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 , 2011, and ending , 20

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 instructions): (866) 752-2127

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,429,526.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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 instructions))*

	Line		(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	186,059.	188,265.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	344,939.			
	b	Gross sales price for all assets on line 6a 3,699,921.				
	7	Capital gain net income (from Part IV, line 2)		344,939.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	21,641.	14,171.		STMT 2
	12	**Total.** Add lines 1 through 11	552,639.	547,375.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	45,524.	27,315.		18,210.
	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 instructions) STMT. 3	17,528.	1,178.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT. 4	7,358.	5,877.		1,481.
	24	**Total operating and administrative expenses** Add lines 13 through 23	70,410.	34,370.		19,691.
	25	Contributions, gifts, grants paid	362,300.			362,300.
	26	**Total expenses and disbursements** Add lines 24 and 25	432,710.	34,370.		381,991.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	119,929.			
	b	**Net investment income** (if negative, enter -0-)		513,005.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	135,896.	128,474.	128,474.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
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)	5,131,333.	5,348,467.	5,415,654.
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)	981,348.	894,054.	885,398.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,248,577.	6,370,995.	6,429,526.
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	6,248,577.	6,370,995.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	6,248,577.	6,370,995.	
31 **Total liabilities and net assets/fund balances** (see instructions)	6,248,577.	6,370,995.	

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	6,248,577.
2 Enter amount from Part I, line 27a	2	119,929.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	2,670.
4 Add lines 1, 2, and 3	4	6,371,176.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	181.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,370,995.

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	PUBLICLY TRADED SECURITIES			
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	3,771,474.		3,354,982.	416,492.
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				416,492.
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	344,939.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	352,941.	6,588,796.	0.053567
2009	223,385.	5,857,716.	0.038135
2008	388,456.	7,315,805.	0.053098
2007	469,649.	8,685,943.	0.054070
2006	321,387.	6,032,442.	0.053276

2 **Total** of line 1, column (d)	2	0.252146
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	0.050429
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,930,756.
5 Multiply line 4 by line 3	5	349,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,130.
7 Add lines 5 and 6	7	354,641.
8 Enter qualifying distributions from Part XII, line 4	8	381,991.

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,130.
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	5,130.
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	5,130.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 12,416.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d —		
7	Total credits and payments Add lines 6a through 6d	7	12,416.
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	7,286.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 5,132. **Refunded** ▶	11	2,154.

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 instructions) ▶ MO			
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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

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

		Line	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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (866)752-2127

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

		Line	Yes	No
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?	16		X
	See 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.

			Line	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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 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		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 2011?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, 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 instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | | X

If "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 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		45,524.	-0-	-0-

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 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 instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,036,301.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,036,301.
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	7,036,301.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	105,545.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,930,756.
6	**Minimum investment return.** Enter 5% of line 5	6	346,538.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	346,538.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,130.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,130.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	341,408.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	341,408.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	341,408.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	381,991.
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	381,991.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,130.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	376,861.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				341,408.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 ...... NONE				
b From 2007 ...... 38,180.				
c From 2008 ...... 25,372.				
d From 2009 ...... NONE				
e From 2010 ...... 33,329.				
f **Total** of lines 3a through e	96,881.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 381,991.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				341,408.
e Remaining amount distributed out of corpus	40,583.			
5 Excess distributions carryover applied to 2011 *(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	137,464.			
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 instructions		NONE		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	137,464.			
10 Analysis of line 9:				
a Excess from 2007 ... 38,180.				
b Excess from 2008 ... 25,372.				
c Excess from 2009 ... NONE				
d Excess from 2010 ... 33,329.				
e Excess from 2011 ... 40,583.				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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				362,300.
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 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	186,059.	
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			14	14,171.	
8 Gain or (loss) from sales of assets other than inventory			18	344,939.	
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	7,470.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				552,639.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 552,639.

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

▶ Mary Frost 11-14-2012 ▶ SVP

Signature of officer or trustee Date Title

BANK OF AMERICA, N.A.

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

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	

DATE OF TRANSFER: 12/31/2011

FMV ON DATE OF TRANSFER: 152,804.

COST OR OTHER BASIS: 152,804.

GAIN RECOGNIZED ON TRANSFER:

DESCRIPTION OF PROPERTY:

CASH
VARIOUS DATE OF TRANSFER

HERBERT AND ADRIAN WOODS FDN

43-6826365

BALANCE SHEET

12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET			
SAVINGS ACCOUNT	128,473 960	128,473 96	128,473 96
Total CASH EQUIVALENTS		128,473 96	128,473 96
Total CASH/CURRENCY		128,473 96	128,473 96
EQUITIES			
U.S. LARGE CAP			
AIR PRODS & CHEMS INC			
COM	245 000	20,497 32	20,871 55
ALLERGAN INC			
COM	515 000	30,910 27	45,186 10
AMAZON COM INC			
COM	230 000	28,030 49	39,813 00
AMERICAN TOWER CORP			
CL A	485 000	21,654 03	29,104 85
ANADARKO PETE CORP			
COM	445 000	34,588 66	33,966 85
APPLE INC			
COM	275 000	60,617 46	111,375 00
CELGENE CORP			
COM	680 000	39,533 83	45,968 00
CHEVRON CORP			
COM	435 000	43,722 55	46,284 00
CIGNA CORP			
COM	510 000	23,910 81	21,420 00
CITIGROUP INC			
NEW COM	820 000	20,245 23	21,574 20
COACH INC			
COM	460 000	25,449 02	28,078 40
COLUMBIA SELECT LARGE CAP GROWTH			
FUND CLASS Z SHARES	23,464 291	296,588 63	282,040 78
COSTCO WHSL CORP NEW			
COM	615 000	45,261 69	51,241 80
DISNEY WALT CO			
COM DISNEY	1,040 000	34,512 04	39,000 00
EMC CORP			
COM	1,910 000	19,095 80	41,141 40
EXELON CORP			
COM	345 000	13,024 20	14,962 65
GILEAD SCIENCES INC			

HERBERT AND ADRIAN WOODS FDN
43-6826365

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
COM	810 000	31,827 44	33,153 30
GOLDMAN SACHS GROUP INC			
COM	400 000	55,696 10	36,172 00
GOOGLE INC			
CL A COM	65 000	38,215 30	41,983 50
HESS CORP			
COM	395 000	28,527 61	22,436 00
INTERNATIONAL BUSINESS MACHS			
COM	407 000	31,033 15	74,839 16
INTUIT			
COM	695 000	33,401 12	36,550 05
J P MORGAN CHASE & CO			
COM	1,280 000	58,039 04	42,560 00
MCKESSON CORP			
COM	440 000	19,076 12	34,280 40
MEDCO HLTH SOLUTIONS INC			
COM	425 000	24,215 72	23,757 50
MICROSOFT CORP			
COM	2,103 000	54,743 23	54,593 88
NATIONAL OILWELL VARCO INC			
COM	450 000	28,227 19	30,595 50
OCCIDENTAL PETE CORP DEL			
COM	460 000	23,062 19	43,102 00
PEPSICO INC			
COM	915 000	57,896 01	60,710 25
PHILIP MORRIS INTL INC			
COM	1,405 000	56,226 82	110,264 40
PNC FINL SVCS GROUP INC			
COM	570 000	19,969 29	32,871 90
PRICE T ROWE GROUP INC			
COM	775 000	40,133 44	44,136 25
PRICELINE COM INC			
COM NEW	60 000	30,638 06	28,062 60
PRUDENTIAL FINL INC			
COM	805 000	44,376 57	40,346 60
QUALCOMM INC			
COM	315 000	17,188 10	17,230 50
SCHLUMBERGER LTD			
COM			
NETHERLANDS ANTILLES	450 000	27,057 44	30,739 50
SEMPRA ENERGY			
COM	695 000	34,217 77	38,225 00
TEXAS INSTRS INC			
COM	1,015 000	27,749 21	29,546 65

