



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>WOODS FUND OF CHICAGO</b>                                                                                                                                                                                                                                                              |                                                                                                                                                  | A Employer identification number<br><b>36-3917968</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>35 E. WACKER DRIVE, SUITE 1760</b>                                                                                                                                                                                      | Room/suite                                                                                                                                       | B Telephone number<br><b>312-782-2698</b>                                                                                                                                    |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>CHICAGO, IL 60601</b>                                                                                                                                                                                                            |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br>\$ <b>67,674,938.</b>                                                                                                                                                                                                      | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                      |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |  | 289.                               | 289.                      |                         | STATEMENT 2                                                 |
| 4 Dividends and interest from securities                                                                                                            |  | 274,208.                           | 274,208.                  |                         | STATEMENT 3                                                 |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 8,375,246.                         |                           |                         | STATEMENT 1                                                 |
| b Gross sales price for all assets on line 6a                                                                                                       |  | 57,585,213.                        |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 10,481,359.               |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                       |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                              |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                         |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                           |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                            |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                     |  | 44,757.                            | 623,456.                  |                         | STATEMENT 4                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 8,694,500.                         | 11,379,312.               |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                               |  | 271,714.                           | 0.                        |                         | 271,714.                                                    |
| 14 Other employee salaries and wages                                                                                                                |  | 184,335.                           | 0.                        |                         | 184,335.                                                    |
| 15 Pension plans, employee benefits                                                                                                                 |  | 126,960.                           | 0.                        |                         | 126,960.                                                    |
| 16a Legal fees STMT 5                                                                                                                               |  | 4,901.                             | 0.                        |                         | 4,901.                                                      |
| b Accounting fees STMT 6                                                                                                                            |  | 27,502.                            | 0.                        |                         | 27,502.                                                     |
| c Other professional fees STMT 7                                                                                                                    |  | 255,758.                           | 172,188.                  |                         | 83,570.                                                     |
| 17 Interest                                                                                                                                         |  | 324.                               | 0.                        |                         | 324.                                                        |
| 18 Taxes STMT 8                                                                                                                                     |  | 205,487.                           | 8,212.                    |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                       |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  | 91,203.                            | 0.                        |                         | 91,203.                                                     |
| 21 Travel, conferences, and meetings                                                                                                                |  | 53,967.                            | 0.                        |                         | 53,967.                                                     |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 9                                                                                                                            |  | 109,677.                           | 42,380.                   |                         | 67,297.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 1,331,828.                         | 222,780.                  |                         | 911,773.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 2,523,525.                         |                           |                         | 2,523,525.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 3,855,353.                         | 222,780.                  |                         | 3,435,298.                                                  |
| 27 Subtract line 26 from line 12                                                                                                                    |  | 4,839,147.                         |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  |                                    | 11,156,532.               |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |

**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

|                                                                                                  |                                                                                           | Beginning of year | End of year    |                       |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                  |                                                                                           | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                    | 1 Cash - non-interest-bearing                                                             | 1,138,970.        | 4,448,412.     | 4,448,412.            |
|                                                                                                  | 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      |                   |                |                       |
|                                                                                                  | 7 Other notes and loans receivable ▶                                                      |                   |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |
|                                                                                                  | 8 Inventories for sale or use                                                             |                   |                |                       |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                                   |                   |                |                       |
|                                                                                                  | 10a Investments - U.S. and state government obligations                                   |                   |                |                       |
|                                                                                                  | b Investments - corporate stock                                                           |                   |                |                       |
|                                                                                                  | c Investments - corporate bonds                                                           |                   |                |                       |
|                                                                                                  | 11 Investments - land, buildings, and equipment basis ▶                                   |                   |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                           |                   |                |                       |
| 12 Investments - mortgage loans                                                                  |                                                                                           |                   |                |                       |
| 13 Investments - other                                                                           | STMT 10                                                                                   | 55,644,433.       | 57,174,138.    | 63,226,526.           |
| 14 Land, buildings, and equipment: basis ▶                                                       |                                                                                           |                   |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                           |                   |                |                       |
| 15 Other assets (describe ▶)                                                                     |                                                                                           |                   |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) |                                                                                           | 56,783,403.       | 61,622,550.    | 67,674,938.           |
| <b>Liabilities</b>                                                                               | 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                                                      |                   |                |                       |
|                                                                                                  | 22 Other liabilities (describe ▶)                                                         |                   |                |                       |
| 23 Total liabilities (add lines 17 through 22)                                                   |                                                                                           | 0.                | 0.             |                       |
| <b>Net Assets or Fund Balances</b>                                                               | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                   |                |                       |
|                                                                                                  | 24 Unrestricted                                                                           |                   |                |                       |
|                                                                                                  | 25 Temporarily restricted                                                                 |                   |                |                       |
|                                                                                                  | 26 Permanently restricted                                                                 |                   |                |                       |
|                                                                                                  | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                       | 113,173,066.      | 121,548,312.   |                       |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.                | 0.             |                       |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                       | -56,389,663.      | -59,925,762.   |                       |
|                                                                                                  | 30 Total net assets or fund balances                                                      | 56,783,403.       | 61,622,550.    |                       |
| 31 Total liabilities and net assets/fund balances                                                | 56,783,403.                                                                               | 61,622,550.       |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 56,783,403. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 4,839,147.  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 61,622,550. |
| 5 Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 61,622,550. |

Form 990-PF (2014)

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENTS                                                                                                          |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 57,585,213.         |                                            | 47,103,854.                                     | 10,481,359.                                  |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 10,481,359.                                                                                     |

|                                                                                                                                                                                 |                                                                                     |   |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|-------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 10,481,359. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | { }                                                                                 | 3 | N/A         |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2013                                                              | 3,279,210.                            | 60,279,595.                               | .054400                                                  |
| 2012                                                              | 3,126,073.                            | 56,201,585.                               | .055623                                                  |
| 2011                                                              | 3,218,269.                            | 57,041,753.                               | .056420                                                  |
| 2010                                                              | 3,217,092.                            | 54,852,394.                               | .058650                                                  |
| 2009                                                              | 3,632,781.                            | 50,174,797.                               | .072403                                                  |

|                                                                                                                                                                                |   |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .297496     |
| 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 | .059499     |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5                                                                                                 | 4 | 63,232,061. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 3,762,244.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 111,565.    |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 3,873,809.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 3,435,298.  |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |    | 1        | 223,131. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    |          |          |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 2        | 0.       |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 3        | 223,131. |
| 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        | 223,131. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |          |          |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014                                                                                                                                                                    | 6a | 195,759. |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |          |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c | 6,100.   |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |          |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 201,859. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 8  | 35.      |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  | 21,307.  |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | 10 |          |          |
| 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 11 |          |          |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                | Yes                                 | No                                  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                        |                                     | <input checked="" type="checkbox"/> |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>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. |                                     | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                         |                                     | <input checked="" type="checkbox"/> |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                       |                                     |                                     |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                         |                                     |                                     |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                |                                     | <input checked="" type="checkbox"/> |
| 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                                                                                                                   | <input checked="" type="checkbox"/> |                                     |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                 | <input checked="" type="checkbox"/> |                                     |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> |                                     |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                          |                                     | <input checked="" type="checkbox"/> |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?           | <input checked="" type="checkbox"/> |                                     |
| 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                                                                                                                                                                                                            | <input checked="" type="checkbox"/> |                                     |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>AL, GA, IL, WI, IN, NC, CA, OR, NY, UT, AZ, ND</u>                                                                                                                                                           |                                     |                                     |
| 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                                                                                                                                  | <input checked="" type="checkbox"/> |                                     |
| 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                         |                                     | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                          |                                     | <input checked="" type="checkbox"/> |

