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: WOODWARD 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) ▶ $ 20,810,610.

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				
4	Dividends and interest from securities	402,430.	402,430.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	470,301.			
b	Gross sales price for all assets on line 6a 4,333,689.				
7	Capital gain net income (from Part IV, line 2)		470,301.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 2	4,797.	4,797.		
12	**Total.** Add lines 1 through 11	1,077,528.	877,528.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	6,800.	3,400.		3,400.
c	Other professional fees (attach schedule) *	70,141.	70,141.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	16,765.			15.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	93,706.	73,541.		3,415.
25	Contributions, gifts, grants paid	962,000.			962,000.
26	**Total expenses and disbursements** Add lines 24 and 25	1,055,706.	73,541.	0	965,415.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	21,822.			
b	**Net investment income** (if negative, enter -0-)		803,987.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	385,953.	407,252.	407,252.
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			
10 a Investments - U S and state government obligations (attach schedule) **	1,284,699.	1,704,223.	1,764,534.
b Investments - corporate stock (attach schedule) ATCH 7	5,785,975.	4,899,657.	15,242,534.
c Investments - corporate bonds (attach schedule) ATCH 8	1,629,829.	1,986,888.	2,181,831.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) ATCH 9	934,631.	1,047,705.	1,200,063.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ATCH 10)	20,213.	14,396.	14,396.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	10,041,300.	10,060,121.	20,810,610.
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. ▶ X			
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	10,041,300.	10,060,121.	
30 Total net assets or fund balances (see instructions)	10,041,300.	10,060,121.	
31 Total liabilities and net assets/fund balances (see instructions)	10,041,300.	10,060,121.	

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	10,041,300.
2 Enter amount from Part I, line 27a	2	21,822.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	10,063,122.
5 Decreases not included in line 2 (itemize) ▶ ATCH 11	5	3,001.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,060,121.

**ATCH 6

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	470,301.
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	1,141,266.	20,369,057.	0.056029
2010	1,079,610.	18,786,169.	0.057468
2009	869,046.	15,722,074.	0.055276
2008	1,181,054.	20,882,465.	0.056557
2007	1,133,740.	20,509,063.	0.055280

2	**Total** of line 1, column (d)	2	0.280610
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	0.056122
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,775,633.
5	Multiply line 4 by line 3	5	1,165,970.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,040.
7	Add lines 5 and 6	7	1,174,010.
8	Enter qualifying distributions from Part XII, line 4	8	965,415.

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	16,080.
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	16,080.
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	16,080.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,474.		
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	17,474.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,394.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,394. **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)? *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*	1b		X
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		X
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) ▶ IL,			
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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ 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 |

		Line	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.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

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		0
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 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	20,753,233.
b	Average of monthly cash balances	1b	338,780.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	21,092,013.
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	21,092,013.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	316,380.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,775,633.
6	**Minimum investment return.** Enter 5% of line 5	6	1,038,782.

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	1,038,782.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,080.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,080.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,022,702.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,022,702.
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	1,022,702.

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	965,415.
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	965,415.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	965,415.

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				1,022,702.
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 114,507.				
b From 2008 144,901.				
c From 2009 90,532.				
d From 2010 146,052.				
e From 2011 128,704.				
f Total of lines 3a through e	624,696.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 965,415.				
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				965,415.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	57,287.			57,287.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	567,409.			
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)	57,220.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	510,189.			
10 Analysis of line 9				
a Excess from 2008 144,901.				
b Excess from 2009 90,532.				
c Excess from 2010 146,052.				
d Excess from 2011 128,704.				
e Excess from 2012				

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 13

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

ATCH 14

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*				
ATCH 15				
Total . . . . . . ▶ **3a**				962,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	402,430.	
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	470,301.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				4,797.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				877,528.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 877,528.