HERBERT AND ADRIAN WOODS FDN

43-6826365

BALANCE SHEET

12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
THERMO FISHER SCIENTIFIC CORP			
COM	755 000	38,911 01	33,952 35
TJX COS INC NEW			
COM	1,050 000	48,674 67	67,777 50
UNITED PARCEL SVC INC			
CL B	345 000	18,781 90	25,250 55
UNITED TECHNOLOGIES CORP			
COM	953 000	30,891 84	69,654 77
VERIZON COMMUNICATIONS INC			
COM	1,050 000	38,940 77	42,126 00
WELLS FARGO & CO			
NEW COM	1,390 000	37,038 57	38,308 40
WHOLE FOODS MKT INC			
COM	545 000	36,871 79	37,921 10
Total U.S. LARGE CAP		1,789,269 50	2,093,176 19
U.S. MID CAP			
CELANESE CORP DEL			
SER A COM	505 000	11,957 66	22,356 35
COLUMBIA ACORN FUND			
CLASS Z SHARES	8,653 596	260,819 38	238,493 11
DOVER CORP			
COM	610 000	29,764 07	35,410 50
HARTFORD FINL SVCS GROUP INC			
COM	750 000	14,100 90	12,187 50
HUMANA INC			
COM	260 000	22,589 51	22,778 60
HUNT J B TRANS SVCS INC			
COM	395 000	17,262 17	17,802 65
INTERCONTINENTAL EXCHANGE INC			
COM	265 000	29,505 76	31,945 75
JOHN HANCOCK FDS III DISCIPLINED			
VALUE MID CAP FUND	14,965 938	185,727 29	168,965 44
JOY GLOBAL INC			
COM	160 000	14,507 54	11,995 20
NORDSTROM INC			
COM	570 000	18,348 28	28,334 70
OCEANEERING INTL INC			
COM	605 000	22,140 75	27,908 65
PARKER HANNIFIN CORP			
COM	440 000	20,085 51	33,550 00
QUESTAR CORP			
COM	1,455 000	23,656 49	28,896 30
Total U.S. MID CAP		670,465 31	680,624 75

HERBERT AND ADRIAN WOODS FDN

43-6826365

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
U.S. SMALL CAP			
CAMBIAR SMALL CAP FUND			
INV CL	6,021 387	102,965 72	100,798 02
EAGLE SM CAP GROWTH FUND			
CL I	3,642 040	140,000 00	139,125 93
FAIRCHILD SEMICONDUCTOR INTL			
CL A	1,010 000	17,270 05	12,160 40
Total U.S. SMALL CAP		260,235 77	252,084 35
INTERNATIONAL DEVELOPED			
ACCENTURE PLC			
CL A COM			
IRELAND	200 000	9,947 12	10,646 00
COLUMBIA ACORN INTERNATIONAL			
FUND CLASS Z SHARES	2,290 542	92,240 13	78,588 50
HARBOR INTERNATIONAL FUND			
INSTL CL	2,458 197	147,295 15	128,932 43
INVESCO INTL GROWTH FUND			
CL Y	4,958 047	130,000 00	125,587 33
RIO TINTO PLC			
SPONSORED ADR			
UNITED KINGDOM	705 000	33,976 19	34,488 60
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL A			
DUTCH LISTING	680 000	49,809 59	49,701 20
TYCO INTL LTD			
NEW F COM			
SWITZERLAND	1,000 000	32,427 86	46,710 00
Total INTERNATIONAL DEVELOPED		495,696 04	474,654 06
EMERGING MARKETS			
DELAWARE EMERGING MKTS FUND			
CL INSTL CL	30,251 122	478,776 26	377,231 49
Total EMERGING MARKETS		478,776 26	377,231 49
Total EQUITIES		3,694,442 88	3,877,770 84
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
PIMCO TOTAL RETURN FUND			
INSTL	77,518 216	850,000 00	842,623 01
Total INVESTMENT GRADE TAXABLE		850,000 00	842,623 01

HERBERT AND ADRIAN WOODS FDN

43-6826365

BALANCE SHEET
12/31/2011

Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL DEVELOPED BONDS			
ROWE T PRICE INTL FDS INC			
INTL BD FD	3,552 759	36,700 00	34,603 87
Total INTERNATIONAL DEVELOPED BONDS		36,700 00	34,603 87
GLOBAL HIGH YIELD TAXABLE			
ARTIO GLOBAL HIGH INCOME FUND			
CL I	10,571 804	110,500 00	98,317 78
PIMCO EMERGING MKT CURRENCY FUND			
INSTL	6,618 575	73,400 00	65,590 08
Total GLOBAL HIGH YIELD TAXABLE		183,900 00	163,907 86
Total FIXED INCOME		1,070,600 00	1,041,134 74
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
EXCELSIOR MULTI-STRATEGY HEDGE			
FUND OF FUNDS (TE) LLC	985 940	894,054 00	885,397 78
Total HEDGE FUND FUND OF FUNDS		894,054 00	885,397 78
Total HEDGE FUNDS		894,054 00	885,397 78
REAL ESTATE			
PUBLIC REITS			
NATIXIS FDS TR IV AEW REAL			
ESTATE FD CL Y COM	11,095 176	172,045 76	188,507 04
Total PUBLIC REITS		172,045 76	188,507 04
Total REAL ESTATE		172,045 76	188,507 04
TANGIBLE ASSETS			
COMMODITIES			
PIMCO COMMODITY REALRETURN			
STRATEGY FUND	47,131 676	411,378 57	308,241 16
TOTAL ASSETS		6,370,995 17	6,429,525 52
NET TOTAL		6,370,995 17	6,429,525 52

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					24,038.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-95,591.	
		1478.953 CAMBIAR SMALL CAP FUND INV CL PROPERTY TYPE: SECURITIES					12/03/2010	01/04/2011
25,480.00		25,290.00					190.00	
		250. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					10/06/2009	01/04/2011
22,849.00		17,506.00					5,343.00	
		75. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					10/15/2009	01/04/2011
1,533.00		1,813.00					-280.00	
		950. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					09/25/2009	01/04/2011
19,414.00		21,683.00					-2,269.00	
		325. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					09/03/2009	01/04/2011
6,642.00		6,970.00					-328.00	
		497.678 COLUMBIA ACORN FUND CLASS Z SHAR PROPERTY TYPE: SECURITIES					12/03/2010	01/04/2011
15,000.00		15,000.00						
		1038.704 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES					11/14/2005	01/04/2011
12,548.00		12,818.00					-270.00	
		8481.164 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES					12/03/2010	01/04/2011
102,452.00		102,113.00					339.00	
		441.78 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES					12/03/2010	01/04/2011
14,000.00		13,594.00					406.00	

