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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: WOODS CHARITABLE FUND, INC.

A Employer identification number: 47-6032847

Number and street (or P O box number if mail is not delivered to street address): 1248 O STREET STE 1130 — Room/suite:

B Telephone number (see instructions): (402) 436-5971

City or town, state, and ZIP code: LINCOLN, NE 68508

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 30,091,117.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	306.	306.		
	4 Dividends and interest from securities	980,695.	980,695.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,861,858.			
	b Gross sales price for all assets on line 6a 8,200,865.				
	7 Capital gain net income (from Part IV, line 2)		1,861,858.		
	8 Net short-term capital gain				
	9 Income modifications			4,339.	
	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) ATCH 1	-68,831.	-68,831.		
	12 **Total.** Add lines 1 through 11	2,774,028.	2,774,028.	4,339.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	155,342.			155,342.
	14 Other employee salaries and wages	115,000.			115,000.
	15 Pension plans, employee benefits	65,849.			65,849.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	9,085.	2,271.		6,814.
	c Other professional fees (attach schedule) *	170,659.	162,635.		8,024.
	17 Interest ATCH 4	16,116.	16,116.		
	18 Taxes (attach schedule) (see instructions) ATCH 5	69,224.	1,375.		18,951.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	6,777.			6,777.
	21 Travel, conferences, and meetings	3,004.			3,004.
	22 Printing and publications	2,263.			2,263.
	23 Other expenses (attach schedule) ATCH 6	35,910.			35,910.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	649,229.	182,397.		417,934.
	25 Contributions, gifts, grants paid	1,501,064.			1,401,064.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,150,293.	182,397.	0	1,818,998.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	623,735.			
	b **Net investment income** (if negative, enter -0-)		2,591,631.		
	c **Adjusted net income** (if negative, enter -0-)			4,339.	

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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	212,261.	119,807.	119,807.
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) ▶ *		* 5,000.	ATCH 7
Less allowance for doubtful accounts ▶	105,000.	5,000.	5,000.
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) ATCH 8	21,752,948.	21,670,371.	29,966,310.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	22,070,209.	21,795,178.	30,091,117.
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** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24 Unrestricted	22,070,209.	21,795,178.	
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			
30 **Total net assets or fund balances** (see instructions)	22,070,209.	21,795,178.	
31 **Total liabilities and net assets/fund balances** (see instructions)	22,070,209.	21,795,178.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	22,070,209.
2 Enter amount from Part I, line 27a	2	623,735.
3 Other increases not included in line 2 (itemize) ▶ ATCH 9	3	4,339.
4 Add lines 1, 2, and 3	4	22,698,283.
5 Decreases not included in line 2 (itemize) ▶ ATCH 10	5	903,105.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,795,178.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,861,858.
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	0

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))
2011	1,843,674.	29,847,899.	0.061769
2010	1,820,238.	28,381,715.	0.064134
2009	1,864,968.	25,161,182.	0.074121
2008	1,837,907.	33,569,453.	0.054749
2007	1,838,915.	41,070,618.	0.044774

2	**Total** of line 1, column (d)	2	0.299547
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	0.059909
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	29,061,950.
5	Multiply line 4 by line 3	5	1,741,072.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,916.
7	Add lines 5 and 6	7	1,766,988.
8	Enter qualifying distributions from Part XII, line 4	8	1,818,998.

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	25,916.
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	25,916.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	25,916.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 39,600.		
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	39,600.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	13,684.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 13,684. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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	N/A	
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) ▶ NE,			
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 2012 or the taxable year beginning in 2012 (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 ▶ WWW.WOODSCHARITABLE.ORG

14 The books are in care of ▶ TOM WOODS Telephone no ▶ (402)436-5971

Located at ▶ 1248 O STREET, SUITE 1130 LINCOLN, NE ZIP+4 ▶ 68508

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 | N/A

			Yes	No
16	At any time during calendar year 2012, 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		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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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	N/A	
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 2012 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 2012)*	3b		X
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 2012?	4b		X

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

		Yes	No
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**	N/A
	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**	N/A

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
ATCH 11		155,342.	30,030.	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
ATCH 12		68,544.	18,781.	0

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 13		162,635.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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	29,281,872.
b	Average of monthly cash balances	1b	171,492.
c	Fair market value of all other assets (see instructions)	1c	51,154.
d	**Total** (add lines 1a, b, and c)	1d	29,504,518.
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	29,504,518.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	442,568.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,061,950.
6	**Minimum investment return.** Enter 5% of line 5	6	1,453,098.

