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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation: WOODS FUND OF CHICAGO

A Employer identification number: 36-3917968

Number and street (or P O box number if mail is not delivered to street address): 35 E. WACKER DRIVE, SUITE 1760 — Room/suite:

B Telephone number: 312-782-2698

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60601

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 64,118,022.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	278.	278.		STATEMENT 2
	4 Dividends and interest from securities	324,602.	324,602.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,879,409.			STATEMENT 1
	b Gross sales price for all assets on line 6a 18,354,672.				
	7 Capital gain net income (from Part IV, line 2)		3,457,561.		
	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	100,496.	160,230.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	3,304,785.	3,942,671.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	291,272.	0.		291,272.
	14 Other employee salaries and wages	195,470.	0.		195,470.
	15 Pension plans, employee benefits	148,398.	0.		148,398.
	16a Legal fees STMT 5	921.	0.		921.
	b Accounting fees STMT 6	27,500.	0.		27,500.
	c Other professional fees STMT 7	217,997.	156,247.		61,750.
	17 Interest	375.	0.		375.
	18 Taxes STMT 8	92,913.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	104,227.	0.		104,227.
	21 Travel, conferences, and meetings	46,349.	0.		46,349.
	22 Printing and publications	9,240.	0.		9,240.
	23 Other expenses STMT 9	48,678.	0.		48,678.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,183,340.	156,247.		934,180.
	25 Contributions, gifts, grants paid	2,578,776.			2,578,776.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,762,116.	156,247.		3,512,956.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-457,331.			
	b **Net investment income** (if negative, enter -0-)		3,786,424.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,448,412.	2,667,701.	2,667,701.
	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	57,174,138.	58,497,518.	61,450,321.
	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)	61,622,550.	61,165,219.	64,118,022.
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 ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	121,548,312.	124,427,721.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-59,925,762.	-63,262,502.	
	30 **Total net assets or fund balances**	61,622,550.	61,165,219.	
	31 **Total liabilities and net assets/fund balances**	61,622,550.	61,165,219.	

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	61,622,550.
2	Enter amount from Part I, line 27a	2	-457,331.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	61,165,219.
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	61,165,219.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	18,354,672.		14,897,111.	3,457,561.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				3,457,561.

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** 3,457,561.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	3,435,298.	63,232,061.	.054328
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

2	**Total** of line 1, column (d)	2	.279421
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	.055884
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	63,037,287.
5	Multiply line 4 by line 3	5	3,522,776.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	37,864.
7	Add lines 5 and 6	7	3,560,640.
8	Enter qualifying distributions from Part XII, line 4	8	3,512,956.

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	75,728.
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	75,728.
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	75,728.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	63,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	78,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	90.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,382.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 2,382. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ VA, GA, IL, NC, CA, OR, NY, UT			
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2015)

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

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

Website address ▶ WWW.WOODSFUND.ORG

14 The books are in care of ▶ S. R. BOYLE, ASST. TREASURER Telephone no. ▶ (312) 782-2698
Located at ▶ 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL ZIP+4 ▶ 60601

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 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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. ▶ ____, ____, ____, ____			
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 2015 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 2015.)* 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 2015?	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
SEE STATEMENT 11		291,522.	12,886.	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 40.00	78,000.	1,359.	0.
ALEJANDRA L. IBANEZ - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	LEAD PROGRAM OFFICER 40.00	79,000.	0.	0.

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

Form **990-PF** (2015)

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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	47,000,229.
b	Average of monthly cash balances	1b	6,483,137.
c	Fair market value of all other assets	1c	10,513,880.
d	**Total** (add lines 1a, b, and c)	1d	63,997,246.
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	63,997,246.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	959,959.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	63,037,287.
6	**Minimum investment return** Enter 5% of line 5	6	3,151,864.

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	3,151,864.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	75,728.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	3,219.		
c	Add lines 2a and 2b			2c	78,947.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,072,917.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,072,917.
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	3,072,917.

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	3,512,956.
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	3,512,956.
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	3,512,956.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,072,917.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010 559,391.				
b From 2011 405,630.				
c From 2012 575,820.				
d From 2013 513,033.				
e From 2014 500,109.				
f **Total** of lines 3a through e	2,553,983.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 3,512,956.				
a Applied to 2014, 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 2015 distributable amount				3,072,917.
e Remaining amount distributed out of corpus	440,039.			
5 Excess distributions carryover applied to 2015 (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	2,994,022.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	559,391.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	2,434,631.			
10 Analysis of line 9:				
a Excess from 2011 405,630.				
b Excess from 2012 575,820.				
c Excess from 2013 513,033.				
d Excess from 2014 500,109.				
e Excess from 2015 440,039.				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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 ▶ ☐ 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:

SEE ATTACHED STATEMENT, (312) 782-2698
35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

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 STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	2,578,776.
Total			▶ 3a	2,578,776.
b *Approved for future payment*				
SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	485,000.
Total			▶ 3b	485,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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			14	278.	
4 Dividends and interest from securities			14	336,421.	
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	900099	-11,819.			
8 Gain or (loss) from sales of assets other than inventory	900099	36,620.	18	2,842,789.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a TAXES REFUNDED			01	100,496.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		24,801.		3,279,984.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,304,785.

(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).
	N/A

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 | Title: PRESIDENT

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
GREGORY S. ADAMS		11/14/16		P00095597
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 1301 W. 22ND ST, STE 1100 OAK BROOK, IL 60523			Phone no. (630) 573-8600	

Form **990-PF** (2015)

523622
11-24-15

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	BROWN CAPITAL SMALL COMPANY FUND	P	12/12/14	11/19/15
b	BROWN CAPITAL SMALL COMPANY FUND	P	04/01/97	11/19/15
c	AURORA OFFSHORE FUND LTD. II	P	07/01/05	06/12/15
d	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	06/30/14	02/27/15
e	SSGA MSCI EAFE INDEX	P	05/19/15	09/30/15
f	SSGA MSCI EAFE INDEX	P	05/19/15	11/30/15
g	SSGA MSCI EAFE INDEX	P	05/19/15	11/30/15
h	SSGA MSCI EAFE INDEX	P	05/19/15	12/16/15
i	SSGA MSCI EAFE INDEX	P	05/19/15	12/16/15
j	SSGA S&P 500 FUND	P	06/30/14	03/23/15
k	SSGA S&P 500 FUND	P	06/30/14	03/24/15
l	SSGA S&P 500 FUND	P	05/11/15	05/21/15
m	SSGA S&P 500 FUND	P	05/11/15	06/12/15
n	SSGA S&P 500 FUND	P	05/11/15	08/21/15
o	SSGA S&P 500 FUND	P	06/30/14	10/05/15

	(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	69,188.		61,932.	7,256.
b	230,812.		43,715.	187,097.
c	6,009,037.		4,000,000.	2,009,037.
d	1,300,000.		1,336,626.	-36,626.
e	34.		40.	-6.
f	363,288.		399,642.	-36,354.
g	36,712.		40,393.	-3,681.
h	307,075.		347,278.	-40,203.
i	172,925.		195,564.	-22,639.
j	5,000,000.		4,589,355.	410,645.
k	333.		308.	25.
l	2,000,000.		1,974,033.	25,967.
m	246.		247.	-1.
n	169.		180.	-11.
o	1,300,000.		1,251,888.	48,112.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,256.
b				187,097.
c				2,009,037.
d				-36,626.
e				-6.
f				-36,354.
g				-3,681.
h				-40,203.
i				-22,639.
j				410,645.
k				25.
l				25,967.
m				-1.
n				-11.
o				48,112.

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 |

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 |

523591
04-01-15

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	SSGA S&P 500 FUND	P	06/30/14	11/20/15
b	SSGA US TIPS INDEX FUND	P	10/22/13	03/24/15
c	SSGA US TIPS INDEX FUND	P	10/22/13	06/12/15
d	SSGA US TIPS INDEX FUND	P	10/22/13	08/21/15
e	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	03/02/15
f	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	06/01/15
g	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	09/01/15
h	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	12/01/15
i	BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG	P	01/01/15	12/31/15
j	BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND, SH	P	01/01/15	12/31/15
k	PARNASSUS EQUITY INCOME FUND	P	01/01/15	12/31/15
l	FRONTIER PHOCAS SMALL CAP VALUE, LONG-TERM	P	01/01/15	12/31/15
m	BANK AMERICA CORP.	P	01/01/15	12/31/15
n	CITIGROUP INC.	P	01/01/15	12/31/15
o	E TRADE GROUP INC.	P	01/01/15	12/31/15

	(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	400,000.		364,594.	35,406.
b	490.		476.	14.
c	495.		492.	3.
d	493.		488.	5.
e	6,257.		6,403.	-146.
f	6,218.		6,545.	-327.
g	6,161.		7,732.	-1,571.
h	5,212.		6,630.	-1,418.
i	84,144.			84,144.
j	62,936.			62,936.
k	135,424.			135,424.
l	5,831.			5,831.
m	562.			562.
n	126.			126.
o	1,344.			1,344.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				35,406.
b				14.
c				3.
d				5.
e				-146.
f				-327.
g				-1,571.
h				-1,418.
i				84,144.
j				62,936.
k				135,424.
l				5,831.
m				562.
n				126.
o				1,344.

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	
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	

523591
04-01-15

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	GALLUCCI FUND	P	01/01/15	12/31/15
b	MERCK & CO. INC.	P	01/01/15	12/31/15
c	NALCO	P	01/01/15	12/31/15
d	OM GROUP INC.	P	01/01/15	12/31/15
e	TELLABS, INC.	P	01/01/15	12/31/15
f	ABERDEEN REAL ASSETS PARTNERS, LP - 20-8736989	P	01/01/15	12/31/15
g	ABERDEEN REAL ASSETS PARTNERS, LP - 20-8736989	P	01/01/15	12/31/15
h	ABERDEEN U.S. PRIVATE EQUITY III, LP - 20-4380873	P	01/01/15	12/31/15
i	ABERDEEN U.S. PRIVATE EQUITY III, LP - 20-4380873	P	01/01/15	12/31/15
j	ABERDEEN INTERNATIONAL PARTNERS, LP - 20-4380671	P	01/01/15	12/31/15
k	ABERDEEN INTERNATIONAL PARTNERS, LP - 20-4380671	P	01/01/15	12/31/15
l	PRIVATE EQUITY CORE FUND (QP), II L.P. - 20-14592	P	01/01/15	12/31/15
m	PRIVATE EQUITY CORE FUND (QP), II L.P. - 20-14592	P	01/01/15	12/31/15
n	PRIVATE EQUITY CORE FUND (QP) III, L.P. - 20-5277	P	01/01/15	12/31/15
o	PRIVATE EQUITY CORE FUND (QP) III, L.P. - 20-5277	P	01/01/15	12/31/15

	(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	467.			467.
b	350.			350.
c	7,062.			7,062.
d	518.			518.
e	51.			51.
f			488.	-488.
g	31,436.			31,436.
h			844.	-844.
i	123,047.			123,047.
j	3,912.			3,912.
k	120,306.			120,306.
l			1,492.	-1,492.
m	167,147.			167,147.
n	9,454.			9,454.
o	312,461.			312,461.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				467.
b				350.
c				7,062.
d				518.
e				51.
f				-488.
g				31,436.
h				-844.
i				123,047.
j				3,912.
k				120,306.
l				-1,492.
m				167,147.
n				9,454.
o				312,461.