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)	
		1012.943 COLUMBIA SELECT SMALL CAP FUND PROPERTY TYPE: SECURITIES					12/03/2010	01/04/2011
18,000.00		17,483.00					517.00	
		1980. ISHARES TR GOLDMAN SACHS CORP BD PROPERTY TYPE: SECURITIES					01/15/2009	01/04/2011
215,821.00		200,074.00					15,747.00	
		3800. ISHARES TR GOLDMAN SACHS CORP BD PROPERTY TYPE: SECURITIES					03/13/2009	01/04/2011
414,201.00		349,752.00					64,449.00	
		6000. ISHARES MSCI EMERGING MKTS INDEX F PROPERTY TYPE: SECURITIES					06/10/2009	01/06/2011
287,245.00		200,040.00					87,205.00	
		125. NAVISTAR INTERNATIONAL CORP NEW COM PROPERTY TYPE: SECURITIES					08/06/2009	01/14/2011
7,882.00		5,405.00					2,477.00	
		300. NAVISTAR INTERNATIONAL CORP NEW COM PROPERTY TYPE: SECURITIES					07/31/2009	01/14/2011
18,917.00		11,856.00					7,061.00	
		250. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					09/25/2009	01/14/2011
10,487.00		7,576.00					2,911.00	
		50. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					05/19/2009	01/14/2011
2,097.00		1,162.00					935.00	
		280. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					05/01/2009	01/14/2011
11,745.00		6,232.00					5,513.00	
		195. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/11/2010	01/14/2011
13,819.00		9,151.00					4,668.00	
		25. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					09/03/2009	01/14/2011
557.00		428.00					129.00	

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)	
		50. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/11/2009	01/14/2011
1,113.00		825.00					288.00	
		625. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/19/2009	01/14/2011
13,912.00		9,787.00					4,125.00	
		175. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					10/21/2009	02/01/2011
7,920.00		9,008.00					-1,088.00	
		45. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					09/22/2006	02/01/2011
2,037.00		2,156.00					-119.00	
		175. AUTOLIV INC COM PROPERTY TYPE: SECURITIES					11/04/2010	02/01/2011
13,510.00		13,261.00					249.00	
		1235. GANNETT CO INC COM PROPERTY TYPE: SECURITIES					06/11/2010	02/01/2011
18,577.00		19,544.00					-967.00	
		30. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					11/29/2006	02/01/2011
2,666.00		2,096.00					570.00	
		205. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES					11/01/2007	02/01/2011
18,218.00		13,997.00					4,221.00	
		345. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					05/01/2009	02/01/2011
14,155.00		7,679.00					6,476.00	
		10. APACHE CORP COM PROPERTY TYPE: SECURITIES					01/27/2009	02/18/2011
1,201.00		767.00					434.00	
		95. APACHE CORP COM PROPERTY TYPE: SECURITIES					02/13/2009	02/18/2011
11,408.00		7,093.00					4,315.00	

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)	
		10. APACHE CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	02/18/2011
1,201.00		653.00					548.00	
		365. GANNETT CO INC COM PROPERTY TYPE: SECURITIES					06/11/2010	02/18/2011
6,192.00		5,776.00					416.00	
		547. GANNETT CO INC COM PROPERTY TYPE: SECURITIES					08/05/2010	02/18/2011
9,280.00		7,292.00					1,988.00	
		162. GANNETT CO INC COM PROPERTY TYPE: SECURITIES					08/05/2010	02/18/2011
2,773.00		2,160.00					613.00	
		491. GANNETT CO INC COM PROPERTY TYPE: SECURITIES					08/05/2010	02/18/2011
8,368.00		6,546.00					1,822.00	
		115. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					11/24/2002	02/18/2011
3,107.00		3,294.00					-187.00	
		210. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					12/06/2002	02/18/2011
5,673.00		5,801.00					-128.00	
		140. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					09/26/2008	02/18/2011
3,782.00		3,777.00					5.00	
		575. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					06/11/2010	03/14/2011
20,648.00		25,208.00					-4,560.00	
		80. APACHE CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	03/14/2011
9,439.00		5,222.00					4,217.00	
		105. AUTOLIV INC COM PROPERTY TYPE: SECURITIES					11/04/2010	03/14/2011
7,414.00		7,957.00					-543.00	

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)	
		660. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					06/11/2010	03/14/2011
9,041.00		8,712.00					329.00	
		615. FORD MTR CO DEL COM PROPERTY TYPE: SECURITIES					01/14/2011	03/14/2011
8,735.00		11,502.00					-2,767.00	
		100. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					06/11/2010	03/14/2011
9,796.00		8,455.00					1,341.00	
		90. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					11/25/2008	03/14/2011
8,817.00		4,512.00					4,305.00	
		115. P N C BANK CORP COM PROPERTY TYPE: SECURITIES					10/24/2008	03/14/2011
7,170.00		6,794.00					376.00	
		70. P N C BANK CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	03/14/2011
4,364.00		2,166.00					2,198.00	
		275. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					09/25/2009	03/14/2011
7,462.00		5,361.00					2,101.00	
		200. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					04/17/2009	03/14/2011
5,427.00		2,781.00					2,646.00	
		420. QEP RES INC COM PROPERTY TYPE: SECURITIES					11/18/2010	03/25/2011
17,481.00		14,443.00					3,038.00	
		415. SOUTHWESTERN ENERGY CO COM PROPERTY TYPE: SECURITIES					02/18/2011	03/25/2011
18,018.00		15,132.00					2,886.00	
		21420.256 OLD MUTUAL TS&W MID CAP VALUE PROPERTY TYPE: SECURITIES					12/03/2010	04/01/2011
204,778.00		184,000.00					20,778.00	

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. ALPHA NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES					08/19/2010	04/06/2011
10,161.00		7,119.00					3,042.00	
		55. ALPHA NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES					06/11/2010	04/06/2011
3,193.00		1,964.00					1,229.00	
		120. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					01/31/2008	04/06/2011
3,352.00		4,187.00					-835.00	
		575. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					08/16/2007	04/06/2011
16,060.00		19,366.00					-3,306.00	
		500. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					08/05/2010	04/06/2011
13,965.00		15,578.00					-1,613.00	
		525. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					03/24/2009	04/06/2011
14,663.00		10,400.00					4,263.00	
		345. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					07/26/2006	04/06/2011
14,207.00		11,046.00					3,161.00	
		30. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2005	04/06/2011
1,235.00		719.00					516.00	
		25. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					04/17/2009	04/06/2011
719.00		348.00					371.00	
		490. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					02/13/2009	04/06/2011
14,095.00		6,403.00					7,692.00	
		175. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					12/13/2010	04/06/2011
13,031.00		12,773.00					258.00	