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	1,453,098.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	25,916.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	25,916.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,427,182.
4	Recoveries of amounts treated as qualifying distributions			4	4,339.
5	Add lines 3 and 4			5	1,431,521.
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	1,431,521.

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	1,818,998.
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	1,818,998.
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	25,916.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,793,082.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				1,431,521.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008 153,869.				
c	From 2009 599,815.				
d	From 2010 461,922.				
e	From 2011 406,118.				
f	Total of lines 3a through e	1,621,724.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,818,998.				
a	Applied to 2011, 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)				
d	Applied to 2012 distributable amount				1,431,521.
e	Remaining amount distributed out of corpus	387,477.			
5	Excess distributions carryover applied to 2012 *(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	2,009,201.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,009,201.			
10	Analysis of line 9				
a	Excess from 2008 153,869.				
b	Excess from 2009 599,815.				
c	Excess from 2010 461,922.				
d	Excess from 2011 406,118.				
e	Excess from 2012 387,477.				

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 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATCH 14

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

SEE EXHIBIT 4

c Any submission deadlines

SEE EXHIBIT 3

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

SEE EXHIBIT 3

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 EXHIBIT 2				1,401,064.
Total . . . . . . ▶ **3a**				1,401,064.
b *Approved for future payment*				
SEE EXHIBIT 5				222,500.
Total . . . . . . ▶ **3b**				222,500.

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	306.	
4 Dividends and interest from securities			14	980,695.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,861,858.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				-68,831.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,774,028.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,774,028.

(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
	N/A		N/A

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

[signature] 5/14/2013 PRESIDENT

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
KRISTIN TYNON	[signature]	5/14/13		P01063388

Firm's name ▶ BKD, LLP — Firm's EIN ▶ 44-0160260

Firm's address ▶ 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461 — Phone no 402-473-7600

JSA
2E1493 1 000
97960N K923 5/10/2013 2:28:59 PM V 12-4.6F 60787

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)	
		EXHIBIT 1				P		
							1,861,858.	
TOTAL GAIN(LOSS)							1,861,858.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME - RUSSELL CORE BOND FUND	-6,948.	-6,948.
OTHER INCOME - RUSSELL LARGE CAP	-1,167.	-1,167.
OTHER INCOME - RUSSELL SMALL CAP	-203.	-203.
OTHER INCOME - RUSSELL DEFENSIVE	-494.	-494.
OTHER INCOME - WILLIAM BLAIR MEZZANINE	-2,186.	-2,186.
OTHER INCOME - RUSSELL INTERNATIONAL	-51,789.	-51,789.
OTHER INCOME - RUSSELL EMERGING MARKETS	-7,695.	-7,695.
FOREIGN TAX REFUND	1,651.	1,651.
TOTALS	-68,831.	-68,831.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING		585.	146.		439.
AUDIT		8,500.	2,125.		6,375.
	TOTALS	9,085.	2,271.		6,814.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	162,635.	162,635.	
CONSULTANTS WEBSITE & GRANTS	8,024.		8,024.
TOTALS	170,659.	162,635.	8,024.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST		16,116.	16,116.
	TOTALS	16,116.	16,116.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	48,898.		
PAYROLL TAXES	18,951.		18,951.
FOREIGN TAXES	1,375.	1,375.	
TOTALS	69,224.	1,375.	18,951.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MEMBERSHIPS & DUES	10,475.	10,475.
STAFF EXPENSES	272.	272.
PAMPHLETS/BOOKS/SUBSCRIPTIONS	125.	125.
OFFICE SUPPLIES	8,887.	8,887.
POSTAGE	510.	510.
INSURANCE	2,556.	2,556.
MISCELLANEOUS	4,179.	4,179.
DATA COMMUNICATIONS	660.	660.
RELOCATION	8,246.	8,246.
TOTALS	35,910.	35,910.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	HERITAGE FILMS
ORIGINAL AMOUNT:	5,000.
INTEREST RATE:	
DATE OF NOTE:	05/01/2009
MATURITY DATE:	05/12/2012
REPAYMENT TERMS:	NO INTEREST, $5,000 TO BE REPAID BY 5/12/2012
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	TO COMPLETE FEATURE-LENGTH DOCUMENTARY FILM
DESCRIPTION AND FMV OF CONSIDERATION:	PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	5,000.
ENDING BALANCE DUE	5,000.
ENDING FAIR MARKET VALUE	5,000.