(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 of officer or trustee: [signature] Date: 8/14/13 Title: Trustee

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
Tamara Bash	Tamara Bash	7/31/13		P00798670

Firm's name ▶ EXPERIS FINANCE US, LLC — Firm's EIN ▶ 39-1845657

Firm's address ▶ 1125 17TH STREET, SUITE 2550
DENVER, CO 80202 — Phone no 303-256-3150

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

2012

Name of the organization
WOODWARD CHARITABLE TRUST

Employer identification number
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 33 1/3 % 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 WOODWARD CHARITABLE TRUST

Employer identification number 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 [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization WOODWARD CHARITABLE TRUST	Employer identification number 84-6025403

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization WOODWARD CHARITABLE TRUST

Employer identification number 84-6025403

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

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM INVESTMENTS		267,951.	267,951.
INTEREST FROM INVESTMENTS		134,479.	134,479.
	TOTAL	402,430.	402,430.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPITAL GAIN DISTRIBUTION		4,797.	4,797.
	TOTALS	4,797.	4,797.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEES		6,800.	3,400.		3,400.
	TOTALS	6,800.	3,400.		3,400.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
NORTHERN TRUST FEES		70,141.	70,141.		
	TOTALS	70,141.	70,141.		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ILLINOIS CHAR ORG ANNUAL FEE	15.			15.
FEDERAL EXCISE TAX	16,750.			
TOTALS	16,765.			15.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA #254088 5.5% DUE 12/1/16	2,865.	3,018.
FNMA #254759 4.5% DUE 06/01/18	10,189.	10,720.
FNMA #592060 6.0% DUE 06/01/16	1,588.	1,678.
FHLMC 5.0% DUE 07/15/14	51,970.	53,636.
US TRS NOTE 4.25% DUE 08/15/13	51,086.	51,264.
US TRS NOTE 4.0% DUE 02/15/14	47,187.	52,119.
US TRS NOTE 4.75% DUE 05/15/14	50,016.	53,086.
MFB NORTHERN BOND INDEX FUND	781,537.	831,480.
MFB NORTHERN SHORT INTER TX EX	404,283.	402,246.
MFC FLEXSHRS TR IBOXX 3YR TIPS	120,523.	121,092.
MFC FLEXSHRS TR IBOXX 5YR TIPS	120,666.	121,637.
MFB NORTHERN ULTRA SHORT FIXED	62,313.	62,558.
US OBLIGATIONS TOTAL	1,704,223.	1,764,534.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
1208 SHS AMERICAN EXPRESS	55,466.	69,436.
703 SHS AMERICAN WATER WORKS	23,463.	26,102.
340 SHS APPLE	56,807.	181,230.
522 SHS BHP BILLITON ADR	33,096.	40,946.
1823 SHS BRISTOL MYERS SQUIBB	53,507.	59,412.
769 SHS CHEVRON CORP	55,886.	83,160.
469 SHS CITRIX SYS	32,446.	30,837.
1952 SHS COCA COLA CO	63,443.	70,760.
719 SHS COSTCO WHOLESALE	42,270.	71,016.
788 SHS COVIDIEN PLC	33,399.	45,499.
1446 SHS CVS CAREMARK	64,689.	69,914.
1683 SHS DANAHER CORP	23,718.	94,080.
1040 SHS DOMINION RES	45,739.	53,872.
1096 SHS DU PONT E I DE NEMOUR	43,695.	49,287.
936 SHS EATON CORP	48,349.	50,731.
3255 SHS EMC CORP	66,596.	82,351.
975 SHS EMERSON ELEC CO	50,548.	51,636.
1189 SHS EXPRESS SCRIPTS HLDGS	62,175.	64,206.
1221 SHS EXXON MOBILE	50,667.	105,678.
482 SHS FRANKLIN RES	54,272.	60,587.
3478 SHS GENERAL ELECTRIC	63,722.	73,003.
97 SHS GOOGLE INC	55,634.	68,809.
1642 SHS HOME DEPOT	73,400.	101,558.
1795 SHS INTEL CORP	49,755.	37,031.
322 SHS INTERCONTNENTAL EXCH	40,701.	39,867.
353 SHS IBM CORP	30,076.	67,617.
1146 SHS JOHNSON CONTROLS	33,498.	35,182.
2141 SHS JP MORGAN CHASE & CO	64,732.	94,140.
798 SHS MCDONALD CORP	69,998.	70,392.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
81109 SHS MFB NORTHERN EMERGIN	703,974.	962,766.
30820 SHS MFB NORTHERN SM CAP	197,935.	285,697.
21667 SHS MFB NORTHERN MID CAP	233,866.	286,006.
85817 SHS MFB NORTHERN INTL EQ	839,142.	887,352.
745 SHS NATL OILWELL VARCO	19,003.	50,921.
722 SHS NIKE INC	23,160.	37,255.
1426 SHS NOBLE CORP	52,389.	49,653.
357 SHS NOBLE ENERGY INC	25,667.	36,321.
774 SHS NORFOLK SOUTHERN CORP	50,327.	47,864.
690 SHS NUCOR CORP	31,147.	29,794.
1034 SHS OMNICOM GROUP INC	50,290.	51,659.
2339 SHS ORACLE CORP	65,071.	77,935.
3989 SHS PFIZER INC	96,707.	100,044.
262 SHS PRECISION CASTPARTS	43,436.	49,628.
513 SHS PROCTOR & GAMBLE	28,122.	34,828.
1512 SHS QUALCOM INC	76,456.	93,774.
671 SHS SCHLUMBERGE LTD	56,041.	46,494.
392 SHS SIMON PROPERTY GROUP	34,335.	61,971.
1496 SHS SPECTRA ENERGY CORP	24,504.	40,960.
1022 SHS ST JUDE MED INC	43,825.	36,935.
1079 SHS STARBUCKS CORP	48,995.	57,856.
1054 SHS UNITEDHEALTH GROUP	41,143.	57,169.
463 SHS UNITED TECHNOLOGIES	14,828.	37,971.
1875 SHS US BANCORP	50,446.	59,888.
533 SHS V.F. CORP	61,095.	80,467.
805 SHS VERIZON COMMUNICATIONS	28,800.	34,832.
993 SHS WALT DISNEY CO	33,802.	49,441.
2671 SHS WELLS FARGO & CO	76,350.	91,295.
635 SHS AMGEN	42,784.	54,813.