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	
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	

523591
04-01-15

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	MONDRIAN EMERGING MARKETS EQUITY FUND	P	01/01/15	12/31/15
b	MONDRIAN EMERGING MARKETS EQUITY FUND	P	01/01/15	12/31/15
c	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/15	12/31/15
d	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/15	12/31/15
e	SSGA S&P 500 FUND	P	06/30/14	03/24/15
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			10,345.	-10,345.
b			4,924.	-4,924.
c			244,328.	-244,328.
d	72,810.			72,810.
e	139.		129.	10.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-10,345.
b				-4,924.
c				-244,328.
d				72,810.
e				10.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	3,457,561.
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

523591
04-01-15

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL SMALL COMPANY FUND	PURCHASED	12/12/14	11/19/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,188.	61,932.	0.	0.	7,256.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL SMALL COMPANY FUND	PURCHASED	04/01/97	11/19/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
230,812.	43,715.	0.	0.	187,097.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AURORA OFFSHORE FUND LTD. II	PURCHASED	07/01/05	06/12/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,009,037.	4,000,000.	0.	0.	2,009,037.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	PURCHASED	06/30/14	02/27/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,300,000.	1,336,626.	0.	0.	-36,626.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	09/30/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34.	40.	0.	0.	-6.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	11/30/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
363,288.	399,642.	0.	0.	-36,354.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	11/30/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,712.	40,393.	0.	0.	-3,681.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	12/16/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
307,075.	347,278.	0.	0.	-40,203.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	12/16/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
172,925.	195,564.	0.	0.	-22,639.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	03/23/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,000,000.	4,589,355.	0.	0.	410,645.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	03/24/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
333.	308.	0.	0.	25.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	05/11/15	05/21/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,000,000.	1,974,033.	0.	0.	25,967.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	05/11/15	06/12/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
246.	247.	0.	0.	-1.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	05/11/15	08/21/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169.	180.	0.	0.	-11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	10/05/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,300,000.	1,251,888.	0.	0.	48,112.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	11/20/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
400,000.	364,594.	0.	0.	35,406.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	10/22/13	03/24/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
490.	476.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	10/22/13	06/12/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
495.	492.	0.	0.	3.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	10/22/13	08/21/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
493.	488.	0.	0.	5.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND		PURCHASED	08/31/05	03/02/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,257.	6,403.	0.	0.	-146.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND		PURCHASED	08/31/05	06/01/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,218.	6,545.	0.	0.	-327.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND		PURCHASED	08/31/05	09/01/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,161.	7,732.	0.	0.	-1,571.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND		PURCHASED	08/31/05	12/01/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,212.	6,630.	0.	0.	-1,418.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG-TERM	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,144.	0.	0.	0.	84,144.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND, SHORT-TERM	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,936.	0.	0.	0.	62,936.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARNASSUS EQUITY INCOME FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
135,424.	0.	0.	0.	135,424.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FRONTIER PHOCAS SMALL CAP VALUE, LONG-TERM	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,831.	0.	0.	0.	5,831.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BANK AMERICA CORP.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
562.	0.	0.	0.	562.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CITIGROUP INC.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
126.	0.	0.	0.	126.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
E TRADE GROUP INC.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,344.	0.	0.	0.	1,344.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GALLUCCI FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
467.	0.	0.	0.	467.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERCK & CO. INC.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
350.	0.	0.	0.	350.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NALCO	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,062.	0.	0.	0.	7,062.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OM GROUP INC.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
518.	0.	0.	0.	518.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TELLABS, INC.	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51.	0.	0.	0.	51.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN REAL ASSETS PARTNERS, LP - 20-8736989	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN REAL ASSETS PARTNERS, LP - 20-8736989	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,436.	31,436.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN U.S. PRIVATE EQUITY III, LP - 20-4380873	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN U.S. PRIVATE EQUITY III, LP - 20-4380873	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,047.	123,047.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN INTERNATIONAL PARTNERS, LP - 20-4380671	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,912.	3,912.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN INTERNATIONAL PARTNERS, LP - 20-4380671	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
120,306.	120,306.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP), II L.P. - 20-1459234	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP), II L.P. - 20-1459234	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
167,147.	167,147.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, L.P. - 20-5277771	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,454.	9,454.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, L.P. - 20-5277771	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
312,461.	312,461.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	PURCHASED	01/01/15	12/31/15

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,810.	72,810.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	03/24/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
139.	129.	0.	0.	10.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,879,409.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NOW INTEREST	87.	87.	
OTHER INTEREST	191.	191.	
TOTAL TO PART I, LINE 3	278.	278.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BLACKROCK STRAT INC OPP	150,189.	0.	150,189.	150,189.	
BROWN CAPITAL	1,283.	0.	1,283.	1,283.	
PARNASSUS EQUITY INC. FUND	45,573.	0.	45,573.	45,573.	
PHOCAS SM CAP VAL FD	6,664.	0.	6,664.	6,664.	
RREEF AMERICA REIT INCOME	120,893.	0.	120,893.	120,893.	
TO PART I, LINE 4	324,602.	0.	324,602.	324,602.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAXES REFUNDED	100,496.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	100,496.	0.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	921.	0.		921.
TO FM 990-PF, PG 1, LN 16A	921.	0.		921.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX RETURN PREPARATION FEES	27,500.	0.		27,500.
TO FORM 990-PF, PG 1, LN 16B	27,500.	0.		27,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	26,247.	26,247.		0.
CUSTODIAL FEES	40,000.	40,000.		0.
COMPUTER CONSULTANT FEES	10,800.	0.		10,800.
CONSULTANT FEES RELATED TO PROGRAM AND ADMINISTRATION	50,950.	0.		50,950.
INVESTMENT CONSULTATION-CIO SERVICES	90,000.	90,000.		0.
TO FORM 990-PF, PG 1, LN 16C	217,997.	156,247.		61,750.

FORM 990-PF	TAXES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	27,407.	0.		0.
STATE UBIT	1,503.	0.		0.
ESTIMATED FEDERAL EXCISE TAX	63,200.	0.		0.
ESTIMATED STATE UBIT	803.	0.		0.
TO FORM 990-PF, PG 1, LN 18	92,913.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	1,218.	0.		1,218.
BOOK, SUBSCRIPTIONS, ETC.	507.	0.		507.
COMPUTER RELATED EXPENSES	3,504.	0.		3,504.
DUES & MEMBERSHIPS	22,427.	0.		22,427.
EQUIPMENT RENTAL	5,415.	0.		5,415.
EQUIPMENT REPAIRS & MAINTENANCE	2,036.	0.		2,036.
FILING FEES	25.	0.		25.
PAYROLL PROCESSING FEES	2,692.	0.		2,692.
POSTAGE/COURIER SERVICES	1,434.	0.		1,434.
STORAGE	626.	0.		626.
SUPPLIES	3,728.	0.		3,728.
MISCELLANEOUS	3,630.	0.		3,630.
CONSULTANT'S REIMBURSEMENT EXPENSE	638.	0.		638.
FURNITURE AND EQUIPMENT PURCHASED	798.	0.		798.
TO FORM 990-PF, PG 1, LN 23	48,678.	0.		48,678.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEIGHBORHOOD REJUVINATION PARTNERS	COST	1.	1.
PRIVATE EQUITY CORE FUND (QP) II, L.P.	COST	397,969.	978,036.
PRIVATE EQUITY CORE FUND (QP) III, L.P.	COST	481,823.	1,611,428.
ABERDEEN INTERNATIONAL PARTNERS, L.P.	COST	210,041.	956,553.
ABERDEEN PRIVATE EQUITY III (INV), L.P.	COST	502,659.	1,842,956.
ABERDEEN REAL ASSET PARTNERS, L.P.	COST	463,028.	839,269.
MONDRIAN EMERGING MARKETS EQUITY	COST	2,653,483.	2,087,293.
AURORA OFFSHORE FUND LTD.	FMV	0.	0.
BROWN CAPITAL SMALL COMPANY GROWTH FUND	FMV	274,631.	1,004,555.
BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND	FMV	7,072,776.	6,747,907.
BLACKSTONE RESOURCES SELECT OFFSHORE LTD. B	FMV	2,700,000.	1,610,912.
CBRE STRATEGIC PARTNERS U.S. VALUE 7 L.P.	COST	3,586,104.	3,893,401.
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	FMV	9,622,142.	8,433,901.
PARNASSUS EQUITY INCOME FUND	FMV	2,191,340.	1,978,012.
PHOCAS SMALL CAP VALUE FUND	FMV	1,066,490.	982,344.
RREEF AMERICA REIT	FMV	5,964,748.	6,984,665.
SSGA S&P 500 INDEX FUND	FMV	4,560,964.	5,068,991.
SSGA U.S. TIPS INDEX FUND	FMV	6,646,985.	6,646,919.
WARBURG PINCUS PRIVATE EQUITY XII	COST	85,250.	77,951.
MSCI EAFE INDEX FUND	FMV	17,084.	15,248.
GROSVENOR SPECTRUM MASTER FUND	FMV	10,000,000.	9,689,979.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,497,518.	61,450,321.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GRACE B. HOU 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	PRESIDENT 40.00	174,000.	7,673.	0.
JESUS G. GARCIA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
PATRICK MICHAEL SHEAHAN 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	CHAIR AND DIRECTOR 5.00	0.	0.	0.
LERRY KNOX 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR/TREASURER 5.00	0.	0.	0.
SUZANNE R. BOYLE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	ASST. TREASURER 20.00	43,945.	2,153.	0.
DEBORAH D. CLARK 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	ASST. SECRETARY/GRANTS & O 40.00	61,077.	3,060.	0.
AMINA J. DICKERSON 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	CHAIR, VICE CHAIR, DIRECTOR, & SE 5.00	5,000.	0.	0.
RICARDO ESTRADA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	VICE CHAIR, SECRETARY, DIRECTOR 5.00	0.	0.	0.
LAURENCE MSALL 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
ANNE-MARIE ST. GERMAINE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
PHILLIP THOMAS 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	5,000.	0.	0.

JOSINA MORITA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	2,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		291,522.	12,886.	0.

WOODS FUND OF CHICAGO

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2015 AND 2014

CliftonLarsonAllen

WOODS FUND OF CHICAGO
TABLE OF CONTENTS
YEARS ENDED DECEMBER 31, 2015 AND 2014

CliftonLarsonAllen

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Woods Fund of Chicago
Chicago, Illinois

We have audited the accompanying financial statements of the Woods Fund of Chicago, which comprise the statements of financial position (cash basis) as of December 31, 2015 and 2014, and the related statements of activities (cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Board of Directors
Woods Fund of Chicago

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities and net assets (cash basis) of the Woods Fund of Chicago as of December 31, 2015 and 2014, and its revenue and expenses (cash basis) for the years then ended, in accordance with the basis of accounting as described in Note 1.