BORROWER:	COMMUNITY DEVELOPMENT RESOURCES
ORIGINAL AMOUNT:	100,000.
INTEREST RATE:	
DATE OF NOTE:	04/15/2010
REPAYMENT TERMS:	NONE, BOARD VOTED IN 2012 TO FORGIVE THIS LOAN
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	DEVELOPMENT OF A COMMUNITY NONPROFIT LOAN FUND
DESCRIPTION AND FMV OF CONSIDERATION:	PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	100,000.
ENDING BALANCE DUE	NONE
ENDING FAIR MARKET VALUE	NONE

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	105,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	5,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	5,000.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS	21,670,371.	29,966,310.
TOTALS	21,670,371.	29,966,310.

ATTACHMENT 9

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

DESCRIPTION		AMOUNT
GRANT RECOVERIES		4,339.
	TOTAL	4,339.

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

DESCRIPTION	AMOUNT
BOOK/TAX TIMING DIFFERENCE IN PARTNERSHIP INVESTMENT	903,105.
TOTAL	903,105.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LYNN ROPER 1248 O STREET STE 1130 LINCOLN, NE 68508	ASSISTANT TREASURER 1.00	2,000.	0	0
PAMELA BAKER 1248 O STREET STE 1130 LINCOLN, NE 68508	FORMER EXECUTIVE DIRECTOR 40.00	54,512.	8,933.	0
MICHAEL TAVLIN 1248 O STREET STE 1130 LINCOLN, NE 68508	ASSISTANT TREASURER 1.00	2,000.	0	0
HANK WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	TREASURER 1.00	0	0	0
NELLE WOODS JAMISON 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0

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

ATTACHMENT 11 (CONT'D).

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DONNA WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	CHAIR 1.00	0	0	0
T.J. MCDOWELL, JR. 1248 O STREET STE 1130 LINCOLN, NE 68508	VICE CHAIR 1.00	3,100.	0	0
KATHLEEN RUTLEDGE 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	0	0	0
ORVILLE JONES 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	2,400.	0	0
ERNIE CASTILLO 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
TOM WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	PRESIDENT/EXECUTIVE DIRECTOR 40.00	85,130.	21,097.	0
	GRAND TOTALS	155,342.	30,030.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOAN STOLLE 1248 O STREET STE 1130 LINCOLN, NE 68508	OPERATIONS MANAGER 40.00	68,544.	18,781.	0
	TOTAL COMPENSATION	68,544.	18,781.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
RUSSELL INVESTMENT GROUP 1301 SECOND AVENUE, 18TH FLOOR SEATTLE, WA 98101	INVESTMENT SERVICES	162,635.
	TOTAL COMPENSATION	162,635.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE EXHIBIT 3

WOODS CHARITABLE FUND, INC. 47-6032847

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME - RUSSELL CORE BOND FUND			14	-6,948.	
OTHER INCOME - RUSSELL LARGE CAP			14	-1,167.	
OTHER INCOME - RUSSELL SMALL CAP			14	-203.	
OTHER INCOME - RUSSELL DEFENSIVE			14	-494.	
OTHER INCOME - WILLIAM BLAIR MEZZANINE			14	-2,186.	
OTHER INCOME - RUSSELL INTERNATIONAL			14	-51,789.	
OTHER INCOME - RUSSELL EMERGING			14	-7,695.	
FOREIGN TAX REFUND			01	1,651.	
TOTALS				-68,831.	

Woods Charitable Fund, Inc
Summary of Capital Gains & Losses
Form 990-PF Page 1, Line 6a
12/31/2012

	Proceeds	Basis	Gain/Loss
Frank Russell Net Capital Gain	8,200,865	6,539,522	1,661,343
Book/Tax Differences for Frank Russell Net Capital Gain			(1,215,652)
William Blair Mezzanine Net Capital Gain			(8,047)
Book/Tax Differences for Russell Core Bond Fund			299,004
Book/Tax Differences for Russell Large Cap U S Equity Fund			614,785
Book/Tax Differences for Russell Small Cap U S Equity Fund			193,673
Book/Tax Differences for Russell Defensive U S Equity Fund			399,742
Book/Tax Differences for Russell International Equity Fund			(138,666)
Book/Tax Differences for Russell Emerging Markets Equity Plus Fund			51,650
Litigation Settlement on Securities			4,026
Net Capital Gain to Page 1 Line 6a			1,861,858

EXHIBIT 1

Woods Charitable Fund, Inc
2012 Grants/Program Related Investments/Loans
December 31, 2012

