEE HILL DRIVE FREDERICKSBURG,VA 22408	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,200
FREESTORE FOOD BANK1250 TENNESSEE AVENUE CINCINNATI,OH 45229	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,250
FREESTORE FOOD BANK1141 CENTRAL PARKWAY CINCINNATI,OH 45202	N/A	N/A	SUPPORT GENERAL PROGRAMS	550
GLEANERS FOOD BANK OF INDIANA3737 WALDEMERE AVENUE INDIANAPOLIS,IN 46241	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,400
GOD'S PANTRY FOOD BANK1685 JAGGIE FOX WAY LEXINGTON,KY 40511	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,600
GOLDEN HARVEST FOOD BANK13 ENTERPRISE AVENUE AIKEN,SC 29803	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,100
GREATER BERKS FOOD BANK1011 TUCKERTON COURT READING,PA 19605	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,385
GREATER CHICAGO FOOD DEPOSITORY4100 WEST ANN LURIE PLACE CHICAGO,IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,050
GREATER PITTSBURGH COMMUNITY FOOD BANK1 NORTH LINDEN STREET DUQUESNE,PA 15110	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,730
HARVEST HOPE FOOD BANK2220 SHOP ROAD COLUMBIA,SC 29202	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,700
HELPING A HEROP BOX 890786 HOUSTON,TX 77289	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
HIGH PLAINS FOOD BANKPO BOX 31803 AMARILLO,TX 791201803	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,100
HOOSIER HILLS FOOD BANK617 N FAIRVIEW STREET BLOOMINGTON,IN 47404	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,100
HOUSTON AREA WOMEN'S CENTER101 WAUGH DRIVE HOUSTON,TX 770193902	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
HOUSTON FOOD BANK3811 EASTEX FREEWAY HOUSTON,TX 77026	N/A	N/A	SUPPORT GENERAL PROGRAMS	25,000
INTERFAITH OF THE WOODLANDS 4242 INTERFAITH WAY THE WOODLANDS,TX 77381	N/A	N/A	SUPPORT GENERAL PROGRAMS	28,000
LOAVES & FISHES OF THE RIO GRANDE VALLEY514 SOUTH E STREET AUSTIN,TX 78550	N/A	N/A	SUPPORT GENERAL PROGRAMS	300
LOWCOUNTRY FOOD BANK2864 AZALEA DRIVE CHARLESTON,SC 29405	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,550
MANNA FOOD BANK627 SWANNANOA RIVER ROAD ASHEVILLE,NC 288052445	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,500
MARYLAND FOOD BANK2200 HALETHROPE FARMS ROAD BALTIMORE,MD 21227	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,100
MARYLAND FOOD BANK - EASTERN SHORE28500 OWENS BRANCH RD PO BOX 804 SALISBURY,MD 218030804	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
MID-OHIO FOODBANK3960 BROOKHAM DRIVE GROVE CITY,OH 43123	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,425
MISSISSIPPI FOOD NETWORKPO BOX 411 JACKSON,MS 39205	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,340
MONTGOMERY AREA FOOD BANK 521 TRADE CENTER STREET MONTGOMERY,AL 361082107	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,645
MONTGOMERY COUNTY EMERGENCY ASSISTANCE1022 MCCALL AVENUE CONROE,TX 773012228	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
MONTGOMERY COUNTY FOOD BANK111 SOUTH 2ND STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
MONTGOMERY COUNTY WOMEN'S CENTER1600 LAKE FRONT CIRCLE THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	13,500
MONTGOMERY COUNTY YOUTH SERVICESPO BOX 1316 CONROE,TX 77305	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,500
MOUNTAINEER FOOD BANK484 ENTERPRISE DRIVE GASSAWAY,WV 22624	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,750
