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: Woodward Charitable Trust (f/k/a Woodward Governor Company Charitable Trust)

A Employer identification number: 84-6025403

Number and street (or P O box number if mail is not delivered to street address): 5001 North Second Street

Room/suite:

B Telephone number (see instructions): 815-877-7441

City or town, state, and ZIP code: Rockford, IL 61125-7001

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 ☒ 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)* ▶ $ 20,982,431

J Accounting method ☐ 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))*

			(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)	200,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	85	85		
	4	Dividends and interest from securities	464,029	464,029		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	90,805			
	b	Gross sales price for all assets on line 6a 2,125,246				
	7	Capital gain net income (from Part IV, line 2)		90,805		
	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)	0			
	11	Other income (attach schedule)	1,268			
	12	**Total.** Add lines 1 through 11	756,187	554,919	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,600	3,300		3,300
	c	Other professional fees (attach schedule)	53,977	26,989		26,988
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	15			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	16	8		8
	24	**Total operating and administrative expenses.** Add lines 13 through 23	60,608	30,297	0	30,296
	25	Contributions, gifts, grants paid	1,110,970			1,110,970
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,171,578	30,297	0	1,141,266
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(415,391)			
	b	**Net investment income** (if negative, enter -0-)		524,622		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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ISA **For Paperwork Reduction Act Notice, see instructions.**

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	151,892	385,953	385,953
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,493,062	1,284,699	1,396,016
	b	Investments—corporate stock (attach schedule)	5,716,228	5,785,975	16,410,930
	c	Investments—corporate bonds (attach schedule)	2,140,711	1,629,829	1,722,931
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	927,034	934,631	1,046,388
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Interest Receivable)	27,764	20,213	20,213
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,456,691	10,041,300	20,982,431
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)	0	0	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,456,691	10,041,300	
	30	**Total net assets or fund balances** (see instructions)	10,456,691	10,041,300	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,456,691	10,041,300	

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	10,456,691
2	Enter amount from Part I, line 27a	2	(415,391)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,041,300
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,041,300

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	2,128,507		2,037,702	90,805
b	0			0
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 90,805

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	1,079,610	18,786,169	0.0575
2009	869,046	15,722,074	0.0553
2008	1,181,054	20,882,465	0.0566
2007	1,133,740	20,509,063	0.0553
2006	938,463	16,964,260	0.0553

2	**Total** of line 1, column (d)	2	0.2800
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	.056
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,369,057
5	Multiply line 4 by line 3	5	1,140,667
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,246
7	Add lines 5 and 6	7	1,145,913
8	Enter qualifying distributions from Part XII, line 4	8	1,141,266

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 ▶ ☐ and enter 1% of Part I, line 27b	1	10,492
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	10,492
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	10,492
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — **6a** — 11,216		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments. Add lines 6a through 6d	7	11,216
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	724
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 724 **Refunded** ▶	11	0

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) ▶ Illinois			
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)*

			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 ▶ N/A

14 The books are in care of ▶ KAREN FINCH Telephone no. ▶ 815-877-7441

Located at ▶ 5001 NORTH SECOND STREET, ROCKFORD, IL ZIP+4 ▶ 61125-7001

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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.

			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		
	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 ▶ 20___ , 20___ , 20___ , 20___			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 6 ATTACHED				

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

Total number of other employees paid over $50,000 ▶

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		
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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	20,035,884
b	Average of monthly cash balances			1b	623,149
c	Fair market value of all other assets (see instructions)			1c	20,213
d	**Total** (add lines 1a, b, and c)			1d	20,679,246
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	20,679,246
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)			4	310,189
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	20,369,057
6	**Minimum investment return.** Enter 5% of line 5			6	1,018,453

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

1	Minimum investment return from Part X, line 6			1	1,018,453
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,492		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,492
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,007,961
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,007,961
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,007,961

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	1,141,266
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,141,266
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,141,266

