Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: WOODS CHARITABLE FUND, INC.

A Employer identification number: 47-6032847

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

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: LINCOLN, NE 68508

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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) ▶ $ 33,553,457.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	453.	453.		
	4	Dividends and interest from securities	653,183.	653,183.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,165,913.			
	b	Gross sales price for all assets on line 6a 34,914,220.				
	7	Capital gain net income (from Part IV, line 2)		1,165,913.		
	8	Net short-term capital gain				
	9	Income modifications			263,981.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 1	-24,648.	-24,648.		
	12	**Total.** Add lines 1 through 11	1,794,901.	1,794,901.	263,981.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	109,410.			109,410.
	14	Other employee salaries and wages	153,266.			153,266.
	15	Pension plans, employee benefits	75,345.			75,345.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 2	9,563.	2,391.		7,172.
	c	Other professional fees (attach schedule) *	217,780.	206,641.		11,139.
	17	Interest ATCH 4	1,485.	1,485.		
	18	Taxes (attach schedule) (see instructions) ATCH 5	158,860.	34,218.		18,326.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	58,649.			58,649.
	21	Travel, conferences, and meetings	2,675.			2,675.
	22	Printing and publications	2,103.			2,103.
	23	Other expenses (attach schedule) ATCH 6	74,362.			69,362.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	863,498.	244,735.		507,447.
	25	Contributions, gifts, grants paid	1,165,500.			1,165,500.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,028,998.	244,735.	0	1,672,947.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-234,097.			
	b	**Net investment income** (if negative, enter -0-)		1,550,166.		
	c	**Adjusted net income** (if negative, enter -0-)			263,981.	

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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	119,807.	124,315.	124,315.
	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) ▶ *		* 32,954.	ATCH 7
	Less allowance for doubtful accounts ▶	5,000.	32,954.	32,954.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 8	21,670,371.	32,062,075.	33,396,188.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	21,795,178.	32,219,344.	33,553,457.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	21,795,178.	32,219,344.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	21,795,178.	32,219,344.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,795,178.	32,219,344.	

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	21,795,178.
2	Enter amount from Part I, line 27a	2	-234,097.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	10,658,263.
4	Add lines 1, 2, and 3	4	32,219,344.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,219,344.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	1,165,913.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,793,082.	29,061,950.	0.061699
2011	1,843,674.	29,847,899.	0.061769
2010	1,820,238.	28,381,715.	0.064134
2009	1,864,968.	25,161,182.	0.074121
2008	1,837,907.	33,569,453.	0.054749

2	**Total** of line 1, column (d)	2	0.316472
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	0.063294
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	31,326,576.
5	Multiply line 4 by line 3	5	1,982,784.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,502.
7	Add lines 5 and 6	7	1,998,286.
8	Enter qualifying distributions from Part XII, line 4	8	1,712,947.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	31,003.
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	31,003.
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	31,003.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a — 120,000.		
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	120,000.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	88,997.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 68,000. **Refunded** ▶	11	20,997.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ WWW.WOODSCHARITABLE.ORG

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

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

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

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

			Yes	No
16	At any time during calendar year 2013, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870*		6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		109,410.	18,862.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		128,306.	29,657.	0
Total number of other employees paid over $50,000 ▶				0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 12		206,641.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 INTEREST FREE LOAN TO LEADERSHIP LINCOLN, INC., A 501(C)(3) ORGANIZATION, TO BE USE FOR THE REDUCTION OF INTEREST-BEARING DEBT.	40,000.
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	40,000.

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	31,591,360.
b	Average of monthly cash balances	1b	188,996.
c	Fair market value of all other assets (see instructions)	1c	23,274.
d	**Total** (add lines 1a, b, and c)	1d	31,803,630.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	31,803,630.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	477,054.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,326,576.
6	**Minimum investment return.** Enter 5% of line 5	6	1,566,329.

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

1	Minimum investment return from Part X, line 6			1	1,566,329.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	31,003.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	31,003.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,535,326.
4	Recoveries of amounts treated as qualifying distributions			4	263,981.
5	Add lines 3 and 4			5	1,799,307.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,799,307.