ATTACHMENT 7 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
249216 SHS WOODWARD GOV CO	364,270.	9,502,606.
TOTALS	4,899,657.	15,242,534.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BANK OF AM 5.125% DUE 11/15/14	40,868.	42,658.
CR SUISSE 5.125% 01/15/14	144,996.	156,682.
GOLDMAN SACHS 5.5% DUE 11/15/1	146,170.	161,721.
JOHNSON&JOHNSON 3.8% DUE 5/15/	100,287.	101,288.
MERRILL LYNCH 5.45% DUE 7/15/1	146,474.	158,945.
MFB NORTHERN HI YLD FXD INCOME	723,093.	849,631.
MFO PIMCO FUNDS PAC INVT MGMT	685,000.	710,906.
TOTALS	1,986,888.	2,181,831.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MFC SPDR GOLD TR	434,838.	604,298.
MFO PIMCO PAC COMMODITIES FND	247,867.	228,059.
MFO DFA INVT DIMENSIONS GRP	365,000.	367,706.
TOTALS	1,047,705.	1,200,063.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEREST RECEIVABLE	14,396.	14,396.
TOTALS	14,396.	14,396.

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		3,001.
	TOTAL	3,001.

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

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
MARTY GLASS 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	PRESIDENT/TRUSTEE .20	0	0	0
A CHRISTOPHER FAWZY 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TRUSTEE 20	0	0	0
JULIA BUCHANAN 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TRUSTEE .20	0	0	0
JAY EVANS 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TRUSTEE .20	0	0	0
DAN LOESCHER 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TRUSTEE .20	0	0	0
PHIL TURNER 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TRUSTEE .20	0	0	0

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

ATTACHMENT 12 (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
LORI SWAN 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	SECRETARY 20	0	0	0
KAREN FINCH 5001 NORTH SECOND STREET ROCKFORD, IL 61125-7001	TREASURER .20	0	0	0
	GRAND TOTALS	0	0	0

