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*Foundation established from a Section 507(B)(2) transfer

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning APR 28, 2014 , and ending MAR 31, 2015

Name of foundation

JAMES H WOODS FOUNDATION

A Employer identification number

37-6551346

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 11356

Room/suite

B Telephone number

314-746-7329

City or town, state or province, country, and ZIP or foreign postal code

CLAYTON, MO 63105

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,055,334.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,067,780.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,251.	23,251.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	105,457.			
	b Gross sales price for all assets on line 6a 681,493.				
	7 Capital gain net income (from Part IV, line 2)		105,457.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	1,196,488.	128,708.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 2	9,749.	7,799.		1,950.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	9,749.	7,799.		1,950.
	25 Contributions, gifts, grants paid	41,500.			41,500.
	26 Total expenses and disbursements. Add lines 24 and 25	51,249.	7,799.		43,450.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,145,239.			
	b Net investment income (if negative, enter -0-)		120,909.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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ENVELOPE RETURNED AUG 14 2015

SCANNED AUG 31 2015

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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		28,852.	28,852.
	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 4	0.	939,409.	1,026,482.
	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)	0.	968,261.	1,055,334.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	968,261.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	0.	968,261.	
	31 **Total liabilities and net assets/fund balances**	0.	968,261.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	0.
2	Enter amount from Part I, line 27a	2	1,145,239.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,145,239.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	176,978.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	968,261.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	667,500.		576,036.	91,464.
b	13,993.			13,993.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				91,464.
b				13,993.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	105,457.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,911.	719,680.	.002655
2012	9,845.	954,420.	.010315
2011	63,162.	900,048.	.070176
2010	55,130.	923,140.	.059720
2009	70,915.	874,351.	.081106

2	**Total** of line 1, column (d)	2	.223972
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	.044794
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	997,620.
5	Multiply line 4 by line 3	5	44,687.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,209.
7	Add lines 5 and 6	7	45,896.
8	Enter qualifying distributions from Part XII, line 4	8	43,450.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,418.
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	2,418.
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	2,418.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	54.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,472.
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** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 5	10	X	

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE COMMERCE TRUST COMPANY Telephone no. ▶ 314-746-7439

Located at ▶ 8000 FORSYTH BLVD, CLAYTON, MO ZIP+4 ▶ 63105

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

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

			Yes	No
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?	16		X
	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 ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 2012 , _____ , _____ , _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____ , _____ , _____ , _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES H WOODS, JR P.O. BOX 11356 CLAYTON, MO 63105	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	982,879.
b	Average of monthly cash balances	1b	29,933.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,012,812.
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	1,012,812.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,192.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	997,620.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	46,191.

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	46,191.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,418.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,418.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	43,773.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	43,773.
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	43,773.

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	43,450.
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	43,450.
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	43,450.

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.

*SEE STATEMENT C

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				43,773.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			35,521*	
b Total for prior years: 2012, _____, _____		9,311*		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 43,450.				
a Applied to 2013, but not more than line 2a			35,521.	
b Applied to undistributed income of prior years (Election required - see instructions) *		7,929.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		1,382.		
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		1,382.		
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				43,773.
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	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED P.O. BOX 11356 CLAYTON, MO 63105	NONE	PC	GENERAL OPERATIONS	41,500.
Total			▶ 3a	41,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	23,251.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	105,457.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		128,708.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 128,708.

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

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

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

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

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

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

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

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 | Date: 8/11/15 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS W BASSETT	Thomas W. Bassett	7/15/2015		P00024534

Firm's name ▶ THE COMMERCE TRUST COMPANY | Firm's EIN ▶ 48-0962626

Firm's address ▶ PO BOX 11356, CLAYTON, MO 63105 | Phone no. 314-746-7329

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No 1545-0047

2014

Name of the organization	Employer identification number
JAMES H WOODS FOUNDATION	37-6551346

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: JAMES H WOODS FOUNDATION

Employer identification number: 37-6551346

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TUA JAMES H WOODS JR FDN P.O. BOX 11356 CLAYTON, MO 63105	$ 62,100.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	TUA JAMES H WOODS JR FDN P.O. BOX 11356 CLAYTON, MO 63105	$ 1,005,680.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization: JAMES H WOODS FOUNDATION

Employer identification number: 37-6551346

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE STATEMENT B	$ 1,005,680.	04/28/14
		$	
		$	
		$	
		$	
		$	

