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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.

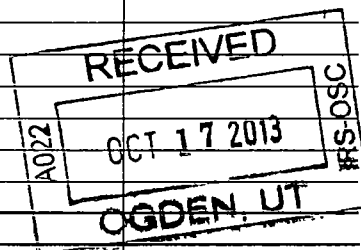
2012

Open to public inspection

For calendar year 2012 or tax year beginning JUN 1, 2012, and ending MAY 31, 2013

Name of foundation WOODBURY FOUNDATION C/O C.M. RHODE		A Employer identification number 36-3715828
Number and street (or P O box number if mail is not delivered to street address) 222 N. LASALLE, 24TH FLOOR		B Telephone number 312-609-7575
City or town, state, and ZIP code CHICAGO, IL 60601		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 19,852,676.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(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			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	83.	83.		STATEMENT 1
	4 Dividends and interest from securities	276,805.	276,805.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	632,549.			
	b Gross sales price for all assets on line 6a	3,144,203.			
	7 Capital gain net income (from Part IV, line 2)		632,549.		
	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)					
11 Other income					
12 Total Add lines 1 through 11	909,437.	909,437.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,926.	0.		3,993.
	b Accounting fees STMT 4	9,500.	0.		9,500.
	c Other professional fees STMT 5	73,196.	73,196.		0.
	17 Interest				
	18 Taxes STMT 6	8,362.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,050.	0.		10,895.
	22 Printing and publications				
23 Other expenses STMT 7	171.	0.		171.	
24 Total operating and administrative expenses Add lines 13 through 23	100,205.	73,196.		24,559.	
25 Contributions, gifts, grants paid	905,238.			1,053,628.	
26 Total expenses and disbursements. Add lines 24 and 25	1,005,443.	73,196.		1,078,187.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<96,006.>				
b Net investment income (if negative, enter -0-)		836,241.			
c Adjusted net income (if negative, enter -0-)			N/A		



Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	553,531.	556,540.	556,540.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,158.	1,158.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	13,912,809.	16,768,419.	16,768,419.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	2,295,126.	2,526,559.	2,526,559.
	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	16,761,466.	19,852,676.	19,852,676.
Liabilities	17 Accounts payable and accrued expenses	5,912.		
	18 Grants payable	324,128.	175,738.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	4,060.	0.	
	23 Total liabilities (add lines 17 through 22)	334,100.	175,738.	
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	13,154,383.	15,858,043.	
	25 Temporarily restricted	3,272,983.	3,818,895.	
	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	16,427,366.	19,676,938.	
	31 Total liabilities and net assets/fund balances	16,761,466.	19,852,676.	

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	16,427,366.
2 Enter amount from Part I, line 27a	2	<96,006.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,345,578.
4 Add lines 1, 2, and 3	4	19,676,938.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,676,938.

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				
b SEE ATTACHED STATEMENTS				
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 3,144,203.		2,511,654.	632,549.

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			632,549.

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	632,549.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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	841,234.	16,850,372.	.049924
2010	804,992.	15,946,386.	.050481
2009	1,324,423.	14,924,227.	.088743
2008	192,159.	14,894,218.	.012902
2007	1,026,718.	19,832,503.	.051769

2 Total of line 1, column (d)	2	.253819
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	.050764
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,164,208.
5 Multiply line 4 by line 3	5	922,088.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,362.
7 Add lines 5 and 6	7	930,450.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,078,187.

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	8,362.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,362.
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	8,362.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,520.	
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	9,520.	
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	1,158.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1,158. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>CHRISTIANA LOPEZ</u> Telephone no. ► <u>210-598-9999</u> Located at ► <u>600 PATTERSON STREET, SAN ANTONIO, TX</u> ZIP+4 ► <u>78209</u>			
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 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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) <u>N/A</u>	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes
☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes
☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes
☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

N/A

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.

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

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

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

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

0

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223551 12-05-12

6

10151001 744554 10316

2012.04030 WOODBURY FOUNDATION C/O C.M 10316__1

Part VIII

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

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	17,376,803.
b	Average of monthly cash balances	1b	1,064,017.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	18,440,820.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	18,440,820.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	276,612.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,164,208.
6	Minimum investment return. Enter 5% of line 5	6	908,210.