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Oak Brook, Illinois
June 16, 2016

WOODS FUND OF CHICAGO
STATEMENTS OF FINANCIAL POSITION (CASH BASIS)
DECEMBER 31, 2015 AND 2014

	2015	2014
ASSETS		
Cash and Temporary Cash Investments	$ 2,667,701	$ 4,448,412
Investments:		
Mutual and Hedge Funds, at Cost	52,770,644	52,243,966
Partnership Interests, at Cost	5,726,874	4,930,172
TOTAL ASSETS	$ 61,165,219	$ 61,622,550
NET ASSETS		
UNRESTRICTED NET ASSETS	$ 61,165,219	$ 61,622,550

WOODS FUND OF CHICAGO
STATEMENTS OF ACTIVITIES (CASH BASIS)
YEARS ENDED DECEMBER 31, 2015 AND 2014

	2015	2014
REVENUES, GAINS, AND LOSSES		
Investment Income:		
Interest on Cash and Temporary Cash Investments	$ 278	$ 289
Dividends	324,602	274,208
Realized Gain on Sale of Hedge and Mutual Funds	2,649,362	8,284,340
Realized Gain on Liquidation of Partnership Interests	-	12,572
Capital Gains Distributions	219,567	61,931
Other Income		
Taxes Refunded	100,496	44,757
Class Action and Other Settlements	10,480	(178)
Total Revenues, Gains, and Losses	3,304,785	8,677,919
OPERATING AND ADMINISTRATIVE EXPENSES		
Compensation of Officers, Directors, and Key Employees	291,272	270,814
Other Employee Salaries and Wages	195,470	185,235
Employee Benefits	148,398	126,960
Legal Fees	921	4,901
Other Professional Fees	245,497	283,260
Taxes	92,913	205,487
Occupancy	104,227	91,203
Travel, Conferences, and Meetings	46,349	53,967
Printing and Publications	9,240	-
Other Operating and Administrative Expenses	49,053	93,420
Total Operating and Administrative Expenses	1,183,340	1,315,247
CONTRIBUTIONS, GIFTS, AND GRANTS PAID	2,578,776	2,523,525
Total Expenses and Disbursements	3,762,116	3,838,772
CHANGE IN NET ASSETS	(457,331)	4,839,147
Net Assets - Beginning of Year	61,622,550	56,783,403
NET ASSETS - END OF YEAR	$ 61,165,219	$ 61,622,550

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Woods Fund of Chicago (the Fund) was created pursuant to a Plan of Reorganization for Woods Charitable Fund, Inc. (Charitable Fund) and was incorporated in the state of Illinois on November 16, 1993, as a charitable corporation not for pecuniary gain. In accordance with the Asset Transfer Agreement, 70% of the market value of assets of the Charitable Fund was allocated to the Fund. The Fund is a grant-making foundation whose goal is to increase opportunities for less-advantaged people and communities in the metropolitan area, including the opportunity to shape decisions affecting them. The Fund works primarily as a funding partner with nonprofit organizations. The Fund supports nonprofits in their important roles of engaging people in civic life, addressing the causes of poverty and other challenges facing the region, promoting more effective public policies, reducing racism and other barriers to equal opportunity, and building a sense of community and common ground. The Fund's primary sources of revenue are investment income and realized gains. The Fund's fiscal year ends on December 31. Significant accounting policies followed by the Fund are presented below.

Basis of Accounting

The financial statements of the Fund have been prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Accordingly, revenue is recorded when received rather than when earned and expenses are recorded when paid rather than when the obligation is incurred.

Financial Statement Presentation

The Fund reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Net assets are generally reported as unrestricted unless assets are received from donors with explicit stipulations that limit the use of the asset. Accordingly, net assets of the Fund and changes therein are classified and reported as follows:

Unrestricted Net Assets - Those resources over which the board of directors (board) has discretionary control.

Temporarily Restricted Net Assets - Those resources subject to donor-imposed restrictions which will be satisfied by actions of the Fund, or the passage of time.

Permanently Restricted Net Assets - Those resources subject to a donor-imposed restriction that they be maintained permanently by the Fund. The donors of these resources permit the Fund to use all or part of the income earned, including capital appreciation, or related investments for unrestricted or temporarily restricted purposes.

The Fund did not record any temporarily or permanantly restricted assets as of December 31, 2015 and 2014.

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Temporary Cash Investments

The Fund considers all highly liquid investments to be temporary cash investments. The Fund's temporary cash investments consist of money market funds.

Investments

Investments in marketable equity securities and partnerships are stated at cost. The Fund evaluates partnership interests yearly for impairment.

Refunds from Grants Awarded to Other Funds

Unexpended balances of grants awarded by the Fund are required to be returned to the Fund. Grant refunds to the Fund are recorded when received.

Income Taxes

The Fund has been determined by the Internal Revenue Service to be exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (IRC) as an organization described in Section 501(c)(3) of the IRC. The Fund is a private foundation as described in Section 509(a) and qualifies for the charitable contribution deduction under Section 170(b). It is subject to a 2% (1% if certain criteria are met) federal excise tax on net investment income, including realized gains, as defined by the IRC. Current excise taxes were provided at 2% for 2015 and 2014. The Fund is also liable for any taxes on unrelated business net income.

The Fund determined that it was not required to record a liability related to uncertain tax positions.

NOTE 2 INVESTMENTS

The Fund's investments are carried at cost. Fair values at December 31, 2015 and 2014 were determined as follows:

- Investments in mutual and hedge funds at net asset value.
- Investments in U. S. Government Securities at latest bid quotation.
- Corporate stock at closing prices of national securities exchanges or latest bid quotation.
- Partnership interests by the Fund's partnership equity, plus its allocated portion of income, expense, and unrealized appreciation or depreciation of partnership assets.

The total fair value of the Fund's investments, cash, and temporary cash investments at December 31, 2015 and 2014 is $64,158,252 and $67,674,938, respectively.

NOTE 2 INVESTMENTS (CONTINUED)

Mutual and Hedge Funds

Investments in mutual and hedge funds are stated at cost. Fair values and unrealized appreciation at December 31, 2015 and 2014 are summarized as follows:

December 31, 2015	Cost	Fair Value	Unrealized Depreciation
Mutual Funds	$ 42,770,644	$ 41,560,747	$ (1,209,897)
Hedge Funds	10,000,000	9,689,979	(310,021)
Total	$ 52,770,644	$ 51,250,726	$ (1,519,918)

December 31, 2014	Cost	Fair Value	Unrealized Appreciation
Mutual Funds	$ 48,243,966	$ 48,807,202	$ 563,236
Hedge Funds	4,000,000	5,868,493	1,868,493
Total	$ 52,243,966	$ 54,675,695	$ 2,431,729

The following summarizes the investment return which includes interest on cash and temporary cash investments and investments:

	2015	2014
Interest Income	$ 278	$ 289
Dividends	324,602	274,208
Net Realized Gains	2,649,362	8,284,340
Capital Gains Distributions	219,567	61,931
Total Investment Return	$ 3,193,809	$ 8,620,768
Management Fee	$ 156,247	$ 167,306

Partnership and Member Interests

During the year ended December 31, 2015, the Fund was a limited partner in eight partnerships. During the year ended December 31, 2014, the Fund was a limited partner in seven partnerships. These investments require certain capital commitments and are stated at cost. The fair value of these investments is computed as the value of the Fund's equity, plus its allocated portion of income, expense and unrealized appreciation, or depreciation of assets as determined by each individual entity.

NOTE 2 INVESTMENTS (CONTINUED)

	Neighborhood Rejuvenation Partners, L.P.	Private Equity Core Fund (QP) II, L.P.	Private Equity Core Fund (QP) III, L.P.	Aberdeen International Partners, L.P.	Aberdeen U.S. Private Equity III (INV), L.P.	Aberdeen Real Assets Partners, L.P.	CBRE Strategic Partners U.S. Value 7, L.P.	Warburg Pincus Private Equity XII	Total
Investment at December 31, 2013	$ 1	$ 949,729	$ 1,201,658	$ 600,635	$ 1,171,993	$ 945,928	$ -	$ -	$ 4,869,944
Capital contributions	-	16,500	138,750	-	69,000	74,000	1,571,783	-	1,870,033
Withdrawals and distributions	-	(295,020)	(531,875)	(208,031)	(465,247)	(309,632)	-	-	(1,809,805)
Investment at December 31, 2014	1	671,209	808,533	392,604	775,746	710,296	1,571,783	-	4,930,172
Capital contributions	-	8,250	85,655	20,000	69,000	37,000	2,014,321	85,250	2,319,476
Withdrawals and distributions	-	(281,490)	(412,365)	(202,563)	(342,087)	(285,131)	-	-	(1,523,636)
Investment at December 31, 2015	$ 1	$ 397,969	$ 481,823	$ 210,041	$ 502,659	$ 462,165	$ 3,586,104	$ 85,250	$ 5,726,012
Initial capital commitment	$ 1,000,000	$ 1,650,000	$ 1,850,000	$ 1,000,000	$ 2,300,000	$ 1,850,000	$ 4,000,000	$ 5,500,000	$ 19,150,000
Capital contributed to date as of December 31, 2015	$ 1,000,000	$ 1,559,250	$ 1,690,530	$ 960,000	$ 2,219,500	$ 1,711,250	$ 3,586,104	$ 85,250	$ 12,811,884
Most recent valuation of partnership interest	$ 1	$ 1,019,485	$ 1,610,209	$ 956,553	$ 1,842,956	$ 839,269	$ 3,893,401	$ 77,951	$ 10,239,825

NOTE 2 INVESTMENTS (CONTINUED)

Partnership and Member Interests (Continued)

Fair value of partnership and member interests is as of the most recent information available. Fair value of Aberdeen International Partners L.P., Aberdeen Private Equity III, L.P., Aberdeen Real Assets Partners L.P., and CBRE Strategic Partners U.S. Value 7, L.P., is as of December 31, 2015 unaudited information. Fair value of Private Equity Core Fund II, L.P., Private Equity Core Fund III, L.P., is as of September 30, 2015 unaudited information. Fair value of Warburg Pincus Private Equity XII is as of December 31, 2015 audited information. Fair value of Neighborhood Rejuvenation Partners, L.P. is shown at a nominal value due to the uncertainty of realizing value on the underlying assets. The cost of the investment in SB Partners Capital Fund, L.P. was fully recovered in 2011 and a final liquidating distribution was made in 2014. The gain on liquidation of partnerships interest is reflected within the Statements of Activities

NOTE 3 OPERATING LEASES

The Fund leased its office facilities under an operating lease which commenced on January 1, 2011 and expires on May 31, 2021. Under this lease, the Fund is required to share building operating and maintenance costs and taxes. A cash security deposit of $11,600 was paid in lieu of a letter of credit during 2013 and recorded as additional rent expense given cash basis. The deposit is expected to be returned upon conclusion of the lease agreement. Future minimum rental payments under existing lease agreements for the years ended December 31 are summarized as follows:

Year Ending December 31,	Amount
2016	$ 78,606
2017	80,393
2018	82,179
2019	83,966
Thereafter	122,226
Total	$ 447,370

Total rent and equipment lease expense was $88,822 and $87,187 for the years ended December 31, 2015 and 2014, respectively.

NOTE 4 NONCONTRIBUTORY RETIREMENT PLAN

The Fund sponsors a simplified employee pension (SEP) plan qualified under Section 408(k) of the IRC. The plan is available to all employees 21 years of age and older who have performed at least one year of service in the immediately preceding five years. Contributions are at the discretion of the Fund. During the years ended December 31, 2015 and 2014, the Fund made contributions in the amount of $18,626 and $16,387, respectively.

NOTE 5 GRANTS AUTHORIZED BUT UNPAID

Total grants authorized but unpaid at December 31, 2015 and 2014 were $547,500 and $788,500, respectively.

NOTE 6 RELATED PARTY TRANSACTIONS

The board of directors (board members) are compensated for their involvement on the board. Board members receive an annual retainer and additional compensation for attending board meetings. During the current year, some Board members opted to waive their fees; the Fund made contributions to charitable organizations in honor of their pro bono service. For the years ended December 31, 2015 and 2014, total fees for all directors were $12,250 and $14,000, respectively. These fees are considered to be part of ordinary expenses of the Fund and are included in "Compensation of Officers, Directors, and Key Employees" in the Statements of Activities (Cash Basis).

