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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 12/01 , 2012, and ending 11/30, 20 13

Name of foundation: JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK AND TRUST COMPANY 1045000291

A Employer identification number: 27-6155799

Number and street (or P O. box number if mail is not delivered to street address): 120 S LASALLE STREET, 7TH FLOOR

Room/suite:

B Telephone number (see instructions): 312- 564-3924

City or town, state, and ZIP code: CHICAGO, IL 60603

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

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,471,289.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	94,389.	91,951.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	359,373.			
b	Gross sales price for all assets on line 6a 1,701,991.				
7	Capital gain net income (from Part IV, line 2)		359,373.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	453,762.	451,324.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	22,032.	11,016.		11,016.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 8	800.	400.	NONE	400.
c	Other professional fees (attach schedule) STMT 9	42,195.	42,195.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 10	4,776.	3,641.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 11	410.	433.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	70,213.	57,685.	NONE	11,416.
25	Contributions, gifts, grants paid	190,000.			190,000.
26	**Total expenses and disbursements** Add lines 24 and 25	260,213.	57,685.	NONE	201,416.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	193,549.			
b	**Net investment income** (if negative, enter -0-)		393,639.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
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)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	3,556,540.	3,752,578.	4,471,289.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,556,540.	3,752,578.	4,471,289.
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)		NONE	
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	3,556,540.	3,752,578.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	3,556,540.	3,752,578.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,556,540.	3,752,578.	

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	3,556,540.
2	Enter amount from Part I, line 27a	2	193,549.
3	Other increases not included in line 2 (itemize) ▶ FUTURE GIFT, REPORTED IN CURRENT YEAR	3	39,000.
4	Add lines 1, 2, and 3	4	3,789,089.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	36,511.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,752,578.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,701,991.		1,342,618.	359,373.
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				359,373.
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** 359,373.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	192,969.	3,798,437.	0.050802
2010	140,000.	3,936,316.	0.035566
2009	150,000.	3,662,220.	0.040959
2008	178,916.	4,247,904.	0.042119
2007	249,607.	5,036,519.	0.049559

2	**Total** of line 1, column (d)	2	0.219005
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	0.043801
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,200,512.
5	Multiply line 4 by line 3	5	183,987.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,936.
7	Add lines 5 and 6	7	187,923.
8	Enter qualifying distributions from Part XII, line 4	8	201,416.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,936.
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	3,936.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,936.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,832.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	8,332.
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	4,396.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,936. **Refunded** ▶	11	460.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ ____________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 13 Telephone no. ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		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
THE PRIVATE BANK AND TRUST COMPANY 1401 SOUTH BRENTWOOD BLVD 2ND FLOOR, ST. LOUIS, MO 63	TRUSTEE 2	22,032.	-0-	-0-
CATHERINE WOODS HILL 2029 MAPLETON AVE, BOULDER, CO 80304	CO-TRUSTEE 1			

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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	4,264,479.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,264,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,264,479.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,967.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,200,512.
6	**Minimum investment return.** Enter 5% of line 5	6	210,026.

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	210,026.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,936.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,936.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	206,090.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	206,090.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	206,090.

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	201,416.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	201,416.
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	3,936.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	197,480.

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				206,090.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			177,481.	
b Total for prior years 20 10 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 201,416.				
a Applied to 2011, but not more than line 2a			177,481.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				23,935.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 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				182,155.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				190,000.
Total . . . . . . ▶ **3a**				190,000.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	94,389.	
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	359,373.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				453,762.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 453,762.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 9/4/14 | Title Trust Officer