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

PAM CAPPITELLI
5001 N SECOND STREET
ROCKFORD, IL 61125

ROCKY SCOTT
1000 EAST DRAKE ROAD
FORT COLLINS, CO 80525

JACKIE KLEINO
700 NORTH CENTENNIAL STREET
ZEELAND, MI 49464

DEMIE GARCIA
201 FORRESTER DRIVE, SUITE 1A
GREENVILLE, SC 29607

PEGGY RANALLO
7320 NORTH LINDER AVENUE
SKOKIE, IL 60077

ROMY KUKLIN
25200 WEST RYE CANYON ROAD
SANTA CLARITA, CA 91355

RICK HOLM
5001 NORTH SECOND STREET
ROCKFORD, IL 61125

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

APPLICATIONS SHOULD BE SUBMITTED IN LETTER FORM. NO STANDARD LETTER OF APPLICATION IS REQUIRED. A REQUEST EVALUATION 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 ACKNOWLEDGEING THAT CONTRIBUTIONS TO THE ORGANIZATION ARE TAX DEDUCTIBLE MUST BE PROVIDED.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
2012 CONTRIBUTIONS	NONE SEE STATEMENTS	SEE ATTACHMENT #17	962,000
		TOTAL CONTRIBUTIONS PAID	962,000

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CAPITAL GAIN DISTRIBUTIONS			18	4,797.	
TOTALS				4,797.	

Woodward Charitable Trust
FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR
Year Ended: December 31, 2012

ORGANIZATION NAME & ADDRESS	RELATIONSHIP	FOUNDATION STATUS	HTH, HDC, DIS	SOC WELL	YOUTH CIVIC	CUL EDUCA	HSPL & REL FAC
THE PHOENIX GARAGE 1019 BATTSFORD CIRCLE FORT COLLINS, CO 80525	NONE	170(b)(1)(A)(vi)		4,000			
SEXUAL ASSAULT VICTIM ADVOCATE CENTER 612 S COLLEGE AVE, SUITE 2 FORT COLLINS, CO 80524	NONE	170(b)(1)(A)(vi)		3,500			
PROJECT SELF-SUFFICIENCY OF LOVELAND /FORT COLLINS 375 W 37TH STREET, SUITE 150 LOVELAND, CO 80538	NONE	170(b)(1)(A)(vi)		5,000			
PATHWAYS HOSPICE 305 CARPENTER ROAD FORT COLLINS,CO 80525	NONE	170(b)(1)(A)(vi)	4,400				
PARTNERS MENTORING YOUTH 530 S COLLEGE AVE, UNIT 1 FORT COLLINS, CO 80524	NONE	170(b)(1)(A)(vi)			5,000		
MEALS ON WHEELS/FT COLLINS PO BOX 354 FORT COLLINS, CO 80522	NONE	170(b)(1)(A)(vi)		5,000			
LUBICK FOUNDATION 2221 BALDWIN ST FORT COLLINS, CO 80528	NONE	170(b)(1)(A)(vi)		5,000			
LIVE THE VICTORY INC dba THE MATTHEWS HOUSE 415 MASON CT, APT 1A FORT COLLINS, CO 80524	NONE	170(b)(1)(A)(vi)		5,000			
JUNIOR ACHIEVEMENT USA 1 EDUCATION WAY COLORADO SPRINGS, CO 80906	NONE	170(b)(1)(A)(vi)			3,600		
HOUSE OF NEIGHBORLY SERVICE 565 N CLEVELAND AVENUE LOVELAND, CO 80537	NONE	509(a)(2)		8,000			
UNITED WAY OF LARIMER CO (GIVE NEXT) 424 PINE STREET, SUITE 102 FORT COLLINS, CO 80524	NONE	170(b)(1)(A)(vi)			5,000		
FORT COLLINS HABITAT FOR HUMANITY PO BOX 685 FORT COLLINS, CO 80522	NONE	170(b)(1)(A)(vi)		5,000			
FOOD BANK FOR LARIMER CO 1301 BLUE SPRUCE FORT COLLINS, CO 80524	NONE	170(b)(1)(A)(vi)		5,000			
BOYS AND GIRLS CLUB OF LARIMER CO 103 SMOKEY STREET FORT COLLINS,CO 80525	NONE	170(b)(1)(A)(vi)			5,000		
ALTERNATIVES TO VIOLENCE INC 313 EAST 4TH STREET LOVELAND, CO 80537	NONE	170(b)(1)(A)(vi)		2,500			
ACTION WORKS PO BOX 567 LOUISVILLE, CO 80027	NONE	170(b)(1)(A)(vi)		5,000			
SUSAN G KOMEN FOUNDATION	NONE	170(b)(1)(A)(vi)	1,500				