Form 990-PF (2014)

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

|    |                                                                                                                                                                                                                                                                                                                                                          |    |     |    |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                                                  | 11 |     | X  |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                                                 | 12 |     | X  |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>WWW.WOODSFUND.ORG</b>                                                                                                                                                                                        | 13 | X   |    |
| 14 | The books are in care of ► <b>S. R. BOYLE, ASST. TREASURER</b> Telephone no. ► <b>(312) 782-2698</b><br>Located at ► <b>35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL</b> ZIP+4 ► <b>60601</b>                                                                                                                                                             |    |     |    |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                                                   | 15 | N/A |    |
| 16 | At any time during calendar year 2014, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► | 16 | Yes | No |
|    |                                                                                                                                                                                                                                                                                                                                                          |    |     | X  |

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

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

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Yes | No |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a  | During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| (1) | Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                             |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                     |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                         |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>                                                                                                                                                              | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?                                                                                                                                                                                                                                                                                                            | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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.) N/A                                                                                                                                                                                      | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>►                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                     |     |    |
| b   | If "Yes," did it have excess business holdings in 2014 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 2014) N/A | 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 2014?                                                                                                                                                                                                                                                                  | 4b  | X  |

Form 990-PF (2014)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)?

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 11     |                                                           | 271,715.                                  | 11,827.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000           | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-------------------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| CARONINA L. GRIMBLE - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601 | PROGRAM OFFICER<br>40.00                                  | 75,000.          | 0.                                                                    | 0.                                    |
| REBECCA J. BELCORE - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601  | PROGRAM OFFICER<br>32.00                                  | 70,732.          | 3,436.                                                                | 0.                                    |
|                                                                         |                                                           |                  |                                                                       |                                       |
|                                                                         |                                                           |                  |                                                                       |                                       |
|                                                                         |                                                           |                  |                                                                       |                                       |
|                                                                         |                                                           |                  |                                                                       |                                       |
|                                                                         |                                                           |                  |                                                                       |                                       |

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

0

Form 990-PF (2014)

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services

0

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

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
|       |          |
| 2     |          |
|       |          |
|       |          |
| 3     |          |
|       |          |
|       |          |
| 4     |          |
|       |          |
|       |          |

**Part IX-B****Summary of Program-Related Investments**

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

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
|                                                          |        |
|                                                          |        |
| 2                                                        |        |
|                                                          |        |
|                                                          |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
|                                                          |        |
|                                                          |        |

Total. Add lines 1 through 3

0.

Form 990-PF (2014)

**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 | 51,644,426. |
| b | Average of monthly cash balances                                                                            | 1b | 4,294,670.  |
| c | Fair market value of all other assets                                                                       | 1c | 8,255,890.  |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 64,194,986. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.          |
| 2 | Acquisition indebtedness applicable to line 1 assets                                                        | 2  | 0.          |
| 3 | Subtract line 2 from line 1d                                                                                | 3  | 64,194,986. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 962,925.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 63,232,061. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 3,161,603.  |

**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  | 3,161,603. |
| 2a | Tax on investment income for 2014 from Part VI, line 5                                             | 2a | 223,131.   |
| b  | Income tax for 2014. (This does not include the tax from Part VI.)                                 | 2b | 3,283.     |
| c  | Add lines 2a and 2b                                                                                | 2c | 226,414.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 2,935,189. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 2,935,189. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.         |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 2,935,189. |

**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 | 3,435,298. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.         |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |            |
| 3 | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |            |
| a | Suitability test (prior IRS approval required)                                                                                    | 3a |            |
| b | Cash distribution test (attach the required schedule)                                                                             | 3b |            |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 3,435,298. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 3,435,298. |

**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.

Form 990-PF (2014)

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7                                                                                                                       |               |                            |             | 2,935,189.  |
| 2 Undistributed income, if any, as of the end of 2014                                                                                                                      |               |                            |             |             |
| a Enter amount for 2013 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2014:                                                                                                                         |               |                            |             |             |
| a From 2009                                                                                                                                                                | 1,160,159.    |                            |             |             |
| b From 2010                                                                                                                                                                | 559,391.      |                            |             |             |
| c From 2011                                                                                                                                                                | 405,630.      |                            |             |             |
| d From 2012                                                                                                                                                                | 575,820.      |                            |             |             |
| e From 2013                                                                                                                                                                | 513,033.      |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 3,214,033.    |                            |             |             |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$                                                                                                            | 3,435,298.    |                            |             |             |
| a Applied to 2013, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2014 distributable amount                                                                                                                                     |               |                            |             | 2,935,189.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 500,109.      |                            |             |             |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   | 3,714,142.    |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015                                                              |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7                                                                                                 | 1,160,159.    |                            |             |             |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a                                                                                              | 2,553,983.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2010                                                                                                                                                         | 559,391.      |                            |             |             |
| b Excess from 2011                                                                                                                                                         | 405,630.      |                            |             |             |
| c Excess from 2012                                                                                                                                                         | 575,820.      |                            |             |             |
| d Excess from 2013                                                                                                                                                         | 513,033.      |                            |             |             |
| e Excess from 2014                                                                                                                                                         | 500,109.      |                            |             |             |

---

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

## 027-1MY1

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                                                 |                                                                                                                    |                                      |                                     |            |
| SEE ATTACHED STATEMENT<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601 |                                                                                                                    | SEE ATTACHED<br>STATEMENT            | SEE ATTACHED STATEMENT              | 2,523,525. |
|                                                                               |                                                                                                                    |                                      |                                     |            |
|                                                                               |                                                                                                                    |                                      |                                     |            |
|                                                                               |                                                                                                                    |                                      |                                     |            |
|                                                                               |                                                                                                                    |                                      |                                     |            |
|                                                                               |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                  |                                                                                                                    |                                      | <b>3a</b>                           | 2,523,525. |
| <b>b Approved for future payment</b>                                          |                                                                                                                    |                                      |                                     |            |
| SEE ATTACHED STATEMENT<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601 |                                                                                                                    | SEE ATTACHED<br>STATEMENT            | SEE ATTACHED STATEMENT              | 513,500.   |
|                                                                               |                                                                                                                    |                                      |                                     |            |
|                                                                               |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                                                  |                                                                                                                    |                                      | <b>3b</b>                           | 513,500.   |



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

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

[illegible]

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

| b If "Yes," complete the following schedule. |                          |                                 |
|----------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization                     | (b) Type of organization | (c) Description of relationship |
| N/A                                          |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |
|                                              |                          |                                 |