NORTH CHANNEL ASSISTANCE MINISTRIES13837 1/2 BONHAM HOUSTON,TX 77015	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
NORTH COUNTY YMCA10245 OWEN DRIVE CONROE,TX 77304	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
NORTH TEXAS FOOD BANK4500 COCKRELL HILL ROAD DALLAS,TX 752362028	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,750
NORTHERN ILLINOIS FOOD BANK 6000 INDUSTRIAL DRIVE ST CHARLES,IL 60174	N/A	N/A	SUPPORT GENERAL PROGRAMS	9,600
PEORIA AREA FOOD BANK721 WEST MCBEAN STREET PEORIA,IL 61605	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,600
PHILABUNDANCE INC3616 SOUTH GALLOWAY STREET PHILADELPHIA,PA 19148	N/A	N/A	SUPPORT GENERAL PROGRAMS	340
REGIONAL FOOD BANK OF NORTHEASTER NY965 ALBANY-SHAKER ROAD LATHAM,NY 12110	N/A	N/A	SUPPORT GENERAL PROGRAMS	970
RIVER BEND FOOD BANK309 12TH STREET MOLINE,IL 61265	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,600
SAMARITAN INN1710 NORTH MCDONALD STREET MCKINNEY,TX 75071	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
SAN ANTONIO FOOD BANK5200 OLD HWY 90 W SAN ANTONIO,TX 78227	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,370
SECOND HARVEST FOOD BANK OF CLARK CHAMPAIGN & LOGAN COUNTIES701 E COLUMBIA STREET SPRINGFIELD,OH 45503	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,600
SECOND HARVEST FOOD BANK OF EAST CENTRAL INDIANA6621 N OLD SR 3 MUNCIE,IN 47303	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,200
SECOND HARVEST FOOD BANK OF GREATER NO AND ACADIANA215 E PINHOOK RD LAFAYETTE,LA 70501	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
SECOND HARVEST FOOD BANK OF METROLINA NC500 - B SPRATT STREET CHARLOTTE,NC 28206	N/A	N/A	SUPPORT GENERAL PROGRAMS	10,000
SECOND HARVEST FOOD BANK OF METROLINA SC500 - B SPRATT STREET CHARLOTTE,NC 28206	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,800
SECOND HARVEST FOOD BANK OF NORTH CENTRAL OHIO7445 DEER TAIL LANE LORAIN,OH 44053	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,600
SECOND HARVEST FOOD BANK OF NORTHWEST NC INC3655 REED STREET WINSTONSALEM,NC 271075428	N/A	N/A	SUPPORT GENERAL PROGRAMS	15,650
SECOND HARVEST FOOD BANK OF NW PENNSYLVANIA1507 GRIMM DRIVE ERIE,PA 16501	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,705
SECOND HARVEST FOOD BANK OF SOUTHEAST NC406 DEEP CREEK ROAD FAYETTEVILLE,NC 28312	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
SECOND HARVEST FOOD BANK OF THE LEHIGH VALLEY AND NE PA 2045 HARVEST WAY ALLENTOWN,PA 18104	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,705
SECOND HARVEST FOOD BANK OF THE MAHONING VALLEY2805 SALT SPRINGS ROAD YOUNGSTOWN,OH 44509	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,130
SHARED HARVEST FOOD BANK 5901 DIXIE HIGHWAY FAIRFIELD,OH 450144207	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,600
SOUTHEAST TEXAS FOOD BANK PO BOX 21012 BEAUMONT,TX 77705	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
SOUTHWESTERN VIRGINIA SECOND HARVEST FOOD BANK 1025 ELECTRIC ROAD RICHMOND,VA 23227	N/A	N/A	SUPPORT GENERAL PROGRAMS	8,250
SPECIAL ANGELS OF THE WOODLANDS230 SPRING HILL DRIVE SUITE 325 SPRING,TX 773863712	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
ST LOUIS AREA FOOD BANK70 CORPORATE WOODS DRIVE ST LOUIS,MO 63044	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,030
TARRANT AREA FOOD BANK2600 CULLEN STREET FORT WORTH,TX 76107	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,600