ORGANIZATION NAME & ADDRESS	RELATIONSHIP	FOUNDATION STATUS	HTH, HDC, DIS	SOC WELL	YOUTH CIVIC	CUL EDUCA	HSPL & REL FAC
2700 REPUBLIC BANK TOWER DALLAS, TX 75201							
MUSCULAR DYSTROPHY ASSN 3300 EAST SUNRISE DRIVE TUCSON, AZ 85718	NONE	170(b)(1)(A)(vi)	4,000				
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	NONE	170(b)(1)(A)(vi)	1,000				
RONALD MCDONALD HOUSE CHARITIES 706 GROVE ROAD GREENVILLE, SC 29605	NONE	170(b)(1)(A)(vi)	1,250				
HOMES OF HOPE INC 3204 EARLE B MORRIS JR HWY PIEDMONT, SC 29673	NONE	170(b)(1)(A)(vi)		1,000			
GREENVILLE AREA INTERFAITH HOSPITALITY NETWORK PO BOX 2083 GREENVILLE, SC 29601	NONE	170(b)(1)(A)(vi)		1,000			
GOLDEN STRIP EMERGENCY RELIEF RESOURCE AGENCY PO BOX 193 FOUNTAIN INN, SC 29644	NONE	170(b)(1)(A)(vi)		1,000			
THE GENEROUS GARDEN PROJECT 310 BIRKENSTOCK CT GREENVILLE, SC 29681	NONE	509(a)(2)		1,000			
THE FAMILY EFFECT FOUNDATION 1400 CLEVELAND STREET GREENVILLE, SC 29607	NONE	170(b)(1)(A)(vi)		1,250			
GOLDIE B FLOBERG CENTER FOR CHILDREN 58 WEST ROCKTON ROAD ROCKFORD, IL 61072	NONE	170(b)(1)(A)(vi)		5,000			
MILESTONE, INC 624 KISHWAUKEE STREET ROCKFORD, IL 61108	NONE	170(b)(1)(A)(vi)	5,124				
YMCA OF ROCK RIVER VALLEY 200 Y BLVD ROCKFORD, IL 61107	NONE	509(a)(2)			5,876		
THE HAVEN PERINATAL HOSPICE 3147 TALBOT TRAIL ROCKFORD, IL 61114	NONE	170(b)(1)(A)(vi)	10,000				
ROCK RIVER VALLEY PANTRY 421 SOUTH ROCKTON AVENUE ROCKFORD, IL 61102	NONE	170(b)(1)(A)(vi)		50,000			
GIRL SCOUTS - SYBAQUAY COUNCIL 12 N 124 COOMBS RD ELGIN, IL 60123	NONE	170(b)(1)(A)(vi)			10,000		
BARBARA OLSON CENTER OF HOPE 3206 NORTH CENTRAL AVENUE ROCKFORD, IL 61101	NONE	170(b)(1)(A)(ii)	10,000				
BRAVEHEARTS THEAPEUTIC RIDING AND EDUCATIONAL CENTER 3011 SUNNYSIDE AVENUE BROOKFIELD, IL 60513	NONE	509(a)(2)	11,000				
BELVIDERE-BOONE COUNTY FOOD BANK	NONE	170(b)(1)(A)(vi)		20,000			