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

Paid Preparer Use Only				
Print/Type preparer's name: WESLEY HIRSCHBERG	Preparer's signature	Date 09/04/2014	Check ☐ if self-employed	PTIN P00162244
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606			Phone no. 312-879-2000	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP	21.	21.
AIA GROUP LTD SP-ADR	156.	156.
AZZ INC	47.	47.
ABBOTT LABORATORIES	63.	63.
ABBVIE INC	181.	181.
ABERCROMBIE & FITCHCO	105.	105.
AEGON NV ORD	225.	225.
AGILENT TECHNOLOGIES INC	106.	106.
AIR LIQUIDE ADR	541.	541.
ALLIANZ SE ADR	710.	710.
AMERICAN EXPRESS COMPANY	76.	76.
ANADARKO PETRO CORP COM	95.	95.
ANALOGIC CORP	43.	43.
ANHEUSER BUSCH INBEV SPN ADR	527.	527.
APACHE CORP	43.	43.
APPLE COMPUTER INC.	496.	496.
APPLIED MATERIALS INC.	151.	151.
ARCHER DANIELS MIDLAND CO	354.	354.
ARCTIC CAT INC	35.	35.
ARM HOLDINGS PLC	84.	84.
ATLAS COPCO AB-SPON ADR	303.	303.
AVERY DENNISON CORP COM	77.	77.
AVNET INC.	56.	56.
BG GROUP	137.	137.
ADR BP AMOCO PLC SPONSORED ADR	737.	737.
BAKER HUGHES INC.	252.	252.
BANCO BILBAO VIZCAYA ARGENTARIA S A	334.	334.
BARD C R INC CAP	42.	42.
BMW UNSPOND ADR	225.	225.
BOEING CO.	205.	205.
BRIGGS & STRATTON CORPORATION	230.	230.
BROADCOM CORP CL A	32.	32.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CF INDS HLDG INC	73.	73.
CSL LTD UNSPON ADR	193.	193.
CABLEVISION SYS CORP CL A	189.	189.
CALAMOS MARKET NEUTRAL INCOME	154.	154.
CANADIAN NATIONAL RY CO	179.	179.
CAPTIAL FEDERAL FINANCIAL INC	384.	384.
CARDINAL HEALTH INC	43.	43.
CASEYS GENERAL STORES INC	94.	94.
CATERPILLAR INC	112.	112.
CHESAPEAKE ENERGY CORP	301.	301.
CHEVRON TEXACO CORP	323.	323.
CHURCH & DWIGHT INC	28.	28.
CIMENTS FRANCAIS UNSP ADR	497.	497.
CISCO SYSTEMS INC	119.	119.
COCHLEAR LTD UNSPON ADR	237.	237.
COMCAST CORP (NEW) CL A SPECIAL	787.	787.
COMMUNITY HEALTH SYSTEMS INC	126.	126.
CONOCOPHILLIPS	681.	681.
DBS GROUP HLDGS LTDSPONSD ADR	295.	295.
DASSAULT SYS ADR	187.	187.
DEBENHAMS PLC SPONSORED ADR	200.	200.
DEVON ENERGY CORP	249.	249.
DIGITAL REALTY TRUST INC	179.	179.
DOLBY LAB INC CL A	980.	980.
DOUBLELINE TOTAL RETURN BOND FD CL I	15,968.	15,968.
E L FINANCIAL LTD	9.	9.
EAST WEST BANCORP INC	50.	50.
EMBRAER SA ADR	88.	88.
EMCOR GROUP INC	13.	13.
EMERSON ELECTRIC CO.	200.	200.
EXXON MOBIL CORP	336.	336.
FANUC CORPORATION	204.	204.
FIRST PACIFIC CO LTD SP ADR	125.	125.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FLUOR CORP NEW	109.	109.
FOOT LOCKER INC	70.	70.
FORD MTR CO DEL NEW	12.	12.
FREEPORT-MCMORAN INC.	428.	428.
FRESENIUS MEDICAL CARE-ADR	192.	192.
GAZPROM OAO ADR	226.	226.
GENERAL DYNAMICS CORP COM	101.	101.
GENERAL ELECTRIC CO.	413.	413.
GENTEX CORP COM	85.	85.
GOLDMAN SACHS GROUP INC	228.	228.
GUESS INC	588.	588.
H LUNDBECK A/S SPN ADR	195.	195.
HSBC HOLDINGS PLC-SPONS ADR	259.	259.
HACHIJUNI BANK LTD UNS ADR	152.	152.
HARRIS TEETER SUPERMARKETS	56.	56.
HARTFORD FINC SERVICE GROUP INC	324.	324.
HEWLETT PACKARD CO.	150.	150.
HOME RETAIL GROUP SPONS ADR	65.	65.
HONG KONG EXCHANGES UNSP ADR	87.	87.
HOYA CORP	192.	192.
IPG PHOTONICS CORP	86.	86.
ITV PLC UNSPON ADR	313.	313.
ICICI BANK LIMITED	207.	207.
ILLINOIS TOOL WORKS, INC.	101.	101.
IMPERIAL OIL LTD ADR	89.	89.
INTEL CORP. CAPITAL STOCK	308.	308.
INTER PARFUMS INC	31.	31.
INTERNATIONAL BUSINESS MACHINES	382.	382.
INTERNATIONAL PAPER CO.	33.	33.
ITALCEMENTI SPA UNSPONS ADR	71.	71.
ITAU UNIBANCO BANCO MULTIPLO	462.	462.
JGC CORP UNSPOND ADR	129.	129.
J.P. MORGAN CHASE & CO.	830.	830.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JP MORGAN CHASE & CO ALERIAN MLP INDEX E	3,743.	3,743.
JOHNSON & JOHNSON	312.	312.
JOHNSON CONTROLS INC	319.	319.
THE JONES GROUP	28.	28.
JOY GLOBAL INC	86.	86.
KBR INC	76.	76.
KENNAMETAL INC CAP	192.	192.
KEYCORP NEW	67.	67.
KINGFISHER PLC ADR	72.	72.
KOHLS CORP	355.	355.
KUONI REISEN HLDG UNSP ADR	36.	36.
L'OREAL UNSP ADR	262.	262.
L-3 COM HLDGS INC	237.	237.
LVMH MOET HENNESSY ADR	143.	143.
LAZARD	3,306.	3,306.
LEAR CORP	98.	98.
LONZA GROUP AG UNSPON ADR	575.	575.
MS & AD INSURANCE ADR	165.	165.
MACY'S INC	27.	27.
MAGNA INTERNATIONAL INC., CLASS A	124.	124.
MAGYAR TELEKOM TELE SPON ADR	626.	626.
MASCO CORPORATION	171.	171.
METLIFE	894.	894.
MICROSOFT CORP	1,111.	1,111.
MTN GROUP LIMITED	259.	259.
NATIONAL-OILWELL VARCO INC	172.	172.
NESTLE SA SPONS ADR	736.	736.
NOKIAN TYRES OYJ UNSPON ADR	377.	377.
NUCOR CORP	250.	250.
OI SA-ADR	274.	274.
OLD REPUBLIC INTL CORP	452.	452.
ORACLE CORPORATION	134.	134.
PNC BANK CORP.	447.	447.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PACCAR INC.	41.	41.
PALL CORPORATION PALL CORPORATION	210.	210.
PEOPLE'S UNITED FINL INC	227.	227.
PEPSICO INC.	104.	104.
PETROLEO BRASILEIRO ADR	66.	66.
PFIZER INC.	290.	290.
PHILLIPS 66	340.	340.
PIMCO COMMODITY REAL RETURN INSTITUTIONA	3,884.	3,884.
POTASH CORP	323.	323.
PRIMORIS SERVICES CORP	58.	58.
PROCTOR & GAMBLE CO.	116.	116.
PROTECTIVE LIFE CORP	74.	74.
PRUDENTIAL FINANCIAL INC	464.	464.
QEP RES INC	6.	6.
QUALCOMM INC	220.	220.
QUESTAR CORP	239.	239.
QUESTOR PHARMACEUTICALS CORP	39.	39.
RETAIL OPPORTUNITY INVESTMENT	90.	90.
ADR ROCHE HOLDING LTD SPONSORED	582.	582.
SAFEWAY INC COM NEW	147.	147.
SANDISK CORP COM	116.	116.
SAP AKTIENGESELLSCHAFT SPONSORED ADR	344.	344.
SASOL LTD SPONSORED ADR	254.	254.
SCHLUMBERGER LTD	264.	264.
SCHNEIDER ELEC SA UNSP ADR	450.	450.
SEALED AIR CORP NEW	281.	281.
SEIKO EPSON CORP ADR	160.	160.
SOUTHWEST AIRLINES COM	110.	110.
STANLEY BLACK & DECKER INC	74.	74.
STAPLES INC.	119.	119.
STERIS CORP	78.	78.
ST MICROELECTRONICS N V SHS ADR	62.	62.
SUEZ ENVIRONNEMEN UNSPON ADR	317.	317.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANKS, INC.	15.	15.
SVENSKA HANDELSB A UNSP ADR	247.	247.
SWATCH GROUP AG/THE-UNSP ADR	93.	93.
SYSMEX CORP UNSPON ADR	79.	79.
TDK CORP SPONSORED ADR	104.	104.
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	432.	432.
TARGET CORP	123.	123.
TEMPLETON GLOBAL BD FD-AD	15,603.	15,603.
TESCO PLC ADR	276.	276.
TEVA PHARMACEUTICALS INDS LTD ADR	474.	474.
TEXAS INSTRS INC	327.	327.
TIM PARTICIPACOES S.A.	240.	240.
TIME WARNER INC.	193.	193.
TOYO SUISAN KAISHA UNSP ADR	93.	93.
TRIUMPH GROUP INC	18.	18.
TURKIYE GARANTI BANKASI	174.	174.
UNICHARM CORP UNSP ADR	92.	92.
UNILEVER PLC	202.	202.
UNION PACIFIC CORP	456.	456.
UNITED PARCEL SERVICE INC	119.	119.
UNITED HEALTH GROUP	522.	522.
VANGUARD S&P 500 ETF	1,556.	1,556.
WM MORRISON UNSPON ADR	333.	333.
WPP PLC SPOND ADR	461.	461.
WELLPOINT INC	366.	366.
WELLS FARGO & COMPANY NEW	945.	945.
WESTERN DIGITAL CORP	205.	205.
WINTRUST FINL CORP	33.	33.
WISDOMTREE JAPAN SMALL CAP DIVIDEND FUND	425.	425.
WOLTERS KLUWER N V-ADR	488.	488.
WOLVERINE WORLD WIDE INC.	21.	21.
WOODWARD INC	61.	61.
XEROX CORPORATION	16.	16.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
XINYI GLASS HLDG UNSP ADR	179.	179.
990PF ADJ	2,438.	
AMDOCS LIMITED ORD	14.	14.
ARGO GROUP INTERNATIONAL	93.	93.
BUNGE LTD	222.	222.
COVIDIEN PLC	110.	110.
EATON CORP PLC	215.	215.
EVEREST RE GROUP LTD	75.	75.
MARVELL TECHNOLOGY GRP LTD	352.	352.
SEAGATE TECHNOLOGY PLC	848.	848.
WILLIS GROUP HOLDINGS PLC	195.	195.
NOBLE CORPORATION	187.	187.
PENTAIR LTD	76.	76.
TE CONNECTIVITY LTD	451.	451.
TYCO INTERNATIONAL LTD.	208.	208.
ROYAL CARIBBEAN CRUISES LTD COM	186.	186.
AVAGO TECHNOLOGIES LTD	207.	207.
TOTAL	94,389.	91,951.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.	400.		400.
TOTALS	800.	400.	NONE	400.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A	42,195.	42,195.
TOTALS	42,195.	42,195.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,927.	2,927.
FOREIGN TAXES ON QUALIFIED FOR	552.	552.
FOREIGN TAXES ON NONQUALIFIED	162.	162.
FEDERAL ESTIMATED TAXES	1,135.	
TOTALS	4,776.	3,641.