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	1,672,947.
b	Program-related investments - total from Part IX-B	1b	40,000.
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	1,712,947.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,712,947.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,799,307.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 ...... 153,869.				
b From 2009 ...... 599,815.				
c From 2010 ...... 461,922.				
d From 2011 ...... 406,118.				
e From 2012 ...... 387,477.				
f Total of lines 3a through e	2,009,201.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,712,947.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,712,947.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	86,360.			86,360.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,922,841.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	67,509.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,855,332.			
10 Analysis of line 9				
a Excess from 2009 ... 599,815.				
b Excess from 2010 ... 461,922.				
c Excess from 2011 ... 406,118.				
d Excess from 2012 ... 387,477.				
e Excess from 2013 ...				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed

ATCH 13

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

SEE EXHIBIT 4

c Any submission deadlines.

SEE EXHIBIT 3

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

SEE EXHIBIT 3

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE EXHIBIT 2				1,165,500.
Total . . . . . . ▶ 3a				1,165,500.
b Approved for future payment				
SEE EXHIBIT 5				741,500.
Total . . . . . . ▶ 3b				741,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	453.	
4 Dividends and interest from securities			14	653,183.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,165,913.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14				-24,648.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,794,901.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,794,901.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

L C Woods, IV | 5/14/14 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KRISTIN TYNON		5/14/14		P01063388
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
Firm's address ▶ 1248 O STREET, STE 1040 LINCOLN, NE 68508-1461			Phone no 402-473-7600	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
WOODS CHARITABLE FUND, INC.	47-6032847

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	1,165,913.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			1,165,913.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			1,165,913.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) or b $3,000 . . . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col. (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23			
24	Add lines 22 and 23	24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25			
26	Subtract line 25 from line 24 If zero or less, enter -0-	26			
27	Subtract line 26 from line 21 If zero or less, enter -0-	27			
28	Enter the **smaller** of the amount on line 21 or $2,450	28			
29	Enter the **smaller** of the amount on line 27 or line 28	29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶			30	
31	Enter the smaller of line 21 or line 26	31			
32	Subtract line 30 from line 26	32			
33	Enter the **smaller** of line 21 or $11,950	33			
34	Add lines 27 and 30	34			
35	Subtract line 34 from line 33 If zero or less, enter -0-	35			
36	Enter the **smaller** of line 32 or line 35	36			
37	Multiply line 36 by 15% ▶			37	
38	Enter the amount from line 31	38			
39	Add lines 30 and 36	39			
40	Subtract line 39 from line 38 If zero or less, enter -0-	40			
41	Multiply line 40 by 20% ▶			41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42			
43	Add lines 37, 41, and 42	43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶			45	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME - RUSSELL CORE BOND FUND	961.	961.
OTHER INCOME - RUSSELL LARGE CAP	-2,098.	-2,098.
OTHER INCOME - RUSSELL SMALL CAP	-1,131.	-1,131.
OTHER INCOME - RUSSELL DEFENSIVE	-863.	-863.
OTHER INCOME - WILLIAM BLAIR MEZZANINE	-172.	-172.
OTHER INCOME - RUSSELL INTERNATIONAL	-25,836.	-25,836.
OTHER INCOME - RUSSELL EMERGING MARKETS	4,489.	4,489.
ROYALTIES	2.	2.
TOTALS	-24,648.	-24,648.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING	713.	178.		535.
AUDIT	8,850.	2,213.		6,637.
TOTALS	9,563.	2,391.		7,172.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	206,641.	206,641.	
CONSULTANTS WEBSITE & GRANTS	11,139.		11,139.
TOTALS	217,780.	206,641.	11,139.