ATTACHMENT 17

ORGANIZATION NAME & ADDRESS	RELATIONSHIP	FOUNDATION STATUS	HTH, HDC, DIS	SOC WELL	YOUTH CIVIC	CUL EDUCA	HSPL & REL FAC
PO BOX 35 CAPRON, IL 61012							
BOYS & GIRLS CLUB ASSOCIATION - ROCKFORD 1040 NORTH SECOND STREET ROCKFORD, IL 61107	NONE	170(b)(1)(A)(vi)			125,000		
CONNECTING OUR FUTURE 711 NORTH MAIN STREET #5 ROCKFORD, IL 61103	NONE	170(b)(1)(A)(vi)				200,000	
CRUSADER CLINIC 1200 WEST STATE STREET ROCKFORD, IL 61102	NONE	170(b)(1)(A)(vi)					75,000
DISCOVERY CENTER 711 NORTH MAIN STREET ROCKFORD, IL 61103	NONE	170(b)(1)(A)(vi)				250,000	
ORCHARD VILLAGE 7670 MARMORA MANOR SKOKIE, IL 60077	NONE	509(a)(2)	10,000				
YOUTH ORGANIZATIONS UMBRELLA INC 1027 SHERMAN AVENUE EVANSTON, IL 60202	NONE	170(b)(1)(A)(vi)			3,000		
YOUNG WOMEN'S CHRISTIAN ASSOCIATION/EVANSTON NORTH SHORE 1215 CHURCH STREET EVANSTON, IL 60201	NONE	170(b)(1)(A)(vi)			5,000		
UNITED WAY OF METRO CHICAGO (IN2BOOKS) 560 WEST LAKE STREET CHICAGO, IL 60661	NONE	170(b)(1)(A)(vi)			10,000		
ERIE NEIGHBORHOOD HOUSE 1347 WEST ERIE STREET CHICAGO, IL 60642	NONE	170(b)(1)(A)(vi)		12,000			
NORTHERN ILLINOIS LEADERSHIP SEMINAR, INC 855 W ERIE STREET, SUITE 130 CHICAGO, IL 60632	NONE	170(b)(1)(A)(vi)			3,000		
NATIONAL ASSOCIATION FOR DOWNS SYNDROME PO BOX 206 WILMETTE, IL 60091	NONE	509(a)(2)	3,000				
MEET EACH NEED WITH DIGNITY 10641 SAN FERNANDO ROAD PACOIMA, CA 91331	NONE	170(b)(1)(A)(vi)		10,000			
SANTA CLARITA VALLEY FOOD PANTRY 24901 ORCHARD VILLAGE VALENCIA, CA 91355	NONE	170(b)(1)(A)(vi)		10,000			
FAMILY PROMISE OF SANTA CLARITA VALLEY 25718 MCBEAN PKWY VALENCIA, CA 91355	NONE	170(b)(1)(A)(vi)		10,000			
ASSISTANCE LEAGUE OF SANTA CLARITA PO BOX 220145 SANTA CLARITA, CA 91322	NONE	509(a)(2)		2,000			
SAMUEL DIXON FAMILY HEALTH CENTER 30257 SAN MARTINEZ ROAD VAL VERDE, CA 91384	NONE	170(b)(1)(A)(vi)					6,000

ORGANIZATION NAME & ADDRESS	RELATIONSHIP	FOUNDATION STATUS	HTH, HDC, DIS	SOC WELL	YOUTH CIVIC	CUL EDUCA	HSPL & REL FAC
READY FOR SCHOOL 100 EAST 8TH STREET, SUITE240 HOLLAND, MI 49423	NONE	170(b)(1)(A)(vi)		1,200			
LAKESHORE HABITAT FOR HUMANITY 341 WEST 16TH STREET HOLLAND, MI 49423	NONE	170(b)(1)(A)(vi)		1,200			
KANDU INDUSTRIES INC 276 WEST 13TH STREET HOLLAND, MI 49423	NONE	170(b)(1)(A)(vi)	1,500				
HERITAGE HOME, INC 11243 CHICAGO DR HOLLAND, MI 49423	NONE	509(a)(2)	1,500				
HARBOR HUMANE SOCIETY 14345 BAGLEY STREET WEST OLIVE, MI 94960	NONE	170(b)(1)(A)(vi)	500				
CITY ON A HILL MINISTRIES 100 SOUTH PINE STREET ZEELAND, MI 49464	NONE	170(b)(1)(A)(vi)		2,000			
BARNABAS MINISTRIES PO BOX 1772 HOLLAND, MI 49422	NONE	170(b)(1)(A)(vi)		1,600			
WINGS OF MERCY INC 100 SOUTH PINE STREET, SUITE 393 ZEELAND, MI 49464	NONE	170(b)(1)(A)(vi)		1,500			
ZEELAND PUBLIC SCHOOLS 183 WEST ROOSEVELT AVENUE ZEELAND, MI 49464	NONE	170(b)(1)(A)(v)			1,000		
Total			$ 64,774	$ 184,750	$ 181,476	$ 450,000	$ 81,000
Grand Total			$ 962,000				

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

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)	
		PUBLICLY TRADED SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
4,333,697.		3,863,396.					470,301.	
TOTAL GAIN(LOSS)							470,301.	

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