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN CONVERSION EXPENSES	410.	433.
TOTALS	410.	433.

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

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT	36,392.
RETURN OF CAPITAL	86.
ROUNDING, RELATED TO BASIS ADJUSTMENT	31.
ACCRUED INTEREST	2.
TOTAL	36,511.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE PRIVATE BANK & TRUST COMPANY

ADDRESS: 1401 SOUTH BRENTWOOD BLVD, 2ND FLOOR
ST. LOUIS, MO 63144

TELEPHONE NUMBER: (314)301-2270

RECIPIENT NAME:
AMERICAN YOUTH FOUNDATION
ADDRESS:
8845 W GARFIELD RD
SHELBY, MI 49455
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
BEYOND HOUSING, INC.
ADDRESS:
4156 MANCHESTER AVE
ST LOUIS, MO 63110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOULDER COUNTY NATURE ASSN
ADDRESS:
P.O. BOX 493
BOULDER, CO 80301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
COLORADO REPTILE HUMANE SOCIETY
ADDRESS:
13941 ELMORE ROAD
LONGMONT, CO 80504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
FAIRVIEW FRIENDS FOUNDATION
ADDRESS:
2000 WADSWORTH BLVD, PMB 191
LAKEWOOD, CO 80214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
HOPE & RELIEF FOUNDATION
ADDRESS:
10700 GERKE ROAD
BRENHAM, TX 77833
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHAFRITY
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
REDWIND COUNCILS, INC.
ADDRESS:
P.O. BOX 85
UXBRIDGE, MA 01569
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
STARFISH ONE BY ONE
ADDRESS:
32175 CASTLE CT
EVERGREEN, CO 80439
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,000.

RECIPIENT NAME:
SUMMIT FOUNDATION
ADDRESS:
P.O. BOX 4000
BRECKENRIDGE, CO 80424
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
WHITTIER INTERNATIONAL SCHOOL
ADDRESS:
2008 PINE ST
BOULDER, CO 80302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 39,000.

RECIPIENT NAME:
LIFT FOR LIFE ACADEMY
ADDRESS:
1731 S. BROADWAY
ST LOUIS, MO 63104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
NRA FOUNDATION
ADDRESS:
11250 WAPLES MILL ROAD
FAIRFAX, VA 22030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GLOBAL EDUCATION FUND
ADDRESS:
2222 14TH ST
BOULDER, CO 80302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
THORNE NATURE EXPERIENCE
ADDRESS:
1466 63RD ST
BOULDER, CO 80303
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FREEDOM SERVICE DOGS
ADDRESS:
2000 W. UNION AVE
ENGLEWOOD, CO 80110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ARBORWAY TT & NORTHWESTERN RR
ADDRESS:
741 W. HWY 8
STEELVILLE, MO 65565
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UPAVIM COMMUNITY DEVELOPMENT FDN
ADDRESS:
808 E. 23RD
BRYAN, TX 77803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
CASEY MIDDLE SCHOOL
ADDRESS:
1301 HIGH ST
BOULDER, CO 80304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMIGOS DE SAN CRISTOBAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
CHURCHILL SCHOOL AUCTION FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
CHURCHILL - ANNUAL FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
FATHER WOODY'S HAVEN OF HOPE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
CATALINA ROTARY FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
COLORADO CHAUTAUQUA ASSN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
COMMUNITY CYCLES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EGO CARSHARE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
EFAA EMERGENCY FAMILY ASSISTANCE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
I HAVE A DREAM FOUNDATION BOULDER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC SHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
IOWA NATIONAL HERITAGE FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PASSAGEWORKS INSTITUTE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE ANIMAL WILDLIFE SANCTUARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WHITFIELD SCHOOL - ANNUAL FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
WHITFIELD SCHOOL ENDOWMENT FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WONDER WORKS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

TOTAL GRANTS PAID: 190,000.