NOTE 7 CONCENTRATIONS OF CREDIT RISK

The Fund maintains its cash in one commercial bank located in Chicago, Illinois. Balances on deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to specified limits. At times, the Fund's cash balances may exceed federally insured limits; however, the Fund has not experienced any losses in such account and limits its exposure to credit risk by maintaining its cash in highly reputable institutions.

NOTE 8 SUBSEQUENT EVENTS

Management evaluated subsequent events through June 16, 2016, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2015, but prior to June 16, 2016, that provided additional evidence about conditions that existed at December 31, 2015, have been recognized in the financial statements for the year ended December 31, 2015. Events or transactions that provided evidence about conditions that did not exist at December 31, 2015, but arose before the financial statements were available to be issued, have not been recognized in the financial statements for the year ended December 31, 2015.

The Woods Fund of Chicago is a grantmaking foundation committed to funding community-driven initiatives that fight the brutality of racism and poverty.

GRANTMAKING GUIDELINES

The following are the Woods Fund Chicago grantmaking guidelines that reflect our vision, mission and core principles.

Woods Fund Vision

The Woods Fund of Chicago seeks to help create a society where people of all racial and ethnic groups, across all levels of social and economic status, are empowered and have a voice to influence policies that impact their lives, and where all communities are free of poverty and racism.

The Woods Fund Mission

The Woods Fund Chicago is a grantmaking foundation committed to the promotion of social, economic, and racial justice through the support of community organizing and public policy advocacy that engages people who are most impacted.

Core Principles

Woods Fund strongly believes in the need for and effectiveness of including communities that are most impacted by poverty and structural racism in the entire process of addressing issues that affect them. To this end, the Woods Fund encourages and supports organizations and initiatives that promote community driven solutions.

Woods Fund values:
Community organizing and public policy advocacy_efforts that lead to comprehensive, authentic, relevant, and sustainable solutions.

Woods Fund believes:

Systemic change is the only way to eradicate poverty and structural racism.

People most affected by poverty and racial inequity_should be the leaders and participants in the process of addressing issues that impact them.

Woods Fund asserts:

Communities have greater strength, authority, and power through collaborative practice and collective voice.

Woods Fund commits:

To be an active partner and catalyst with organizations that share our mission and values.

Woods Fund recognizes:

Structural racism is a root cause_of many challenges facing communities and serves as a significant barrier to eradicating poverty. Dismantling structural racism in society is a means to right social and economic injustices.

OVERVIEW OF GRANTMAKING
Woods Fund seeks to support organizations that focus on ending poverty and structural racism and whose efforts include leadership by and inclusion of communities most impacted.

Woods Fund grants are generally limited to nonprofit organizations that operate in the Chicago metropolitan area and are primarily provided to organizations located in Chicago. New applicants must be organizations as described in Section 501(c)(3) of the Internal Revenue Code or have a fiscal sponsor with such. They should also have a written ruling from the IRS that they are an organization as described under Section 509(a)(1), (2), or (3) of the Code.

Types of grant opportunities
There are three types of grant opportunities and respective processes: core grantmaking, invitation-only, and special grantmaking. The specific funding allocations for core, invitation-only and special grantmaking are made annually through the foundation's budget process.

Core grantmaking encompasses the majority of Woods Fund's annual grants budget, and the Woods Fund board of directors awards these grants two times a year. Core grantmaking involves a two-part application process. The first part is the submission of the Letter of Inquiry or Intent to Apply form for new applicants and renewing organizations, respectively. If invited, the applicants proceed to the second part of the process which is submission of a Full Application or Integrated Application for new applicants or incumbents, respectively.

Core grantmaking areas include:
- Community Organizing;
- Public Policy Advocacy; and
- Intersection of Community Organizing and Public Policy Advocacy.

Invitation-only grantmaking is made to organizations that are formally invited to apply via a letter or email from the president or lead program officer. If invited, the organization will participate in one of the two grantmaking cycles each year.

Invitation-only areas include:
- Arts and Social Justice;
- Training; and
- Spotlight.

Special grantmaking may be available to organizations on a limited basis.

Special grantmaking includes:
- Capacity Building Initiative (CBI); and
- Special Opportunity Grants.

Core Grantmaking
Woods Fund board of directors has quarterly board meetings; the board approves core grants during its March and September meetings.

The current priorities for core grantmaking include funding organizations that:

- Have local board leadership and derive their agenda from the community they serve;
- Have operating budgets under $5 million;
- Are new to the Woods Fund portfolio and are either small, emerging or existing organizations that are advancing efforts in underserved or under-represented communities;
- Are willing to work in collaboration with similar institutions, stateholders, and board-based coalitions;
- Are explicitly seeking to organize and advocate for systems change that eradicates poverty and structural racism.

Poverty Eradication Priority
Woods Fund seeks to support and promote work that eradicates poverty.

Addressing the root causes of poverty has long been a priority of Woods Fund. Woods Fund recognizes the fluid state of poverty and its adverse and disproportionate impact on communities of color, immigrants, women, children, people with disabilities, and other marginalized populations. Persistent neglect and disinvestment have contributed to concentrated poverty and to the perpetuation of generational poverty. Interventions must be intentional and structural to effectively impact the cycle of poverty. Strategies must involve changing polices to create an environment where families and individuals can support themselves to the greatest extent possible, tailoring strategies to address layered systems of income suppression.

Poverty reduction requires:

- Applying differential resources to unequal needs;
- A complex, multifaceted approach that addresses the root causes of poverty;
- The dismantling and restructuring of legally protected systems that perpetuate systemic poverty.

As it relates to funding for poverty eradication, Woods Fund grantmaking is guided by the following five building blocks:

- Understanding of the complex systems that produce sustained economic inequity;
- Effectively advancing systems reform on multiple levels across various issue areas;
- Meaningful analysis of the history of long-term structural disinvestment in communities impacted by poverty;
- Recognition of the need for comprehensive structural reform;
- Systemic intervention and change at the appropriate institutional level.

Racial Equity Priority
Woods Fund seeks to support and promote work that dismantles structural racism.

Woods Fund recognizes that structural racism is a root cause of many challenges facing communities and serves as a significant barrier to eradicating poverty. Structural racism is the cumulative impact of past and present policies and practices. Racial divisions, disinvestment, disenfranchisement and discriminatory policies have produced and exacerbated income inequality and disparate access to resources and opportunities for generations of Chicagoans. This is evidenced by deep racial segregation across communities and severe disparities across nearly every quality of life indicator—from education and health to incarceration and jobs.

Racial equity is situational fairness, resulting in the inability to predict advantage or disadvantage by race, both by improving outcomes overall while also closing racial gaps in outcomes.

Racial equity requires:

- Applying differential resources to unequal needs;
- Removing barriers for dissimilarly situated individuals, families, and communities;
- Treating similarly situated individuals, families, and communities similarly;
- Addressing areas where structural racism exists.

Racial equity is a multi-issue framework that confronts racial disparities to produce fair outcomes and opportunities for all communities. It provides proactive tools, synergistic strategies and more effective policy to address structural problems. The racial equity framework provides new tools to explicitly address the racialization of policy debates that criminalize communities and limit organizing potential. Racial equity strategies connect leaders and organizations across communities and bring solutions to scale. Racial equity creates crucial spaces for those most impacted by inequities to build power and lead through collective practice and collective voice.

As it relates to racial equity funding, Woods Fund grantmaking is guided by the following six building blocks:

- Utilization of a shared language;
- Understanding of a structural perspective;
- Recognition of the need for a structural analysis;
- Systemic application of a racial equity impact analysis;
- Effectively communicating the benefits accruing to all as a result of racially equitable work; and
- Reliance on disaggregated data that advances the understanding of how different groups are differently situated.

Level of Support

Grant funding amounts depend on the size, maturity, and capacity of the grantee organization. The range of grants is $25,000 to $55,000. New and/or emerging organizations identified for funding will generally receive $10,000 annually for the initial year(s) of funding.

Type and Duration of Support

Woods Fund understands the importance of and prioritizes the provision of general operating support, when appropriate. Woods fund may prefer to provide project-based support in circumstances where:

- The organization is multifaceted and/or primarily service-based;
- The organization's budget is 60% or more allocated to non-community organizing/non-public policy advocacy work; or
- The organization is applying for a specific project; or
- The organization is new or emerging.

Multiyear Grants

Grantees that have consistently met objectives, that demonstrate strong operational and financial capacity, and that can communicate carefully considered plans for their future may be eligible for multiyear funding. Multiyear funding applications are accepted by invitation only. The decision to award a multiyear grant will depend on a number of factors, including a clear and well-organized plan that includes methods used to evaluate progress, the number of organizations eligible for multiyear funding, and the amount of Woods Fund funding available for long-term commitments. Thus, applicants for multiyear funding, even if invited to apply, may receive funding only for one year.

To be considered, an organization must:

- Have a high level of board and senior staff composition inclusive of communities of color;
- Have received consecutive funding from Woods Fund for at least the previous two years;
- Be a financially stable organization without significant operating deficits;
- Be a collaborative partner and field builder;
- Consistently meet objectives;
- Have a trajectory towards or already demonstrated it is a high performing and sustainable organization.

If granted, multiyear funding may not be guaranteed due to subsequent factors such as grantee non-performance, non-compliance, or significant changes in organizational leadership and/or objectives. Further, there may be subsequent factors at the Woods Fund that may result in an inability to completely fund an entire multiyear cycle.

Core Grantmaking Program Areas

Community Organizing
The Community Organizing program area supports work that enables democracy at the grassroots level and beyond. It is a process that brings together people who individually may lack sufficient power, but collectively may form an influential group of people that can improve opportunities and communities. Community organizing may be locally focused, but has the intention and potential to have reverberations beyond a particular neighborhood into the larger social strata.

Once organized into an effective entity, individuals gain a vehicle for articulating their concerns and goals, proposing ideas and solutions, demanding accountability from influential forces, and shaping the relevant public policies. Successful organizing "builds power for effective action in the public arena." It also generates hope, fosters leadership as well as intentional communities of interest, and strengthens institutions in economically disadvantaged neighborhoods. As a structure, community organizing is largely comprised of dedicated volunteers, assisted by paid or volunteer leaders.

Woods Fund aims to support community organizing within organizations that:

- Develop independent, community-controlled organizations that elect their own leaders and determine their own issues;
- Engage people most impacted by poverty and structural racism in creating strategies to achieve systemic change;
- Provide ongoing opportunities to develop the leadership capacity of members/leaders, including involving in campaign strategy, organizational development, and governance;
- Develop organizations whose efforts may be locally focused but have the potential to reverberate beyond a particular neighborhood;
- Have or seek to develop relationships with similar organizations and broad-based coalitions to achieve greater impact both within and beyond the Chicago metropolitan area;
- Demonstrate the ability to build a powerful constituency that is capable and prepared to challenge powerful interest if necessary to achieve change;
- Seek to influence and shape public policies to address systemic poverty and structural racism;

- Continually reflect on, improve and document practices to increase effectiveness of both operations and outreach;
- Share best practices and learning experiences with other organizations funded by Woods Fund and its stakeholders.

Organizations that seek to apply for a Woods Fund Community Organizing grant should follow the instructions outlined at the end of these guidelines.