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	908,210.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,362.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,362.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	899,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	899,848.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	899,848.

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	1,078,187.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,078,187.
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	5	8,362.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,069,825.

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.

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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				899,848.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			12,573.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,078,187.				
a Applied to 2011, but not more than line 2a			12,573.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				899,848.
e Remaining amount distributed out of corpus	165,766.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	165,766.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	165,766.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	165,766.			

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				
CAMP THORPE 680 CAPEN HILL ROAD GOSHEN, VT 05733	NONE	PUBLIC CHARITY	OPERATIONS	30,000.
CANCER PREVENTION INSTITUTE OF CALIFORNIA 2201 WALNUT AVENUE, SUITE 300 FREMONT, CA 94538	NONE	PUBLIC CHARITY	OPERATIONS	10,000.
CHILDREN'S HOSPITAL AT DARTMOUTH ONE MEDICAL CENTER DRIVE LEBANON, NH 03756	NONE	PUBLIC CHARITY	MOLLY'S PLACE	15,000.
CHILDREN'S RANCH 4007 VERDANT STREET LOS ANGELES, CA 90039	NONE	PUBLIC CHARITY	OPERATIONS	92,000.
CYSTIC FIBROSIS 150 NORTH MICHIGAN AVENUE, SUITE 400 CHICAGO, IL 60601	NONE	PUBLIC CHARITY	OPERATIONS	5,000.
Total SEE CONTINUATION SHEET(S)				1,053,628.
b Approved for future payment				
ONE BOSTON FUND 800 BOYLSTON STREET #990009 BOSTON, MA 02199	NONE	PUBLIC CHARITY	OPERATIONS	2,000.
WARREN WILSON COLLEGE P.O. BOX 9000 ASHEVILLE, NC 28815	NONE	PUBLIC CHARITY	WOODBURY SCHOLARSHIP FUND	173,738.
Total				175,738.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|--------------|------------|
| 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? | | Yes |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | |
| | (2) Other assets | 1a(2) | |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | |
| | (4) Reimbursement arrangements | 1b(4) | |
| | (5) Loans or loan guarantees | 1b(5) | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| 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. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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
N/A		

**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

110/8/13
Date

► Treasurer
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

SCOTT R. KAPLAN, CPA

Preparer's signature

Preparer's signature	Date
Scott R. Vayten, CPA	10/01/13

Date	
------	--

10/01/13

Check ☐ if self-employed

PTIN

P00085294

Firm's name ► **BROWN, KAPLAN + LISS LLP**

Firm's EIN ► 36-3738800

Firm's address ► 500 DAVIS STREET
EVANSTON, IL 60201

Phone no. (847) 866-6800

Form **990-PF** (2012)

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 1,500 SH GRAINGER INC		P	04/19/06	07/18/12
b 6,000 SH TE CONNECTIVITY LTD		P	03/17/11	VARIOUS
c 200 SH GOOGLE INC		P	03/17/11	07/19/12
d 3,300 SH THERMO FISHER SCIENTIFIC INC		P	VARIOUS	08/15/12
e 3,900 SH INTUIT INC		P	04/25/12	11/12/12
f 10,000 SH WALGREEN CO		P	VARIOUS	11/02/12
g 14,000 SH VCA ANTECH INC		P	VARIOUS	11/02/12
h 2,900 SH SOLERA HOLDINGS INC		P	02/07/12	VARIOUS
i 6,000 SH QUALCOMM INC		P	VARIOUS	05/02/13
j 3,500 SH GILEAD SCIENCES INC		P	VARIOUS	05/09/13
k 400 SH GRAINGER INC		P	05/04/06	VARIOUS
l 15,000.03 SH WILLIAM BLAIR BOND FD		P	VARIOUS	08/15/12
m 700 SH THERMO FISHER SCIENTIFIC INC		P	VARIOUS	09/24/12
n 2,000 SH WALGREEN CO		P	VARIOUS	09/24/12
o 1,000 SH INTUIT INC		P	04/25/12	11/02/12