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)	
		15. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					11/18/2010	04/06/2011
1,117.00		1,027.00					90.00	
		85. AMAZON COM INC PROPERTY TYPE: SECURITIES					02/01/2011	05/04/2011
16,815.00		14,686.00					2,129.00	
		85. FORD MTR CO DEL COM PROPERTY TYPE: SECURITIES					01/14/2011	05/04/2011
1,283.00		1,590.00					-307.00	
		925. FORD MTR CO DEL COM PROPERTY TYPE: SECURITIES					02/01/2011	05/04/2011
13,957.00		14,921.00					-964.00	
		135. MURPHY OIL CORP COM PROPERTY TYPE: SECURITIES					01/04/2011	05/04/2011
9,846.00		10,058.00					-212.00	
		100. MURPHY OIL CORP COM PROPERTY TYPE: SECURITIES					12/13/2010	05/04/2011
7,293.00		7,174.00					119.00	
		200. MURPHY OIL CORP COM PROPERTY TYPE: SECURITIES					12/01/2010	05/04/2011
14,586.00		13,873.00					713.00	
		150. MURPHY OIL CORP COM PROPERTY TYPE: SECURITIES					02/01/2011	05/04/2011
10,939.00		10,221.00					718.00	
		575. MYLAN LABORATORIES INC COM PROPERTY TYPE: SECURITIES					10/21/2009	05/04/2011
13,776.00		9,442.00					4,334.00	
		15. MYLAN LABORATORIES INC COM PROPERTY TYPE: SECURITIES					08/26/2009	05/04/2011
359.00		217.00					142.00	
		1185. MYLAN LABORATORIES INC COM PROPERTY TYPE: SECURITIES					08/26/2009	05/26/2011
27,090.00		17,164.00					9,926.00	

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)	
		375. MYLAN LABORATORIES INC COM PROPERTY TYPE: SECURITIES					09/03/2009	05/26/2011
8,573.00		5,308.00					3,265.00	
		375. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					11/04/2010	05/26/2011
24,725.00		24,346.00					379.00	
		185. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					02/01/2011	05/26/2011
12,198.00		11,736.00					462.00	
		490. STAPLES INC COM PROPERTY TYPE: SECURITIES					01/14/2011	05/26/2011
8,064.00		11,456.00					-3,392.00	
		55. STAPLES INC COM PROPERTY TYPE: SECURITIES					05/02/2008	05/26/2011
905.00		1,286.00					-381.00	
		350. STAPLES INC COM PROPERTY TYPE: SECURITIES					09/25/2009	05/26/2011
5,760.00		8,003.00					-2,243.00	
		635. STAPLES INC COM PROPERTY TYPE: SECURITIES					02/01/2011	05/26/2011
10,451.00		14,389.00					-3,938.00	
		665. STAPLES INC COM PROPERTY TYPE: SECURITIES					01/27/2009	05/26/2011
10,945.00		11,462.00					-517.00	
		125. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/05/2010	05/26/2011
3,442.00		3,488.00					-46.00	
		295. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/06/2009	05/26/2011
8,123.00		8,161.00					-38.00	
		365. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					09/22/2006	06/07/2011
18,802.00		17,489.00					1,313.00	

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)	
		5. QEP RES INC COM PROPERTY TYPE: SECURITIES					11/18/2010	06/07/2011
201.00		172.00					29.00	
		700. QEP RES INC COM PROPERTY TYPE: SECURITIES					06/11/2010	06/07/2011
28,095.00		22,361.00					5,734.00	
		110. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					11/18/2010	06/07/2011
9,195.00		8,325.00					870.00	
		325. AT&T INC PROPERTY TYPE: SECURITIES					02/14/2005	07/08/2011
10,093.00		7,953.00					2,140.00	
		60. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					09/22/2006	07/08/2011
3,178.00		2,875.00					303.00	
		40. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
2,119.00		1,878.00					241.00	
		335.917 CAMBIAR SMALL CAP FUND INV CL PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
6,500.00		5,744.00					756.00	
		150. ALLERGAN INC PROPERTY TYPE: SECURITIES					10/22/2010	07/08/2011
12,661.00		10,750.00					1,911.00	
		5. AMAZON COM INC PROPERTY TYPE: SECURITIES					02/01/2011	07/08/2011
1,078.00		864.00					214.00	
		50. AMAZON COM INC PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
10,780.00		6,094.00					4,686.00	
		100. AMERICAN TOWER CORP PROPERTY TYPE: SECURITIES					04/06/2011	07/08/2011
5,307.00		5,092.00					215.00	

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

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		100. AMGEN INC COM PROPERTY TYPE: SECURITIES					11/04/2010	07/08/2011
5,751.00		5,588.00					163.00	
		75. APACHE CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	07/08/2011
9,344.00		4,895.00					4,449.00	
		35. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES					04/06/2011	07/08/2011
12,524.00		11,806.00					718.00	
		25. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
8,945.00		6,266.00					2,679.00	
		95. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES					09/25/2009	07/08/2011
5,148.00		2,306.00					2,842.00	
		115. CELGENE CORP PROPERTY TYPE: SECURITIES					05/04/2011	07/08/2011
7,102.00		6,968.00					134.00	
		95. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					05/04/2011	07/08/2011
10,026.00		9,935.00					91.00	
		304.599 COLUMBIA ACORN FUND CLASS Z SHAR PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
10,000.00		9,181.00					819.00	
		97.229 COLUMBIA ACORN INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					01/04/2011	07/08/2011
4,024.00		4,000.00					24.00	
		192.696 COLUMBIA ACORN INTERNATIONAL FUN PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
7,976.00		7,760.00					216.00	
		2078.138 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
25,000.00		25,021.00					-21.00	

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

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		547.645 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
20,000.00		16,851.00					3,149.00	
		275.482 COLUMBIA SELECT SMALL CAP FUND C PROPERTY TYPE: SECURITIES					12/03/2010	07/08/2011
5,000.00		4,755.00					245.00	
		150. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					05/26/2011	07/08/2011
12,155.00		12,067.00					88.00	
		1118.707 DELAWARE EMERGING MKTS FUND CL PROPERTY TYPE: SECURITIES					01/04/2011	07/08/2011
18,000.00		18,224.00					-224.00	
		335. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					02/18/2011	07/08/2011
13,241.00		14,549.00					-1,308.00	
		315. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
8,535.00		4,264.00					4,271.00	
		85. DOVER CORP COM PROPERTY TYPE: SECURITIES					01/14/2011	07/08/2011
5,867.00		5,037.00					830.00	
		165. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					02/26/2009	07/08/2011
4,563.00		1,848.00					2,715.00	
		175. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					12/16/2008	07/08/2011
4,840.00		1,905.00					2,935.00	
		95. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					10/24/2008	07/08/2011
2,627.00		950.00					1,677.00	
		370. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
4,621.00		4,884.00					-263.00	