Name of organization: JAMES H WOODS FOUNDATION

Employer identification number: 37-6551346

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS	37,244.	13,993.	23,251.	23,251.	
TO PART I, LINE 4	37,244.	13,993.	23,251.	23,251.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSEL/ADVISORY FEES	9,749.	7,799.		1,950.
TO FORM 990-PF, PG 1, LN 16C	9,749.	7,799.		1,950.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 3

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON CONTRIBUTED SECURITIES	176,978.
TOTAL TO FORM 990-PF, PART III, LINE 5	176,978.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT A	COST	644,242.	735,113.
SEE STATEMENT A	COST	295,167.	291,369.
TOTAL TO FORM 990-PF, PART II, LINE 13		939,409.	1,026,482.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 5
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
TUA JAMES H WOODS JR FDN	P.O. BOX 11356 CLAYTON, MO 63105

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO APPLY EXCESS QUALIFYING DISTRIBUTIONS TO PRIOR YEAR'S UNDISTRIBUTED INCOME STATEMENT 6

PURSUANT TO CODE SEC. 4942(H) AND REG 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FOR THE TAX YEAR 2012 IN THE AMOUNT OF $7,929.

JAMES H WOODS FOUNDATION
EIN. 37-6551346
As of March 31, 2015

Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	28,852	28,852 38	28,852 38
1 Total			**28,852.38**	**28,852.38**
2	AUTOMATIC DATA PROCESSING INC	146	6,959 60	12,503 44
	EXXON MOBIL CORPORATION	115	6,553 46	9,775 00
	JOHNSON AND JOHNSON	127	8,570 68	12,776 20
	WELLS FARGO & CO	321	9,422 62	17,462 40
	INTERNATIONAL BUSINESS MACHINES	61	7,142 90	9,790 50
	JP MORGAN CHASE & CO	200	11,232 00	12,116 00
	MCDONALDS CORP	125	10,855 01	12,180 00
	MORGAN STANLEY INS M/C GR-IN	541	22,259 89	21,929 68
	QUALCOMM INC	175	10,770 02	12,134 50
	SCHLUMBERGER LTD	134	10,934 10	11,180 96
	BAXTER INTERNATIONAL INC	183	11,306 17	12,535 50
	CHEVRON CORPORATION	87	10,701 44	9,133 26
	NESTLE S A ADR REG	151	9,335 58	11,410 92
	OCCIDENTAL PETROLEUM CORP	90	7,253 39	6,570 00
	VISA INC CLASS A SHARES	248	9,385 10	16,221 68
	MFS RESEARCH INTERNATIONAL FUND-I	965	18,000 00	17,141 01
	ACTAVIS PLC	50	10,752 00	14,881 00
	APPLE INC	157	12,553 21	19,535 51
	AQR MANAGED FUTURES STRATEGY FUND I	2,561	25,159 31	29,553 63
	ARTISAN MID CAP VALUE FUND-INS	524	14,096 64	13,189 39
	BHP LIMITED-SPONS ADR	100	6,402 66	4,647 00
	BLACKROCK INC	24	4,661 14	8,780 16
	CDK GLOBAL INC	48	973 43	2,244 48
	CLEARBRIDGE SMALL CAP	774	20,303 04	23,190 21
	COLUMBIA ACORN INTL FUND-Z	421	19,927 80	18,320 79
	DIAGEO PLC SPONSORED ADR	50	6,392 43	5,528 50
	DODGE & COX INTERNATIONAL STOCK FUND	443	20,000 00	19,428 84
	EMERSON ELECTRIC CO	214	10,879 52	12,116 68
	HARBOR INTERNATIONAL FUND	380	20,245 24	26,070 35
	HONEYWELL INTL INC	138	8,446 29	14,394 78
	INVESCO DEVELOPING MARKET FUND	367	12,500 00	10,795 12
	IPATH BLOOMBERG COMMODITY INDEX	150	5,723 00	4,159 50
	ISHARES MSCI EMERGING MARKETS ETF	505	19,790 95	20,265 65
	ISHARES RUSSELL MIDCAP VALUE ETF	600	41,017 62	45,156 00
	JP MORGAN ALERIAN MLP INDEX ETN	600	30,511 60	25,680 00
	MONDELEZ INTERNATIONAL INC	289	6,940 75	10,430 01
	NOVARTIS AG SPONSORED ADR	138	8,450 02	13,608 18
	PEPSICO INC	134	8,704 98	12,813 08
	PHILIP MORRIS INTERNATIONAL	123	6,440 13	9,265 59
	PRUDENTIAL GLOBAL REAL EST-Z	680	16,152 18	17,317 74
	PRUDENTIAL JENN M/C GTH-Z	580	18,723 08	24,641 43
	ROBECO BP LNG/SHRT RES-INS	2,699	39,832 82	41,480 46
	ROCHE HLDG LTD SPONSORED ADR	400	10,420 94	13,801 20
	TARGET SMALL CAP VALUE PT	1,485	39,096 83	39,022 59
	UNITED PARCEL SERVICE B	104	7,188 31	10,081 76
	VANGUARD FTSE ALL WO X-US SC	200	21,274 00	19,852 00
2 Total			**644,241.88**	**735,112.68**
3	COMMERCE BOND FUND #333	5,854	120,000 00	119,941 47
	BAIRD AGGREGATE BOND FUND IS	4,662	50,018 69	51,007 26
	HARTFORD FLOATING RATE FUND-Y	1,663	15,000 00	14,517 74
	PIMCO EMERGING LOCAL BOND FUND IS	1,559	15,000 00	12,349 28
	ABSOLUTE STRATEGIES FUND-I	2,228	25,133 69	24,598 93
	BLACKROCK HIGH YIELD BD-PORTFOLIO	2,389	20,000 00	18,996 41
	DODGE & COX INCOME FD	3,604	50,014 49	49,957 64
3 Total			**295,166.87**	**291,368.73**
Grand Total			**968,261.13**	**1,055,333.79**