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
TERRE HAUTE CATHOLIC CHURCH FOOD BANK2931 OHIO BOULEVARD TERRE HAUTE,IN 47803	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,600
TEXAS NEW COMMUNITY ALLIANCEPO BOX 7181 THE WOODLANDS,TX 77387	N/A	N/A	SUPPORT GENERAL PROGRAMS	11,500
THE BEEVILLE VINEYARD INC210 NORTH MONROE BEEVILLE,TX 78102	N/A	N/A	SUPPORT GENERAL PROGRAMS	300
THE COMMUNITY CLINIC101 PINE MANOR DR CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,000
THE FOOD BANK OF SOUTHEASTERN VIRGINIA800 TIDEWATER DRIVE NORFOLK,VA 23504	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,500
THE FOOD BANK INC427 WASHINGTON STREET DAYTON,OH 45402	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,740
THE FRIENDSHIP CENTER1202 CALLAHAN CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
THE HUNTINGTON AREA FOOD BANK1327 7TH AVENUE HUNTINGTON,WV 25701	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,550
THE ROSE12700 NORTH FATHERWOOD STE 260 HOUSTON,TX 77034	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,000
TOLEDO FOOD BANK24 EAST WOODRUFF AVENUE TOLEDO,OH 436045263	N/A	N/A	SUPPORT GENERAL PROGRAMS	6,400
TOMAGWA CLINIC13414 MEDICAL COMPLEX DR 1 TOMBALL,TX 77375	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
TRI-STATE FOOD BANK - KENTUCKY801 EAST MICHIGAN STREET EVANSVILLE,KY 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,150
TRI-STATE FOOD BANK - ILLINOIS801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
TRI-STATE FOOD BANK - INDIANA801 EAST MICHIGAN STREET EVANSVILLE,IN 47711	N/A	N/A	SUPPORT GENERAL PROGRAMS	4,800
UNITED WAY COMMUNITY FOOD BANK107 WALTER DAVIS DRIVE BIRMINGHAM,AL 35209	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,935
WAYNE COUNTY PANTRY PROGRAM323 TENTH STREET HONESDALE,PA 18405	N/A	N/A	SUPPORT GENERAL PROGRAMS	340
WEINBERG REGIONAL FOOD BANK 165 AMBER LANE PO BOX 1127 WILKESBARRE,PA 187031127	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,020
WEST OHIO FOOD BANK1380 EAST KIBBY STREET LIM,OH 458021566	N/A	N/A	SUPPORT GENERAL PROGRAMS	3,740
WEST TEXAS FOOD BANKPO BOX 4242 ODESSA,TX 797604242	N/A	N/A	SUPPORT GENERAL PROGRAMS	550
WESTMORELAND COUNTY FOOD BANK101 DEVONSHIRE DRIVE DELMONT,PA 156261607	N/A	N/A	SUPPORT GENERAL PROGRAMS	680
WV ELKS MAJOR PROJECT INC227 SOUTH WELLS STREET SISTERVILLE,WV 26175	N/A	N/A	SUPPORT GENERAL PROGRAMS	200
THREE HOTS AND A COT300 81ST STREET SOUTH BIRMINGHAM,AL 35206	N/A	N/A	SUPPORT GENERAL PROGRAMS	500
BAY AREA FOOD BANK - FLORIDA 5248 MOBILE SOUTH STREET THEODORE,AL 36582	N/A	N/A	SUPPORT GENERAL PROGRAMS	180
SUNCOAST HARVEST FOOD BANK PO BOX 1613 5829 EHREN CUTOFF LAND OLAKES,FL 34639	N/A	N/A	SUPPORT GENERAL PROGRAMS	185
ATLANTA COMMUNITY FOOD BANK732 JOSEPH E LOWERY BLVD NW ATLANTA,GA 30318	N/A	N/A	SUPPORT GENERAL PROGRAMS	160
MIDDLE GEORGIA COMMUNITY FOOD BANK INC4490 OCUMULGEE EAST BLVD MACON,GA 31217	N/A	N/A	SUPPORT GENERAL PROGRAMS	40
DARE TO CARE FOOD BANK - INDIANA5803 FERN VALLEY ROAD LOUISVILLE,KY 40228	N/A	N/A	SUPPORT GENERAL PROGRAMS	550
FOOD BANK OF CENTRAL LOUISIANA3223 BALDWIN AVENUE ALEXANDRIA,LA 71301	N/A	N/A	SUPPORT GENERAL PROGRAMS	200
FOOD BANK OF NORTHWEST LOUISIANA2307 TEXAS AVENUE SHREVEPORT,LA 71103	N/A	N/A	SUPPORT GENERAL PROGRAMS	200
GREATER BATON ROUGE FOOD BANK5546 CHOCTAW DRIVE BATON ROUGE,LA 70805	N/A	N/A	SUPPORT GENERAL PROGRAMS	400