(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 310,767.		119,654.	191,113.
b 192,249.		199,344.	<7,095.>
c 119,248.		113,087.	6,161.
d 187,874.		206,118.	<18,244.>
e 237,852.		224,158.	13,694.
f 350,147.		332,203.	17,944.
g 274,534.		275,131.	<597.>
h 165,243.		148,403.	16,840.
i 376,818.		275,228.	101,590.
j 184,032.		67,982.	116,050.
k 81,705.		31,479.	50,226.
l 165,751.		154,705.	11,046.
m 41,670.		43,719.	<2,049.>
n 71,238.		63,899.	7,339.
o 60,988.		57,496.	3,492.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			191,113.
b			<7,095.>
c			6,161.
d			<18,244.>
e			13,694.
f			17,944.
g			<597.>
h			16,840.
i			101,590.
j			116,050.
k			50,226.
l			11,046.
m			<2,049.>
n			7,339.
o			3,492.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

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 2,000 SH PAYCHEX INC		P	03/12/03	11/02/12
b 400 SH PRECISION CASTPARTS CORP		P	03/22/07	11/02/12
c 500 SH SOLERA HOLDINGS INC		P	02/07/12	VARIOUS
d 1,200 SH QUALCOMM INC		P	VARIOUS	05/02/13
e 1,600 SH GILEAD SCIENCES INC		P	VARIOUS	05/09/13
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 66,405.		50,104.	16,301.
b 69,685.		41,640.	28,045.
c 28,504.		25,596.	2,908.
d 75,364.		54,520.	20,844.
e 84,129.		27,188.	56,941.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			16,301.
b			28,045.
c			2,908.
d			20,844.
e			56,941.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	632,549.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

WOODBURY FOUNDATION
C/O C.M. RHODE

36-3715828

Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

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
FRANCONIA SCULPTURE PARK 29815 UNITY AVE SHAHER, MN 55074	NONE	PUBLIC CHARITY	INTERN ARTIST PROGRAM	40,000.
GOOD NEWZ PITTIE PUPS RESCUE 2369 BROOKS AVENUE RICHMOND, CA 94804	NONE	PUBLIC CHARITY	OPERATIONS	25,000.
HAMPDEN-SYDNEY COLLEGE PRESIDENT'S OFFICE HAMPDEN-SYDNEY, VA 23943	NONE	PUBLIC CHARITY	GRIER SCHOLARSHIP FUND	90,000.
HANUMAN MEDICAL FOUNDATION 617 FRONT STREET SAN FRANCISCO, CA 94111	NONE	PRIVATE OPERATING FOUNDATION	OPERATIONS	26,000.
HAZELDEN OFFICE OF DEVELOPMENT, P.O. BOX 11 CENTER CITY, MN 55012	NONE	PUBLIC CHARITY	CLINICAL PASTORAL EDUCATION PROGRAM	50,000.
ICASSI 1161 ST LOUIS STREET EDWARDSVILLE, IL 62025	NONE	PUBLIC CHARITY	OPERATIONS	15,000.
ISA AMIGOS 1400 JACKSON KELLER SAN ANTONIO, TX 78213	NONE	PUBLIC CHARITY	OPERATIONS	25,000.
JUVENILE DIABETES RESEARCH FOUNDATION 26 BROADWAY, 14TH FLOOR NEW YORK, NY 10004	NONE	PUBLIC CHARITY	OPERATIONS	41,000.
LITA LOVE IS THE ANSWER P.O. BOX 121 PORT COSTA, CA 94569	NONE	PUBLIC CHARITY	OPERATIONS	36,000.
LYRIS PLOWSHARE FARM 24 WHITNEY RD GREENFIELD, NH 03047	NONE	PUBLIC CHARITY	OPERATIONS	30,000.
Total from continuation sheets				901,628.