Category/ Organization	Date Approved	Amount Approved	Grants Paid in 2012
ARTS AND CULTURE			
The Angels Theatre Company, Inc	11/13/12	20,000	20 000
Flatwater Shakespeare Company	6/12/12	30,000	15 000
Lincoln Community Playhouse, Inc	6/8/10	75 000	20,000
Lux Center for the Arts	3/6/12	15,000	15 000
Meadowlark Music Festival	3/9/10	25,000	5 000
Nebraska Brass, Inc	11/13/12	5,000	5,000
University of Nebraska-Lincoln, School of Music	3/6/12	5,000	5,000
Willa Cather Pioneer Memorial & Educational Foundation	11/13/12	20,000	20 000
Subtotal			**105,000**
CIVIC AND COMMUNITY			
BryanLGH Foundation	6/12/12	20,000	20 000
Center for Legal Immigration Assistance	6/12/12	25,000	25,000
Community Action of Nebraska Inc	6/12/12	22,564	22,564
Community Justice Center	3/9/10	75,000	25 000
Interfaith Housing Coalition	6/12/12	15,000	15,000
Legal Aid of Nebraska	3/6/12	30 000	30,000
Lincoln Community Foundation, Inc (Give to Lincoln Project)	11/13/12	10,000	10 000
Lincoln Community Foundation, Inc (Community Index and Website)	12/12/12	10,000	10 000
Lincoln Housing Charities	11/13/12	1 000	1,000
Lutheran Family Services of Nebraska Inc	6/12/12	16 300	16 300
Nebraska Appleseed Center for Law in the Public Interest, Inc	11/13/12	40,000	40 000
Nebraska Appleseed Center for Law in the Public Interest Inc *	3/28/12	7 500	7,500
The Nebraska Lawyers Foundation	11/13/12	20,000	20,000
Nebraskans for Civic Reform	6/12/12	25,000	25 000
NeighborWorks Lincoln	11/13/12	100 000	100 000
NeighborWorks Lincoln	12/12/12	8,000	8,000
OpenSky Policy Institute	3/6/12	30 000	30 000
United Way of Lincoln and Lancaster County	3/6/12	8,500	8 500
University of Nebraska-Lincoln, Dept of Community & Regional Planning	3/6/12	37 500	37,500
VolunteerLinc	3/6/12	22 500	22 500
Subtotal			**473,864**
EDUCATION			
Boys and Girls Clubs of Lincoln Lancaster County	6/12/12	10,000	10 000
Lincoln Community Learning Centers *	3/28/12	7,500	7 500
Lincoln Literacy Council	6/7/11	60 000	30,000
Lincoln Literacy Council	11/13/12	45 000	45 000
Lincoln Public Schools	11/8/11	180,000	60,000
Nebraska Association for the Education of Young Children Inc	6/12/12	20,000	20,000
Subtotal			**172,500**
HUMAN SERVICES			
Asian Community and Cultural Center	3/6/12	20 000	20,000
Cedars Youth Services, Inc	6/12/12	20,000	20 000
Center for People In Need Inc *	11/13/12	5,000	5 000
CenterPointe, Inc	11/13/12	15,000	15,000
El Centro De Las Americas *	11/13/12	5,000	5,000
Family Violence Council	3/6/12	50,000	50 000
Food Bank of Lincoln Inc	6/12/12	37 500	37 500
Food Bank of Lincoln Inc *	11/13/12	5 000	5,000
Girl Scouts-Spirit of Nebraska	3/6/12	20,000	20 000
Good Neighbor Community Center, Inc	11/13/12	40,000	20 000
Heartland Big Brothers Big Sisters	3/6/12	20 000	20,000
Heartland Big Brothers Big Sisters *	11/13/12	5,000	5 000
Lincoln Lancaster County Child Advocacy Center	3/6/12	20,000	20 000
Lincoln Lancaster County Child Guidance Center	11/13/12	20,000	20,000
Lincoln Lancaster County Human Services Federation, Inc	11/13/12	59 000	59,000
Lincoln Medical Education Partnership	11/13/12	20,000	20 000
Malone Community Center	11/13/12	20,000	20,000
Malone Community Center *	11/13/12	5 000	5,000
Matt Talbot Kitchen & Outreach Inc	11/13/12	25,000	25 000
The Mediation Center	3/6/12	23,600	23 600
Mourning Hope	11/8/11	25,000	15,000
Nebraska Association of Behavioral Health Organizations (NABHO)	2/8/12	10 000	10,000
Nebraska Domestic Violence Sexual Assault Coalition	3/6/12	30,000	30 000
Northeast Family Resource Center	6/12/12	15 000	7 500
Planned Parenthood of the Heartland	11/9/10	150 000	50,000
Provider's Network Inc	11/13/12	25 000	25 000
Released and Restored, Inc	3/6/12	20 000	20,000
St Monica's Home	6/12/12	30 000	30,000
TeamMates Mentoring Program (Lincoln)*	11/13/12	5,000	5 000
United Way of Lincoln and Lancaster County (Honorary Grant)	12/3/12	7,100	7,100
University of Nebraska-Lincoln, Center on Children, Families and the Law	3/6/12	15 000	15,000
Voices for Children in Nebraska	11/13/12	20,000	20,000
Subtotal			**649,700**
TOTAL GRANTS PAID 2012			**$ 1,401,064**

EXHIBIT 2

Before You Apply

Woods Charitable Fund only accepts applications from non-profit organizations that have communicated with us and have been asked to complete an application form.