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST		1,485.	1,485.
	TOTALS	1,485.	1,485.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FEDERAL EXCISE TAX	106,316.		
PAYROLL TAXES	18,326.		18,326.
FOREIGN TAXES	34,218.	34,218.	
TOTALS	158,860.	34,218.	18,326.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MEMBERSHIPS & DUES	7,748.	7,748.
STAFF EXPENSES	84.	84.
OFFICE SUPPLIES	3,904.	3,904.
POSTAGE	484.	484.
INSURANCE	2,201.	2,201.
MISCELLANEOUS	603.	603.
DATA COMMUNICATIONS	4,159.	4,159.
RELOCATION	50,179.	50,179.
WRITE OFF OF PRI	5,000.	
TOTALS	74,362.	69,362.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		EXHIBIT 1				P		
							1,165,913.	
TOTAL GAIN(LOSS)							1,165,913.	

ATTACHMENT 7

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

BORROWER:	LEADERSHIP LINCOLN
ORIGINAL AMOUNT:	40,000.
INTEREST RATE:	
DATE OF NOTE:	06/12/2013
MATURITY DATE:	07/12/2017
REPAYMENT TERMS:	NO INTEREST, $40,000 TO BE REPAID BY 7/12/17
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	FOR REDUCTION OF INTEREST-BEARING DEBT
DESCRIPTION AND FMV OF CONSIDERATION:	PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	
ENDING BALANCE DUE	32,954.
ENDING FAIR MARKET VALUE	32,954.

BORROWER:	HERITAGE FILMS
ORIGINAL AMOUNT:	5,000.
INTEREST RATE:	
DATE OF NOTE:	05/01/2009
REPAYMENT TERMS:	ATTEMPTS TO RECOVER $5,000 WERE ABONDONED IN 2013
SECURITY PROVIDED:	NONE
PURPOSE OF LOAN:	TO COMPLETE FEATURE-LENGTH DOCUMENTARY FILM
DESCRIPTION AND FMV OF CONSIDERATION:	PROGRAM RELATED INVESTMENT

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

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	5,000.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	32,954.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	32,954.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OTHER INVESTMENTS	32,062,075.	33,396,188.
TOTALS	32,062,075.	33,396,188.

ATTACHMENT 9

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

DESCRIPTION		AMOUNT
GRANT RECOVERIES		263,981.
BOOK/TAX TIMING DIFFERENCE IN PARTNERSHIP INVESTMENT		10,394,282.
	TOTAL	10,658,263.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL TAVLIN 1248 O STREET STE 1130 LINCOLN, NE 68508	ASSISTANT TREASURER 1.00	2,000.	0	0
CARL ESKRIDGE 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
HANK WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	TREASURER 1.00	0	0	0
NELLE WOODS JAMISON 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
DONNA WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	CHAIR 1.00	0	0	0

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KATHLEEN RUTLEDGE 1248 O STREET STE 1130 LINCOLN, NE 68508	VICE CHAIR 1.00	0	0	0
ORVILLE JONES 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
ERNIE CASTILLO 1248 O STREET STE 1130 LINCOLN, NE 68508	DIRECTOR 1.00	3,100.	0	0
TOM WOODS 1248 O STREET STE 1130 LINCOLN, NE 68508	PRESIDENT/SECRETARY 40.00	95,010.	18,862.	0
	GRAND TOTALS	109,410.	18,862.	0

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
JOAN STOLLE 1248 O STREET STE 1130 LINCOLN, NE 68508	OPERATIONS MANAGER 40.00	71,751.	19,057.	0
KATHY STEINAUER SMITH 1248 O STREET STE 1130 LINCOLN, NE 68508	INVESTMENT DIRECTOR 40.00	56,555.	10,600.	0
	TOTAL COMPENSATION	128,306.	29,657.	

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

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
RUSSELL INVESTMENT GROUP 1301 SECOND AVENUE, 18TH FLOOR SEATTLE, WA 98101	INVESTMENT SERVICES	206,641.
TOTAL COMPENSATION		206,641.

ATTACHMENT 13

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

SEE EXHIBIT 3

WOODS CHARITABLE FUND, INC. 47-6032847

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

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME - RUSSELL CORE BOND FUND			14	961.	
OTHER INCOME - RUSSELL LARGE CAP			14	-2,098.	
OTHER INCOME - RUSSELL SMALL CAP			14	-1,131.	
OTHER INCOME - RUSSELL DEFENSIVE			14	-863.	
OTHER INCOME - WILLIAM BLAIR MEZZANINE			14	-172.	
OTHER INCOME - RUSSELL INTERNATIONAL			14	-25,836.	
OTHER INCOME - RUSSELL EMERGING			14	4,489.	
ROYALTY INCOME			15	2.	
TOTALS				-24,648.	