James H Woods Foundation
EIN 37-6551346
Schedule B Noncash contributions
Tax Year End 03/31/2015

Cusip	Assets	Shares	Market Value	Cost Basis
G1151C101	ACCENTURE PLC	100 000	$ 7,848 00	5,651 75
G1151C101	ACCENTURE PLC	25 000	$ 1,962 00	1,418 63
G1151C101	ACCENTURE PLC	5 000	$ 392 40	319 33
G1151C101	ACCENTURE PLC	25 000	$ 1,962 00	1,888 13
H84989104	TE CONNECTIVITY LTD	208 000	$ 12,527 84	7,815 21
37411105	APACHE CORP	12 000	$ 1,003 80	1,039 01
37411105	APACHE CORP	68 000	$ 5,688 20	5,890 84
37411105	APACHE CORP	20 000	$ 1,673 00	1,725 40
37833100	APPLE INC	14 000	$ 7,424 48	8,047 51
37833100	APPLE INC	12 000	$ 6,363 84	6,558 64
53015103	AUTOMATIC DATA PROCESSING INC	146 000	$ 11,078 48	7,946 56
71813109	BAXTER INTERNATIONAL INC	145 000	$ 10,650 25	8,607 93
71813109	BAXTER INTERNATIONAL INC	38 000	$ 2,791 10	2,698 24
88606108	BHP LIMITED-SPONS ADR	100 000	$ 7,240 00	6,402 66
09247X101	BLACKROCK INC	24 000	$ 7,399 68	4,661 14
149123101	CATERPILLAR INC	37 000	$ 3,810 63	3,497 96
149123101	CATERPILLAR INC	13 000	$ 1,338 87	1,148 79
149123101	CATERPILLAR INC	25 000	$ 2,574 75	2,015 56
149123101	CATERPILLAR INC	25 000	$ 2,574 75	2,248 51
166764100	CHEVRON CORPORATION	87 000	$ 10,361 70	10,701 44
171232101	CHUBB CORP	145 000	$ 12,931 10	9,463 08
197199805	COLUMBIA ACORN US	276 899	$ 9,904 68	8,750 01
197199805	COLUMBIA ACORN US	224 351	$ 8,025 04	7,493 32
19765L694	COLUMBIA STRATEGIC INCOME-Z	3,169 500	$ 19,175 48	20,031 24
19765N468	COLUMBIA INTERMEDIATE BOND FUND-Z	2,714 441	$ 24,755 70	25,000 00
19765N468	COLUMBIA INTERMEDIATE BOND FUND-Z	769 060	$ 7,013 82	7,413 73
19765P406	COLUMBIA CONTRARIAN CORE - Z	934 444	$ 19,408 40	11,288 08
19765P406	COLUMBIA CONTRARIAN CORE - Z	1,074 806	$ 22,323 72	12,499 99
19765P596	COLUMBIA SMALL CAP GROW I-Z	493 750	$ 15,582 75	11,583 38
19765Y852	COLUMBIA EMERGING MARKETS FUND Z	1,221 897	$ 12,719 95	12,500 01
19765Y852	COLUMBIA EMERGING MARKETS FUND Z	706 103	$ 7,350 54	7,498 82
229899109	CULLEN FROST BANKERS INC	66 000	$ 5,160 54	3,877 52
244199105	DEERE & CO	74 000	$ 6,910 12	5,972 27
244199105	DEERE & CO	38 000	$ 3,548 44	3,253 94
25243Q205	DIAGEO PLC SPONSORED ADR	50 000	$ 6,344 50	6,392 43