Public Policy Advocacy
The Public Policy Advocacy program area supports a range of activities that can influence public debate and policy decisions to address poverty and promote racial equity and that prompt or lead to systemic changes to support and empower low-income, marginalized communities.

Public policy creation is the result of an incremental, often long-term process, with many variables and participants. Public policy changes in stages, in waves of momentum rising and building to create a change. Due to its complexity and unpredictability, no one group or organization can control the public policy process.

Effective advocacy can include educating the public and policy makers about issues of concern, striving to influence legislation, working to shape development of governmental agency rules and regulations, litigating on public policy issues, and ensuring that under-represented communities have a voice in the policy process.

Woods Fund aims to support public policy advocacy within organizations that:
- Seek to create systems change to address poverty and structural racism;
- Engage people most affected by injustice and inequities in defining the public policy problems and agenda setting;
- Establish partnerships and connections with community groups and grassroots organizations to ensure that policy recommendations are informed by those most impacted;
- Employ strategies that maximize influence through uniting voices to build collective power;
- Augment and enhance the work of Woods Fund community organizing grantees;
- Work on policy changes that have a high potential for short-term and long-term successes;
- Understand the complexity and regional landscape of public policy;
- Have earned the respect of partners in the field and community-based organizations;
- Have access to a wide network that can benefit the work of the Woods Fund and its grantees;
- Conduct research and gather information;
- Network and build coalitions to bring groups together in a coordinated strategy to win effective solutions to policy problems; and
- Provide information to public officials, decision-makers, and the public.

Public policy advocacy can include any effort intended to shape government actions including the influencing of:
- Decisions made by local, state and federal elected officials, such as the passage of bills, executive orders and budget allocations;
- Decisions made directly by voters, such as referendums;
- Decisions made by local, state or federal agencies about how policies are implemented, including regulations, agency practices, and policy enforcement; and

- Legal actions that set precedents and interpret existing laws.

Please note that Woods Fund requires that grantees adhere to lobbying limits established by the federal government for organizations with a 501(c)(3) designation. Please refer to the information provided on the BolderAdvocacy.org of the Alliance for Justice website for a detailed description for regulations and requirements for nonprofits engaged in advocacy work.

Organizations that seek to apply for a Woods Fund Public Policy grant should follow the instructions outlined at the end of these guidelines.

Intersection of Community Organizing and Public Policy Advocacy
Woods Fund believes that community organizing and public policy advocacy can be strengthened through an integrated approach. Therefore, Woods Fund welcomes intersection applications that develop policy recommendations and advocacy strategies that are led by the communities impacted. These strategies should build the capacity of community organizers and community organizing efforts to move beyond local issues and more purposefully address system and policy change. These organizations have a sophisticated understanding of the local and regional landscape of public policy. An organization that operates at the intersection of community organizing and public policy advocacy is connected to collaborative efforts and leverages its power with its allies to implement systems change.

Woods Fund aims to support intersection grants with organizations that have the characteristics outlined in the Community Organizing and Public Policy areas.

Organizations that seek to apply for a Woods Fund Intersection of Community Organizing and Public Policy Advocacy grant should follow the instructions outlined at the end of these guidelines.

Organizational Profile
Woods Fund wants to know more about the composition of grant seekers' boards, staff, membership and the individuals/communities they actively engage. This information helps the Woods Fund better understand if the demographics of its constituency is reflected in its leadership. Although some of the categories require self-disclosure, please complete the profile as fully as possible with information that is known at the time of the application submission. Please do not provide percentages.

Woods Fund believes it is important that the board and senior staff of its grantee partners are inclusive of people of color and that they reflect the communities they represent and/or serve.

To be considered, all applicants must provide information about their organization's leadership demographics. For inclusiveness of people of color on an organization's board and senior staff, prospective and current grantee partners will receive a rating of low, medium, or high, as outlined below.

Percentage of People of Color in Leadership (board and senior staff)	Rating
25% or less	Low
26% to 40%	Medium
41% to 100%	High

After two years of funding from the Woods Fund, all grantee partners must have at least a medium rating of inclusiveness of people of color on the board and senior staff. Only grantee partners with a high rating will be eligible for multiyear funding.

Invitation Only

Arts and Social Justice

Organizations applying for Arts and Social Justice grants must be formally invited to apply via a letter or email from the president or lead program officer. If invited, organizations will participate in one of the two grantmaking cycles.

Woods Fund supports arts and social justice work that inspires, educates, engages, and mobilizes communities most impacted by poverty and structural racism. Art and social justice work can both inspire reflection and action on critical issues and can advance community-led solutions to address these issues.

Woods Fund may invite proposals to fund arts and social justice efforts that:

- Engage those most impacted in the work;
- Galvanize people and move them to action in organizing campaigns and public policy advocacy efforts;
- Use arts to highlight issues of communities that are marginalized to advance community-led solutions, encourage action, and promote equitable public policies for systems change;
- Use arts as a tool to inspire or execute organizing goals and attracting people to take action in community organizing campaigns and/or public policy advocacy efforts;
- Raise awareness and promote community-led solutions on issues of racial equity and poverty reduction;
- Develop and identify tools to demonstrate the effective use of art and culture as a social justice strategy to support and enhance community organizing and public policy advocacy strategies; and
- Demonstrate high artistic quality

Training

Organizations must be formally invited to apply for Training grants via a letter or email from the president or lead program officer. If invited, they will participate in one of the two grantmaking cycles.

Woods Fund may support a limited number of organizations and institutions whose primary mission is to provide the following kinds of trainings and technical assistance:

- Community organizing trainings that focus on engaging community members and/or organization staff and stakeholders to learn about community organizing, including a systems and power analysis, issue identification, campaign targeting, strategy development, campaign tactics, communications, policy analysis, leadership development, and evaluation.
- Public policy/advocacy trainings that focus on engaging community members and/or organization staff and stakeholders in learning about municipal, state and federal legislative processes, policy analysis and development, identifying legislative targets, conducting legislative visits, coordinating lobby days and bill tracking.

Woods Fund may support organizations and institutions that provide trainings that:

- Include an analysis of race, class, gender, sexual orientation and other systems of oppression;
- Take a systems change approach to addressing social, political and economic problems;
- Emphasize and incorporate collective action;
- Develop the leadership of those who are directly impacted by the issue the campaign and organization seeks to remedy; and
- Connect training participants with community organizing and/or public policy efforts.

Spotlight

Spotlight funding is an invitation-only opportunity. Through a collective impact approach, Spotlight funding seeks to invest in a specific issue area of concern or a segment of the city where investment from Woods Fund will have a significant, catalyzing impact. Collective impact initiatives involve a centralized infrastructure, a dedicated staff, and a structured process that leads to a common agenda, shared measurement, continuous communication, and mutually reinforcing activities among all participants.

The current Spotlight Initiative is Right On Justice, an alliance that seeks to transform schools, communities and the justice system through relationship-building and policies that effectively halt the school-to-prison pipeline and reduce mass incarceration in communities of color. Right On Justice was identified in March 2014 for Spotlight funding. A two-year grant was made to Communities United to work in partnership with Adler University.
A future issue area will be identified after significant input from existing grantees, colleagues in philanthropy and government, and other stakeholders.

Woods Fund staff will implement a request for proposal (RFP) process.

Special Grantmaking

Special grantmaking may occur throughout the year, and is generally by invitation only. Special grantmaking includes:

- Capacity Building Initiative (CBI);
- Special Opportunity Fund.

Capacity Building Initiative (CBI)

Current Woods Fund grantees must be formally invited to apply to participate in the Capacity Building Initiative via a letter or email from the president or lead program officer. If invited, the grantee will participate in a separate application process.

CBI targets small and emerging grantees that would benefit from individualized consultant support and peer learning workshops.

Woods Fund may invite proposals to fund capacity building efforts that strengthen:

- Internal operations and controls;
- Financial management and budgeting;
- Fundraising;
- Board and staff development;
- Constituent leadership development; and
- Additional organizational components that help build the infrastructure and sustainability of the organization's work.

Special Opportunities Fund
Special opportunities grants are available on a limited basis for one-time, time-sensitive efforts as approved by the president. Guidelines may be furnished upon request in writing to the president.

Evaluation Principles
Woods Fund seeks to imbed meaningful, effective, and efficient evaluation in all aspects of its work. Therefore, the Woods Fund has developed an evaluation and learning strategy for its main program areas: Community Organizing, Public Policy Advocacy, and Intersection of Community Organizing and Public Policy Advocacy. Through evaluation, Woods Fund will share best practices and "learnings" from its grantees and produce compelling and systematic reports delineating how community organizing and public policy advocacy directly create social change and dismantle poverty and structural racism. These reports and insights will be used to further the work of the grantees and build support for greater philanthropic investments in community organizing and public policy advocacy efforts.

Woods Fund believes that evaluation must be conducted in the spirit of **learning** and **accountability** through **partnership**.

In this spirit, the evaluation will be conducted to include:

- **Learning:** identify shared experiences and challenges in an ever-changing environment and to lift up best practices or strategies that can be replicated for greater impact.
- **Multifaceted accountability:** ensure Woods Fund is a responsible steward of the endowment and staying true to its mission, vision, and core principles. In addition, Woods Fund aspires to achieve mutual accountability with its grantees.
- **Partnership:** work collaboratively with grantees to ensure meaningful learning and efficient and effective evaluation strategies.

Funding Limitations and Restrictions
While Woods Fund supports many types of organizations and activities, the following will not be considered:

- Business or economic development projects;
- Capital campaigns, capital projects, and capital acquisitions;
- Endowments;
- Sponsorship of fundraising benefits or program advertising;
- Health care institutions;
- Housing construction or rehabilitation;
- Individual needs;
- Medical and scientific research;
- Programs in and for individual public and private schools;
- Religious or ecumenical programs;
- Residential care, rehabilitation, counseling, clinics, and recreation programs;
- Scholarships and fellowships;
- Social and welfare services, except special projects with a clear public policy strategy.

APPLYING FOR A GRANT

Letter of Inquiry (LOI) Instructions for New Applicants

Woods Fund requires organizations not currently funded by the foundation to first submit a completed Letter of Inquiry form (LOI). Woods Fund offers informational sessions in advance of the Letter of Inquiry deadline, which prospective applicants may attend to learn more about Woods Fund and ask questions about the guidelines and application process.

LOIs are used to assess how well the proposed request matches Woods Fund's priorities. The LOI requests information on the organization's plans, capabilities, budget, and expected outcomes.

Please use the LOI Form found on Woods Fund's web site (www.woodsfund.org). Woods Fund requires this form be submitted in electronic format, as a Word document, no later than midnight on the due date. Please refer to deadlines for submission. Forms should be sent to application@woodsfund.org.

In preparing the letter of inquiry form, please check to make sure that it:

- Fits with Woods Fund's vision, mission, core principles, and priorities;
- Provides a clear understanding of how the organization/project proposes to engage and include people most affected by poverty and structural racism in the process of addressing issues that impact them;
- Offers clear goals, proposed outcomes, key strategies, and timelines for community organizing and/or public policy;
- Demonstrates strong administrative management practices that include deliberate strategic planning, strong leadership and governance, the development of a financial base, and diverse fundraising efforts.

Once an LOI is submitted via email, the applicant will receive an electronic verification that the application was received. If an electronic verification is not received within 48 hours, please contact the grants manager. Those submitting LOIs will receive an email response from Woods Fund staff approximately two weeks after the deadline date notifying them if they are invited to submit a full application.