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
PUBLICLY TRADED SECURITIES					
275. EATON CORP COM	VAR	12/03/2012	14,205.00	11,722.00	2,483.00
130. HOYA CORP	08/01/2012	12/03/2012	2,510.00	2,912.00	-402.00
721. AMN HEALTHCARE SERVICES INC	07/09/2012	12/05/2012	8,336.00	4,517.00	3,819.00
75. INTERNATIONAL PAPER CO.	02/13/2012	12/07/2012	2,701.00	2,466.00	235.00
256. QUANEX BUIDING PRODUCTS	07/09/2012	12/10/2012	5,422.00	4,627.00	795.00
80. ARM HOLDINGS PLC	07/31/2012	12/12/2012	2,943.00	2,082.00	861.00
40. ANALOGIC CORP	07/26/2012	12/31/2012	2,928.00	2,521.00	407.00
150. QEP RES INC	06/28/2012	12/31/2012	4,411.00	4,214.00	197.00
659. GOODRICH PETROLEUM CORP	11/07/2012	01/03/2013	5,911.00	7,064.00	-1,153.00
178. WOLVERINE WORLD WIDE INC.	07/09/2012	01/08/2013	7,020.00	6,791.00	229.00
260. ABERCROMBIE & FITCHCO	VAR	01/22/2013	12,903.00	8,989.00	3,914.00
285. AVERY DENNISON CORP COM	02/13/2012	01/22/2013	10,144.00	8,471.00	1,673.00
60. SANDISK CORP COM	06/06/2012	01/22/2013	2,874.00	2,093.00	781.00
138. TEREX CORP (DEL) NEW	11/07/2012	01/22/2013	4,007.00	3,084.00	923.00
37. FOSSIL INC	07/05/2012	01/24/2013	3,936.00	2,635.00	1,301.00
150. FORTINET INC	06/28/2012	01/25/2013	3,052.00	3,309.00	-257.00
544. SMITH & WESSON HOLDING CORP.	12/17/2012	01/25/2013	4,820.00	4,790.00	30.00
105. PHILLIPS 66	07/20/2012	01/29/2013	6,300.00	3,699.00	2,601.00
120. PRIMORIS SERVICES CORP	10/11/2012	01/29/2013	2,240.00	1,600.00	640.00
170. TEREX CORP (DEL) NEW	06/06/2012	01/29/2013	5,559.00	2,996.00	2,563.00
100. TITAN MACHINERY INC	09/10/2012	01/29/2013	2,927.00	1,998.00	929.00
40. SCHLUMBERGER LTD	05/09/2012	02/04/2013	3,179.00	2,798.00	381.00
570. LI & FUNG LTD UNSP ADR	02/09/2012	02/07/2013	1,467.00	2,672.00	-1,205.00
660. GENWORTH FINANCIAL INC	02/13/2012	02/08/2013	5,825.00	5,926.00	-101.00
135. MACY'S INC	09/21/2012	02/08/2013	5,421.00	5,231.00	190.00
442. WMS INDUSTRIES INC	08/08/2012	02/11/2013	10,997.00	7,056.00	3,941.00
100. XEROX CORPORATION	03/23/2012	02/11/2013	799.00	824.00	-25.00
71. VALUECLICK INC	06/28/2012	02/12/2013	1,534.00	990.00	544.00
291. ICON PLC	07/09/2012	02/12/2013	7,947.00	6,803.00	1,144.00
20. SCHLUMBERGER LTD	05/09/2012	02/14/2013	1,599.00	1,399.00	200.00
162. SEMTECH CORPORATION	07/02/2012	02/25/2013	5,007.00	3,951.00	1,056.00
114. SOURCEFIRE INC	01/30/2013	02/25/2013	5,440.00	4,644.00	796.00
Totals					

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
86. TEXAS CAPITAL BANCSHARES INC	01/03/2013	02/26/2013	3,602.00	4,005.00	-403.00
511. NXSTAGE MEDICAL INC	11/16/2012	02/27/2013	5,542.00	5,618.00	-76.00
89. FARO TECHOLOGIES INC COMMON STOCK	01/22/2013	03/01/2013	3,825.00	2,846.00	979.00
485. NATUS MEDICAL INC.	07/09/2012	03/01/2013	6,019.00	5,934.00	85.00
76. SHUTTERFLY INC	07/09/2012	03/01/2013	3,254.00	2,255.00	999.00
182. CARRIZO OIL & GAS INC	10/03/2012	03/08/2013	4,599.00	4,519.00	80.00
73. ZUMIEZ INC	09/04/2012	03/14/2013	1,829.00	2,114.00	-285.00
320. LOGMEIN INC	VAR	03/27/2013	6,387.00	9,401.00	-3,014.00
431. PINNACLE ENTERTAINMENT INC.	07/02/2012	04/12/2013	7,521.00	3,896.00	3,625.00
333. EAST WEST BANCORP INC	11/06/2012	04/15/2013	8,345.00	7,160.00	1,185.00
132. IPG PHOTONICS CORP	VAR	04/16/2013	8,495.00	5,364.00	3,131.00
588. MERGE HEALTHCARE INC	02/27/2013	04/16/2013	1,841.00	1,452.00	389.00
205. STERIS CORP	10/01/2012	04/16/2013	8,199.00	7,297.00	902.00
170. APPLIED MATERIALS INC.	06/06/2012	04/17/2013	2,230.00	1,794.00	436.00
200. SANDISK CORP COM	06/06/2012	04/17/2013	10,990.00	6,975.00	4,015.00
345. SEALED AIR CORP NEW	07/02/2012	04/17/2013	7,327.00	5,339.00	1,988.00
595. MARVELL TECHNOLOGY GRP LTD	08/10/2012	04/17/2013	5,868.00	7,112.00	-1,244.00
595. MARVELL TECHNOLOGY GRP LTD	VAR	04/17/2013	5,868.00	6,423.00	-555.00
595. MARVELL TECHNOLOGY GRP LTD	08/10/2012	04/17/2013	-5,868.00	-7,112.00	1,244.00
235. AECOM TECHNOLOGY CORP	11/21/2012	04/19/2013	6,615.00	5,057.00	1,558.00
108. BORG WARNER AUTOMOTV	10/15/2012	04/24/2013	7,949.00	7,124.00	825.00
36. MEDNAX INC	07/18/2012	04/24/2013	3,141.00	2,232.00	909.00
89. VALUECLICK INC	06/28/2012	04/24/2013	2,655.00	1,241.00	1,414.00
72. CABELA'S INC	07/05/2012	04/25/2013	4,640.00	2,813.00	1,827.00
530. DIAMOND FOODS INC	12/10/2012	04/25/2013	7,604.00	7,181.00	423.00
409. EAGLE BANCORP INC	07/11/2012	05/10/2013	9,601.00	6,873.00	2,728.00
7.01511 EXACTTARGET INC	11/06/2012	05/14/2013	152.00	153.00	-1.00
146. GRAND CANYON EDUCATION INC	10/22/2012	05/14/2013	4,475.00	3,166.00	1,309.00
36.99479 HALCON RESOURCES CORP	02/26/2013	05/14/2013	232.00	261.00	-29.00
34. SHUTTERFLY INC	07/09/2012	05/14/2013	1,599.00	1,009.00	590.00
167. PERFICIENT INC	07/09/2012	06/05/2013	2,160.00	1,905.00	255.00
260. FLOTEK INDUSTRIES INC	07/23/2012	06/06/2013	4,561.00	2,665.00	1,896.00
267. TITAN MACHINERY INC	09/10/2012	06/06/2013	5,572.00	5,335.00	237.00
158. CARDINAL HEALTH INC	03/19/2013	06/11/2013	7,358.00	6,876.00	482.00
259. RUE21 INC	07/23/2012	06/12/2013	10,836.00	6,712.00	4,124.00
Totals					