PLEASE DO NOT SEND A FULL PROPOSAL BEFORE CONTACTING THE FUND.

Contact the Fund by telephone or by sending a 2-page letter of intent, including budget information, by mail or e-mail. Our staff can then help you decide whether it is worth your time and expense to proceed with a full proposal.

Many excellent proposals cannot be funded because there are absolute limits to the number of proposals the Fund can study thoroughly and support.

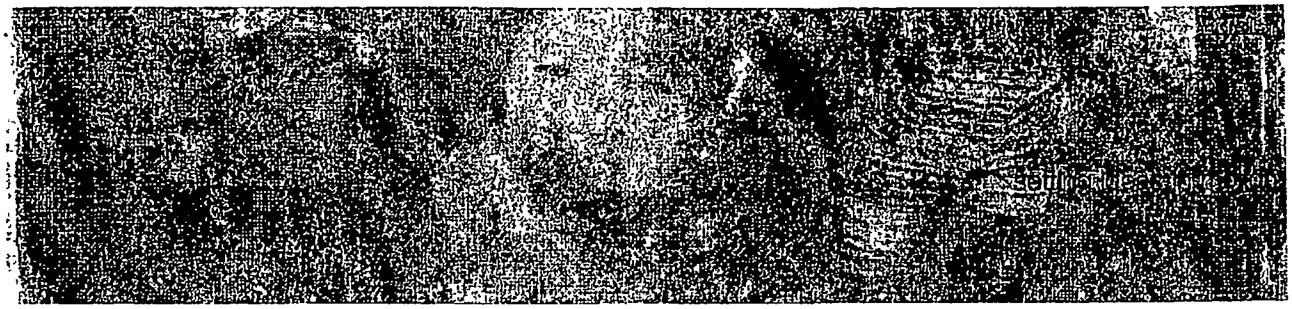
If your organization receives a grant, you will be asked to sign a grant agreement form requiring online reports on use of the grant in relation to the original proposal objectives and program results. A selected number of grantees may be asked to participate in a post-grant evaluation to study program accomplishments in more depth.

Please read the list of considerations the Board of Directors makes when reviewing a grant proposal.

- Before You Apply
- Timetable
- Limitations
- What We Do Not Fund
- Funding Considerations
- Forms

 1248 O' Street - Suite 1130 Lincoln, Nebraska 68508 (402) 436-5971 info@woodscharitable.org

EXHIBIT 3



Funding Considerations

Woods Charitable Fund uses the following "Considerations" among others in its review of grant proposals and offers you this information in an effort to be as open as possible about the foundation's grant making process.

Please be aware that the "Considerations" listed below do not constitute a complete list. The Fund does not use them as a checklist or a score card and meeting all of the "Considerations" will not necessarily result in a grant award.

Fund Purpose

Woods Charitable Fund seeks to strengthen the community by improving opportunities and life outcomes for all people in Lincoln, Nebraska. Woods supports members of the nonprofit sector who are exploring creative alternatives and promoting more just, effective approaches to meet community needs.

Relation of the Proposed Activities to the Purpose of the Fund

How do the proposed activities:

- Strengthen communities or build on community strengths?
- Identify and promote more just, effective and creative approaches?
- Increase opportunities for people with fewer advantages?
- Promote community participation in exploring policy options?
- Seek long term solutions to community challenges and needs?

Additional Considerations

- **Diversity:** how does the governance of the organization include and reflect the diversity of the community? How does the governance of the organization include and reflect the diversity of the population which the organization seeks to serve?
- **Relative importance:** given needs and priorities, how do the proposed activities address a significant community problem or issue?
- **Strategic:** beyond the importance of the issue being addressed, is there a solid plan or strategy in place for accomplishing it?
- **Impact and scale:** how do the proposed activities hold promise to have a significant impact? How does the applicant articulate proposed outcomes? What is the applicant's "vision of success?" Will the impact be broad based and long lasting or will it be narrow and short term?