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					1,007,961
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years: 20___ , 20___ , 20___					
3	Excess distributions carryover, if any, to 2011:					
a	From 2006	110,112				
b	From 2007	114,507				
c	From 2008	144,901				
d	From 2009	90,532				
e	From 2010	146,052				
f	**Total** of lines 3a through e		606,104			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,141,266					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)		128,704			
d	Applied to 2011 distributable amount					1,007,961
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		734,808			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions			0		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		110,112			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		624,696			
10	Analysis of line 9					
a	Excess from 2007	114,507				
b	Excess from 2008	144,901				
c	Excess from 2009	90,532				
d	Excess from 2010	146,052				
e	Excess from 2011	128,704				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ N/A

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					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 7 ATTACHED

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

SEE STATEMENT 7 ATTACHED

c Any submission deadlines:

NONE

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

NONE

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 8 ATTACHED				
Total . . . . ▶ **3a**				0
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	85	
4 Dividends and interest from securities			14	464,029	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a SECURITY LITIGATION			14	1,268	
b PROCEEDS					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		465,382	0

13 Total. Add line 12, columns (b), (d), and (e) **13** 465,382

(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)

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

▶ 8/14/12 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
Woodward Charitable Trust (f/k/a Woodward Governor Company Charitable Trust)	84-6025403

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

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

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

Name of organization	Employer identification number
Woodward Charitable Trust (f/k/a Woodward Governor Company Charitable Trust)	84-6025403

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Woodward, Inc. 5001 North Second Street Rockford, IL 61125-7001	$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2011

PART I - ANALYSIS OF REVENUE AND EXPENSES	(a) REVENUE/ EXPENSES PER BOOKS	(b) NET INVESTMENT INCOME	(d) DISBURSEMENTS FOR CHARITABLE PURPOSES
Line 11 - Other Income			
Proceeds from class action settlement	$ 1,268	$ -	$ -
Line 16b - Accounting fees Audit Fee	$ 6,600	$ 3,300	$ 3,300
Line 16c - Other professional fees: Northern Trust Fees	$ 53,977	$ 26,989	$ 26,988
Line 18 - Taxes Excise tax on investment income	$ 15		
Line 23 - Other expenses			
Misc service charges for class action distributions	$ 16	$ 8	$ 8

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2011

PART II - LINE 10a - U S. AND STATE OBLIGATIONS

	END OF YEAR	
	(b) BOOK VALUE	(c) FMV
FHLMC 5 000% Due 7/15/2014	51,970	55,530
FNMA Pool #254088 5 50% Due 12/01/2016	4,449	4,740
FNMA Pool #254759 4 50% Due 6/01/2018	15,181	15,858
FNMA Pool #592060 6 00% Due 6/01/2016	2,648	2,848
MFB Northern Bond Index Fund	525,001	574,559
MFB Northern Short Inter Tax Exempt Fund	239,276	244,089
MFC Ishares Tr Barclays TIPS	196,481	233,380
US Treasury Note 4 375% Due 8/15/2012	101,404	102,633
US Treasury Note 4 250% Due 8/15/2013	51,086	53,230
US Treasury Note 4 000% Due 2/15/2014	47,187	53,922
US Treasury Note 4 750% Due 5/15/2014	50,016	55,227
	$ 1,284,699	$ 1,396,016