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

**Signature of officer or trustee** *Gonzalez-Hon* **Date** *11/10/15* **Title** *PRESIDENT*

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

|                                       |                                                                   |                         |          |                                                 |           |
|---------------------------------------|-------------------------------------------------------------------|-------------------------|----------|-------------------------------------------------|-----------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name                                        | Preparer's signature    | Date     | Check <input type="checkbox"/> if self-employed | PTIN      |
|                                       | GREGORY S. ADAMS                                                  | <i>Gregory S. Adams</i> | 11/21/15 |                                                 | P00095597 |
|                                       | Firm's name ▶ CLIFTON LARSON ALLEN LLP                            |                         |          | Firm's EIN ▶ 41-0746749                         |           |
|                                       | Firm's address ▶ 1301 W. 22ND ST, STE 1100<br>OAK BROOK, IL 60523 |                         |          | Phone no. (630) 573-8600                        |           |

WOODS FUND OF CHICAGO

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                             | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | BROWN CAPITAL SMALL COMPANY FUND            | P                                                | 03/06/97                             | 04/17/14                         |
| b                                                                                                                                    | BROWN CAPITAL SMALL COMPANY FUND            | P                                                | 03/06/97                             | 05/22/14                         |
| c                                                                                                                                    | BROWN CAPITAL SMALL COMPANY FUND            | P                                                | 03/06/97                             | 06/27/14                         |
| d                                                                                                                                    | HARBOR SMALL CAP VALUE FUND                 | P                                                | 08/23/05                             | 04/16/14                         |
| e                                                                                                                                    | HARBOR SMALL CAP VALUE FUND                 | P                                                | 08/23/05                             | 06/13/14                         |
| f                                                                                                                                    | HARBOR SMALL CAP VALUE FUND                 | P                                                | 06/23/05                             | 06/27/14                         |
| g                                                                                                                                    | EARNEST INTERNATIONAL INVESTMENT TRUST FUND | P                                                | 06/30/14                             | 09/30/14                         |
| h                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 06/30/14                         |
| i                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 09/30/14                         |
| j                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 09/30/14                         |
| k                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 10/28/14                         |
| l                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 12/17/14                         |
| m                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 12/17/14                         |
| n                                                                                                                                    | SSGA MSCI EAFE INDEX                        | P                                                | 10/16/13                             | 12/17/14                         |
| o                                                                                                                                    | SSGA S&P 500 FUND                           | P                                                | 11/05/13                             | 03/20/14                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 2,000,000.          |                                            | 535,369.                                        | 1,464,631.                                   |
| b 300,000.            |                                            | 70,962.                                         | 229,038.                                     |
| c 3,100,000.          |                                            | 655,114.                                        | 2,444,886.                                   |
| d 2,000,000.          |                                            | 1,733,102.                                      | 266,898.                                     |
| e 1,000,000.          |                                            | 776,245.                                        | 223,755.                                     |
| f 2,531,717.          |                                            | 1,896,378.                                      | 635,339.                                     |
| g 1,000,000.          |                                            | 1,041,231.                                      | -41,231.                                     |
| h 9,800,000.          |                                            | 9,133,318.                                      | 666,682.                                     |
| i 296,861.            |                                            | 287,881.                                        | 8,980.                                       |
| j 703,139.            |                                            | 681,649.                                        | 21,490.                                      |
| k 1,969.              |                                            | 1,962.                                          | 7.                                           |
| l 711,892.            |                                            | 730,016.                                        | -18,124.                                     |
| m 189,296.            |                                            | 194,115.                                        | -4,819.                                      |
| n 1,238,108.          |                                            | 1,271,060.                                      | -32,952.                                     |
| o 1,300,000.          |                                            | 1,213,991.                                      | 86,009.                                      |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 1,464,631.                                                                                              |
| b                         |                                      |                                                 | 229,038.                                                                                                |
| c                         |                                      |                                                 | 2,444,886.                                                                                              |
| d                         |                                      |                                                 | 266,898.                                                                                                |
| e                         |                                      |                                                 | 223,755.                                                                                                |
| f                         |                                      |                                                 | 635,339.                                                                                                |
| g                         |                                      |                                                 | -41,231.                                                                                                |
| h                         |                                      |                                                 | 666,682.                                                                                                |
| i                         |                                      |                                                 | 8,980.                                                                                                  |
| j                         |                                      |                                                 | 21,490.                                                                                                 |
| k                         |                                      |                                                 | 7.                                                                                                      |
| l                         |                                      |                                                 | -18,124.                                                                                                |
| m                         |                                      |                                                 | -4,819.                                                                                                 |
| n                         |                                      |                                                 | -32,952.                                                                                                |
| o                         |                                      |                                                 | 86,009.                                                                                                 |

|                                                                                                                                                                                     |   |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 |  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |  |

WOODS FUND OF CHICAGO

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a SSGA S&P 500 FUND                                                                                                                 | P                                                | 10/28/13                             | 03/27/14                         |
| b SSGA S&P 500 FUND                                                                                                                  | P                                                | 10/22/13                             | 06/25/14                         |
| c SSGA S&P 500 FUND                                                                                                                  | P                                                | 07/01/14                             | 09/29/14                         |
| d SSGA S&P 500 FUND                                                                                                                  | P                                                | 07/01/14                             | 10/29/14                         |
| e SSGA S&P 500 FUND                                                                                                                  | P                                                | 07/01/14                             | 12/04/14                         |
| f SSGA S&P 500 FUND                                                                                                                  | P                                                | 06/30/14                             | 12/23/14                         |
| g SSGA US TIPS INDEX FUND                                                                                                            | P                                                | 10/22/13                             | 10/29/14                         |
| h SSGA US TIPS INDEX FUND                                                                                                            | P                                                | 10/22/13                             | 12/04/14                         |
| i PIMCO TOTAL RETURN FUND                                                                                                            | P                                                | 08/08/05                             | 03/06/14                         |
| j MONDRIAN EMERGING MARKETS EQUITY FUND                                                                                              | P                                                | 08/31/05                             | 03/03/14                         |
| k MONDRIAN EMERGING MARKETS EQUITY FUND                                                                                              | P                                                | 08/31/05                             | 06/02/14                         |
| l MONDRIAN EMERGING MARKETS EQUITY FUND                                                                                              | P                                                | 08/31/05                             | 07/01/14                         |
| m MONDRIAN EMERGING MARKETS EQUITY FUND                                                                                              | P                                                | 08/31/05                             | 09/02/14                         |
| n MONDRIAN EMERGING MARKETS EQUITY FUND                                                                                              | P                                                | 08/31/05                             | 12/01/14                         |
| o BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 2,700,000.          |                                            | 2,553,174.                                      | 146,826.                                     |
| b 12,000,000.         |                                            | 10,601,778.                                     | 1,398,222.                                   |
| c 600,000.            |                                            | 595,793.                                        | 4,207.                                       |
| d 978.                |                                            | 968.                                            | 10.                                          |
| e 352.                |                                            | 332.                                            | 20.                                          |
| f 3,100,000.          |                                            | 2,892,267.                                      | 207,733.                                     |
| g 1,090.              |                                            | 1,072.                                          | 18.                                          |
| h 493.                |                                            | 486.                                            | 7.                                           |
| i 9,378,187.          |                                            | 9,142,963.                                      | 235,224.                                     |
| j 8,580.              |                                            | 8,954.                                          | -374.                                        |
| k 8,683.              |                                            | 8,505.                                          | 178.                                         |
| l 1,000,000.          |                                            | 956,468.                                        | 43,532.                                      |
| m 9,363.              |                                            | 8,794.                                          | 569.                                         |
| n 6,499.              |                                            | 6,553.                                          | -54.                                         |
| o 61,931.             |                                            |                                                 | 61,931.                                      |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 146,826.                                                                                                |
| b                         |                                      |                                                 | 1,398,222.                                                                                              |
| c                         |                                      |                                                 | 4,207.                                                                                                  |
| d                         |                                      |                                                 | 10.                                                                                                     |
| e                         |                                      |                                                 | 20.                                                                                                     |
| f                         |                                      |                                                 | 207,733.                                                                                                |
| g                         |                                      |                                                 | 18.                                                                                                     |
| h                         |                                      |                                                 | 7.                                                                                                      |
| i                         |                                      |                                                 | 235,224.                                                                                                |
| j                         |                                      |                                                 | -374.                                                                                                   |
| k                         |                                      |                                                 | 178.                                                                                                    |
| l                         |                                      |                                                 | 43,532.                                                                                                 |
| m                         |                                      |                                                 | 569.                                                                                                    |
| n                         |                                      |                                                 | -54.                                                                                                    |
| o                         |                                      |                                                 | 61,931.                                                                                                 |