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JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
328. ZUMIEZ INC	VAR	06/12/2013	9,876.00	8,243.00	1,633.00
695. SOUTHWEST AIRLINES COM	12/07/2012	06/17/2013	9,570.00	6,819.00	2,751.00
80. WELLPOINT INC	VAR	06/17/2013	6,309.00	4,630.00	1,679.00
155. EATON CORP PLC	12/03/2012	06/17/2013	10,077.00	8,007.00	2,070.00
30. EXXON MOBIL CORP	09/21/2012	06/18/2013	2,745.00	2,761.00	-16.00
1277. MERGE HEALTHCARE INC	02/27/2013	06/18/2013	4,623.00	3,154.00	1,469.00
98. RED ROBIN GOURMET BURGERS INC					
COMMON STOCK	02/20/2013	07/01/2013	5,539.00	4,004.00	1,535.00
268. ROFIN-SINAR TECHNOLOGIES INC	04/16/2013	07/01/2013	6,681.00	6,604.00	77.00
180. CHUYS HLDGS INC	05/07/2013	07/05/2013	7,532.00	5,567.00	1,965.00
321. EXACTTARGET INC	VAR	07/11/2013	10,834.00	6,670.00	4,164.00
920. FIRST PACIFIC CO LTD SP ADR		07/11/2013	23.00		23.00
153. TEXAS CAPITAL BANCSHARES INC	VAR	07/18/2013	7,570.00	6,825.00	745.00
70. ALIGN TECHNOLOGY INC	04/16/2013	07/22/2013	3,058.00	2,194.00	864.00
45. SALIX PHARMACEUTICALS LTD	08/14/2012	07/22/2013	3,164.00	2,061.00	1,103.00
104. DIGITAL REALTY TRUST INC	09/28/2012	07/26/2013	6,111.00	7,181.00	-1,070.00
1508. ENTROPIC COMMUNICATIONS INC	11/06/2012	07/31/2013	6,697.00	7,178.00	-481.00
74. ABBOTT LABORATORIES	04/25/2013	08/01/2013	2,731.00	2,717.00	14.00
74. ABBVIE INC	04/25/2013	08/01/2013	3,338.00	3,283.00	55.00
37. APACHE CORP	04/25/2013	08/01/2013	3,031.00	2,673.00	358.00
16. TARGET CORP	04/25/2013	08/01/2013	1,146.00	1,126.00	20.00
219. WRIGHT MEDICAL GROUP INC COMMON	06/27/2013	08/09/2013	5,335.00	5,674.00	-339.00
150. BSTN SCIENTIFIC CORP	10/18/2012	08/14/2013	1,687.00	818.00	869.00
322. SKECHERS USA INC CLASS A	06/12/2013	08/26/2013	9,937.00	7,083.00	2,854.00
175. AVNET INC.	10/17/2012	09/03/2013	6,760.00	4,915.00	1,845.00
140. HOSPIRA INC	11/21/2012	09/03/2013	5,373.00	4,102.00	1,271.00
320. SEALED AIR CORP NEW	09/20/2012	09/03/2013	9,092.00	5,260.00	3,832.00
186. HARRIS TEETER SUPERMARKETS	VAR	09/06/2013	9,122.00	8,509.00	613.00
360. BSTN SCIENTIFIC CORP	VAR	09/11/2013	4,272.00	1,906.00	2,366.00
153. FARO TECHOLOGIES INC COMMON STOCK	01/22/2013	09/11/2013	6,138.00	4,893.00	1,245.00
72. UNDER ARMOUR INC.	12/17/2012	09/11/2013	5,794.00	3,450.00	2,344.00
90. ANHEUSER BUSCH INBEV SPN ADR	04/25/2013	09/13/2013	8,839.00	8,693.00	146.00
35. BOEING CO.	04/25/2013	09/13/2013	3,883.00	3,236.00	647.00
300. FOOT LOCKER INC	08/01/2013	09/13/2013	9,840.00	11,217.00	-1,377.00
425. FRANKLIN RESOURCES INC	08/01/2013	09/13/2013	20,561.00	21,276.00	-715.00
Totals					

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
115. INTEL CORP. CAPITAL STOCK	04/25/2013	09/13/2013	2,675.00	2,724.00	-49.00
570. MICROSOFT CORP	VAR	09/13/2013	18,765.00	15,608.00	3,157.00
200. NESTLE SA SPONS ADR	04/25/2013	09/13/2013	13,366.00	14,006.00	-640.00
58. TIME WARNER INC.	04/25/2013	09/13/2013	3,626.00	3,442.00	184.00
35. WELLS FARGO & COMPANY NEW	04/25/2013	09/13/2013	1,471.00	1,320.00	151.00
464. HEALTHWAYS INC	10/19/2012	09/19/2013	8,406.00	4,861.00	3,545.00
250. POTASH CORP	VAR	09/19/2013	7,989.00	10,750.00	-2,761.00
201. LANNETT CO INC	09/06/2013	09/20/2013	3,678.00	2,801.00	877.00
360. LONZA GROUP AG UNSPON ADR	02/08/2013	09/30/2013	2,919.00	2,240.00	679.00
293. BLACK DIAMOND INC	05/23/2013	10/01/2013	3,531.00	2,554.00	977.00
80. DEALERTRACK TECHNOLOGY	10/11/2012	10/01/2013	3,444.00	2,163.00	1,281.00
881. HALCON RESOURCES CORP	VAR	10/01/2013	3,956.00	5,887.00	-1,931.00
192. LIFELOCK INC	02/11/2013	10/01/2013	2,852.00	1,790.00	1,062.00
60. AGILENT TECHNOLOGIES INC	10/17/2012	10/02/2013	3,092.00	2,271.00	821.00
35. KENNAMETAL INC CAP	04/17/2013	10/02/2013	1,607.00	1,268.00	339.00
190. KINGFISHER PLC ADR	02/12/2013	10/02/2013	2,335.00	1,674.00	661.00
135. MICROSOFT CORP	VAR	10/02/2013	4,559.00	3,763.00	796.00
465. MARVELL TECHNOLOGY GRP LTD	10/17/2012	10/02/2013	5,237.00	4,200.00	1,037.00
260. NOBLE CORPORATION	06/17/2013	10/02/2013	9,904.00	9,930.00	-26.00
3. CARRIZO OIL & GAS INC	03/06/2013	10/07/2013	123.00	72.00	51.00
50. FRESENIUS MEDICAL CARE-ADR	05/17/2013	10/08/2013	1,608.00	1,667.00	-59.00
109. SOURCEFIRE INC	01/30/2013	10/08/2013	8,284.00	4,441.00	3,843.00
138. ALIGN TECHNOLOGY INC	04/16/2013	10/14/2013	5,957.00	4,326.00	1,631.00
294. GUESS INC	10/19/2012	10/14/2013	8,592.00	7,282.00	1,310.00
291. LKQ CORP	04/26/2013	10/14/2013	9,271.00	6,705.00	2,566.00
570. IXIA	VAR	10/25/2013	8,233.00	9,820.00	-1,587.00
213. LANNETT CO INC	09/06/2013	11/07/2013	5,175.00	2,968.00	2,207.00
293. TILE SHOP HLGDS INC	10/31/2013	11/14/2013	5,024.00	6,504.00	-1,480.00
150. SEMTECH CORPORATION	08/22/2013	11/15/2013	4,602.00	4,392.00	210.00
TOTAL PUBLICLY TRADED SECURITIES			716,956.00	602,027.00	114,929.00
Totals			716,956.00	602,027.00	114,929.00