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2010

PART II - LINE 10b - CORPORATE STOCK

			END OF YEAR	
			(b) BOOK VALUE	(c) FMV
750	SHS	ABBOTT LABORATORIES	$ 31,696	$ 42,173
980	SHS	ALTERA CORP	24,774	36,358
385	SHS	AMAZON COM INC	49,692	66,644
1,570	SHS	AMERICAN EXPRESS CO	72,350	74,057
403	SHS	APPLE INC	59,340	163,215
965	SHS	AUTODESK INC	35,995	29,269
675	SHS	BHP BILLITON LTD	45,111	47,675
2,360	SHS	BRISTOL MYERS SQUIBB CO	69,973	83,166
1,000	SHS	CHEVRON CORP	72,838	106,400
995	SHS	CITRIX SYS INC	63,714	60,416
1,265	SHS	COCA COLA CO	82,813	88,512
690	SHS	CONOCO PHILLIPS	50,410	50,280
935	SHS	COSTCO WHOLESALE CORP	57,610	77,904
1,025	SHS	COVIDIEN PLC	45,699	46,135
2,185	SHS	DANAHER CORP	34,156	102,782
1,355	SHS	DOMINION RES INC	59,626	71,923
1,705	SHS	DU PONT E I DE NEMOURS & CO	64,214	78,055
1,215	SHS	EATON CORP	63,256	52,889
3,340	SHS	EMC CORP	64,954	71,944
1,585	SHS	EXXON MOBIL CORP	66,935	134,345
624	SHS	FRANKLIN RES INC	70,794	59,942
3,505	SHS	GENERAL ELECTRIC CO	70,023	62,775
142	SHS	GOOGLE INC	77,967	91,718
300	SHS	GRAINGER, W W INC	34,648	56,157
1,150	SHS	H J HEINZ	53,072	62,146
675	SHS	INTERNATIONAL BUSINESS MACHINES CORP	67,482	124,119
530	SHS	JOHNSON & JOHNSON	28,424	34,757
1,485	SHS	JOHNSON CONTROLS	43,407	46,421
2,270	SHS	JP MORGAN CHASE & CO	68,979	75,478
620	SHS	MCDONALDS CORP	53,792	62,205
1,025	SHS	MCKESSON CORP	63,591	79,858
76,544	SHS	MFB NORTHERN EMERGING MARKETS EQ FD	652,222	782,284
30,607	SHS	MFB NORTHERN FUNDS SMALL CAP INDEX FD	195,967	249,749
21,186	SHS	MFB NORTHERN FUNDS MID CAP INDEX FD	227,500	245,968
12,446	SHS	MFB NORTHERN INTL EQUITY INDEX FD	1,250,856	1,111,307
965	SHS	NATIONAL OILWELL VARCO	24,615	65,610
470	SHS	NIKE INC	30,833	45,294
460	SHS	NOBLE ENERGY INC	33,072	43,419
1,000	SHS	NORFOLK SOUTHERN CORP	65,022	72,860
985	SHS	NOVARTIS AG	54,088	56,312
1,340	SHS	OMNICOM GROUP INC,	65,173	59,737
3,040	SHS	ORACLE CORP	84,573	77,976
226	SHS	PRECISION CASTPARTS CORP	38,392	37,243
2,145	SHS	PRINCIPAL FINANCIAL GROUP INC	59,182	52,767
1,280	SHS	PROCTER & GAMBLE CO	72,804	85,389
1,470	SHS	QUALCOMM INC	74,085	80,409
529	SHS	SALESFORCE COM INC	54,473	53,672
715	SHS	SCHLUMBERGER LTD	62,093	48,842
679	SHS	SIMON PROPERTY GROUP INC	64,717	87,550
3,255	SHS	SPECTRA ENERGY CORP	57,395	100,091
735	SHS	TRAVELERS COS INC	35,677	43,490
1,660	SHS	UNITEDHEALTH GROUP INC	55,851	84,129
600	SHS	UNITED TECHNOLOGIES	19,215	43,854
2,435	SHS	US BANCORP	66,610	65,867
691	SHS	V F CORP	79,418	87,750
1,050	SHS	VERIZON COMMUNICATIONS	37,565	42,126
715	SHS	WALMART STORES, INC	36,217	42,728
1,290	SHS	WALT DISNEY CO	43,912	48,375
2,795	SHS	WELLS FARGO & CO	81,591	77,030
1,135	SHS	WHOLE FOODS MKT INC	48,251	78,973
		BASIS ADJUSTMENT	3,001	-
			5,421,705	6,210,519
249,216	SHS	WOODWARD GOVERNOR COMPANY	364,270	10,200,411
		TOTAL	$ 5,785,975	$ 16,410,930