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

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		140. GILEAD SCIENCES INC					05/26/2011	07/08/2011
		PROPERTY TYPE: SECURITIES						
5,927.00		5,674.00					253.00	
		85. GOLDMAN SACHS GROUP INC					05/09/2008	07/08/2011
		PROPERTY TYPE: SECURITIES						
11,324.00		15,965.00					-4,641.00	
		20. GOOGLE INC CL A					01/04/2011	07/08/2011
		PROPERTY TYPE: SECURITIES						
10,615.00		12,035.00					-1,420.00	
		163.452 HARBOR INTERNATIONAL FUND INSTL					01/04/2011	07/08/2011
		PROPERTY TYPE: SECURITIES						
10,574.00		10,000.00					574.00	
		423.965 HARBOR INTERNATIONAL FUND INSTL					12/03/2010	07/08/2011
		PROPERTY TYPE: SECURITIES						
27,426.00		25,404.00					2,022.00	
		155. HEWLETT PACKARD CO COM					08/12/2005	07/08/2011
		PROPERTY TYPE: SECURITIES						
5,576.00		3,716.00					1,860.00	
		95. INTERNATIONAL BUSINESS MACHINES CORP					06/15/2006	07/08/2011
		PROPERTY TYPE: SECURITIES						
16,688.00		7,365.00					9,323.00	
		335. J P MORGAN CHASE & CO COM					11/29/2006	07/08/2011
		PROPERTY TYPE: SECURITIES						
13,627.00		15,601.00					-1,974.00	
		795.545 JOHN HANCOCK FDS III DISCIPLINED					04/01/2011	07/08/2011
		PROPERTY TYPE: SECURITIES						
10,000.00		9,873.00					127.00	
		80. MCKESSON HBOC INC					06/11/2010	07/08/2011
		PROPERTY TYPE: SECURITIES						
6,746.00		5,539.00					1,207.00	
		460. MICROSOFT CORP COM					09/26/2008	07/08/2011
		PROPERTY TYPE: SECURITIES						
12,270.00		12,410.00					-140.00	

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

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		5. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					05/05/2003	07/08/2011
133.00		131.00					2.00	
		1229.05 NATIXIS FDS TR IV AEW REAL ESTAT PROPERTY TYPE: SECURITIES					01/06/2011	07/08/2011
22,000.00		19,124.00					2,876.00	
		120. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					05/04/2011	07/08/2011
5,999.00		5,759.00					240.00	
		100. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					11/25/2008	07/08/2011
10,597.00		5,014.00					5,583.00	
		5. P N C BANK CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	07/08/2011
299.00		155.00					144.00	
		75. P N C BANK CORP COM PROPERTY TYPE: SECURITIES					02/26/2009	07/08/2011
4,483.00		2,311.00					2,172.00	
		115. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					09/25/2009	07/08/2011
10,233.00		6,027.00					4,206.00	
		135. PEPSICO INC COM PROPERTY TYPE: SECURITIES					05/26/2011	07/08/2011
9,395.00		9,471.00					-76.00	
		265. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES					04/06/2011	07/08/2011
18,294.00		17,472.00					822.00	
		55. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES					01/13/2009	07/08/2011
3,797.00		2,317.00					1,480.00	
		5133.929 PIMCO COMMODITY REALRETURN STRA PROPERTY TYPE: SECURITIES					01/06/2011	07/08/2011
46,000.00		46,821.00					-821.00	

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

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		175. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					12/13/2010	07/08/2011
10,547.00		11,189.00					-642.00	
		155. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					02/01/2011	07/08/2011
10,015.00		9,832.00					183.00	
		35. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					10/22/2010	07/08/2011
2,261.00		2,220.00					41.00	
		185. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					01/14/2011	07/08/2011
11,851.00		11,344.00					507.00	
		295. QUESTAR CORP COM PROPERTY TYPE: SECURITIES					10/22/2010	07/08/2011
5,306.00		5,058.00					248.00	
		110. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
7,957.00		5,162.00					2,795.00	
		150. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					05/04/2011	07/08/2011
10,883.00		11,288.00					-405.00	
		40. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					11/18/2010	07/08/2011
3,590.00		3,027.00					563.00	
		30. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					08/19/2010	07/08/2011
2,693.00		1,722.00					971.00	
		140. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					03/14/2011	07/08/2011
7,335.00		7,429.00					-94.00	
		185. TJX COMPANIES INC NEW COM PROPERTY TYPE: SECURITIES					05/26/2011	07/08/2011
10,154.00		9,904.00					250.00	

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

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		90. TJX COMPANIES INC NEW COM PROPERTY TYPE: SECURITIES					03/14/2011	07/08/2011
4,940.00		4,437.00					503.00	
		175. TARGET CORP PROPERTY TYPE: SECURITIES					06/11/2010	07/08/2011
8,927.00		9,327.00					-400.00	
		305. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					10/18/2007	07/08/2011
9,993.00		10,454.00					-461.00	
		115. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					05/02/2008	07/08/2011
7,386.00		6,742.00					644.00	
		115. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					11/18/2010	07/08/2011
8,537.00		7,875.00					662.00	
		5. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					12/16/2008	07/08/2011
451.00		248.00					203.00	
		215. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					05/01/2009	07/08/2011
19,374.00		10,623.00					8,751.00	
		205. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/06/2009	07/08/2011
5,778.00		5,671.00					107.00	
		110. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					08/26/2009	07/08/2011
3,100.00		3,033.00					67.00	
		230. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					04/06/2011	07/08/2011
11,372.00		10,862.00					510.00	
		845. AT&T INC PROPERTY TYPE: SECURITIES					02/14/2005	07/15/2011
25,572.00		20,677.00					4,895.00	

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)	
		75. C I G N A CORP COM PROPERTY TYPE: SECURITIES					06/07/2011	07/15/2011
3,894.00		3,647.00					247.00	
		75. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					06/11/2010	07/15/2011
4,019.00		4,577.00					-558.00	
		95. OCEANEERING INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES					12/01/2010	07/15/2011
4,078.00		3,481.00					597.00	
		460. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					06/11/2010	08/12/2011
22,835.00		21,601.00					1,234.00	
		100. FLOWSERVE CORP COM PROPERTY TYPE: SECURITIES					05/08/2009	08/12/2011
9,001.00		7,323.00					1,678.00	
		30. INTERCONTINENTALEXCHANGE PROPERTY TYPE: SECURITIES					10/22/2010	08/12/2011
3,465.00		3,566.00					-101.00	
		325. TARGET CORP PROPERTY TYPE: SECURITIES					06/11/2010	08/17/2011
16,381.00		17,321.00					-940.00	
		20. TARGET CORP PROPERTY TYPE: SECURITIES					08/05/2010	08/17/2011
1,008.00		1,058.00					-50.00	
		530. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2005	08/23/2011
12,918.00		12,706.00					212.00	
		228. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2005	08/23/2011
5,557.00		5,454.00					103.00	
		7. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					08/12/2005	08/23/2011
171.00		167.00					4.00	

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)	
		205. TARGET CORP PROPERTY TYPE: SECURITIES					08/05/2010	08/30/2011
10,426.00		10,848.00					-422.00	
		320. TARGET CORP PROPERTY TYPE: SECURITIES					05/04/2011	08/30/2011
16,275.00		15,623.00					652.00	
		25. DISNEY (WALT) COMPANY (HOLDING COMPA PROPERTY TYPE: SECURITIES					02/18/2011	09/07/2011
812.00		1,086.00					-274.00	
		415. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					05/26/2011	09/07/2011
13,483.00		17,021.00					-3,538.00	
		235. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					06/11/2010	09/07/2011
5,788.00		3,181.00					2,607.00	
		945. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					06/11/2010	09/07/2011
9,750.00		12,474.00					-2,724.00	
		825. FIFTH THIRD BANCORP COM PROPERTY TYPE: SECURITIES					09/15/2010	09/07/2011
8,512.00		10,395.00					-1,883.00	
		190. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					10/22/2010	09/07/2011
11,919.00		12,053.00					-134.00	
		10. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					06/11/2010	09/07/2011
627.00		606.00					21.00	
		470. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					06/11/2010	09/15/2011
12,196.00		6,361.00					5,835.00	
		15. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					01/04/2011	09/15/2011
8,088.00		9,026.00					-938.00	