|                                                                                                                                                                                     |   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |

WOODS FUND OF CHICAGO

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                                   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND, SH | P                                                | 01/01/14                             | 12/31/14                         |
| b                                                                                                                                    | BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND, LO | P                                                | 01/01/14                             | 12/31/14                         |
| c                                                                                                                                    | FRONTIER PHOCAS SMALL CAP VALUE, SHORT-TERM       | P                                                | 01/01/14                             | 12/31/14                         |
| d                                                                                                                                    | FRONTIER PHOCAS SMALL CAP VALUE, LONG-TERM        | P                                                | 01/01/14                             | 12/31/14                         |
| e                                                                                                                                    | HEALTHSOUTH CORP.                                 | P                                                | 01/01/14                             | 12/31/14                         |
| f                                                                                                                                    | CITIGROUP, INC.                                   | P                                                | 01/01/14                             | 12/31/14                         |
| g                                                                                                                                    | AMERICAN INTERNATIONAL GROUP, INC.                | P                                                | 01/01/14                             | 12/31/14                         |
| h                                                                                                                                    | AMERICAN INTERNATIONAL GROUP, INC.                | P                                                | 01/01/14                             | 12/31/14                         |
| i                                                                                                                                    | AMERICAN INTERNATIONAL GROUP, INC.                | P                                                | 01/01/14                             | 12/31/14                         |
| j                                                                                                                                    | AIG-GENERAL REINSURANCE CORP.                     | P                                                | 01/01/14                             | 12/31/14                         |
| k                                                                                                                                    | VERITAS SOFTWARE                                  | P                                                | 01/01/14                             | 12/31/14                         |
| l                                                                                                                                    | TIFF BOND FUND                                    | P                                                | 01/01/14                             | 12/31/14                         |
| m                                                                                                                                    | MONDRIAN EMERGING MARKETS EQUITY                  | P                                                | 01/01/14                             | 12/31/14                         |
| n                                                                                                                                    | SB PARTNERS CAPITAL FUND, L.P.                    | P                                                | 06/22/05                             | 12/30/14                         |
| o                                                                                                                                    | TIFF BOND FUND                                    | P                                                | 11/28/11                             | 03/31/14                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 116,344.            |                                            |                                                 | 116,344.                                     |
| b 12,800.             |                                            |                                                 | 12,800.                                      |
| c 12,857.             |                                            |                                                 | 12,857.                                      |
| d 40,272.             |                                            |                                                 | 40,272.                                      |
| e 986.                |                                            |                                                 | 986.                                         |
| f 2,221.              |                                            |                                                 | 2,221.                                       |
| g 2,794.              |                                            |                                                 | 2,794.                                       |
| h 437.                |                                            |                                                 | 437.                                         |
| i 483.                |                                            |                                                 | 483.                                         |
| j 511.                |                                            |                                                 | 511.                                         |
| k 12.                 |                                            |                                                 | 12.                                          |
| l 8,959.              |                                            |                                                 | 8,959.                                       |
| m 115,460.            |                                            |                                                 | 115,460.                                     |
| n 12,572.             |                                            |                                                 | 12,572.                                      |
| o 99,257.             |                                            | 99,357.                                         | -100.                                        |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 116,344.                                                                                                |
| b                         |                                      |                                                 | 12,800.                                                                                                 |
| c                         |                                      |                                                 | 12,857.                                                                                                 |
| d                         |                                      |                                                 | 40,272.                                                                                                 |
| e                         |                                      |                                                 | 986.                                                                                                    |
| f                         |                                      |                                                 | 2,221.                                                                                                  |
| g                         |                                      |                                                 | 2,794.                                                                                                  |
| h                         |                                      |                                                 | 437.                                                                                                    |
| i                         |                                      |                                                 | 483.                                                                                                    |
| j                         |                                      |                                                 | 511.                                                                                                    |
| k                         |                                      |                                                 | 12.                                                                                                     |
| l                         |                                      |                                                 | 8,959.                                                                                                  |
| m                         |                                      |                                                 | 115,460.                                                                                                |
| n                         |                                      |                                                 | 12,572.                                                                                                 |
| o                         |                                      |                                                 | -100.                                                                                                   |

|                                                                                                                                                                                     |   |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 |  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |  |