Intent to Apply (ITA) Form Instructions for Returning Grantee Partners

Returning grantee partners must submit an Intent to Apply Form (ITA). Please refer to deadlines for submission. The purpose of the ITA is to outline goals for the coming grant year. The ITA can be found on Woods Fund's web site at www.woodsfund.org. Woods Fund requires that this form be submitted in electronic format, as a Word attachment, no later than midnight on the due date. Forms should be sent to application@woodsfund.org.

Once an ITA is submitted via email, the applicant will receive an electronic verification that the application was received. If an electronic verification is not received within 48 hours, please contact the grants manager. Unless there is a significant change from previous work, those submitting ITAs will automatically receive an invitation to submit an integrated application at least one month prior to the submission date for full applications.

Additional Attachments

It is optional to include a maximum of three attachments of work products (reports, press clippings, written evaluations, and reports) that you feel highlight and reflect your organization. Be judicious in selection of attachments and include representative products versus the entire collection of work products associated with this grant.

Please see below the checklist of attachments. Applications submitted without all of the required attachments will be considered incomplete **and will not be reviewed.**

Checklist of Attachments:

- A list of the organization's board of directors, with contact information
- A list of three references including names, organizational affiliations, phone numbers and email addresses
- Organizational budget(s) for the year(s) to which grant funds will apply
- Current fiscal year annual operating budget (revenue and expenses)
- Current year-to-date financial statement
- Financial statement for the most recently completed fiscal year if audit is not yet available
- Most recently completed annual audit*
- IRS Form 990

If applying for project support, please also include:

- Project budget for the year(s) to which grant funds will apply (revenue and expenses)
- Last year's project budget (revenue and expenses)

**If organization has a fiscal sponsor, please submit:*

- The fiscal sponsor's annual audit
- The fiscal sponsor agreement
- Board approved internal controls policy

All other financial documents should be those of the applying organization.

APPLICATION AND AWARD TIMETABLE

PROGRAM AREAS	Letter of Inquiry or Intent to Apply Form Submission Date	Date for Woods Fund Response	Full Application Submission Date	Board Decisions
All areas, first cycle 2015	By December 5, 2014	Respond by December 19, 2014	January 9, 2015	March 26, 2015
All areas, second cycle 2015	By May 29, 2015	Respond by June 12, 2015	July 7, 2015	September 23, 2015

Detail to Page 11, Part XV, Item 3a
Grants and Contributions Paid During the Year

Organization Name and Address/Purpose of Grant	Status	Amount	Category Totals
For Community Organizing			
A Just Harvest a/k/a Northside P.O.W.E.R. P O Box 608033, Chicago, IL 60626 *Support for Northside P O W E R , organizing around issues such as housing, employment, and bank accountability*	PC	20,000	
Albany Park Neighborhood Council (now known as Communities United) 4749 N Kedzie Ave , 2nd floor, Chicago, IL 60625 *Final payment of three-year support for a grassroots organization addressing issues such as affordable housing, education, youth resources, health care policies and immigrant rights*	PC	40,000	
Alianza Leadership Institute d/b/a Alliance of the Southeast 9204 S Commercial Ave , Suite 301, Chicago, IL 60617 *Support for a multicultural organization based in South Chicago that focuses on bringing together Latino and African Americans to address root causes of poverty, including equitable community development, tenant organizing, youth leadership and neighborhood safety*	PC	33,000	
Alliance of Filipinos for Immigrant Rights and Empowerment 7315 N Western Ave , Suite B, Chicago, IL 60645 *Support for a Filipino organization engaged in organizing and policy advocacy around immigration reform and domestic worker issues*	PC	20,000	
Arab American Action Network 3148 W 63rd St , 2nd floor, Chicago, IL 60629 *Support for community organizing work against Arab and Muslim profiling and violence, and for youth and women issues*	PC	27,250	
Blocks Together 3711 W Chicago Ave , Chicago, IL 60651 *Support for a multi-issue grassroots organization that addresses issues such as school improvement, youth restorative justice, affordable housing, and government accountability*	PC	40,000	
Center for Social Inclusion 150 Broadway, Suite 303, New York, NY 10038 Support for a workshop, "Advancing Racial Equity the Role of Government"	PC	15,000	
Centro de Trabajadores Unidos: Immigrant Workers' Project c/o St George Catholic Church Rectory, 9546 S Ewing Ave , Chicago, IL 60617 *Support for a Latino-led worker center to promote worker rights, develop the leadership of low-income workers and organize around immigration reform*	PC	30,000	
Chicago American Indian Community Collaborative **Fiscal sponsor is Mitchell Museum of the American Indian** 3001 Central St , Evanston, IL 60201 *Support for the systems reform and public policy advocacy work of a network of Native American organizations through leadership development training and education*	PC	15,000	
Garfield Park Community Council 300 N Central Park, Chicago, IL 60624 Support for community organizing work in housing, community safety, and worker rights	PC	10,000	
Inner-City Muslim Action Network 2744 W 63rd St , Chicago, Il 60629 *Support for a campaign to bring together community residents and local storeowners on issues related to food justice and to bridge racial and cultural divides*	PC	22,250	

Interfaith Leadership Project (formerly of Cicero, Berwyn and Stickney) 1510 S 49th Ct , Cicero, IL 60804 *Support to a faith-based, multi-issue organization in predominantly Latino western suburbs organizing around issues such as foreclosure prevention, civic engagement and immigrant rights*	**PC**	20,000
Kenwood Oakland Community Organization 4242 S Cottage Grove Ave , Chicago, IL 60653 *Final payment of three-year support to engage and organize low-income and working families around issues of affordable housing, youth leadership, and education*	**PC**	40,000
Local Initiatives Support Corporation, a/k/a LISC Chicago 135 S La Salle St , #2230, Chicago, IL 60603 *Support for the 2014 Chicago Neighborhood Development Award and associated event*	**PC**	15,000
Support for the 2015 Chicago Neighborhood Development Award and associated event		15,000
Logan Square Neighborhood Association, Inc. 2840 N Milwaukee Ave , Chicago, IL 60618 *Final payment of three-year support for a multi-issue, grassroots organization addressing issues such as affordable housing, foreclosure prevention, school improvement, and living wage jobs*	**PC**	40,000
Lugenia Burns Hope Center Inc. **Fiscal sponsor is Kenwood Oakland Community Organization** 710 E 47th St , Suite 200W, Chicago, IL 60616 *Support for organizing efforts to expand affordable housing options for the low-income residents of Bronzeville*	**PC**	35,000
Mothers Opposed to Violence Everywhere **Fiscal sponsor is St. Agatha's Catholic Church** 3147 W Douglas Blvd , Chicago, IL 60623 *Support for organizing mothers and parents to address issues of public safety and education reform*	**PC**	15,000
Mujeres Lainas En Accion 2124 W 21st Pl , Chicago, IL 60608 Support for a project to create community advocacy councils, to coordinate the councils and provide training and ongoing support	**PC**	10,000
Organizing Neighborhoods for Equality: Northside (formerly Organization of the NorthEast) 4648 N Racine Ave , Chicago, IL 60640 *Support for a multi-issue, grassroots organization focused on issues such as affordable housing, education reform and neighborhood safety*	**PC**	50,000
P.A.S.O./West Suburban Action Project **Fiscal sponsor is Illinois Coalition for Immigrant and Refugee Rights** 3415 W North Ave , Melrose Park, IL 60160 *Support for an organization in the western suburbs focusing on immigration reform, public safety, and education equity*	**PC**	25,000
People for Community Recovery 13330 S Corliss Ave , Chicago, IL 60827 *To support an organization that works on issues of housing, the environment and human rights issues*	**PC**	15,000
Southside Together Organizing for Power **Fiscal sponsor is Illinois Justice Foundation** 602 E 61st St , Chicago, IL 60637 *Final payment of two-year support for a multi-issue grassroots organization on issues such as affordable housing preservation, access to health care, and juvenile justice*	**PC**	33,000

Voices of Youth in Chicago Education **Fiscal sponsor is Communities United** 4749 N Kedzie Ave , Chicago, IL 60625 *Recipient of the Woods Fund of Chicago 2015 Power of Community Award for outstanding community organizing*	**PC**	15,000	
Total for Community Organizing			600,500
For Public Policy			
Business and Professional People for the Public Interest 25 E Washington St , Suite 1515, Chicago, IL 60602 *Support for a program to increase and equitably distribute affordable housing and to address the Chicago area's foreclosure crisis*	**PC**	40,000	
Center for Tax and Budget Accountability 70 E Lake St , Suite 1700, Chicago, IL 60601 *Support of a bipartisan fiscal think tank focused on fair tax policy for less-advantaged residents of Illinois through advocating a progressive income tax and education equity*	**PC**	40,000	
Chicago Community Foundation 225 N Michigan Ave , Suite 2000, Chicago, IL 60601 *Support for community organizing, advocacy and communication strategies to raise awareness of the impact of the Illinois budget crisis*	**PC**	25,000	
Chicago Jobs Council 29 E Madison, Suite 1700, Chicago, IL 60602 *Support for a campaign that advocates for integrated workforce and economic development policy, particularly for the most disadvantaged job seekers*	**PC**	25,000	
Chicago Lawyers Committee for Civil Rights under the Law 100 N La Salle St , Suite 600, Chicago, IL 60602 *Support for the organization's educational equity project*	**PC**	15,000	
Illinois Asset Building Group **Fiscal sponsor is Heartland Alliance for Human Needs and Human Rights** 33 W Grand Ave , Suite 500, Chicago, IL 60654 *Support for a coalition that works to advance asset-building policies such as state sponsored children's savings accounts and to increase the number of financial institutions offering small dollar loans*	**PC**	30,000	
Illinois Partners for Human Services 310 S Peoria, Suite 404, Chicago, IL 60607 *Support for a statewide coalition of service providers working through public policy advocacy to maintain and increase human services for those most impacted by the Illinois budget impasse*	**PC**	10,000	
John Howard Association of Illinois 375 E Chicago Ave , Suite 529, Chicago Il 60611 *Support for public policy advocacy to improve the criminal justice system by promoting adult and juvenile prison reform that will lead to successful reintegration and enhanced community safety*	**PC**	12,000	
Juvenile Justice Initiative 518 Davis, Suite 211, Evanston, IL 60201 *First payment of two-year support for a statewide coalition advocating for concrete improvements for youth in the criminal justice system and for reduced incarceration of juveniles in Illinois*	**PC**	30,000	
Metropolis Strategies d/b/a Illinois Justice Project 21 S Clark St , Suite 4301, Chicago, IL 60603 *Support for advocacy on criminal justice policy reform across the spectrum of the Illinois criminal justice system to make informed, rational policy decisions that result in long-term crime reduction, reduced inappropriate incarceration and positive outcomes*	**PC**	25,000	

Sargent Shriver National Center on Poverty Law **PC**
50 E Washington St, Suite 500, Chicago, IL 60602
Support for public policy advocacy to reduce poverty in Illinois, including efforts to increase earnings and assets, expand health care, and increase opportunities for low-income families and individuals 55,000

United Congress of Community and Religious Organizations
Fiscal sponsor is Inner-City Muslim Action Network **PC**
2744 W 63rd St, Chicago, IL 60629
First payment of two-year support for a coalition of grassroots organizations that offers trainings and supports collective organizing and advocacy efforts within a multiracial, human rights framework 30,000

Women Employed **PC**
65 E Wacker Pl, Suite 1500, Chicago, IL 60601
Support for an organizing project to bring low-income student leaders into the financial aid policy arena and to advocate for other needs of low-income students 20,000