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)	
		130. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					06/11/2010	09/15/2011
8,112.00		7,883.00					229.00	
		395. ALPHA NATURAL RESOURCES INC COM PROPERTY TYPE: SECURITIES					06/11/2010	09/22/2011
8,072.00		14,103.00					-6,031.00	
		45. AUTOLIV INC COM PROPERTY TYPE: SECURITIES					11/04/2010	09/22/2011
2,122.00		3,410.00					-1,288.00	
		150. AUTOLIV INC COM PROPERTY TYPE: SECURITIES					11/18/2010	09/22/2011
7,074.00		11,222.00					-4,148.00	
		255. POTASH CORP OF SASKATCHEWAN COM PROPERTY TYPE: SECURITIES					01/14/2011	09/22/2011
12,081.00		14,666.00					-2,585.00	
		1010. EL PASO CORP COM PROPERTY TYPE: SECURITIES					06/07/2011	10/25/2011
25,565.00		20,274.00					5,291.00	
		95. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					11/18/2010	10/28/2011
6,779.00		6,506.00					273.00	
		105. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					06/11/2010	10/28/2011
7,493.00		6,374.00					1,119.00	
		100. AT&T INC PROPERTY TYPE: SECURITIES					02/14/2005	11/11/2011
2,941.00		2,447.00					494.00	
		710. AT&T INC PROPERTY TYPE: SECURITIES					05/11/2005	11/11/2011
20,884.00		16,564.00					4,320.00	
		45. AMGEN INC COM PROPERTY TYPE: SECURITIES					11/04/2010	11/11/2011
2,613.00		2,515.00					98.00	

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)	
		190. AMGEN INC COM PROPERTY TYPE: SECURITIES					11/25/2008	11/11/2011
11,032.00		10,364.00					668.00	
		130. AMGEN INC COM PROPERTY TYPE: SECURITIES					10/10/2008	11/11/2011
7,548.00		6,231.00					1,317.00	
		65. AMGEN INC COM PROPERTY TYPE: SECURITIES					03/11/2009	11/11/2011
3,774.00		3,091.00					683.00	
		25. ALLERGAN INC PROPERTY TYPE: SECURITIES					10/22/2010	11/22/2011
2,008.00		1,792.00					216.00	
		165. ALLERGAN INC PROPERTY TYPE: SECURITIES					08/05/2010	11/22/2011
13,253.00		10,559.00					2,694.00	
		35. APACHE CORP COM PROPERTY TYPE: SECURITIES					04/08/2009	11/22/2011
3,205.00		2,285.00					920.00	
		100. APACHE CORP COM PROPERTY TYPE: SECURITIES					03/20/2009	11/22/2011
9,157.00		6,501.00					2,656.00	
		45. APACHE CORP COM PROPERTY TYPE: SECURITIES					03/17/2009	11/22/2011
4,121.00		2,858.00					1,263.00	
		880. DISCOVER FINL SVCS COM PROPERTY TYPE: SECURITIES					06/11/2010	11/22/2011
20,456.00		11,911.00					8,545.00	
		30. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					10/18/2007	11/22/2011
859.00		1,028.00					-169.00	
		440. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					11/14/2007	11/22/2011
12,597.00		13,964.00					-1,367.00	

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)	
		70. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					11/27/2007	11/22/2011
2,004.00		2,157.00					-153.00	
		45. AIR PRODUCTS & CHEMICALS INC COM PROPERTY TYPE: SECURITIES					04/06/2011	11/30/2011
3,712.00		4,167.00					-455.00	
		45. ALLERGAN INC PROPERTY TYPE: SECURITIES					08/05/2010	11/30/2011
3,759.00		2,880.00					879.00	
		20. AMAZON COM INC PROPERTY TYPE: SECURITIES					06/11/2010	11/30/2011
3,817.00		2,437.00					1,380.00	
		70. APACHE CORP COM PROPERTY TYPE: SECURITIES					03/17/2009	11/30/2011
6,848.00		4,446.00					2,402.00	
		120. APACHE CORP COM PROPERTY TYPE: SECURITIES					03/04/2009	11/30/2011
11,739.00		6,801.00					4,938.00	
		25. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES					06/11/2010	11/30/2011
9,487.00		6,266.00					3,221.00	
		40. CHEVRONTEXACO CORP COM PROPERTY TYPE: SECURITIES					05/04/2011	11/30/2011
4,080.00		4,183.00					-103.00	
		6051.994 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES					12/03/2010	11/30/2011
63,243.00		72,866.00					-9,623.00	
		9615.385 COLUMBIA MARSICO INTERNATIONAL PROPERTY TYPE: SECURITIES					05/07/2003	11/30/2011
100,481.00		75,000.00					25,481.00	
		2422.99 COLUMBIA SMALL CAP GROWTH I FUND PROPERTY TYPE: SECURITIES					12/03/2010	11/30/2011
73,199.00		74,555.00					-1,356.00	

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)	
		4795.005 COLUMBIA SELECT SMALL CAP FUND PROPERTY TYPE: SECURITIES					12/03/2010	11/30/2011
76,097.00		82,762.00					-6,665.00	
		40. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					05/26/2011	11/30/2011
3,408.00		3,218.00					190.00	
		20. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					04/06/2011	11/30/2011
1,704.00		1,503.00					201.00	
		115. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					05/26/2011	11/30/2011
4,088.00		4,717.00					-629.00	
		180. E M C CORP MASS COM PROPERTY TYPE: SECURITIES					10/24/2008	11/30/2011
4,166.00		1,800.00					2,366.00	
		115. EXELON CORP COM PROPERTY TYPE: SECURITIES					10/19/2004	11/30/2011
5,021.00		4,341.00					680.00	
		330. FAIRCHILD SEMICONDUCTOR INTL CL A PROPERTY TYPE: SECURITIES					02/18/2011	11/30/2011
4,246.00		6,396.00					-2,150.00	
		95. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					05/26/2011	11/30/2011
3,783.00		3,851.00					-68.00	
		10. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					12/13/2010	11/30/2011
5,976.00		6,010.00					-34.00	
		455.622 HARBOR INTERNATIONAL FUND INSTL PROPERTY TYPE: SECURITIES					12/03/2010	11/30/2011
25,000.00		27,301.00					-2,301.00	
		30. INTERCONTINENTALEXCHANGE PROPERTY TYPE: SECURITIES					11/17/2010	11/30/2011
3,584.00		3,590.00					-6.00	