WOODS FUND OF CHICAGO

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a EARNEST INTERNATIONAL INVESTMENT TRUST FUND, SHOR                                                                                 | P                                                | 01/01/14                             | 12/31/14                         |
| b STATE STREET GLOBAL ADVISORS S&P 500, SHORT-TERM                                                                                   | P                                                | 01/01/14                             | 12/31/14                         |
| c STATE STREET GLOBAL ADVISORS S&P 500, LONG-TERM                                                                                    | P                                                | 01/01/14                             | 12/31/14                         |
| d STATE STREET GLOBAL ADVISORS U.S. TIPS INDEX, SHO                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| e STATE STREET GLOBAL ADVISORS U.S. TIPS INDEX, LON                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| f STATE STREET GLOBAL ADVISORS MSCI EAFE INDEX, SHO                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| g STATE STREET GLOBAL ADVISORS MSCI EAFE INDEX, LON                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| h FLAG REAL ASSETS PARTNERS, L.P.                                                                                                    | P                                                | 01/01/14                             | 12/31/14                         |
| i FLAG REAL ASSETS PARTNERS, L.P.                                                                                                    | P                                                | 01/01/14                             | 12/31/14                         |
| j FLAG PRIVATE EQUITY III, L.P.                                                                                                      | P                                                | 01/01/14                             | 12/31/14                         |
| k FLAG PRIVATE EQUITY III, L.P.                                                                                                      | P                                                | 01/01/14                             | 12/31/14                         |
| l FLAG INTERNATIONAL PARTNERS, L.P.                                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| m FLAG INTERNATIONAL PARTNERS, L.P.                                                                                                  | P                                                | 01/01/14                             | 12/31/14                         |
| n NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.                                                                                        | P                                                | 01/01/14                             | 12/31/14                         |
| o NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.                                                                                        | P                                                | 01/01/14                             | 12/31/14                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 22,972.             |                                            |                                                 | 22,972.                                      |
| b 7,981.              |                                            |                                                 | 7,981.                                       |
| c 752,226.            |                                            |                                                 | 752,226.                                     |
| d 1,984.              |                                            |                                                 | 1,984.                                       |
| e 42,503.             |                                            |                                                 | 42,503.                                      |
| f 2,102.              |                                            |                                                 | 2,102.                                       |
| g 214,381.            |                                            |                                                 | 214,381.                                     |
| h                     |                                            | 3,619.                                          | -3,619.                                      |
| i 98,900.             |                                            |                                                 | 98,900.                                      |
| j 7,156.              |                                            |                                                 | 7,156.                                       |
| k 269,884.            |                                            |                                                 | 269,884.                                     |
| l 607.                |                                            |                                                 | 607.                                         |
| m 113,112.            |                                            |                                                 | 113,112.                                     |
| n                     |                                            | 378.                                            | -378.                                        |
| o 104,894.            |                                            |                                                 | 104,894.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 22,972.                                                                                                 |
| b                         |                                      |                                                 | 7,981.                                                                                                  |
| c                         |                                      |                                                 | 752,226.                                                                                                |
| d                         |                                      |                                                 | 1,984.                                                                                                  |
| e                         |                                      |                                                 | 42,503.                                                                                                 |
| f                         |                                      |                                                 | 2,102.                                                                                                  |
| g                         |                                      |                                                 | 214,381.                                                                                                |
| h                         |                                      |                                                 | -3,619.                                                                                                 |
| i                         |                                      |                                                 | 98,900.                                                                                                 |
| j                         |                                      |                                                 | 7,156.                                                                                                  |
| k                         |                                      |                                                 | 269,884.                                                                                                |
| l                         |                                      |                                                 | 607.                                                                                                    |
| m                         |                                      |                                                 | 113,112.                                                                                                |
| n                         |                                      |                                                 | -378.                                                                                                   |
| o                         |                                      |                                                 | 104,894.                                                                                                |

|                                                                                                                                                                                     |   |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 |  |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |  |

WOODS FUND OF CHICAGO

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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                              | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | NORTHERN TRUST PRIVATE EQUITY FUND III, L.P. | P                                                | 01/01/14                             | 12/31/14                         |
| b                                                                                                                                    | NORTHERN TRUST PRIVATE EQUITY FUND III, L.P. | P                                                | 01/01/14                             | 12/31/14                         |
| c                                                                                                                                    | MONDRIAN EMERGING MARKETS EQUITY FUND        | P                                                | 01/01/14                             | 12/31/14                         |
| d                                                                                                                                    | MONDRIAN EMERGING MARKETS EQUITY FUND        | P                                                | 01/01/14                             | 12/31/14                         |
| e                                                                                                                                    |                                              |                                                  |                                      |                                  |
| f                                                                                                                                    |                                              |                                                  |                                      |                                  |
| g                                                                                                                                    |                                              |                                                  |                                      |                                  |
| h                                                                                                                                    |                                              |                                                  |                                      |                                  |
| i                                                                                                                                    |                                              |                                                  |                                      |                                  |
| j                                                                                                                                    |                                              |                                                  |                                      |                                  |
| k                                                                                                                                    |                                              |                                                  |                                      |                                  |
| l                                                                                                                                    |                                              |                                                  |                                      |                                  |
| m                                                                                                                                    |                                              |                                                  |                                      |                                  |
| n                                                                                                                                    |                                              |                                                  |                                      |                                  |
| o                                                                                                                                    |                                              |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 4,679.              |                                            |                                                 | 4,679.                                       |
| b 236,443.            |                                            |                                                 | 236,443.                                     |
| c 25,949.             |                                            |                                                 | 25,949.                                      |
| d 204,337.            |                                            |                                                 | 204,337.                                     |
| e                     |                                            |                                                 |                                              |
| f                     |                                            |                                                 |                                              |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 4,679.                                                                                                  |
| b                         |                                      |                                                 | 236,443.                                                                                                |
| c                         |                                      |                                                 | 25,949.                                                                                                 |
| d                         |                                      |                                                 | 204,337.                                                                                                |
| e                         |                                      |                                                 |                                                                                                         |
| f                         |                                      |                                                 |                                                                                                         |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                     |   |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 10,481,359. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A         |

FORM 990-PF                      GAIN OR (LOSS) FROM SALE OF ASSETS                      STATEMENT      1

| (A)<br>DESCRIPTION OF PROPERTY   | MANNER<br>ACQUIRED | DATE<br>ACQUIRED | DATE SOLD |
|----------------------------------|--------------------|------------------|-----------|
| BROWN CAPITAL SMALL COMPANY FUND | PURCHASED          | 03/06/97         | 04/17/14  |

  

| (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 2,000,000.                  | 535,369.                        | 0.                        | 0.             | 1,464,631.          |

| (A)<br>DESCRIPTION OF PROPERTY   | MANNER<br>ACQUIRED | DATE<br>ACQUIRED | DATE SOLD |
|----------------------------------|--------------------|------------------|-----------|
| BROWN CAPITAL SMALL COMPANY FUND | PURCHASED          | 03/06/97         | 05/22/14  |

  

| (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 300,000.                    | 70,962.                         | 0.                        | 0.             | 229,038.            |

| (A)<br>DESCRIPTION OF PROPERTY   | MANNER<br>ACQUIRED | DATE<br>ACQUIRED | DATE SOLD |
|----------------------------------|--------------------|------------------|-----------|
| BROWN CAPITAL SMALL COMPANY FUND | PURCHASED          | 03/06/97         | 06/27/14  |