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2011

PART II - LINE 10c - CORPORATE BONDS

		END OF YEAR	
		(b) BOOK VALUE	(c) FMV
40,000	BANK AMER CORP 5.125% Due 11/15/2014	40,868	39,822
150,000	CREDIT SUISSE FIRST BOSTON 5 125% Due 1/15/2014	144,996	156,347
100,000	GE CAPITAL CORP 5 875% Due 2/15/2012	101,033	100,606
150,000	GOLDMAN SACHS GROUP 5 5% Due 11/15/2014	146,171	154,540
100,000	JOHNSON & JOHNSON 3 8% Due 5/15/2013	100,287	104,759
59,307	MFB NORTHERN High Yield Fixed Income Fund	950,000	1,018,121
150,000	MERRILL LYNCH 5 45% Due 7/15/2014	146,474	148,736
		$ 1,629,829	$ 1,722,931

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2011

PART II - LINE 13 - OTHER INVESTMENTS

	END OF YEAR	
	(b) BOOK VALUE	(c) FMV
Province of Ontario Bond 4 95% Due 6/1/2012	103,397	101,735
MFC SPDR Gold TR	510,614	662,677
MFO Pimco PAC Invt Mgmt Commodities Fund	320,620	281,976
	$ 934,631	$ 1,046,388

WOODWARD CHARITABLE TRUST
EIN 84-6025403
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PART VIII - LINE 1 - LIST ALL OFFICERS, DIRECTORS, TRUSTEES, ETC

NAME	ADDRESS	TITLE
MARTY GLASS	5001 N. SECOND ST. ROCKFORD, IL 61125	TRUSTEE
A CHRISTOPHER FAWZY	5001 N. SECOND ST. ROCKFORD, IL 61125	TRUSTEE
JULIA BUCHANAN	5001 N SECOND ST ROCKFORD, IL 61125	TRUSTEE
JAY EVANS	5001 N SECOND ST ROCKFORD, IL 61125	TRUSTEE
DAN LOESCHER	5001 N SECOND ST ROCKFORD, IL 61125	TRUSTEE
PHIL TURNER	5001 N SECOND ST ROCKFORD, IL 61125	TRUSTEE

NONE OF THE TRUSTEES RECEIVE BENEFITS, EXPENSE ALLOWANCES OR COMPENSATION

WOODWARD CHARITABLE TRUST
EIN 84-6025403
FORM 990-PF 2011

PART XV - LINE 2a - NAME, ADDRESS, AND TELEPHONE NUMBER OF PERSON TO WHOM APPLICATIONS SHOULD BE ADDRESSED

PAM CAPPITELLI
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC. (FORMERLY WOODWARD GOVERNOR COMPANY)
5001 NORTH SECOND STREET
ROCKFORD, IL 61125

ROCKY SCOTT
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC (FORMERLY WOODWARD GOVERNOR COMPANY)
1000 EAST DRAKE ROAD
FORT COLLINS, CO 80525

JACKIE KLEINO
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC (FORMERLY WOODWARD GOVERNOR COMPANY)
700 NORTH CENTENNIAL STREET
ZEELAND, MI 49464

DEMIE GARCIA
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC. (FORMERLY WOODWARD GOVERNOR COMPANY)
201 FORRESTER DRIVE, STE 1A
GREENVILLE, SC 29607

PEGGY RANALLO
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC (FORMERLY WOODWARD GOVERNOR COMPANY)
7320 NORTH LINDER AVENUE
SKOKIE, IL 60077

ROMY KUKLIN
CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC. (FORMERLY WOODWARD GOVERNOR COMPANY)
25200 WEST RYE CANYON ROAD
SANTA CLARITA, CA 91355

RICK HOLM
SPECIAL CONTRIBUTION COMMITTEE CHAIRMAN
WOODWARD, INC (FORMERLY WOODWARD GOVERNOR COMPANY)
5001 NORTH SECOND STREET
ROCKFORD, IL 61125