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)	
		40. INTERNATIONAL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					06/15/2006	11/30/2011
7,507.00		3,101.00					4,406.00	
		65. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					11/29/2006	11/30/2011
1,965.00		3,027.00					-1,062.00	
		55. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					08/30/2006	11/30/2011
1,663.00		2,519.00					-856.00	
		200. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					05/05/2003	11/30/2011
5,077.00		5,238.00					-161.00	
		55. NATIONAL OILWELL VARCO INC COM PROPERTY TYPE: SECURITIES					06/07/2011	11/30/2011
3,906.00		3,964.00					-58.00	
		45. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES					11/25/2008	11/30/2011
4,389.00		2,256.00					2,133.00	
		85. P N C BANK CORP COM PROPERTY TYPE: SECURITIES					09/07/2011	11/30/2011
4,454.00		4,098.00					356.00	
		10. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					09/25/2009	11/30/2011
825.00		524.00					301.00	
		35. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES					06/02/2009	11/30/2011
2,886.00		1,634.00					1,252.00	
		135. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES					01/13/2009	11/30/2011
10,147.00		5,688.00					4,459.00	
		75. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					12/13/2010	11/30/2011
4,210.00		4,795.00					-585.00	

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)	
		585. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					06/11/2010	11/30/2011
37,567.00		35,472.00					2,095.00	
		35. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					01/14/2011	11/30/2011
1,739.00		2,146.00					-407.00	
		45. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES					06/11/2010	11/30/2011
2,236.00		2,612.00					-376.00	
		65. ROYAL DUTCH SHELL PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					05/04/2011	11/30/2011
4,524.00		4,892.00					-368.00	
		65. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					03/14/2011	11/30/2011
3,421.00		3,449.00					-28.00	
		20. SEMPRA ENERGY PROPERTY TYPE: SECURITIES					08/17/2011	11/30/2011
1,052.00		998.00					54.00	
		100. TJX COMPANIES INC NEW COM PROPERTY TYPE: SECURITIES					03/14/2011	11/30/2011
6,169.00		4,930.00					1,239.00	
		90. THERMO ELECTRON CORP COM PROPERTY TYPE: SECURITIES					05/02/2008	11/30/2011
4,242.00		5,276.00					-1,034.00	
		85. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					05/01/2009	11/30/2011
6,521.00		4,200.00					2,321.00	
		5. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES					03/23/2001	11/30/2011
384.00		168.00					216.00	
		45. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					04/06/2011	11/30/2011
2,150.00		2,125.00					25.00	

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)	
		50. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES					06/11/2010	11/30/2011
2,389.00		1,834.00					555.00	
		5016.722 COLUMBIA SELECT LARGE CAP GROWT PROPERTY TYPE: SECURITIES					12/03/2010	12/29/2011
60,502.00		63,411.00					-2,909.00	
		1172.333 NATIXIS FDS TR IV AEW REAL ESTA PROPERTY TYPE: SECURITIES					01/06/2011	12/29/2011
20,000.00		18,242.00					1,758.00	
TOTAL GAIN(LOSS)		....					344,939.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	7,890.	7,890.
FOREIGN DIVIDENDS	15,440.	15,440.
DOMESTIC DIVIDENDS	43,094.	43,094.
PARTNERSHIP & FIDUCIARY DIVIDENDS	3.	3.
OTHER INTEREST	125.	125.
NONQUALIFIED FOREIGN DIVIDENDS	2,309.	2,309.
NONQUALIFIED DOMESTIC DIVIDENDS	117,198.	117,198.
ENDING DEFERRED DIVIDENDS		2,206.
TOTAL	186,059.	188,265.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BEG DEF. INCOME	7,470.	
NET PARTNERSHIP ORDINARY INCOME	14,171.	14,171.
TOTALS	21,641.	14,171.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	307.	307.
PRIOR YEAR TAX BALANCE	8,850.	
FEDERAL ESTIMATES	7,500.	
FOREIGN TAXES PAID	744.	744.
FOREIGN TAXES PAID	127.	127.
TOTALS	17,528.	1,178.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (B OF A)	1,481.		1,481.
PTNR INV. EXP. DEDUCTION	5,877.	5,877.	
TOTALS	7,358.	5,877.	1,481.

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

DESCRIPTION		AMOUNT
REFUND OF EXCISE TAX		2,670.
	TOTAL	2,670.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	181.
TOTAL	181.

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: 1
COMPENSATION .... 45,524.

TOTAL COMPENSATION: 45,524.

RECIPIENT NAME:
JAMES J. MUETH
ADDRESS:
ONE KANSAS CITY PLACE, 1200 MAIN STREET
KANSAS CITY, MO 64105-2100
RECIPIENT'S PHONE NUMBER: 816-292-4342
FORM, INFORMATION AND MATERIALS:
THERE IS NO APPLICATION FORM
SUBMISSION DEADLINES:
September 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
See attached