  

| (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| 3,100,000.                  | 655,114.                        | 0.                        | 0.             | 2,444,886.          |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| HARBOR SMALL CAP VALUE FUND    | 2,000,000.                  | 1,733,102.                      | 0.                        | 0.             | 266,898.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| HARBOR SMALL CAP VALUE FUND    | 1,000,000.                  | 776,245.                        | 0.                        | 0.             | 223,755.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| HARBOR SMALL CAP VALUE FUND    | 2,531,717.                  | 1,896,378.                      | 0.                        | 0.             | 635,339.            |

| (A)<br>DESCRIPTION OF PROPERTY              | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| EARNEST INTERNATIONAL INVESTMENT TRUST FUND | 1,000,000.                  | 1,041,231.                      | 0.                        | 0.             | -41,231.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 9,800,000.                  | 9,133,318.                      | 0.                        | 0.             | 666,682.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 296,861.                    | 287,881.                        | 0.                        | 0.             | 8,980.              |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 703,139.                    | 681,649.                        | 0.                        | 0.             | 21,490.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 1,969.                      | 1,962.                          | 0.                        | 0.             | 7.                  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 711,892.                    | 730,016.                        | 0.                        | 0.             | -18,124.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 189,296.                    | 194,115.                        | 0.                        | 0.             | -4,819.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA MSCI EAFE INDEX           | 1,238,108.                  | 1,271,060.                      | 0.                        | 0.             | -32,952.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 1,300,000.                  | 1,213,991.                      | 0.                        | 0.             | 86,009.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 2,700,000.                  | 2,553,174.                      | 0.                        | 0.             | 146,826.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 12,000,000.                 | 10,601,778.                     | 0.                        | 0.             | 1,398,222.          |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 600,000.                    | 595,793.                        | 0.                        | 0.             | 4,207.              |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 978.                        | 968.                            | 0.                        | 0.             | 10.                 |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 352.                        | 332.                            | 0.                        | 0.             | 20.                 |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA S&P 500 FUND              | 3,100,000.                  | 2,892,267.                      | 0.                        | 0.             | 207,733.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA US TIPS INDEX FUND        | 1,090.                      | 1,072.                          | 0.                        | 0.             | 18.                 |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SSGA US TIPS INDEX FUND        | 493.                        | 486.                            | 0.                        | 0.             | 7.                  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| PIMCO TOTAL RETURN FUND        | 9,378,187.                  | 9,142,963.                      | 0.                        | 0.             | 235,224.            |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | 8,580.                      | 8,954.                          | 0.                        | 0.             | -374.               |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | 8,683.                      | 8,505.                          | 0.                        | 0.             | 178.                |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | 1,000,000.                  | 956,468.                        | 0.                        | 0.             | 43,532.             |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | 9,363.                      | 8,794.                          | 0.                        | 0.             | 569.                |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | 6,499.                      | 6,553.                          | 0.                        | 0.             | -54.                |

| (A)<br>DESCRIPTION OF PROPERTY                            | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND,<br>LONG-TERM | 61,931.                     | 0.                              | 0.                        | 0.             | 61,931.             |

| (A)<br>DESCRIPTION OF PROPERTY                               | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| BLACKROCK STRATEGIC INCOME OPPORTUNITIES<br>FUND, SHORT-TERM | 116,344.                    | 0.                              | 0.                        | 0.             | 116,344.            |

| (A)<br>DESCRIPTION OF PROPERTY                              | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-------------------------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MANNER<br>ACQUIRED                                          | DATE<br>ACQUIRED            | DATE SOLD                       |                           |                |                     |
| BLACKROCK STRATEGIC INCOME OPPORTUNITIES<br>FUND, LONG-TERM | PURCHASED                   | 01/01/14                        | 12/31/14                  |                |                     |
|                                                             | 12,800.                     | 0.                              | 0.                        | 0.             | 12,800.             |

| (A)<br>DESCRIPTION OF PROPERTY              | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MANNER<br>ACQUIRED                          | DATE<br>ACQUIRED            | DATE SOLD                       |                           |                |                     |
| FRONTIER PHOCAS SMALL CAP VALUE, SHORT-TERM | PURCHASED                   | 01/01/14                        | 12/31/14                  |                |                     |
|                                             | 12,857.                     | 0.                              | 0.                        | 0.             | 12,857.             |

| (A)<br>DESCRIPTION OF PROPERTY             | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MANNER<br>ACQUIRED                         | DATE<br>ACQUIRED            | DATE SOLD                       |                           |                |                     |
| FRONTIER PHOCAS SMALL CAP VALUE, LONG-TERM | PURCHASED                   | 01/01/14                        | 12/31/14                  |                |                     |
|                                            | 40,272.                     | 0.                              | 0.                        | 0.             | 40,272.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MANNER<br>ACQUIRED             | DATE<br>ACQUIRED            | DATE SOLD                       |                           |                |                     |
| HEALTHSOUTH CORP.              | PURCHASED                   | 01/01/14                        | 12/31/14                  |                |                     |
|                                | 986.                        | 0.                              | 0.                        | 0.             | 986.                |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| CITIGROUP, INC.                | 2,221.                      | 0.                              | 0.                        | 0.             | 2,221.              |

| (A)<br>DESCRIPTION OF PROPERTY     | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| AMERICAN INTERNATIONAL GROUP, INC. | 2,794.                      | 0.                              | 0.                        | 0.             | 2,794.              |

| (A)<br>DESCRIPTION OF PROPERTY     | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| AMERICAN INTERNATIONAL GROUP, INC. | 437.                        | 0.                              | 0.                        | 0.             | 437.                |

| (A)<br>DESCRIPTION OF PROPERTY     | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| AMERICAN INTERNATIONAL GROUP, INC. | 483.                        | 0.                              | 0.                        | 0.             | 483.                |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| AIG-GENERAL REINSURANCE CORP.  | 511.                        | 0.                              | 0.                        | 0.             | 511.                |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| VERITAS SOFTWARE               | 12.                         | 0.                              | 0.                        | 0.             | 12.                 |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| TIFF BOND FUND                 | 8,959.                      | 0.                              | 0.                        | 0.             | 8,959.              |

| (A)<br>DESCRIPTION OF PROPERTY   | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|----------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY | 115,460.                    | 0.                              | 0.                        | 0.             | 115,460.            |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| SB PARTNERS CAPITAL FUND, L.P. | 12,572.                     | 0.                              | 0.                        | 0.             | 12,572.             |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>VALUE AT<br>TIME OF ACQ. | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|---------------------------------|---------------------------|----------------|---------------------|
| TIFF BOND FUND                 | 99,257.                     | 99,357.                         | 0.                        | 0.             | -100.               |