Woods Charitable Fund, Inc
Summary of Capital Gains & Losses
Form 990-PF Page 1, Line 6a
12/31/2013

	Proceeds	Basis	Gain/Loss
Frank Russell Net Capital Gain	34,914,220	22,788,740	12,125,480
Book/Tax Differences for Frank Russell Net Capital Gain			(16,934,680)
William Blair Mezzanine Net Capital Gain			13,372
Book/Tax Differences for Russell Core Bond Fund			53,769
Book/Tax Differences for Russell Large Cap U S Equity Fund			3,144,591
Book/Tax Differences for Russell Small Cap U S Equity Fund			455,077
Book/Tax Differences for Russell Defensive U S Equity Fund			819,488
Book/Tax Differences for Russell International Equity Fund			1,435,524
Book/Tax Differences for Russell Emerging Markets Equity Plus Fund			51,838
Litigation Settlement on Securities			1,454
Net Capital Gain to Page 1 Line 6a			1,165,913

EXHIBIT 1

WOODS CHARITABLE FUND, INC.
GRANTS PAID
January 1, 2013-December 31, 2013

Category/Organization/Address	Recipient Status	Purpose of Grant	Amount Paid
ARTS AND CULTURE			
Flatwater Shakespeare Company, Lincoln, NE	PC	Free Shakespeare productions in Lincoln parks	15,000
Grand Island Community Foundation, Grand Island, NE	PC	The Quilted Conscience project	10,000
Lincoln Parks and Recreation Foundation, Lincoln, NE	PC	Public artwork for Lincoln's Civic Plaza	50,000
Lux Center for the Arts, Lincoln, NE	PC	Arts and Education outreach programs	15,000
Nebraska Humanities Council dba Humanities Nebraska, Lincoln, NE	PC	Position of Communications director and project	20,000
Vision Maker Media, Lincoln, NE	PC	Vision Maker's Native American film festival	4,500
Woods Hall Craft Shop, LaPointe, WI	PC **	Matching capital for craft shop gallery addition	35,000
Subtotal			**149,500**
CIVIC AND COMMUNITY			
Center for Legal Immigration Assistance, Lincoln, NE	PC	Legal staffing and related operating expenses	20,000
Center for Rural Affairs, Lyons, NE	PC	Advocacy training for working poor in Nebraska	20,000
City of Lincoln, Lincoln Police Department, Lincoln, NE	PC	Police/staff training for child abuse/death investigations	15,000
Common Cause Education Fund dba Common Cause Neberaska, Lincoln, NE	PC	General operating for the organization's education fund	25,000
Community CROPS, Lincoln, NE	PC	For the Growing Farmers training program	10,000
Easter Seal Society of Nebraska, Inc, Lincoln, NE	PC	For the Lincoln Seniors Transportion program	15,000
Habitat for Humanity, Inc, Lincoln, NE	PC **	Volunteer Coordinator position	8,000
Legal Aid of Nebraska, Lincoln, NE	PC	Access to Self-Help Center project in Lincoln	25,000
Nebraska Appleseed Center for Law in the Public Interest, Lincoln, NE	PC	Support to implement Nebraska's anti-racial profiling law	25,000
Nebraskans for Civic Reform, Lincoln, NE	PC	General operating expenses	25,000
OpenSky Policy Institute, Lincoln, NE	PC	General operating expenses	20,000
Prairie Gold Homes, Lincoln, NE	PC	Toward assistant manager construction position	30,000
UNL-Department of Community and Regional Planning, Lincoln, NE	PC	For Lincoln communities citizen assessment project	39,000
VolunteerLinc dba Volunteer Partners, Lincoln, NE	PC	General operating expenses	20,000
Subtotal			**297,000**
EDUCATION			
Bright Lights, Lincoln, NE	PC	Online registration system for youth education classes	5,000
Educare of Lincoln, Lincoln, NE	PC	Family Engagement Education Specialist position	30,000
Lincoln Public Schools, Lincoln, NE	PC	Behavioral Intervention Support Team project	60,000
Lincoln Public Schools, Lincoln, NE	PC	Hear to Learn classroom audiology project	25,000