WOODBURY FOUNDATION
C/O C.M. RHODE

36-3715828

Part XV Supplementary Information

3 . Grants and Contributions Paid During the Year (Continuation)

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
MARIN HIGH SCHOOL 305 MONTFORD AVENUE MILL VALLEY, CA 94941	NONE	PUBLIC CHARITY	OPERATIONS	2,500.
SAINT MARK'S SCHOOL 39 TRELLIS DRIVE SAN RAFAEL, CA 94903	NONE	PUBLIC CHARITY	OPERATIONS; FINANCIAL AID PROGRAM	27,500.
ST MARK'S EPISCOPAL CHURCH 315 EAST PECAN STREET SAN ANTONIO, TX 78205	NONE	PUBLIC CHARITY	YOUTH PROGRAM	7,000.
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE	PUBLIC CHARITY	TRIPLE NEGATIVE RESEARCH PROGRAM	25,000.
TENTH LIFE FOUNDATION P.O. BOX 720233 SAN FRANCISCO, CA 94172	NONE	PUBLIC CHARITY	OPERATIONS	20,000.
THE ALOHA FOUNDATION 2968 LAKE MOREY ROAD FAIRLEE, VT 05045	NONE	PUBLIC CHARITY	OPERATIONS	20,000.
THE CAPTAIN JASON DAHL SCHOLARSHIP 14142 W. EVANS CIRC. LAKEWOOD, CO 80228	NONE	PUBLIC CHARITY	OPERATIONS	5,000.
THE UNIVERSITY OF CHICAGO LABORATORY SCHOOL 1362 EAST 59TH STREET CHICAGO, IL 60637	NONE	PUBLIC CHARITY	PEER AGRESSION PROGRAM	60,000.
THE WHITE KITTY FOUNDATION P.O. BOX 2105 WALNUT CREEK, CA 94595	NONE	PUBLIC CHARITY	OPERATIONS	5,000.
THE WORKSHOP 2015 NE LOOP 410 SAN ANTONIO, TX 78217	NONE	PUBLIC CHARITY	OPERATIONS	50,000.
Total from continuation sheets				

WOODBURY FOUNDATION
C/O C.M. RHODE

36-3715828

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRIPLE STEP TOWARD THE CURE 1 SUNRISE AVENUE MILL VALLEY, CA 94941	NONE	PUBLIC CHARITY	OPERATIONS	30,000.
WARREN WILSON COLLEGE P.O. BOX 9000 ASHEVILLE, NC 28815	NONE	PUBLIC CHARITY	ENDOWED SCHOLARSHIP FUND	81,000.
WARREN WILSON COLLEGE P.O. BOX 9000 ASHEVILLE, NC 28815	NONE	PUBLIC CHARITY	WOODBURY SCHOLARSHIP FUND	180,628.
WESTTOWN SCHOOL 975 WESTTOWN ROAD WEST CHESTER, PA 19382	NONE	PUBLIC CHARITY	OPERATIONS; CAPITAL IMPROVEMENTS	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITIBANK - CHECKING	79.
CITIBANK - IMMA	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	83.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WILLIAM BLAIR #383	202,935.	0.	202,935.
WILLIAM BLAIR #953	73,870.	0.	73,870.
TOTAL TO FM 990-PF, PART I, LN 4	276,805.	0.	276,805.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,926.	0.		3,993.
TO FM 990-PF, PG 1, LN 16A	2,926.	0.		3,993.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,500.	0.		9,500.
TO FORM 990-PF, PG 1, LN 16B	9,500.	0.		9,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	73,196.	73,196.		0.
TO FORM 990-PF, PG 1, LN 16C	73,196.	73,196.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	8,362.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,362.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
BANK CHARGES	146.	0.		146.
TO FORM 990-PF, PG 1, LN 23	171.	0.		171.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	2,883,603.
UNREALIZED GAIN ON INVESTMENTS	461,975.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,345,578.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WILLIAM BLAIR DOMESTIC STOCKS	14,304,832.	14,304,832.
WILLIAM BLAIR FOREIGN STOCKS	2,463,587.	2,463,587.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,768,419.	16,768,419.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WILLIAM BLAIR MUTUAL FUNDS	FMV	2,526,559.	2,526,559.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,526,559.	2,526,559.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAXES PAYABLE	4,060.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,060.	0.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MYRON P. BOON PO BOX 19102 ASHEVILLE, NC 28815	PRESIDENT AND DIRECTOR 1.00	0.	0.	0.
SOPHIA IANNACONE 1520 PUEBLA DRIVE GLENDALE, CA 91207	VICE-PRESIDENT AND DIRECTOR 1.00	0.	0.	0.
CHRISTIANA LOPEZ 600 PATTERSON SAN ANTONIO, TX 78209	TREASURER AND DIRECTOR 2.00	0.	0.	0.
LOUISA GLOGER 1 SUNRISE AVE MILL VALLEY, CA 94941	SECRETARY 1.00	0.	0.	0.
PRISCILLA M. ANDERSON 70 EAST CEDAR ST, #1011 CHICAGO, IL 60611	DIRECTOR 1.00	0.	0.	0.
EARL RANSOM 53 ROCKBOTTOM RD STRATFORD, VT 05072	DIRECTOR 1.00	0.	0.	0.
JENNIFER R. MELTON 4180 SANTA RITA RD EL SOBRANTE, CA 94803	DIRECTOR 1.00	0.	0.	0.
WILLIAM J. RANSOM 5615 FALLSTON ST LOS ANGELES, CA 90042	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