| (A)<br>DESCRIPTION OF PROPERTY                             | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| EARNEST INTERNATIONAL INVESTMENT TRUST FUND,<br>SHORT-TERM | 22,972.                     | 22,972.                       | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                      | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS S&P 500,<br>SHORT-TERM | 7,981.                      | 7,981.                        | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                     | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|----------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS S&P 500,<br>LONG-TERM | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                        | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 752,226.                                           | 752,226.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                              | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|-------------------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS U.S. TIPS INDEX,<br>SHORT-TERM | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                                 | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 1,984.                                                      | 1,984.                        | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                             | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|------------------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS U.S. TIPS INDEX,<br>LONG-TERM | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                                | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 42,503.                                                    | 42,503.                       | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                              | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|-------------------------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS MSCI EAFE INDEX,<br>SHORT-TERM | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                                 | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 2,102.                                                      | 2,102.                        | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY                             | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|------------------------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| STATE STREET GLOBAL ADVISORS MSCI EAFE INDEX,<br>LONG-TERM | 214,381.                    | 214,381.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG REAL ASSETS PARTNERS, L.P. | 0.                          | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY  | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG REAL ASSETS PARTNERS, L.P. | 98,900.                     | 98,900.                       | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG PRIVATE EQUITY III, L.P.  | 7,156.                      | 7,156.                        | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG PRIVATE EQUITY III, L.P.  | 269,884.                    | 269,884.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY    | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG INTERNATIONAL PARTNERS, L.P. | 607.                        | 607.                          | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY    | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|-----------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FLAG INTERNATIONAL PARTNERS, L.P. | 113,112.                    | 113,112.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY              | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| NORTHERN TRUST PRIVATE EQUITY FUND II, L.P. | 0.                          | 0.                            | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY              | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|---------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| NORTHERN TRUST PRIVATE EQUITY FUND II, L.P. | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                 | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 104,894.                                    | 104,894.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY               | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|----------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| NORTHERN TRUST PRIVATE EQUITY FUND III, L.P. | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                  | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 4,679.                                       | 4,679.                        | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY               | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|----------------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| NORTHERN TRUST PRIVATE EQUITY FUND III, L.P. | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE                  | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 236,443.                                     | 236,443.                      | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY        | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|---------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE           | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 25,949.                               | 25,949.                       | 0.                        | 0.             | 0.                  |

| (A)<br>DESCRIPTION OF PROPERTY        | MANNER<br>ACQUIRED            | DATE<br>ACQUIRED          | DATE SOLD      |                     |
|---------------------------------------|-------------------------------|---------------------------|----------------|---------------------|
| MONDRIAN EMERGING MARKETS EQUITY FUND | PURCHASED                     | 01/01/14                  | 12/31/14       |                     |
| (B)<br>GROSS<br>SALES PRICE           | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
| 204,337.                              | 204,337.                      | 0.                        | 0.             | 0.                  |
| CAPITAL GAINS DIVIDENDS FROM PART IV  |                               |                           |                | 0.                  |
| TOTAL TO FORM 990-PF, PART I, LINE 6A |                               |                           |                | 8,375,246.          |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| NOW INTEREST            | 96.                         | 96.                             |                               |
| OTHER INTEREST          | 193.                        | 193.                            |                               |
| TOTAL TO PART I, LINE 3 | 289.                        | 289.                            |                               |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

| SOURCE                        | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| BLACKROCK STRAT<br>INC OPP    | 132,322.        | 0.                            | 132,322.                    | 132,322.                          |                               |
| BROWN CAPITAL                 | 3,765.          | 0.                            | 3,765.                      | 3,765.                            |                               |
| MONDRIAN EMERGING<br>MARKETS  | 97,481.         | 0.                            | 97,481.                     | 97,481.                           |                               |
| PARNASSUS EQUITY<br>INC. FUND | 10,509.         | 0.                            | 10,509.                     | 10,509.                           |                               |
| PHOCAS SM CAP VAL<br>FD       | 866.            | 0.                            | 866.                        | 866.                              |                               |
| PIMCO FIXED INCOME            | 29,265.         | 0.                            | 29,265.                     | 29,265.                           |                               |
| TO PART I, LINE 4             | 274,208.        | 0.                            | 274,208.                    | 274,208.                          |                               |

## FORM 990-PF

## OTHER INCOME

## STATEMENT

4

| DESCRIPTION                                     | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| SB PARTNERS CAPITAL FUND, L.P.                  | 0.                          | -2,178.                           |                               |
| FLAG REAL ASSETS PARTNERS, L.P.                 | 0.                          | -15,023.                          |                               |
| FLAG PRIVATE EQUITY III, L.P.                   | 0.                          | -1,665.                           |                               |
| FLAG INTERNATIONAL PARTNERS, L.P.               | 0.                          | -12,869.                          |                               |
| NORTHERN TRUST PRIVATE EQUITY FUND<br>II, L.P.  | 0.                          | -11,476.                          |                               |
| NORTHERN TRUST PRIVATE EQUITY FUND<br>III, L.P. | 0.                          | -13,467.                          |                               |
| MONDRIAN EMERGING MARKETS EQUITY<br>FUND        | 0.                          | 1,785.                            |                               |
| CBRE STRATEGIC PARTNERS US VALUE 7,<br>LP       | 0.                          | -635.                             |                               |
| EARNEST INTERNATIONAL INVESTMENT<br>TRUST FUND  | 0.                          | 10,250.                           |                               |
| STATE STREET S&P 500 INDEX                      | 0.                          | 317,827.                          |                               |
| STATE STREET U.S. TIPS INDEX                    | 0.                          | 110,358.                          |                               |
| STATE STREET MSCI EAFE INDEX                    | 0.                          | 240,549.                          |                               |
| TAXES REFUNDED                                  | 44,757.                     | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11           | 44,757.                     | 623,456.                          |                               |

## FORM 990-PF

## LEGAL FEES

## STATEMENT

5

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 4,901.                       | 0.                                |                               | 4,901.                        |
| TO FM 990-PF, PG 1, LN 16A | 4,901.                       | 0.                                |                               | 4,901.                        |

| FORM 990-PF                              | ACCOUNTING FEES              |                                   |                               | STATEMENT 6                   |
|------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                              | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| AUDIT AND TAX RETURN<br>PREPARATION FEES | 27,502.                      | 0.                                |                               | 27,502.                       |
| TO FORM 990-PF, PG 1, LN 16B             | 27,502.                      | 0.                                |                               | 27,502.                       |

| FORM 990-PF                                                            | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT 7                   |
|------------------------------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                                                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| INVESTMENT MANAGEMENT FEES                                             | 38,007.                      | 38,007.                           |                               | 0.                            |
| INVESTMENT ADVISORY FEES                                               | 3,514.                       | 3,514.                            |                               | 0.                            |
| CUSTODIAL FEES                                                         | 40,667.                      | 40,667.                           |                               | 0.                            |
| COMPUTER CONSULTANT FEES                                               | 11,520.                      | 0.                                |                               | 11,520.                       |
| CONSULTANT FEES RELATED TO<br>PROGRAM AND ADMINISTRATION<br>INVESTMENT | 72,050.                      | 0.                                |                               | 72,050.                       |
| CONSULTATION-CIO SERVICES                                              | 90,000.                      | 90,000.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C                                           | 255,758.                     | 172,188.                          |                               | 83,570.                       |

| FORM 990-PF                     | TAXES                        |                                   |                               | STATEMENT 8                   |
|---------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                     | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| FEDERAL EXCISE TAX              | 11,000.                      | 0.                                |                               | 0.                            |
| STATE UBIT                      | 1,437.                       | 0.                                |                               | 0.                            |
| ESTIMATED FEDERAL EXCISE<br>TAX | 185,900.                     | 0.                                |                               | 0.                            |
| FEDERAL ESTIMATED UBIT          | 5,000.                       | 0.                                |                               | 0.                            |
| ESTIMATED STATE UBIT            | 2,150.                       | 0.                                |                               | 0.                            |
| FOREIGN TAXES                   | 0.                           | 8,212.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18     | 205,487.                     | 8,212.                            |                               | 0.                            |