Lincoln Public Schools, Lincoln, NE	PC	Family Literacy program	10,000
Malone Community Center, Lincoln, NE	PC	Expansion of Out-of-School project	11,500
Nebraska Association for the Education of Young Children, Inc, Lincoln, NE	PC	Early Childhood Education Enhancement projects	15,000
Nebraska Wesleyan University, Lincoln, NE	PC	To expand service learning initiatives	20,000
Spring Creek Prairie Audubon Center, Lincoln, NE	PC **	Children's Prairie Immersion and Summer Programs	20,000
Subtotal			**196,500**
HUMAN SERVICES			
Asian Community and Cultural Center, Lincoln, NE	PC	General operating expenses	20,000
CASA for Lancaster County, Lincoln, NE	PC	Volunteer Coordinator position and general operations	15,000
Center for People in Need, Inc, Lincoln, NE	PC	For educational and work training program	20,000
El Centro de las Americas, Lincoln, NE	PC	General operating expenses	25,000
Family Service Association of Lincoln, Lincoln, NE	PC	Behavioral health services to youth in high school	20,000
Family Violence Council, Lincoln, NE	PC	For the Safe and Together initiative	50,000
Family Violence Council, Lincoln, NE	PC	Keepers of the Flame project	50,000
Food Bank of Lincoln, Inc, Lincoln, NE	PC	Bilingual SNAP Outreach Coordinator position	20,000
Friendship Home of Lincoln, Inc., Lincoln, NE	PC	For Substance Abuse Specialist position	20,000
Good Neighbor Community Center, Inc, Lincoln, NE	PC	MENA Hope (Middle East & North Africa) refugee project	20,000
Heartland Big Brothers Big Sisters, Lincoln, NE	PC	General operating expenses	20,000
Indian Center, Inc, Lincoln, NE	PC	Many Nations youth counceling program	35,000
Mark of Honor Youth Lodge, Inc, Lincoln, NE	PC	Group home for male Native American adolescents	20,000
Matt Talbot Kitchen and Outreach, Inc, Lincoln, NE	PC	Housing program's substance abuse case mgmt services	20,000
The Mediation Center, Lincoln, NE	PC	Transition planning for older youth aging out of foster care	22,000
Mourning Hope, Lincoln, NE	PC	Marketing and Outreach Coordinator position	10,000
Northeast Family Resource Center, Lincoln, NE	PC	Parents as Partners program	7,500
Outlinc, Inc., Lincoln, NE	PC	Outlinc's website redesign/upgrade	8,000
Planned Parenthood of the Heartland, Lincoln, NE	PC	General operating expenses for the Lincoln clinic	50,000
Provider's Network, Inc, Lincoln, NE	PC	Refugee Childcare project	10,000
St Monica's Home, Lincoln, NE	PC	Development Assistant position	15,000
Voices of Hope, Inc., Lincoln, NE	PC	Parent and Child Safe and Together project	25,000
Subtotal			**502,500**
MISCELLANEOUS			
Lincoln Children's Zoo, Lincoln, NE	PC	Financial sustainability planning	20,000
Subtotal			**20,000**
TOTAL GRANTS PAID			**$ 1,165,500**

** **NOTE:** These recipient organizations are covered under a group exemption letter Therefore, the status for these organizations was determined based on the central organization that holds the group exemption letter

EXHIBIT 2

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

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

Arts & Culture

Visual art, literature, dance, theater and music are cornerstones of a community's aesthetic and ethical being. They can bind people through shared experience and understanding. They stimulate thought, communication and creativity. Woods supports programs in the arts and humanities that will enhance or develop the common aesthetic spirit.

Programs that connect the arts and humanities with nontraditional participants are of special interest to the Fund.