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PUBLICLY TRADED SECURITIES					
400. HOYA CORP	06/29/2010	12/03/2012	7,724.00	8,300.00	-576.00
305. GENERAL ELECTRIC CO.	VAR	12/07/2012	6,483.00	5,541.00	942.00
35. INTERNATIONAL PAPER CO.	10/24/2011	12/07/2012	1,261.00	934.00	327.00
118. CHURCH & DWIGHT INC	03/01/2010	12/13/2012	6,367.00	3,960.00	2,407.00
310. PULTE CORP	10/31/2011	12/20/2012	5,766.00	1,630.00	4,136.00
165. QEP RES INC	03/01/2010	12/31/2012	4,852.00	4,664.00	188.00
440. QIAGEN N.V.	06/29/2010	01/04/2013	8,150.00	8,570.00	-420.00
200. ST MICROELECTRONICS N V SHS ADR	08/24/2011	01/10/2013	1,564.00	1,248.00	316.00
490. LONZA GROUP AG UNSPON ADR	VAR	01/17/2013	2,921.00	4,132.00	-1,211.00
2100. THOMAS COOK GROUP UNSPONS ADR	VAR	01/24/2013	3,551.00	8,197.00	-4,646.00
80. OSHKOSH CORP	VAR	01/31/2013	3,145.00	2,385.00	760.00
420. ST MICROELECTRONICS N V SHS ADR	08/24/2011	02/01/2013	3,798.00	2,620.00	1,178.00
3940. LI & FUNG LTD UNSP ADR	VAR	02/07/2013	10,138.00	16,516.00	-6,378.00
130. MONSTER BEVERAGE CORP	12/15/2011	02/07/2013	6,231.00	6,030.00	201.00
165. COMMUNITY HEALTH SYSTEMS INC	VAR	02/08/2013	6,591.00	3,237.00	3,354.00
545. SPIRIT AEROSYSTEMS HOLD CL-A	VAR	02/08/2013	8,752.00	9,370.00	-618.00
670. SUPER VALUE INC.	VAR	02/11/2013	2,613.00	8,751.00	-6,138.00
7500. TEMPLETON GLOBAL BD FD-AD	02/10/2010	02/11/2013	100,725.00	95,325.00	5,400.00
270. XEROX CORPORATION	05/28/2010	02/11/2013	2,158.00	2,518.00	-360.00
20. SCHLUMBERGER LTD	07/20/2010	02/14/2013	1,599.00	1,195.00	404.00
80. ARM HOLDINGS PLC	10/15/2010	02/21/2013	3,357.00	1,504.00	1,853.00
239. VERIFONE SYSTEMS INC	01/05/2012	03/06/2013	5,073.00	8,930.00	-3,857.00
140. SWATCH GROUP AG/THE-UNSP ADR	09/21/2010	03/08/2013	3,966.00	2,564.00	1,402.00
100. CEMEX SOUTH AMERICA-SPONSORED ADR	05/28/2010	03/13/2013	1,218.00	981.00	237.00
30. TURKIYE VAKIFLAR UNSPON ADR	12/29/2010	03/13/2013	953.00	770.00	183.00
410. AMERICA MOVIL SERIES L ADR	06/29/2010	03/15/2013	7,706.00	9,932.00	-2,226.00
670. APPLIED MATERIALS INC.	VAR	04/17/2013	8,788.00	8,377.00	411.00
295. PFIZER INC.	VAR	04/17/2013	9,052.00	5,343.00	3,709.00
205. SEALED AIR CORP NEW	03/06/2012	04/17/2013	4,354.00	3,986.00	368.00
170. AECOM TECHNOLOGY CORP	08/31/2011	04/18/2013	4,818.00	3,867.00	951.00
90. COMCAST CORP (NEW) CL A SPECIAL	03/11/2010	04/18/2013	3,482.00	1,499.00	1,983.00
115. AECOM TECHNOLOGY CORP	VAR	04/19/2013	3,237.00	2,422.00	815.00
Totals					