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
CAPITAL AREA FOOD BANK - MARYLAND645 TAYLOR STREET NE WASHINGTON,DC 20017	N/A	N/A	SUPPORT GENERAL PROGRAMS	300
YOUTH-REACH HOUSTONPOBOX 9631 HOUSTON,TX 77213	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
GRIEF RESOURCE CENTER25775 OAK RIDGE DRIVE STE 150 THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,000
HEALING SPECIES TEXAS115 SPRINGS EDGE MONTGOMERY,TX 77356	N/A	N/A	SUPPORT GENERAL PROGRAMS	1,000
LIFE BEYOND CANCER21 WATERWAY AVENUE STE 300 THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	5,000
MONTGOMERY COUNTY HOMELESS COALITION731 WEST DAVIS STREET CONROE,TX 77301	N/A	N/A	SUPPORT GENERAL PROGRAMS	7,500
PANTHER CREEK INSPIRATION RANCH25902 GLEN LOCH DRIVE THE WOODLANDS,TX 77380	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
TAMINA COMMUNITY CENTER 18955 MAIN STREET CONROE,TX 77385	N/A	N/A	SUPPORT GENERAL PROGRAMS	2,500
<b>Total . . . . .</b>  <b>3a</b>				523,860

## TY 2011 Accounting Fees Schedule

**Name:** THE WOODFOREST CHARITABLE FOUNDATION

**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	15,047	7,524	0	7,523

**TY 2011 Investments Corporate  
Stock Schedule**

**Name:** THE WOODFOREST CHARITABLE FOUNDATION  
**EIN:** 20-2516951

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCK INVESTMENTS	8,703,393	8,095,656

**TY 2011 Other Expenses Schedule****Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,226	742	742	742
FILING FEES	1,715	572	572	571
PUBLIC RELATIONS	900	0	0	900
FUNDRAISING	9,853	0	0	9,853
OTHER EXPENSE	1,121	374	374	373
CREDIT CARD FEES	3,473	1,158	1,158	1,157



# TY 2011 Other Income Schedule

**Name:** THE WOODFOREST CHARITABLE FOUNDATION

**EIN:** 20-2516951

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	51,907	51,907	

TY 2011 Other Increases Schedule

**Name:** THE WOODFOREST CHARITABLE FOUNDATION

**EIN:** 20-2516951

Description	Amount
PRIOR YEAR UNREALIZED GAIN	589,222

## TY 2011 Other Professional Fees Schedule

**Name:** THE WOODFOREST CHARITABLE FOUNDATION

**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	95,039	95,039	0	0

**TY 2011 Taxes Schedule****Name:** THE WOODFOREST CHARITABLE FOUNDATION**EIN:** 20-2516951

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAXES	6,505	0	0	0
TAXES ON INVESTMENTS	1,259	0	0	0