| FORM 990-PF                           | OTHER EXPENSES               |                                   | STATEMENT                     | 9                             |
|---------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION                           | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
| BANK FEES                             | 684.                         | 0.                                |                               | 684.                          |
| BOOK, SUBSCRIPTIONS, ETC.             | 1,780.                       | 0.                                |                               | 1,780.                        |
| COMPUTER RELATED EXPENSES             | 9,286.                       | 0.                                |                               | 9,286.                        |
| DUES & MEMBERSHIPS                    | 20,362.                      | 0.                                |                               | 20,362.                       |
| EQUIPMENT RENTAL                      | 5,835.                       | 0.                                |                               | 5,835.                        |
| EQUIPMENT REPAIRS &<br>MAINTENANCE    | 1,467.                       | 0.                                |                               | 1,467.                        |
| FILING FEES                           | 545.                         | 0.                                |                               | 545.                          |
| PAYROLL PROCESSING FEES               | 2,489.                       | 0.                                |                               | 2,489.                        |
| POSTAGE/COURIER SERVICES              | 1,883.                       | 0.                                |                               | 1,883.                        |
| STORAGE                               | 540.                         | 0.                                |                               | 540.                          |
| SUPPLIES                              | 4,109.                       | 0.                                |                               | 4,109.                        |
| MISCELLANEOUS                         | 2,875.                       | 0.                                |                               | 2,875.                        |
| CONSULTANT'S REIMBURSEMENT<br>EXPENSE | 3,254.                       | 0.                                |                               | 3,254.                        |
| FURNITURE AND EQUIPMENT<br>PURCHASED  | 12,188.                      | 0.                                |                               | 12,188.                       |
| PARTNERSHIP INTEREST PAID             | 25,799.                      | 25,799.                           |                               | 0.                            |
| SETTLEMENT PAYMENT                    | 16,581.                      | 16,581.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23           | 109,677.                     | 42,380.                           |                               | 67,297.                       |

| FORM 990-PF                                      | OTHER INVESTMENTS   |            | STATEMENT            | 10 |
|--------------------------------------------------|---------------------|------------|----------------------|----|
| DESCRIPTION                                      | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |    |
| NEIGHBORHOOD REJUVINATION PARTNERS               | COST                | 1.         | 1.                   |    |
| NORTHERN TRUST PRIVATE EQUITY II,<br>L.P.        | COST                | 671,209.   | 1,156,535.           |    |
| NORTHERN TRUST PRIVATE EQUITY III,<br>L.P.       | COST                | 808,533.   | 1,688,727.           |    |
| FLAG INTERNATIONAL PARTNERS, L.P.                | COST                | 392,604.   | 1,022,898.           |    |
| FLAG PRIVATE EQUITY III, L.P.                    | COST                | 775,746.   | 1,945,471.           |    |
| FLAG REAL ASSET PARTNERS, L.P.                   | COST                | 710,296.   | 1,166,051.           |    |
| MONDRIAN EMERGING MARKETS EQUITY                 | COST                | 2,680,793. | 2,502,725.           |    |
| AURORA OFFSHORE FUND LTD.                        | FMV                 | 4,000,000. | 5,868,493.           |    |
| BROWN CAPITAL SMALL COMPANY GROWTH<br>FUND       | FMV                 | 296,134.   | 1,199,243.           |    |
| BLACKROCK STRATEGIC INCOME<br>OPPORTUNITIES FUND | FMV                 | 6,861,126. | 6,768,159.           |    |
| BLACKSTONE RESOURCES SELECT<br>OFFSHORE LTD. B   | FMV                 | 2,700,000. | 2,264,467.           |    |

|                                                |      |             |             |
|------------------------------------------------|------|-------------|-------------|
| CBRE STRATEGIC PARTNERS U.S. VALUE<br>7 L.P.   | COST | 1,571,783.  | 1,571,148.  |
| EARNEST INTERNATIONAL INVESTMENT<br>TRUST FUND | FMV  | 10,958,769. | 10,268,332. |
| PARNASSUS EQUITY INCOME FUND                   | FMV  | 2,010,509.  | 1,984,721.  |
| PHOCAS SMALL CAP VALUE FUND                    | FMV  | 1,053,995.  | 1,027,072.  |
| RREEF AMERICA REIT                             | FMV  | 4,542,502.  | 4,738,172.  |
| SSGA S&P 500 INDEX FUND                        | FMV  | 10,741,697. | 11,558,791. |
| SSGA U.S. TIPS INDEX FUND                      | FMV  | 6,398,441.  | 6,495,520.  |
| TOTAL TO FORM 990-PF, PART II, LINE 13         |      | 57,174,138. | 63,226,526. |

---

|             |                                                                             |              |
|-------------|-----------------------------------------------------------------------------|--------------|
| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 11 |
|-------------|-----------------------------------------------------------------------------|--------------|

---

| NAME AND ADDRESS                                                               | TITLE AND<br>AVRG HRS/WK                  | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------------------------|-------------------------------------------|-------------------|------------------------------|--------------------|
| GRACE B. HOU<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601            | PRESIDENT<br>40.00                        | 153,452.          | 6,795.                       | 0.                 |
| JESUS G. GARCIA<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601         | DIRECTOR<br>5.00                          | 0.                | 0.                           | 0.                 |
| PATRICK MICHAEL SHEAHAN<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601 | CHAIR AND DIRECTOR<br>5.00                | 0.                | 0.                           | 0.                 |
| LERRY KNOX<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601              | DIRECTOR/TREASURER<br>5.00                | 0.                | 0.                           | 0.                 |
| SUZANNE R. BOYLE<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601        | ASST. TREASURER<br>20.00                  | 43,060.           | 2,078.                       | 0.                 |
| DEBORAH D. CLARK<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601        | ASST. SECRETARY/GRANTS & OPERATI<br>40.00 | 61,203.           | 2,954.                       | 0.                 |
| AMINA J. DICKERSON<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601      | VICE-CHAIR, DIRECTOR, & SECRETARY<br>5.00 | 5,000.            | 0.                           | 0.                 |

## WOODS FUND OF CHICAGO

36-3917968

|                                                                                |                  |        |    |    |
|--------------------------------------------------------------------------------|------------------|--------|----|----|
| RICARDO ESTRADA<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601         | DIRECTOR<br>5.00 | 0.     | 0. | 0. |
| JOSINA W. MORITA<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601        | DIRECTOR<br>5.00 | 5,000. | 0. | 0. |
| LAURENCE MSALL<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601          | DIRECTOR<br>5.00 | 0.     | 0. | 0. |
| ANNE-MARIE ST. GERMAINE<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601 | DIRECTOR<br>5.00 | 0.     | 0. | 0. |
| PHILLIP THOMAS<br>35 E. WACKER DRIVE, SUITE 1760<br>CHICAGO, IL 60601          | DIRECTOR<br>5.00 | 4,000. | 0. | 0. |

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

|          |         |    |
|----------|---------|----|
| 271,715. | 11,827. | 0. |
|----------|---------|----|