WOODBURY FOUNDATION
222 N. LASALLE, 24TH FLOOR
CHICAGO, IL 60601
TIN: 36-3715828
TAX YEAR ENDED: MAY 31, 2013

FORM 990-PF, PART II, LINE 10b, COLUMNS b and c

Description	Book Value	Fair Market Value
<u>Corporate stocks:</u>		
12,000 SH Accenture PLC Ireland, common stock	\$ 985,320	\$ 985,320
4,000 SH Affiliated Managers Group Inc, common stock	656,000	656,000
6,900 SH Airgas Inc, common stock	709,941	709,941
6,400 SH Allergan Inc, common stock	636,736	636,736
5,400 SH Amphenol Corp, common stock	420,660	420,660
9,800 SH Checkpoint Software Technologies Ltd, common stock	490,784	490,784
10,000 SH Danaher Corp, common stock	618,200	618,200
5,000 SH Ebay Inc, common stock	270,500	270,500
4,700 SH EOG Resources Inc, common stock	606,770	606,770
9,700 SH Express Scripts Holding Co., common stock	602,564	602,564
12,000 SH Fastenal Co, common stock	626,160	626,160
14,000 SH GE Co, common stock	326,480	326,480
14,900 SH Gilead Sciences Inc, common stock	811,752	811,752
125 SH Google Inc, common stock	108,902	108,902
3,450 SH IDEXX Laboratories Corp, common stock	284,418	284,418
4,400 SH O'Reilly Automotive Inc, common stock	479,204	479,204
4,500 SH Occidental Petroleum Corp, common stock	414,315	414,315
12,000 SH Paychex Inc, common stock	446,760	446,760
7,500 SH Phillip Morris International Inc, common stock	681,825	681,825
7,200 SH Praxair Inc, common stock	823,176	823,176
4,800 SH Precision Castparts Corp, common stock	941,248	941,248
18,200 SH Sally Beauty Holdings Inc, common stock	557,102	557,102
6,300 SH Schlumberger Ltd, common stock	460,089	460,089
6,000 SH Starbucks Corp, common stock	378,840	378,840
3,300 SH Stericycle Inc, common stock	362,208	362,208
17,400 SH Suncor Energy Inc, common stock	527,394	527,394
1,900 SH VF Corp, common stock	349,334	349,334
3,600 SH Visa Inc, common stock	641,304	641,304
4,100 SH WW Grainger Inc, common stock	1,055,504	1,055,504
6,700 SH WEX Inc, common stock	494,929	494,929
Total corporate stocks (line 10b)	<u>\$ 16,768,419</u>	<u>\$ 16,768,419</u>

The book values of the above investments are reported at FMV at end of year.

WOODBURY FOUNDATION
222 N. LASALLE, 24TH FLOOR
CHICAGO, IL 60601
TIN: 36-3715828
TAX YEAR ENDED: MAY 31, 2013

FORM 990-PF, PART II, LINE 13, COLUMNS b and c

Description	Book Value	Fair Market Value
<u>Mutual funds:</u>		
69,016 SH William Blair Funds - International Growth Fund, mutual funds	\$ 1,681,912	\$ 1,681,912
77,419 SH William Blair Funds - Bond Fund, mutual funds	<u>844,647</u>	<u>844,647</u>
Total corporate stocks (line 10b)	<u>\$ 2,526,559</u>	<u>\$ 2,526,559</u>

The book values of the above other investments are reported at **FMV at end of year**.