254709108	DISCOVER FINANCIAL SERVICES	150 000	$ 8,583 00	7,708 85
268648102	EMC CORPORATION	250 000	$ 6,860 00	6,196 25
291011104	EMERSON ELECTRIC CO	105 000	$ 7,045 50	5,042 97
291011104	EMERSON ELECTRIC CO	34 000	$ 2,281 40	1,610 04
291011104	EMERSON ELECTRIC CO	37 000	$ 2,482 70	2,026 92
291011104	EMERSON ELECTRIC CO	38 000	$ 2,549 80	2,199 59
30231G102	EXXON MOBIL CORPORATION	60 000	$ 5,839 80	2,087 59
30231G102	EXXON MOBIL CORPORATION	55 000	$ 5,353 15	4,465 87
38142Y401	GOLDMAN SACHS GRTH OPPOR-INS	283 661	$ 8,719 74	7,500 00
38142Y401	GOLDMAN SACHS GRTH OPPOR-INS	266 339	$ 8,187 26	7,494 78
411511306	HARBOR INTERNATIONAL FUND	822 214	$ 59,848 96	43,750 01
411511306	HARBOR INTERNATIONAL FUND	43 786	$ 3,187 18	2,824 20
438516106	HONEYWELL INTL INC	138 000	$ 12,862 98	8,446 29
459200101	INTERNATIONAL BUSINESS MACHINES	49 000	$ 9,635 36	4,870 62
459200101	INTERNATIONAL BUSINESS MACHINES	12 000	$ 2,359 68	2,272 28
464287234	ISHARES MSCI EMERGING MARKETS ETF	1,205 000	$ 50,947 40	47,223 95
478160104	JOHNSON AND JOHNSON	31 000	$ 3,067 45	1,898 44
478160104	JOHNSON AND JOHNSON	84 000	$ 8,311 80	5,630 10
478160104	JOHNSON AND JOHNSON	12 000	$ 1,187 40	1,042 14
50076Q106	KRAFT FOODS GROUP INC	75 000	$ 4,215 75	2,747 15
50076Q106	KRAFT FOODS GROUP INC	75 000	$ 4,215 75	3,407 63
571748102	MARSH & MCLENNAN INC	175 000	$ 8,492 75	7,007 60
580135101	MCDONALDS CORP	113 000	$ 11,113 55	9,802 19
580135101	MCDONALDS CORP	12 000	$ 1,180 20	1,052 82
609207105	MONDELEZ INTERNATIONAL INC	227 000	$ 7,933 65	5,126 90
609207105	MONDELEZ INTERNATIONAL INC	62 000	$ 2,166 90	1,813 85
641069406	NESTLE S A ADR REG	151 000	$ 11,728 17	9,335 58
66987V109	NOVARTIS AG SPONSORED ADR	138 000	$ 11,596 14	8,450 02
674599105	OCCIDENTAL PETROLEUM CORP	75 000	$ 7,197 75	5,968 05
674599105	OCCIDENTAL PETROLEUM CORP	15 000	$ 1,439 55	1,547 33
68380L407	OPPENHEIMER INTL GROWTH FD-Y	584 112	$ 22,669 39	18,749 99
68380L407	OPPENHEIMER INTL GROWTH FD-Y	222 388	$ 8,630 88	7,492 25
693390700	PIMCO TOTAL RETURN FUND #35	1,139 472	$ 12,340 48	12,500 00
693390700	PIMCO TOTAL RETURN FUND #35	637 779	$ 6,907 15	7,379 10
713448108	PEPSICO INC	92 000	$ 7,719 72	5,947 44
713448108	PEPSICO INC	42 000	$ 3,524 22	2,757 54