Herbert and Adrian Woods FDN
43-6826365

Form 990-PF, Part XV, Restrictions or Limitations on Awards

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

FORM 990-PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS GRANTS PAID

Name	Address	Relationship	Status	Purpose	Amount
AMERICAN ANGLICAN COUNCIL	2296 HENDERSON MILL RD , SUITE 406 ,ATLANTA, GA 30345	N/A	PUBLIC	SUPPORT FOR THE SURE FOUNDATION	5,000
AMERICAN ANGLICAN COUNCIL	2296 HENDERSON MILL RD , SUITE 406 ,ATLANTA, GA 30345	N/A	PUBLIC	TO SUPPORT CLERGY LEADERSHIP TRAINING	5,000
AMERICAN RED CROSS	10195 CORPORATE SQUARE DR ,ST LOUIS, MO 63132	N/A	PUBLIC	SUPPORT FOR ACCESS TO AQUATICS AND PROG	7,500
ANGLICAN MISSION IN THE AMERICAS	PO BOX 3427 ,PAWLEYS ISLAND, SC 29585	N/A	PUBLIC	TO SUPPORT A CREATIVE COORDINATOR IN	5,000
ARCHS	539 N GRAND BLVD , SUITE 600 ,ST LOUIS, MO 63103	N/A	PUBLIC	SUPPORT ASAP (AFTER SCHOOL FOR ALL PARTN	7,500
BOARD OF RELIGIOUS ORGANIZATIONS	4262 CLEVELAND AVE ,ST LOUIS, MO 63110	N/A	PUBLIC	GENERAL OPERATIONS SUPPORT	20,000
CARDINAL GLENNON CHILDREN'S FDN	1465 S GRAND BLVD ,ST LOUIS, MO 63104-1095	N/A	PUBLIC	TO SUPPORT CHILD PROTECTION PROGRAM	20,000
CEDARS YOUTH SERVICES	6601 PIONEERS BOULEVARD, SUITE 1 ,LINCOLN, NE 68506	N/A	PUBLIC	TO ASSIST WITH RENOVATIONS AT MATERNITY	10,000
CENTRAL INSTITUTE FOR THE DEAF	825 SOUTH TAYLOR AVENUE ,ST LOUIS, MO 63110	N/A	PUBLIC	SUPPORT OF EDUCATIONAL PROGRAMS	5,000
CHILDREN'S HOSPITAL FOUNDATION	ONE CHILDREN'S PLACE ,ST LOUIS, MO 63110-1077	N/A	PUBLIC	SUPPORT HEALTHY KIDS EXPRESS ASTHMA PROG	20,000
CHURCH WOMEN UNITED	ONE CHILDREN'S PLACE ,ST LOUIS, MO 63110-1077	N/A	PUBLIC	TO PROVIDE REGISTRATION AND TRANS TO CHURCH WOMEN	5,000
EPWORTH	110 N ELM AVENUE ,ST LOUIS, MO 63119	N/A	PUBLIC	TO SUPPORT TRANSITIONAL LIVING PROGRAM TLP	10,000
GRACE HILL SETTLEMENT HOUSE	2600 HADLEY STREET ,ST LOUIS, MO 63106	N/A	PUBLIC	PROVIDE COUNSELING AND TRAINING FOR LOW INCOME FEMALE ENTREPRENEURS	20,000
GREAT CIRCLE	330 NORTH GORE AVENUE ,ST LOUIS, MO 63119	N/A	PUBLIC	SUPPORT ARTS ALIVE PROGRAM	20,000
HUMANE SOCIETY OF MISSOURI	1201 MACKLAND AVE ,ST LOUIS, MO 63110	N/A	PUBLIC	TO OFFER 391 REDUCED COST SPAY/NEUTER SURGERIES	25,000
MISSOURI BOTANICAL GARDEN	P O BOX 299 ,ST LOUIS, MO 63166-0299	N/A	PUBLIC	GENERAL OPERATIONS SUPPORT	15,000
MISSOURI HISTORICAL SOCIETY	P O BOX 11940 ,ST LOUIS, MO 63112-0040	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
NATIONAL CHILDREN'S CANCER SOC	1 S MEMORIAL DR , SUITE 800 ,ST LOUIS, MO 63102	N/A	PUBLIC	SUPPORT FAMILIES OF CHILDREN WITH CANCER THROUGH THE PEDIATRIC ONCOLOGY PROG	5,000
NEIGHBORHOOD HOUSES	5621 DELMAR BLVD , SUITE 104 ,ST LOUIS, MO 63112	N/A	PUBLIC	AFTER-SCHOOL PROGRAMS FOR CHILDREN FROM LOW-INCOME FAMILIES	10,000
RANKEN TECHNICAL COLLEGE	4431 FINNEY AVENUE ,ST LOUIS, MO 63113	N/A	PUBLIC	TO PROVIDE SCHOLARSHIPS TO ACADEMY	4,800
READY READERS	1974 INNERBELT BUSINESS CENTER DR ,ST LOUIS, MO 63114	N/A	PUBLIC	PROVIDE READING PROGRAM TO 200 PRE-SCHOOL AGE CHILDREN FROM LOW INCOME COMM	10,000
REPERTORY THEATRE OF ST LOUIS	130 EDGAR ROAD ,ST LOUIS, MO 63119	N/A	PUBLIC	UNDERWRITE 2011-2012 PROD OF SWORD	10,000
RONALD MCDONALD HOUSE CHARITIES	3450 PARK ,ST LOUIS, MO 63104	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
ST LOUIS COUNTY LIBRARY FDN	1640 S LINDBERGH BLVD ,ST LOUIS, MO 63131-3598	N/A	PUBLIC	TO MATCH A GRANT BY THE LIBRARY FDN TO ALLOW EXPANSION TEEN PROGRAM	5,000
ST LOUIS CRISIS NURSERY	11710 ADMINISTRATION DRIVE, SUITE 18 ,ST LOUIS, MO 63146	N/A	PUBLIC	TO SUPPORT 65 IMPOVERISHED ST LOUIS CITY CHILDREN AT RISK OF HOMELESSNESS	12,500
ST LOUIS PUBLIC LIBRARY FDN	1415 OLIVE STREET ,ST LOUIS, MO 63103	N/A	PUBLIC	2011-2012 CAMPAIGN	10,000
ST LOUIS REGIONAL PUBLIC MEDIA	3655 OLIVE ST ,ST LOUIS, MO 63108-3601	N/A	PUBLIC	GENERAL OPERATIONS SUPPORT	10,000
ST PAUL'S EPISCOPAL MONTESSORI	1018 EAST GRAYSON STREET ,SAN ANTONIO, TX 78208-1224	N/A	PUBLIC	GENERAL OPERATING SUPPORT	5,000
SUPPORT DOGS, INC	11645 LILBURN PARK RD ,ST LOUIS, MO 63146	N/A	PUBLIC	TO SUPPORT THE ASSISTANCE DOG PROGRAM	5,000
TOWER GROVE PARK	4256 MAGNOLIA AVENUE ,ST LOUIS, MO 63110	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
TRINITY EPISCOPAL SCHOOL FOR	311 ELEVENTH STREET ,AMBRIDGE, PA 15003	N/A	PUBLIC	TO SUPPORT THE FUTURE LEADERS SCHOLARSHIP FUND	5,000
VARIETY THE CHILDREN'S CHARITY	2200 WESTPORT PLAZA DR ,ST LOUIS, MO 63146-3211	N/A	PUBLIC	FOR KIDS ON THE GO THERAPEUTIC CYCLE PROJECT	10,000
VIRGINIA THEOLOGICAL SEMINARY	3737 SEMINARY ROAD ,ALEXANDRIA, VIRGINIA 22304	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
WASHINGTON NATIONAL CATHEDRAL	MASSACHUSETTS AND WISCONSIN AVENUES NW ,WASHINGTON, D C 20016-5098	N/A	PUBLIC	GENERAL OPERATING SUPPORT	10,000
WINGS OF HOPE	18370 WINGS OF HOPE BLVD ,ST LOUIS, MO, 63005	N/A	PUBLIC	TO SUPPORT THEIR MEDICAL RELIEF AND TRANSPORT PROGRAM (MAT PROGRAM)	10,000
TOTAL					362,300

FEDERAL FOOTNOTES

FOR THE TAX YEAR ENDED 12/31/2009, THE AVERAGE FAIR MARKET VALUE OF SECURITIES/CASH LISTED ON PART X LINE 1D WAS OVERSTATED. THE CORRECT AMOUNT IS $5,946,920.
THE DISTRIBUTIONS FOR THE ABOVE TAX YEAR MET THE REQUIRED PAYOUT AMOUNT, AND THEREFORE, ANAMENDED RETURN WAS NOT FILED. HOWEVER, THIS OVERSTATEMENT RESULTED IN A CHANGE TO THE EXCESS DISTRIBUTION CARRYOVER AMOUNT. THE AMOUNT REPORTED ON THIS RETURN REFLECTS THE CHANGES TO THE CARRYOVER AMOUNT.

FEDERAL FOOTNOTES

PART VIII, THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

Form **8868** (Rev January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
File by the due date for filing your return See instructions	HERBERT AND ADRIAN WOODS FDN	[X] Employer identification number (EIN) or 43-6826365
	Number, street, and room or suite no If a P O box, see instructions 231 S LASALLE ST IL1-231-10-05	[ ] Social security number (SSN)
	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	01	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 12 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 11 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	$ 6,003.
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	$ 12,416.
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	$

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

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

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HERBERT AND ADRIAN WOODS FDN	Employer identification number (EIN) or [X] 43-6826365
	Number, street, and room or suite no If a P O box, see instructions 231 S LASALLE ST IL1-231-10-05	Social security number (SSN) [ ]
	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	01	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 12 .

5 For calendar year 2011 , 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	$ 6,003.
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	$ 12,416.
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	$ 0

Signature and Verification must be completed for Part II only.

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 ▶ SVP Date ▶ 8-9-2012

JSA
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