- Areas of Interest
- Recent Grants
- Funding Considerations

EXHIBIT 3

Woods Charitable Fund

- **Change, not charity:** There is a distinction between charity (assisting people) and philanthropy (working toward positive social change). How do the proposed activities address bringing about positive change?
- **Grant impact on organization:** In addition to the grant impact on the proposed project or issue area, what will be the impact on the organization? Will it help develop leadership or institutional capacity? Divert the organization from more

- **Larger context:** What is the context for the proposed activities? Is this a precedent or innovation? Have others done the same work or are others better qualified?
- **Potential for evaluation:** How will the results or outcomes of the proposed activities be evaluated? Are those results or outcomes clear enough to be evaluated?
- **Collaboration:** What possibilities for collaboration exist and how does the applicant propose to collaborate with others?
- **Community Building:** How will this plan bridge differences rather than isolate people? How will it encourage grass roots participation?

This List of Funding Considerations is available for download in PDF format.

EXHIBIT 3

Woods Charitable Fund

About WCF | Grant Program | Apply for a Grant | News & Resources

Timetable

Submission Dates	Notification Dates
March 1 to 15	Mid-June
July 1 to 15	Mid-November
November 1 to 15	Mid-March

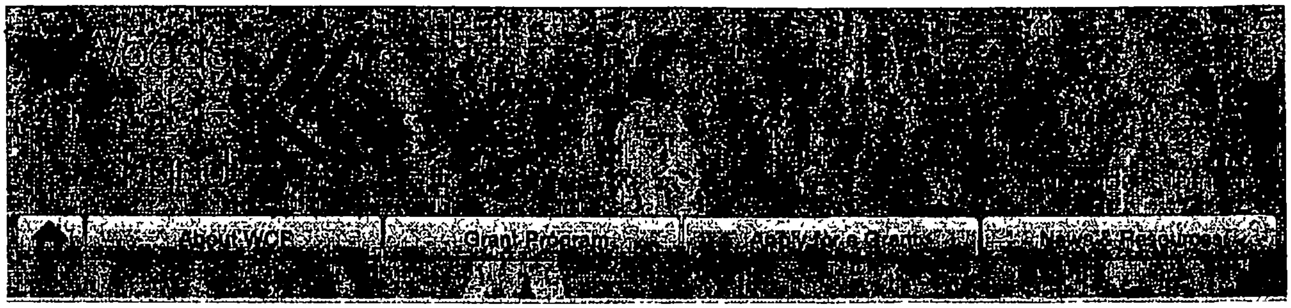
Note: The application must be submitted online before the end of the deadline day or, if the deadline falls on a weekend, the deadline will defer to the following business day.

In cases of extreme emergency, Woods Charitable Fund will consider proposals of $10,000 or less outside the set timetable.

- Before You Apply
- Timetable
- Limitations
- What We Do Not Fund
- Funding Considerations
- Forms

 1248 'O' Street - Suite 1130 Lincoln, Nebraska 68508 (402) 436-5971 info@woodscharitable.org

EXHIBIT 3



Areas of Interest

- Areas of Interest
- Recent Grants
- Funding Considerations

The Fund supports a broad range of activities which include, but are not limited to, the Areas of Interest described below. We are interested in reviewing plans for pilot projects and innovative programs, as well as sustained growth for organizations whose work coincides with the purposes of the foundation. The foundation funds both direct services and policy programs.

The Fund looks forward to opportunities to review proposals joining partners (academic, community, government, business, public service, faith-based) to explore ways to integrate perspectives and talents toward common goals. We support projects that involve coalition-building, public education and advocacy to affect positive social change and improve opportunities for all citizens.

Click below to learn more about each area of interest:

- **Arts & Culture»**
- **Civic & Community»**
- **Education»**
- **Human Services»**

The Fund gives special consideration to programs and initiatives designed to:

- Support organizations that haven't traditionally served refugees and immigrants but are trying to integrate them into their client bases and work forces;
- Expand English language education for New Americans;
- Help develop community acceptance and appreciation for New Americans; and
- Extend research and planning concerning immigrants and refugees in Lincoln.