Recent Arts & Culture Grants »

Civic & Community

To sustain or increase its vitality, a community must consistently nurture its development, particularly as that development impacts lower income citizens. The Fund supports projects that empower less advantaged Lincoln residents to participate in the economic system and that foster community participation and responsibility, thus engaging people to solve problems and improve opportunities for all. Woods recognizes the growing need in Lincoln for affordable housing and supports programs that expand its availability. Advocacy groups and neighborhood, citizen and community organizations are effective avenues to promote citizen involvement and strengthen neighborhoods.

The need for individuals to achieve self-sufficiency has been identified as a primary community concern. The Fund encourages submission of proposals that

EXHIBIT 3

suggest creative approaches to helping people escape poverty and become work ready.

Recent Civic & Community Grants »

Education

Our educational systems face the challenge of preparing individuals for a rapidly-changing society. Today, more than ever before, education touches the lives of people of all ages - students at all levels, newcomers learning a second language and culture, adults retraining to handle new job responsibilities. The Fund looks forward to opportunities to review proposals from existing educational institutions and from creative new programs to meet the challenge.

Recent Education Grants »

Human Services

A significant cornerstone in community life is the family. Its power to mold and develop mentally healthy, secure, loving members determines Woods' interest in supporting projects to strengthen families and provide opportunities for youth to achieve their full potential. This is a broad category and may include either direct service or policy programs focused on child care, single parenthood, the elderly, family planning, shelter, troubled families as well as others.

The Fund will give special consideration to programs and initiatives designed to prevent youth and family violence.

Recent Human Services Grants »

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

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

EXHIBIT 3

Woods Charitable Fund only accepts applications from non-profit organizations that have communicated with us and have been asked to complete an application form. Organizations seeking to renew previous grants also are required to contact the Fund before reapplying.

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

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

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

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

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

EXHIBIT 3

Woods Charitable Fund only accepts applications from non-profit organizations that have communicated with us and have been asked to complete an application form. Organizations seeking to renew previous grants also are required to contact the Fund before reapplying. Organizations must inquire about applying before the first date of the submission period.

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

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

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

EXHIBIT 3
4/29/2014

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

Funding is provided in four principle areas of interest:

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

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

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

The Fund will consider requests for:

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

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

Woods does not accept applications from organizations: (1) that have had proposals approved or declined in the preceding 12 months; or (2) that are

EXHIBIT 3

recipients of active, multiyear grants. This policy does not apply when organizations are involved in collaborative proposals.

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

EXHIBIT 3
4/29/2014

The following areas are not eligible for grant review:

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

EXHIBIT 3

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

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

Fund Purpose

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

Relation of the Proposed Activities to the Purpose of the Fund

How do the proposed activities:

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

Additional Considerations

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

EXHIBIT 3

- **Change, not charity:** There is a distinction between charity (assisting people) and philanthropy (working toward positive social change). How do the proposed activities address bringing about positive change?
- **Grant impact on organization:** In addition to the grant impact on the proposed project or issue area, what will be the impact on the organization? Will it help develop leadership or institutional capacity? Divert the organization from more appropriate activities?
- **Larger context:** What is the context for the proposed activities? Is this a precedent or innovation? Have others done the same work or are others better qualified?
- **Potential for evaluation:** How will the results or outcomes of the proposed activities be evaluated? Are those results or outcomes clear enough to be evaluated?
- **Collaboration:** What possibilities for collaboration exist and how does the applicant propose to collaborate with others?
- **Community Building:** How will this plan bridge differences rather than isolate people? How will it encourage grass roots participation?

This list of funding considerations is available for download in PDF format.