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JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
30. BIOGEN IDEC INC.	03/11/2010	04/22/2013	6,231.00	1,744.00	4,487.00
230. SAFEWAY INC COM NEW	VAR	04/23/2013	6,363.00	4,016.00	2,347.00
50. STERICYCLE INC	03/01/2010	04/24/2013	5,445.00	2,776.00	2,669.00
110. TURKIYE VAKIFLAR UNSPON ADR	VAR	04/24/2013	3,767.00	2,444.00	1,323.00
385. CISCO SYSTEMS INC	VAR	04/25/2013	7,943.00	9,039.00	-1,096.00
94. GENERAL DYNAMICS CORP COM	05/16/2005	04/25/2013	6,809.00	4,951.00	1,858.00
133. ILLINOIS TOOL WORKS, INC.	06/11/2009	04/25/2013	8,749.00	5,059.00	3,690.00
230. J.P. MORGAN CHASE & CO.	07/22/2008	04/25/2013	11,371.00	9,131.00	2,240.00
97. PEPSICO INC.	VAR	04/25/2013	8,031.00	5,915.00	2,116.00
100. PROCTOR & GAMBLE CO.	06/13/2002	04/25/2013	7,738.00	4,602.00	3,136.00
153. QUESTAR CORP	03/01/2010	04/25/2013	3,857.00	2,218.00	1,639.00
102. SCHLUMBERGER LTD	09/12/2005	04/25/2013	7,496.00	4,248.00	3,248.00
100. UNITED PARCEL SERVICE INC	10/14/2009	04/25/2013	8,493.00	5,619.00	2,874.00
.72 CEMEX SOUTH AMERICA-SPONSORED ADR	05/28/2010	05/01/2013	8.00	7.00	1.00
360. LONZA GROUP AG UNSPON ADR	VAR	05/08/2013	2,653.00	2,228.00	425.00
120. SONOVA HLDGS UNSPON ADR	03/25/2011	05/10/2013	2,562.00	2,339.00	223.00
33. WATERS CORP	09/17/2010	05/10/2013	3,180.00	2,276.00	904.00
260. LONZA GROUP AG UNSPON ADR	VAR	05/15/2013	1,960.00	1,485.00	475.00
50. WESTERN DIGITAL CORP	10/20/2010	05/15/2013	2,969.00	1,470.00	1,499.00
140. HSBC HOLDINGS PLC-SPONS ADR	06/29/2010	06/05/2013	7,723.00	6,476.00	1,247.00
20. WESTERN DIGITAL CORP	10/20/2010	06/05/2013	1,276.00	588.00	688.00
200. COMMUNITY HEALTH SYSTEMS INC	VAR	06/17/2013	9,926.00	3,379.00	6,547.00
235. GENWORTH FINANCIAL INC	02/13/2012	06/17/2013	2,643.00	2,110.00	533.00
65. MICROSOFT CORP	09/20/2010	06/17/2013	2,274.00	1,652.00	622.00
220. PFIZER INC.	03/24/2011	06/17/2013	6,383.00	4,435.00	1,948.00
240. ARM HOLDINGS PLC	VAR	06/18/2013	9,509.00	3,949.00	5,560.00
175. GENERAL ELECTRIC CO.	08/09/2011	06/18/2013	4,191.00	2,702.00	1,489.00
35. NESTLE SA SPONS ADR	06/29/2010	06/18/2013	2,364.00	1,695.00	669.00
35. ADR ROCHE HOLDING LTD SPONSORED	06/29/2010	06/18/2013	2,185.00	1,210.00	975.00
30. SAP AKTIENGESELLSCHAFT SPONSORED	05/03/2012	06/18/2013	2,315.00	1,950.00	365.00
.4681 AEGON NV ORD	03/21/2012	06/25/2013	3.00	3.00	
450. BSTN SCIENTIFIC CORP	02/28/2011	06/27/2013	4,235.00	3,249.00	986.00
160. ITV PLC UNSPON ADR	07/19/2010	07/03/2013	3,517.00	1,238.00	2,279.00
60. ARGO GROUP INTERNATIONAL	05/26/2010	07/03/2013	2,593.00	1,639.00	954.00
12. MALLINCKRODT PLC	03/11/2010	07/03/2013	507.00	431.00	76.00
Totals					

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
280. THE JONES GROUP	VAR	07/05/2013	4,037.00	4,124.00	-87.00
170. ITV PLC UNSPON ADR	07/19/2010	07/10/2013	3,833.00	1,316.00	2,517.00
.5 MALLINCKRODT PLC	03/11/2010	07/12/2013	21.00	18.00	3.00
270. GOODYEAR TIRE & RUBBER CO	04/12/2012	07/17/2013	4,509.00	2,889.00	1,620.00
150. AIR LIQUIDE ADR	06/29/2010	07/24/2013	3,891.00	2,768.00	1,123.00
260. LONZA GROUP AG UNSPON ADR	VAR	07/24/2013	2,075.00	1,404.00	671.00
105. GENWORTH FINANCIAL INC	02/13/2012	07/31/2013	1,364.00	943.00	421.00
560. JOHNSON CONTROLS INC	VAR	07/31/2013	22,709.00	14,790.00	7,919.00
425. TEXAS INSTRS INC	VAR	07/31/2013	16,576.00	11,838.00	4,738.00
165. WELLS FARGO & COMPANY NEW	02/17/2010	07/31/2013	7,221.00	4,474.00	2,747.00
126. ABBOTT LABORATORIES	11/16/2006	08/01/2013	4,649.00	2,869.00	1,780.00
126. ABBVIE INC	11/16/2006	08/01/2013	5,684.00	3,111.00	2,573.00
120. AMERICAN EXPRESS COMPANY	05/06/2011	08/01/2013	9,061.00	6,038.00	3,023.00
63. APACHE CORP	10/14/2009	08/01/2013	5,160.00	6,270.00	-1,110.00
135. POTASH CORP	VAR	08/01/2013	4,015.00	5,220.00	-1,205.00
118. SHUTTERFLY INC	07/09/2012	08/01/2013	6,996.00	3,502.00	3,494.00
109. TARGET CORP	05/16/2005	08/01/2013	7,809.00	5,372.00	2,437.00
500. VANGUARD S&P 500 ETF	03/17/2011	08/01/2013	39,045.00	29,275.00	9,770.00
300. VANGUARD S&P 500 ETF	03/17/2011	08/01/2013	23,427.00	17,565.00	5,862.00
161. WHITING PETROLEUM CORP	09/30/2011	08/07/2013	8,264.00	5,691.00	2,573.00
260. BSTN SCIENTIFIC CORP	VAR	08/08/2013	2,933.00	1,854.00	1,079.00
50. STANLEY BLACK & DECKER INC	05/26/2010	08/12/2013	4,383.00	2,777.00	1,606.00
220. BSTN SCIENTIFIC CORP	05/11/2011	08/14/2013	2,475.00	1,562.00	913.00
120. SAFEWAY INC COM NEW	VAR	08/22/2013	3,187.00	1,901.00	1,286.00
270. CHESAPEAKE ENERGY CORP	VAR	09/03/2013	7,038.00	5,251.00	1,787.00
140. HOSPIRA INC	01/20/2012	09/03/2013	5,373.00	4,734.00	639.00
35. SEALED AIR CORP NEW	07/02/2012	09/03/2013	994.00	542.00	452.00
810. LONZA GROUP AG UNSPON ADR	VAR	09/11/2013	6,460.00	6,028.00	432.00
500. FLEXTRONICS INTL LTD	VAR	09/11/2013	4,681.00	3,215.00	1,466.00
60. ANHEUSER BUSCH INBEV SPN ADR	12/03/2010	09/13/2013	5,893.00	3,474.00	2,419.00
90. BOEING CO.	09/22/2006	09/13/2013	9,984.00	6,980.00	3,004.00
130. CELGENE CORP	04/01/2009	09/13/2013	19,374.00	4,997.00	14,377.00
118. EXXON MOBIL CORP	03/19/2007	09/13/2013	10,423.00	8,378.00	2,045.00
285. INTEL CORP. CAPITAL STOCK	09/28/2006	09/13/2013	6,629.00	5,931.00	698.00
230. MICROSOFT CORP	03/19/2007	09/13/2013	7,572.00	6,394.00	1,178.00
Totals					