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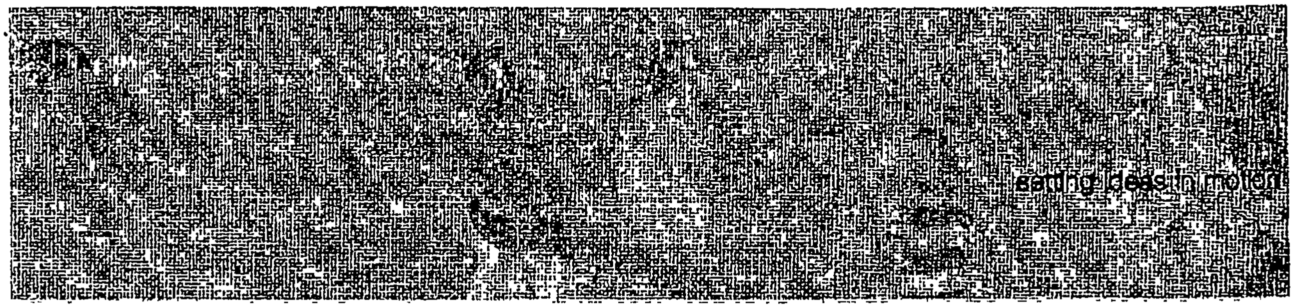
EXHIBIT 3



Limitations

While grants are made primarily in Lincoln, Nebraska, the Fund will consider grant applications from other locations in the context of their impact on Lincoln. The Fund makes grants in diverse fields, however, specific areas are not eligible for grant review. Please review the list of What We Do Not Fund.

- Before You Apply
- Timetable
- Limitations
- What We Do Not Fund
- Funding Considerations
- Forms

Funding is provided in four principle areas of interest:

- Human Services
- Education
- Civic & Community
- Arts & Culture

College and university proposals are reviewed only if they directly involve faculty and/or students in applied projects of benefit and concern to the community.

Requests for support of technology must be from organizations whose emphasis is in the Fund's special interest areas. Requests must define the need for the technology, provide compelling evidence that it is appropriate for the task and is cost-effective. Furthermore, the proposal must demonstrate the technology's impact on the organization's mission.

The Fund will consider requests for:

- Technical assistance for technology planning
- Information/Technology staff
- Computer software
- Technological training
- Fund development using technology
- Marketing using technology

Applicants generally should be organizations described in Section 501(c)(3) of the Internal Revenue Code and have a written ruling from the IRS that they also qualify under Section 509(a)(1), (2) or (3) of the Code (publicly supported organizations and their affiliates). Occasionally the Fund considers proposals from 501(c)(3) organizations that are private, operating foundations. In exceptional cases, the Fund will consider fiscal agent and expenditure responsibility grants.

Woods does not accept applications from organizations: (1) that have had proposals approved or declined in the preceding 12 months; or (2) that are recipients of active, multiyear grants. This policy does not apply when organizations are involved in collaborative proposals.

Proposals not clearly within the Fund's priority areas but not clearly ineligible are screened for funding consideration by the Fund's board members.

EXHIBIT 3

What We Do Not Fund

The following areas are not eligible for grant review:

- Capital projects for health care institutions
- Environmental programs
- Funding of endowments
- Fundraising benefits or program advertising
- Individual needs
- Medical and scientific research
- Programs for individual schools
- Recreation programs
- Religious programs
- Residential care and medical clinics
- Scholarships, fellowships
- Sponsorships

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EXHIBIT 3

ONLINE APPLICATION

grants
- Dashboard
- Payment Tracking

search
- Requests
- Decisions
- GuideStar

communications
- Email Templates
- Email Attachments
- Mail Merge Templates

contacts
- Organizations
- Users

reporting
- Export Data
- Reports

process
- Process Manager
- Form Builder
- Report Field Templates

tools
- Fax to File
- Help

Application

* = Required Field

Executive Director
Enter Executive Director's name, telephone number, e-mail address and organization's website address if different than the contact listed above for this grant

Phone Number
Enter phone number for Executive Director

E-mail address
Enter e-mail address for Executive Director

Website
Enter organization's website address

ORGANIZATION MISSION STATEMENT

State your organization's mission statement

[1000 characters left of 1000]

FUNDING REQUEST

Amount Requested
State the amount you are requesting to the nearest hundred dollars

$

Objective & Effect
State the objective(s) and the underlying need, problem or opportunity Describe the effect and anticipated outcome(s)

[2250 characters left of 2250]

EXHIBIT 4

Who and how many will be served?
Include as much relevant information as is available, such as location, socio-economic status, ethnicity, gender, age, physical ability and language.

[2000 characters left of 2000]

Partnerships
Discuss partnerships relevant to this proposal.

[1000 characters left of 1000]

Work Plan
Include key dates, activities and actions in this Work Plan area If you prefer to electronically submit your Work Plan, upload your document in the browser area below or use Fax to File option on the main menu to the left.