PART XV - LINE 2b - THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE

APPLICATIONS SHOULD BE SUBMITTED IN LETTER FORM   NO STANDARD LETTER OF APPLICATION IS REQUIRED. A REQUEST EVALUATION FORM WILL BE SENT TO THE APPLYING ORGANIZATION TO COMPLETE AND RETURN. THIS FORM EMPHASIZES A DESCRIPTION OF THE CHARITABLE ORGANIZATION ITSELF AND HOW THE ORGANIZATION IS MEETING THE NEEDS OF OUR COMMUNITIES   A COPY OF THE ORGANIZATION'S UNEXPIRED IRS LETTER ACKNOWLEDGING THAT CONTRIBUTIONS TO THE ORGANIZATION ARE TAX DEDUCTIBLE MUST BE PROVIDED

WOODWARD CHARITABLE TRUST

NAME	HTH, HDC, DIS	SOC WELL	YOUTH CIVIC	CUL EDUCA	FUND RAIS & SUPT	HSPL & REL FAC
70 x 7 Life Recovery		1,150				
Action Works		5,000				
Assistance League of Santa Clara		8,060				
Barnabas Ministries		1,150				
Boys & Girls Scouts of Greater Holland			1,150			
Boys & Girls Scouts of Rockford			125,000			
Boys & Girls Scouts of Sybaquay Council			16,000			
Center for Community Services		1,500				
City on a Hill Ministries		1,150				
Coaches for Character		1,000				
Connecting Our Future				150,000		
Crusader Clinic						150,000
Discovery Science Center				250,000		
Food Bank of Larimer County		40,000				
Food Bank of Larimer County		8,000				
Fort Collins Habitat for Humanity		2,500				
Golden Strip Emergency Relief & Resources		1,500				
Haven Parinatal	8,500					
Heritage Hous/Smith Respite		1,200				
Holland Arts Council				1,150		
House of Neighborly Services		8,000				
Junior Achievement Rocky Mountain Inc			3,600			
Live the Victory Inc		5,000				
Lubick Foundation (dba R Amstrenght)		4,600				
Milestone, Inc	4,500					
Muscular Dystrophy Association	4,000					
Neighbor to Neighbor Inc		5,000				
Ottagan Alcoholic Rehabilitation Inc	1,150					
Orchard Village Grant					10,000	
Partners Mentoring Youth			5,000			
Pendleton Place Children's Shelter			1,000			
Phoenix Garage		2,000				
Piedmont Womens Center		1,000				
Project Self-Sufficiency of Loveland		7,000				
Ready for School Initiative		1,150				
Rock River Valley Pantry Inc		10,000				
Rockford MELD Program		10,000				
Rockford Park District		13,800				
Samual Dixon Family Health Center	5,000					
Santa Clarita Community Development		8,060				
Santa Clarita Mountans to Midlands		1,500				
Sava Center		2,000				
Wings of Mercy Inc		1,150				
Winnebago County Casa		6,700				
YMCA of Rock River Valley			6,500			
Young Womens Christian Association			15,000			
United Way						
Boone County					4,515	
Greater Ottawa County					9,450	
Greenville County					10,500	
Larimer County					71,400	
McHenry County					1,806	
Northwest Illinois - Freeport					3,612	
Rock River Valley					72,240	
Stateline - Beloit					8,127	
Weld County					12,600	
Total	$ 23,150	$159,170	$ 173,250	$ 401,150	$204,250	$ 150,000
Grand Total	$ 1,110,970					

Key
HTH, HDC, DIS - Health, Handicapped, Disabled
SOC WELL - Social Welfare
YOUTH CIVIC - Youth & Civic Organizations
CUL EDUCA - Cultural & Educational
FUND RAIS & SUPT - Fund Raising & Support Organizations
HSPL & REL FAC - Hospitals & Related Facilities