JOHN R WOODS FOUNDATION C/O THE PRIVATE BANK 27-6155799

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
183. QUALCOMM INC	VAR	09/13/2013	12,537.00	8,113.00	4,424.00
142. TIME WARNER INC.	10/09/2006	09/13/2013	8,878.00	5,668.00	3,210.00
100. UNION PACIFIC CORP	VAR	09/13/2013	15,489.00	3,511.00	11,978.00
525. VANGUARD S&P 500 ETF	03/17/2011	09/13/2013	40,692.00	30,738.00	9,954.00
215. WELLS FARGO & COMPANY NEW	01/24/2008	09/13/2013	9,036.00	6,486.00	2,550.00
100. MAGNA INTERNATIONAL INC., CLASS A	VAR	09/18/2013	8,375.00	3,343.00	5,032.00
160. XINYI GLASS HLDG UNSP ADR	06/15/2012	09/18/2013	2,823.00	1,812.00	1,011.00
432. PERFICIENT INC	07/09/2012	09/20/2013	7,444.00	4,927.00	2,517.00
.8 AEGON NV ORD	03/21/2012	09/24/2013	6.00	5.00	1.00
900. SEIKO EPSON CORP ADR	VAR	09/25/2013	7,902.00	5,640.00	2,262.00
220. LONZA GROUP AG UNSPON ADR	08/12/2011	09/30/2013	1,784.00	1,439.00	345.00
250. AEGON NV ORD	03/21/2012	10/02/2013	1,886.00	1,464.00	422.00
255. CONOCOPHILLIPS	VAR	10/02/2013	17,948.00	12,622.00	5,326.00
320. KEYCORP NEW	05/26/2010	10/02/2013	3,642.00	2,498.00	1,144.00
210. KINGFISHER PLC ADR	05/26/2010	10/02/2013	2,581.00	1,285.00	1,296.00
425. MICROSOFT CORP	VAR	10/02/2013	14,353.00	10,939.00	3,414.00
100. TEREX CORP (DEL) NEW	VAR	10/02/2013	3,444.00	1,760.00	1,684.00
705. MARVELL TECHNOLOGY GRP LTD	VAR	10/02/2013	7,939.00	8,216.00	-277.00
240. NOBLE CORPORATION	VAR	10/02/2013	9,142.00	8,626.00	516.00
111. CARRIZO OIL & GAS INC	10/03/2012	10/07/2013	4,558.00	2,756.00	1,802.00
120. FRESENIUS MEDICAL CARE-ADR	05/20/2011	10/08/2013	3,859.00	4,309.00	-450.00
490. SEIKO EPSON CORP ADR	VAR	10/09/2013	4,306.00	1,624.00	2,682.00
37. F5 NETWORKS INC	01/31/2011	10/11/2013	3,349.00	4,009.00	-660.00
192. WOODWARD INC	07/12/2012	10/11/2013	7,922.00	6,630.00	1,292.00
76. AVAGO TECHNOLOGIES LTD	09/14/2011	10/11/2013	3,292.00	2,654.00	638.00
123. JOY GLOBAL INC	10/09/2012	10/16/2013	6,357.00	7,211.00	-854.00
120. OSHKOSH CORP	VAR	10/16/2013	6,112.00	3,287.00	2,825.00
500. LONZA GROUP AG UNSPON ADR	VAR	10/17/2013	4,117.00	2,112.00	2,005.00
430. HOME RETAIL GROUP SPONS ADR	VAR	10/18/2013	5,030.00	5,967.00	-937.00
130. OLD REPUBLIC INTL CORP	05/28/2010	10/30/2013	2,210.00	1,811.00	399.00
160. WOLTERS KLUWER N V-ADR	VAR	10/31/2013	4,359.00	3,037.00	1,322.00
70. LEAR CORP	VAR	11/06/2013	5,510.00	2,882.00	2,628.00
130. OLD REPUBLIC INTL CORP	VAR	11/06/2013	2,209.00	1,365.00	844.00
47. GRAND CANYON EDUCATION INC	10/22/2012	11/07/2013	2,246.00	1,019.00	1,227.00
225. HUB GROUP INC-CL A COM STK PAR	08/14/2012	11/07/2013	8,226.00	7,089.00	1,137.00
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
107. SALIX PHARMACEUTICALS LTD	08/14/2012	11/08/2013	8,556.00	4,902.00	3,654.00
127. ARGO GROUP INTERNATIONAL	05/26/2010	11/13/2013	5,434.00	3,469.00	1,965.00
167. SEMTECH CORPORATION	07/02/2012	11/15/2013	5,123.00	4,073.00	1,050.00
15. BIOGEN IDEC INC.	03/11/2010	11/18/2013	3,648.00	872.00	2,776.00
10. LIBERTY MEDIA CORP DELAWARE	03/11/2010	11/18/2013	1,497.00	288.00	1,209.00
220. VALUECLICK INC	06/28/2012	11/18/2013	4,714.00	3,067.00	1,647.00
TOTAL PUBLICLY TRADED SECURITIES			973,942.00	740,591.00	233,351.00
Totals			973,942.00	740,591.00	233,351.00

FEDERAL WASH SALES

SECURITY SOLD	DATE ACQUIRED	DATE SOLD	COST BASIS	SALES PRICE	DISALLOWED LOSS
119.98489 EXACTTARGET INC	11/06/2012	05/14/2013	2,621.00	2,603.00	-18.00
704.00521 HALCON RESOURCES COR	02/26/2013	05/14/2013	4,963.00	4,421.00	-542.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BMO TAX-FREE MONEY MARKET FD CLASS I	12.00	
DIGITAL REALTY TRUST INC	52.00	
LAZARD	4,972.00	
BMO TAX-FREE MONEY MARKET FUND	10.00	
PIMCO COMMODITY REAL RETURN INSTITUTIONA	513.00	
RS GLOBAL NATURAL RESOURCES FUND	300.00	
TEMPLETON GLOBAL BD FD-AD	4,346.00	
DELAFIELD FUND INC	882.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		11,086.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		11,086.00

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. JOHN R WOODS FOUNDATION 1045000291	Employer identification number (EIN) or 27-6155799
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O box, see instructions. 120 S LASALLE ST 7TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CHICAGO, IL 60603	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PRIVATEBANK & TRUST COMPANY

Telephone No. ▶ (312)564-3924 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/01 , 2012 , and ending 11/30, 20 13 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 8,332.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,832.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 6,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. JOHN R WOODS FOUNDATION 1045000291	Employer identification number (EIN) or 27-6155799
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. PRIVATEBANK & TRUST, 120 S LASALLE ST 7TH FL	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60603	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PRIVATEBANK & TRUST COMPANY
  Telephone No. ▶ (312)564-3924 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 10/15 , 20 14 .

5 For calendar year ______ , or other tax year beginning 12/01 , 20 12 , and ending 11/30 , 20 13 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL INFORMATION IS NEEDED TO PREPARE COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 3,936.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 8,332.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ Trust Officer Date ▶ 07/11/2014