[1000 characters left of 1000]

Browse... [1 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Evaluation Plan
State how proposed objective(s), activities and outcome(s) will be evaluated

[1500 characters left of 1500]

FINANCIAL PLAN

Project Budget
Please list sources and amounts of income, including this request, and their status (confirmed, pending, not yet applied for) and line-item expenses. Detail any line items in your budget that may need further clarification. If this is a multi-year request, indicate in budget Or, if you have already created this document you may upload it below

File will be uploaded upon clicking Save

EXHIBIT 4

Development Plan
If this is an on-going program/project, how will it be sustained in the future?

[1000 characters left of 1000]

Timing
State when funding would be needed.

[100 characters left of 100]

BACKGROUND OF THE ORGANIZATION

History of organization
Please give a brief description of your organization's history and this program/project.

[1000 characters left of 1000]

Programs (for first-time applicants)
State key programs not otherwise included in this application

[1000 characters left of 1000]

REQUIRED ORGANIZATIONAL SUPPORTING MATERIAL

EXHIBIT 4

Operating Budget
Provide your organization's current fiscal year and, if different, the year for which support is requested (include sources and amounts of income for all years). Upload an electronic copy of your budget(s) or use Fax to File option on the main menu to the left.

Browse.. [1 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Financial Report-for the current period
Include the organization's year-to-date INCOME AND EXPENSE statement Please upload an electronic copy or use Fax to File option on the main menu to the left.

Browse.. [3 MB(s) allowed]
Select a file to upload. File will be uploaded upon clicking Save or Submit

Include organization's year-to-date BALANCE SHEET

Browse [2 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Review of Financial Statements
Provide the highest level financial statement review available for the most recent complete fiscal year (If your statements are not audited or reviewed, indicate why and submit your balance sheet and income/expense statement for the most recent complete fiscal year.) Please upload a copy of your audit or review file or use Fax to File option on the main menu to the left.

Browse [4 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Board of Directors & Staff
State the number and composition (ethnicity-gender) of each group (board and staff) for the last five years, by year For the current board of directors, include addresses, phone numbers and affiliations Please use the text box provided, upload the information below or use Fax to File option on the main menu to the left If additional space is required, use any of the Attachments #1 through #4 provided at the end of the application form located directly above the Electronic Signatures area.

[1000 characters left of 1000]

Browse... [1 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

MISCELLANEOUS ATTACHMENTS

Be sure that any attachment contributes in an important way to the understanding of this proposal Please upload any electronic files or use Fax to File option on the main menu to the left.

Attachment #1
Browse... [3 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Attachment #2
Browse. [2 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

Attachment #3
Select a file to upload Browse... File will be [1 MB(s) allowed] uploaded upon clicking Save or Submit.

EXHIBIT 4

Attachment #4
Browse.. [1 MB(s) allowed]
Select a file to upload File will be uploaded upon clicking Save or Submit

ELECTRONIC SIGNATURES (BELOW)

By entering the signature information and clicking "I Agree", you certify that the statements contained in this application are true and correct to the best of your knowledge and belief, and by submitting the application, it becomes the property of Woods Charitable Fund, Inc. **If your organization does not permit you to use electronic signatures, please print the signature page, secure the necessary signatures and use the "Fax to File" or "Upload" feature to attach the signature page under "Miscellaneous Attachments" (above).**

○ I Agree

○ I Do Not Agree

Chairperson of the Board*
Enter your full name, grantee organization title and date (e g.. Erin Smith, Board President, MM,DDY,YYYY)

[75 characters left of 75]

Chief Executive Officer*
Enter your full name, grantee organization title and date (e g · Erin Smith, Executive Director, MM,DD,YYYY)

[75 characters left of 75]

Return to Configuration

FOUNDANT technologies

EXHIBIT 4

Woods Charitable Fund, Inc.
2012 Grants/Program Related Investments/Loans
December 31, 2012

Category/ Organization	Date Approved	Amount Approved	Grants Paid in 2012	Payable 2013 & Beyond
ARTS AND CULTURE				
Flatwater Shakespeare Company	6/12/12	30,000	15,000	15,000
Subtotal				**15,000**
EDUCATION				
Lincoln Public Schools	11/8/11	180,000	60,000	120,000
Subtotal				**120,000**
HUMAN SERVICES				
Good Neighbor Community Center, Inc	11/13/12	40,000	20,000	20,000
Mourning Hope	11/8/11	25,000	15,000	10,000
Northeast Family Resource Center	6/12/12	15,000	7,500	7,500
Planned Parenthood of the Heartland	11/9/10	150,000	50,000	50,000
Subtotal				**87,500**
TOTAL GRANTS AWARDED WITH PAYMENTS DUE				**$ 222,500**

EXHIBIT 5

Mr. Tom Woods
Woods Charitable Fund, Inc.
1248 O Street, Suite 1130
Lincoln, NE 68508

Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027