STMT B

James H Woods Foundation
EIN 37-6551346
Schedule B Noncash contributions
Tax Year End 03/31/2015

Cusip	Assets	Shares	Market Value	Cost Basis
718172109	PHILIP MORRIS INTERNATIONAL	71 000	$ 5,955 48	3,013 54
718172109	PHILIP MORRIS INTERNATIONAL	27 000	$ 2,264 76	1,243 10
718172109	PHILIP MORRIS INTERNATIONAL	25 000	$ 2,097 00	2,183 48
72201P175	PIMCO COMMODITYPL STRAT-INS	2,907 000	$ 32,936 31	31,250 25
74005P104	PRAXAIR INC	88 000	$ 11,467 28	9,669 54
742718109	PROCTER & GAMBLE CO	56 000	$ 4,563 44	2,704 06
744336504	PRUDENTIAL GLOBAL REAL EST-Z	158 750	$ 3,663 95	3,746 50
74441C808	PRUDENTIAL JENN M/C GTH-Z	1,000 000	$ 40,650 00	32,300 00
747525103	QUALCOMM INC	88 000	$ 7,033 84	5,437 07
747525103	QUALCOMM INC	50 000	$ 3,996 50	2,952 75
747525103	QUALCOMM INC	12 000	$ 959 16	782 70
747525103	QUALCOMM INC	25 000	$ 1,998 25	1,597 50
76628R615	RIDGEWORTH MID CAP VAL EQY I	1,268 500	$ 17,860 48	16,249 49
771195104	ROCHE HLDG LTD SPONSORED ADR	250 000	$ 9,070 00	6,099 43
771195104	ROCHE HLDG LTD SPONSORED ADR	75 000	$ 2,721 00	1,977 19
771195104	ROCHE HLDG LTD SPONSORED ADR	75 000	$ 2,721 00	2,344 31
78463X863	SPDR DJ WILSHIRE INTL REAL E	394 000	$ 16,618 92	15,950 30
78463X863	SPDR DJ WILSHIRE INTL REAL E	226 000	$ 9,532 68	9,217 41
78464A490	SPDR DB INTL GOV INFL PROT	400 000	$ 24,320 04	22,090 40
80105N113	SANOFI SA CVR RIGHTS EXP 12/31/20	42 000	$ 22 37	103 53
806857108	SCHLUMBERGER LTD	110 000	$ 10,892 20	9,177 68
806857108	SCHLUMBERGER LTD	24 000	$ 2,376 48	1,756 42
808090757	SCHRODER EMERGING MRKT EQ-IV	1,959 250	$ 26,018 84	25,215 55
808513105	SCHWAB CHARLES CORP	313 000	$ 8,266 33	6,616 32
808513105	SCHWAB CHARLES CORP	100 000	$ 2,641 00	2,118 56
832696405	J M SMUCKER CO	80 000	$ 7,778 40	6,082 54
872540109	TJX COS INC	210 000	$ 12,652 50	5,767 57
880208400	TEMPLETON GLOBAL BOND FUND-AD	449 498	$ 5,910 89	6,153 62
880208400	TEMPLETON GLOBAL BOND FUND-AD	930 752	$ 12,239 39	12,500 00
88579Y101	3M CO	91 000	$ 12,361 44	8,828 95
911312106	UNITED PARCEL SERVICE B	104 000	$ 10,176 40	7,188 32
92646A815	VICTORY SMALL COMP OPPORT-I	464 817	$ 19,257 37	16,250 00
92646A815	VICTORY SMALL COMP OPPORT-I	204 183	$ 8,459 31	7,491 47
92826C839	VISA INC CLASS A SHARES	50 000	$ 10,377 00	7,418 60
92826C839	VISA INC CLASS A SHARES	12 000	$ 2,490 48	1,966 50
949746101	WELLS FARGO & CO	133 000	$ 6,530 30	4,012 08
949746101	WELLS FARGO & CO	37 000	$ 1,816 70	1,064 30
949746101	WELLS FARGO & CO	94 000	$ 4,615 40	2,578 38
949746101	WELLS FARGO & CO	94 000	$ 4,615 40	2,915 41
949746101	WELLS FARGO & CO	1 000	$ 49 10	33 32
949746101	WELLS FARGO & CO	50 000	$ 2,455 00	1,655 63
949746101	WELLS FARGO & CO	12 000	$ 589 20	420 25
949746101	WELLS FARGO & CO	50 000	$ 2,455 00	1,899 77
	Subtotal:		**$ 1,005,679.69**	**828,701.05**
	Principal Cash			
	Income Cash			
	Distributable Cash:		$ 62,100 53	62,100 53
	Total:		**$ 1,067,780.22**	890,801 58