EXHIBIT 3
4/29/2014

Joan Stolle

ONLINE APPLICATION

grants
- Dashboard
- Payment Tracking

search
- Requests & Decisions
- GuideStar

communications
- Email Templates
- Email Attachments
- Merge Templates

contacts
- Organizations
- Users

reporting
- Export Data
- Reports
- eReport Map

process
- Process Manager
- Form Builder
- Report Field Templates

tools
- Fax to File
- Shared Documents

help
- Ask a Question
- Community

Application

* = Required Field

Print Question Legend

Project Name*
Name of Project

Project Description*
Purpose of Request A brief summary of the amount requested and its purpose

[2000 characters left of 2000]

Amount Requested*
Amount Requested

Target Population*
Target Population

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

Phone Number
Enter phone number for Executive Director

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

Website
Enter organization's website address

ORGANIZATION MISSION STATEMENT

State your organization's mission statement

[1000 characters left of 1000]

FUNDING REQUEST

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

EXHIBIT 4

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

[2250 characters left of 2250]

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

[2000 characters left of 2000]

Partnerships
Discuss partnerships relevant to this proposal

[1000 characters left of 1000]

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

[1000 characters left of 1000]

Upload a file [1 MiB allowed]

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

[1500 characters left of 1500]

FINANCIAL PLAN

Project Budget

EXHIBIT 4

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

[1000 characters left of 1000]

Upload a file [1 MiB allowed]

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

[1000 characters left of 1000]

Timing
State when funding would be needed

[100 characters left of 100]

BACKGROUND OF THE ORGANIZATION

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

[1000 characters left of 1000]

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

[1000 characters left of 1000]

REQUIRED ORGANIZATIONAL SUPPORTING MATERIAL

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

EXHIBIT 4

Upload a file [1 MiB allowed]

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

Upload a file [3 MiB allowed]

Include organization's year-to-date BALANCE SHEET

Upload a file [2 MiB allowed]

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

Upload a file [4 MiB allowed]

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

[1000 characters left of 1000]

Upload a file [1 MiB allowed]

MISCELLANEOUS ATTACHMENTS

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

Attachment #1
Upload a file [3 MiB allowed]

Attachment #2
Upload a file [2 MiB allowed]

Attachment #3
Upload a file [1 MiB allowed]

Attachment #4
Upload a file [1 MiB allowed]

ELECTRONIC SIGNATURES (BELOW)

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

○ I Agree
○ I Do Not Agree

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

EXHIBIT 4

[75 characters left of 75]

Chief-Executive Officer*

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

[75 characters left of 75]

Edit Form | Edit Process

EXHIBIT 4

WOODS CHARITABLE FUND, INC.
GRANTS PAYABLE BY MONTH
December 31, 2013

Category/ Organization	Date Approved	Amount Approved	Paid to Date	Payable 2014 & Beyond
ARTS AND CULTURE				
Friends of Woods Tennis, Inc	6/12/13	200,000		200,000
Lincoln Parks & Recreation Foundation	6/12/13	150,000	50,000	100,000
Nebraska Art Association (Sheldon Museum of Art)	11/12/13	100,000		100,000
Woods Hall Craft Shop	3/26/13	100,000	35,000	65,000
Subtotal				**465,000**
CIVIC AND COMMUNITY				
Friendship Home of Lincoln	6/12/13	40,000	20,000	20,000
Legal Aid of Nebraska	3/26/13	50,000	25,000	25,000
UNL-Department of Community and Regional Planning	6/12/12	75,000	39,000	36,000
VolunteerLinc dba Volunteer Partners	11/12/13	40,000	20,000	20,000
Subtotal				**101,000**
EDUCATION				
Educare of Lincoln	11/12/13	60,000	30,000	30,000
Lincoln Public Schools	11/8/11	180,000	120,000	60,000
Lincoln Public Schools	6/12/12	30,000	10,000	20,000
Malone Community Center	11/12/13	19,000	11,500	7,500
Subtotal				**117,500**
HUMAN SERVICES				
Matt Talbot Kitchen & Outreach	11/12/13	40,000	20,000	20,000
Mediation Center	3/26/13	40,000	22,000	18,000
Merrick Foundation	11/12/13	5,000		5,000
Provider's Network, Inc	11/12/13	20,000	10,000	10,000
UNL-Plains Humanities Alliance	11/12/13	5,000		5,000
Subtotal				**58,000**
TOTAL GRANTS AWARDED WITH PAYMENTS DUE				**$ 741,500**

EXHIBIT 5