The James H Woods Foundation ("transferee") (EIN. 37-6551346) was established from a 507(B)(2) transfer from the TUA James H Woods Jr Fdn ("transferor") (EIN: 27-6152949). A summary of the results of this transfer is as follows:

	FMV of Asset Transfer Received	% of Assets Received
James H Woods Foundation EIN: 37-6551346 P O Box 11356, Clayton, MO 63105	1,067,780	25.00%

Transferor Sec. 4940(e) history

Base Period Years	2013	2012	2011	2010	2009
Adjusted qualifying distributions	7,642	39,381	252,646	220,520	283,659
Net value of noncharitable-use assets	2,878,718	3,817,680	3,600,193	3,692,560	3,497,404
Distribution Ratio	0.002655	0.010315	0 070176	0.05972	0 081106

Transferees' distributive shares of transferor's Sec. 4940(e) history

James H Woods Fdn (37-6551346)	2013	2012	2011	2010	2009
Adjusted qualifying distributions	1,911	9,845	63,162	55,130	70,915
Net value of noncharitable-use assets	719,680	954,420	900,048	923,140	874,351
Distribution Ratio	0.002655	0.010315	0 070176	0.05972	0.081106

Transferor's minimum distribution requirement

Tax Year	2012	2013
Minimum distribution requirement	37,243	142,083

Transferees' shares of transferor's minimum distribution requirement

James H Woods Fdn (37-6551346)	9,310.75	35,520.75

James H Woods Foundation
EIN 37-6551346
List of Charitable Recipients

Name and Address	Relationship	Purpose of Grant	Foundation Status of Recipient	Amount Paid
Assembly of God 29 Church Street Steelville, MO 65565	None	General Operations	PC	1,000 00
Camping & Education Foundation 3515 Michigan Ave Cincinnati, OH 45208	None	General Operations	PC	15,000 00
Community School 900 Lay Road St Louis, MO 63124	None	General Operations	PC	1,000 00
First Book 1319 F Street, NW Suite 1000 Washington, DC 20004	None	General Operations	PC	1,000 00
Friends of Weaver School 11872 Wembley Rd Los Alamitos, CA 90720	None	General Operations	PC	1,500 00
John Burroughs School 755 S Price Rd St Louis, MO 63124	None	General Operations	PC	1,000 00
Kappa Kappa Gamma Scholarship Fund 530 East Town Street P O Box 38 Columbus, OH 43216-0038	None	General Operations	PC	5,000 00
Lutheran Family & Children's Services 9666 Olive Blvd, Ste 400 St Louis, MO 63132	None	General Operations	PC	1,000 00
Miriam School 501 Bacon Avenue St Louis, MO 63119	None	General Operations	PC	2,000 00
Our Costal Village One E Camelback Rd Phoenix, AZ 85012	None	General Operations	PC	1,000 00
Pedal the Cause 900 Spurce St, Ste 125 St Louis, MO 63102	None	General Operations	PC	1,000 00
Rainbow Village 1240 Dautel Ln St Louis, MO 63146	None	General Operations	PC	2,000 00
Sherwood Forest Camp 2708 Sutton Blvd St Louis, MO 63143	None	General Operations	PC	1,000 00
St Louis Symphony 718 N Grand Ave St Louis, MO 63103	None	General Operations	PC	1,500 00
St Louis Zoo 1 Government Dr St Louis, MO 63110	None	General Operations	PC	1,500 00
St Luke's Hospital 232 S Woods Mill Rd Chesterfield, MO 63017	None	General Operations	PC	2,000 00
Stages 1023 Chesterfield Parkway East Chesterfield, MO 63017	None	General Operations	PC	500 00
Wilderness Inquiry 808 14th Ave SE Minneapolis, MN 55414	None	General Operations	PC	2,500 00
			Total	41,500