Woodstock Institute **PC**
29 E Madison St, Suite 1710, Chicago, IL 60602
Support for an organization connecting community groups and the broader public to original research and policy analysis regarding lending policies for low-income families and individuals 25,000

Total for Public Policy 382,000

For the Intersection of Community Organizing and Public Policy

Access Living of Metropolitan Chicago **PC**
115 W Chicago Ave, Chicago, IL 60654
Support for organizing and advocacy on disability rights related to affordable, accessible housing and education equity 15,000

Action Now Institute **PC**
820 W Jackson Blvd, Suite 330, Chicago, IL 60607
Final payment of three-year support for multi-issue, grassroots organizing on issues of foreclosure prevention, bank accountability, quality education and raising the minimum wage 40,000

Affinity Community Services **PC**
1424 E 53rd St, Suite 306, Chicago, IL 60615
Second payment of two-year support for social justice advocacy with and on behalf of black LGBTQ communities around marriage equality, youth and immigrant rights 23,000

Asian Americans Advancing Justice - Chicago, a/k/a Asian American Institute **PC**
4753 N Broadway St, Suite 904, Chicago, IL 60640
Support for its efforts to empower the Asian American community through advocacy by utilizing education, research, and coalition building 18,000

Brighton Park Neighborhood Council **PC**
4477 S Archer Ave, Chicago, IL 60632
First payment of two-year upport for a multi-issue grassroots organization to support its education organizing work 40,000

Cabrini-Green Legal Aid Clinic **PC**
740 N Milwaukee Ave, Chicago, Il 60642
Support for community organizing and advocacy work in criminal justice reform 20,000

Chicago Anti-Eviction Campaign
Fiscal sponsor is Illinois Justice Foundation **PC**
1401 E 75th St, Chicago, IL 60619
Support for an organization using a human rights lens that regards housing as a fundamental right and works to empower those directly impacted by displacement and homelessness 15,000

Chicago Coalition for the Homeless 70 E Lake St , Suite 720, Chicago, IL 60601 *Support for organizing and advocacy efforts to prevent homelessness through campaigns for affordable housing, homeless youth and alleviation of state budget cuts*	**PC**	40,000
Chicago Community and Workers Rights **Fiscal sponsor is Universidad Popular a/k/a Latin Center** 2232 S Marshall Blvd , Chicago, IL 60623 *Support for a Latino-based worker center focused on educating and organizing workers in Little Village and the western suburbs around issues of workers and immigration rights*	**PC**	15,000
Chicago Religious Leadership Network on Latin America 4750 N Sheridan, Suite 427, Chicago, IL 60640 *Support to develop community and faith leadership in organizing for state and federal immigration reform policies*	**PC**	12,000
Chicago Workers' Collaborative 5014 S Ashland, Chicago, IL 60609 *First payment of two-year support to promote full employment and equity for primarily temporary staffing workers of color with a focus on leadership development, community organizing and public policy advocacy*	**PC**	40,000
Coalition for a Better Chinese American Community **Fiscal sponsor is Chinese American Service League Inc.** 155 N Harbor Dr , Unit 2112, Chicago, IL 60601 *Support to engage Chinese youth and adults in organizing around redistricting and government responsiveness*	**PC**	20,000
Community Organizing and Family Issues 1436 W Randolph, 4th floor, Chicago, IL 60607 *First payment of two-year support for a citywide organization of low-income parents of color by providing organizing training and engaging in campaigns to improve the lives of low-income families*	**PC**	35,000
Community Renewal Society 111 W Jackson Blvd , Suite 820, Chicago, IL 60604 *Support for a faith-based organization working to eliminate race and class barriers through community organizing, training and various publications, including the <u>Chicago Reporter</u> and a blog titled "The Powers that Be"*	**PC**	35,000
ENLACE Chicago 2756 S Harding, Chicago, IL 60623 *Final payment of three-year upport for multi-issue, grassroots organizing work in a predominantly Latino neighborhood on issues such as juvenile justice, school reform and immigrant rights*	**PC**	35,000
Fathers, Families, and Healthy Communities 3901 S State St , Chicago, IL 60619 *Support for an organization engaging African American non-custodial fathers to build and develop family strengthening and responsible father engagement policy and advocacy*	**PC**	12,500
First Defense Legal Aid 5100 W Harrison, Chicago, IL 60644 *Support for a project to address disproportionate minority confinement and police overreach in Chicago by providing a police custody hotline, education and leadership development and community organizing*	**PC**	15,000
Grassroots Collaborative 637 S Dearborn St , 3rd floor, Chicago, IL 60605 *First payment of three-year support for a broad-based community and labor coalition by organizing for good wages, quality schools and affordable housing and by providing leadership development trainings and education workshops to deepen members skills and analysis*	**PC**	40,000

Housing Action Illinois 11 E Adams, Suite 1601, Chicago, IL 60603 *Support for state-level public policy advocacy to improve affordable housing opportunities for low-income families*	PC	30,000
IIRON Education Fund, NFP 1423 W Greenleaf Ave , Chicago, IL 60626 *Support for Chicago-based work of a Midwest coalition focusing on decriminalization of drug offenses changing bail and bond policies, and living wages by constituent leadership development and community organizing*	PC	20,000
Illinois Caucus for Adolescent Health 226 S Wabash, Suite 900, Chicago, IL 60604 *Support for a community organization that works with young parents and youth to impact policy change through education, leadership development and public policy advocacy*	PC	10,000
Illinois Coalition for Immigrant and Refugee Rights 55 E Jackson Blvd , Suite 2075, Chicago, IL 60604 *Final payment of three-year support for a coalition of grassroots and ethnic organizations advocating for fair immigration reform at the local, state and federal levels*	PC	40,000
Illinois Hunger Coalition 205 W Monroe, Suite 310, Chicago, IL 60606 *Support for advocacy to increase access to food subsidies and other income supports for low-income individuals and families*	PC	20,000
Immigrant Funders' Collaborative **Fiscal sponsor is The Chicago Community Trust** 225 N Michigan Ave , Suite 2200, Chicago, IL 60601 *Support toward a local fund, to be matched with national funds, for community organizing and public policy work*	PC	10,000
Jane Addams Senior Caucus 1111 N Wells St , Suite 302, Chicago, IL 60610 *First payment of two-year support for organizing senior citizens to lead campaigns that are informed by a racial justice analysis and build power on issues of health care, economic justice, social security reform and housing*	PC	25,000
Korean American Resource and Cultural Center 6212 N Lincoln Ave , Chicago, IL 60659 *First payment of two-year support for organizing and public policy advocacy toward social, economic and racial justice on issues of immigrant and youth rights and civic participation*	PC	40,000
Latino Policy Forum 180 N Michigan Ave , Suite 1250, Chicago, IL 60601 *Final payment of two-year support for a strategic alliance of Latino nonprofits in Illinois working to secure equity, resources and investments for Latinos while building power, influence and leadership*	PC	40,000
Latino Union, Inc., a/k/a Latino Union of Chicago 3416 W Bryn Mawr Ave , Chicago, IL 60659 *First payment of two-year support for an organization engaging day laborers to ensure workplace rights and fair immigration policy*	PC	40,000
Northwestern University School of Law, Bluhm Legal Clinic 357 E Chicago Ave , Chicago, IL 60611 *Support for the organization's work as the facilitator of the Illinois Coalition for Fair Sentencing of Children*	PC	25,000

Open Communities 614 Lincoln Ave , Winnetka, IL 60093 *First payment of two-year support for organizing and educating tenants on their rights and advocating for affordable rental housing in Chicago's northern suburbs*	PC	25,000	
Pilsen Alliance 1744 W 18th St , Chicago, IL 60608 *Support for a multi-issue, grassroots organization working on environmental, education and economic justice issues*	PC	25,000	
Progress Center for Independent Living 7521 Madison St , Forest Park, IL 60130 *Support for organizing on issues impacting seniors living with disabilities including efforts to build affordable, accessible rental housing in suburban Cook County*	PC	10,000	
Raise Your Hand Coalition for Illinois Public Education 4044 N Lincoln, #225, Chicago, IL 60618 *Support to engage parents across Chicago to improve Illinois' education system*	PC	15,000	
Restaurant Opportunities Center of Chicago **Fiscal sponsor is Restaurant Opportunities Center United** 77 W Washington St , Suite 812, Chicago, IL 60602 *Support for a campaign that addresses the barriers low-wage workers face and to shift the imbalance of power by lifting industry standards by creating consequences for exploitive behavior, promoting the "high road", and conducting research and policy work*	PC	30,000	
Southsiders Organized for Unity & Liberation 6400 S Kimbark, Chicago, IL 60637 *Support for organizing to implement a vacant property ordinance, protect social safety nets and secure new resources to the area*	PC	30,000	
Southwest Organizing Project 2558 W 63rd St , Chicago, IL 60652 *Final payment of three-year support to engage leaders in organizing and policy efforts to address foreclosures, immigration reform, education reform and public safety*	PC	40,000	
Supportive Housing Providers Association 2501 W 82nd St , Chicago, IL 60652 *Support for advocacy to increase low-income housing opportunities paired with support services in Illinois*	PC	25,000	
United African Organization, Inc. 3424 S State St , Suite 3C8-2, Chicago, IL 60616 *First payment of two-year support for a coalition of grassroots organizations advocating on issues such as immigration reform and community health organizing.*	PC	35,000	
Warehouse Workers for Justice Center 37 S Ashland, 1st floor, Chicago, IL 60607 *Final payment of two-year support for a worker-led center focused on developing leaders to ensure the protection of workers' rights in the warehouse and distribution industry*	PC	25,000	
Workers Center for Racial Justice 500 E 61st St , 2nd floor, Chicago, IL 60637 *Support for an emerging workers center that will engage African Americans in worker and community-based campaigns*	PC	25,000	
Total for the Intersection of Community Organizing and Public Policy			1,055,500

For Arts and Social Justice

Albany Park Theater Project P O Box 25072, Chicago, IL 60625 *Final payment of two-year support for a multi-ethnic, youth theater ensemble that uses art to communicate and organize community members and legislators in support of immigrantion and housing reform*	PC	20,000	
Circles and Ciphers **Fiscal sponsor is The United Church of Rogers Park** 1545 W Morse Ave , Chicago, IL 60626 *Support for a community organiation building a restorative justice hub by engaging gang-involved youth through hip hop infused peacemaking circles*	PC	15,000	
Free Spirit Media 1327 W Washington Blvd , #103B, Chicago, IL 60608 *Support for a collaborative project of multimedia information aimed at promoting better informed conversations about the past, present and future of public education in Chicago*	PC	10,000	
Storycatchers Theatre 544 W Oak St , Suite 1005, Chicago, IL 60610 *Support for a project using performing arts to build bridges between the juvenile justice system and mental health communities and advocacy groups to advance policy change for incarcerated youth*	PC	20,000	
Total for Arts and Social Justice			65,000

For Training

Midwest Academy 27 E Monroe, #1100, Chicago, IL 60603 *To support a community organizing internship project, which recruits a diverse group of youth and trains them in organizing and advocacy, and provides interns to community-based organizations in an effort to build sustainable community organizations in Chicago*	PC	30,000	
Total for Training			30,000

For Recognition of Board Service

The following grants were made in honor of directors' pro bono services:

A Just Harvest P O box 608033, Chicago, IL 60626	PC	500
Black Youth Project **Fiscal sponsor is National Korean American Service & Education Consortium** 5733 S University Ave , Chicago, IL 60637	PC	2,500
Cara Program 237 S Desplaines, Chicago, IL 60661	PC	2,750
Chicago Coalition for the Homeless 70 E Lake St , Suite 720, Chicago, IL 60601	PC	500
Chicago Mariachi Project 1819 W 19th St , Chicago, IL 60608	PC	1,000
Chicago Public Media 848 E Grand Ave , Chicago, IL 60611	PC	5,000
Circles & Ciphers **Fiscal sponsor is United Church of Rogers Park** 1545 W Morse Ave , Chicago, IL 60626	PC	1,000
Cristo Rey Jesuit High School 1852 W 22nd Pl , Chicago, IL 60608	PC	1,000

ElevArte Community Studio 1119 W Cullerton, 3rd fl , Chicago, IL 60608	PC	500
Erie Elementary Charter School 1405 N Washtenaw St , Chicago, IL 60622	PC	1,500
Housing Forward 1851 S Ninth Ave , Maywood, IL 60153	PC	500
Institute for Latino Progress 2520 S Western Ave , Chicago, IL 60608	PC	1,000
Juvenile Justice Initiative 518 Davis, Suite 211, Evanston, IL 60201	PC	500
Kennedy Forum, The **Fiscal sponsor is Mental Health Leadership Initiative** 1543 N Wells, Garden Level, Chicago, IL 60604	PC	1,000
La Vilita Community Church 2300 Millard Ave , Chicago, IL 60623	PC	500
L'Arche Chicago 1011 Lake St , Suite 403, Oak Park, IL 60301	PC	1,000
Latino Policy Forum 180 N Michigan Ave , Suite 1250, Chicago, IL 60603	PC	1,000
Local Initiatives Support Corporation, a/k/a LISC Chicago 135 S La Salle St , #2230, Chicago, IL 60603	PC	1,000
Metropolitan Family Services One N Dearborn, Suite 1000, Chicago, IL 60602	PC	1,000
Music and Dance Theater Chicago, Inc. d/b/a Harris Theater for Music and Dance 205 E Randolph Dr , Chicago, IL 60601	PC	5,000
NAMI Chicago 1536 W Chicago Ave , Chicago, IL 60642	PC	1,000
National Immigrant Justice Center 208 S La Salle St , #1300, Chicago, IL 60604	PC	500
New Life Centers of Chicagoland, NFP 4101 W 51st St , Chicago, IL 60632	PC	500
Pilsen Alliance 1744 W 18th St , Chicago, IL 60618	PC	500
Precious Blood Ministry of Reconciliation P O Box 09379, Chicago, IL 60609	PC	500
Son Chiquitos 2146 W 18th St , Chicago, IL 60608	PC	500
Thresholds, The 4101 N Ravenswood, Chicago, IL 60613	PC	500
University of Chicago, Black Youth Project 100 5733 University Ave , Chicago, IL 60637	PC	1,250

Total for Recognition of Board Service 34,000

For Spotlight on an Issue

Albany Park Neighborhood Council (now Communities United) 4749 N Kedzie Ave , 2nd floor, Chicago 60625 *In collaboration with the Adler School of Professional Psychology's Institute on Public Safety and Social Justice, second payment of a two-year grant for the Woods Fund restorative justice project*	PC	250,000	
Total for Spotlight on an Issue			250,000

For Special Opportunity Grants for Capacity Building, Discretionary

Unless otherwise noted, the following grants were made for consulting opportunities to provide technical assistance in order to increase organizational capacity:

Alliance of Filipinos for Immigrant Rights and Empowerment 7315 N Western Ave , Suite B, Chicago, IL 60645	PC	8,500	
Black Youth Project 100 **Fiscal sponsor is National Korean American Service & Education Consortium** 5733 S University Ave , Chicago, IL 60637	PC	3,000	
Coalition for a Beter Chinese American Community **Fiscal sponsor is Chinese American Service League** 155 N Harbor Dr , Unit 2112, Chicago, IL 60601	PC	8,500	
Crossroads Fund 3411 W Diversey, #20, Chicago, IL 60647	PC	15,000	
ENLACE Chicago 2756 S Harding, Chicago, IL 60623	PC	5,000	
Garfield Park Community Council 300 N Central Park, Chicago, IL 60624	PC	8,500	
Interfaith Leadership Project 1510 S 49th Ct , Cicero, IL 60804	PC	8,500	
Lugenia Burns Hope Center **Fiscal sponsor is Kenwood Oakland Community Organization** 710 E 47th St , Suite 200W, Chicago, IL 60616	PC	8,500	
Mothers Opposed to Violence Everywhere **Fiscal sponsor is St. Agatha's Catholic Church** 3147 W Douglas Blvd , Chicago, IL 60623	PC	8,500	
University of Chicago, Black Youth Project 100 5733 S University Ave , Chicago, IL 60637	PC	5,500	
Total Special Opportunity Grants for Capacity Building, Discretionary			79,500

For Special Opportunity Grants, Discretionary

Asian Americans Advancing Justice-Chicago, a/k/a Asian American Institute 4752 N Broadway St , Suite 904, Chicago, IL 60640 *Support to participate in the Budget Walk Out and Rally to mobilize affected stakeholders to protest the lack of an Illinois state budget*	PC	3,500	
Blocks Together 3711 W Chicago Ave , Chicago, IL 60651 *Support to enable the organization to become a member of the Donors Forum*	PC	225	

Chicago African Americans in Philanthropy
Fiscal sponsor is Donors Forum PC
208 S La Salle St , Suite 1540, Chicago, IL 60604
Support for social justice listening sessions in African-American communities to discuss and identify issues that directly ipact them and their community 1,500

Chicago Coalition for the Homeless PC
70 E Lake St , Suite 720, Chicago, IL 60601
Salary support for an individual to assist with policy legislative advocacy 4,500

Chicago Community Trust PC
225 N Michigan Ave , Suite 2200, Chicago, IL 60601
Support to explore a funder's collaborative for a new "Communities for Public Education Reform" 2,500

Chicago Feedom School PC
719 S State St , Suite 3N, Chicago, IL 60605
Support toward workshops to develop and train youth leaders to combat the criminalization of youth of color 3,000

Chicago House and Social Service Agency PC
1925 N Clybourn Ave , Suite 401, Chicago, IL 60614
Support to help staff execute the LGBTQ Poerty and Solidarity Campaign 2,500

Chicago International Social Change Film PC
23 E 26th St , Apt 2, Chicago, IL 60616
Support for public relations and marketing to create and implement a comprehensive strategy to market itself beyond its current constituency 2,000

Chinese American Service League PC
2141 S Tan Ct , Chicago, IL 60616
To support the organization's work of the Illinois Funders DACA Relief Initiative 5,000

Corporation for Supportive Housing PC
203 N Wabash, Suite 410, Chicago, IL 60601
Support to enable tenants to attend the organization's Inaugural Summit 1,150

Crossroads Fund PC
3411 W Diversey, #20, Chicago, IL 60647
Support for a project to build leadership skills of women of color engaged in community organizing and publicy policy advocacy 5,000

Donors Forum PC
208 S La Salle St , Suite 1540, Chicago, IL 60604
For development and delivery of a Webinar on the Illinois budget, including a call to action regarding the budget impasse 5,000

Support toward the cost to attend the Center on Budget and Policy Priorities annual state policy conference 1,000

Grassroots Collaborative PC
637 S Dearborn St , 3rd floor, Chicago, IL 60605
Support to enable the organization to become a member of the Donors Forum 225

To support heightened Illinois state budget advocacy work to bring attention to the impact of the budget impasse 4,500

To convene various statekholders to advocate for a potential progressive revenue option around the Illinois state budget and to create a joint platform to address the issues 1,000

Support toward attending the Center for Budget and Policy Priorities state policy conference to connect and strategize with national colleagues 1,000

Illinois Coalition for Immigrant & Refugee Rights	PC	
55 E Jackson Blvd , Suite 2075, Chicago, IL 60604		
Support for a consultant to facilitate a strategic planning process		5,000
Illinois Partners for Human Service		
Fiscal sponsor is Metropolitan Family Services	PC	
310 S Peoria, Suite 404, Chicago, IL 60607		
Support for a campaign to tell the human service story in a forthright, proactive and cohesive manner to raise public awareness		2,000
Support to attend the Center on Budget and Policy Priorities annual state policy conference		1,000
Institute for Policy Studies	PC	
1112 16th St , NW, Suite 600, Washington, DC 20036		
Support toward salary, layout and editing costs of the "And Still I Rise Black Women Labor Leaders' Voices" report		1,500
Jane Addams Senior Caucus	PC	
1111 N Wells St , Suite 302, Chicago, IL 60610		
For travel to Springfield Illinois to protest steep cuts and to advocate for passage of a humane state budget		500
Support to enable the organization to become a member of the Donors Forum		225
Kenwood Oakland Community Organization	PC	
242 S Cottage Grove Ave , Chicago, IL 60653		
Support to publish a report on the Dyett hunger strike		5,000
Mijente		
Fiscal sponsor is Puente Human Rights Movement	PC	
1626 N Rockwell, #2, Chicago, IL 60647		
Support for Woods Fund's Chicago grantees to attend a founding convening		1,500
Mothers Opposed to Violence Everywhere		
Fiscal sponsor is St. Agatha's Catholic Church	PC	
3147 W Douglas Blvd , Chicago, IL 60623		
Support for a consultant to update the organization's financial controls and conflict of interest policies		400
National LGBTQ Task Force	PC	
80 Maiden Lane, New York, NY 10038		
Support toward the cost of community organizing track sessions and networking opportunities at its Creating Change conference		1,500
Organizing Neighborhoods for Equality: Northside	PC	
4648 N Racine Ave , Chicago, IL 60608		
Support to attend the Center on Budget and Policy Priorities annual state policy conference		916
Raise the Floor Alliance	PC	
1 N La Salle St , Suite 1275, Chicago, IL 60602		
To leverage awareness of low-wage work and workers' centers, impacting systems change and building power in communities that live and work in the shadows		3,385
Resurrection Project, The	PC	
1818 S Paulina, Chicago, IL 60608		
For the "Breakin' It Down" conference for people of color to provide greater insight and understanding of the philanthropic process		600
Sargent Shriver National Center on Poverty Law	PC	
50 E Washington, Suite 500, Chicago, IL 60602		
Support for the Responsible Budget Coalition's communication efforts		5,000

South Shore Planning & Preservation Coalition, d/b/a The Planning Coalition 1809 E 71st St , Suite 202, Chicago 60649 *To engage residents of South Shore in civic discourse around upcoming elections and preparation for a candidate's forum*	PC	2,500	
Workers Center for Racial Justice 500 E 61st St , 2nd floor, Chicago, IL 60637 *Support to host a conference protesting the International Association of Chiefs of Police's racially biased attitudes*		5,000	
Total for Special Opportunity Grants, Discretionary			79,626

For Employee Matching Grants, Discretionary

The following grants were made to match, on a dollar-for-dollar basis and within a budget maximum per employee, charitable contributions to the respective organizations made by Woods Fund of Chicago employees:

Beth Eden Baptist Church 1121 S Loomis, Chicago, IL 60643	PC	250	
Chicago Desi Youth Rising **Fiscal sponsor is Chicago Freedom School** 719 S State St , Suite 3N, Chicago, IL 60605	PC	100	
Chicago Freedom School 719 S State St , Suite 3N, Chicago, IL 60605	PC	200	
Chicago Public Media 848 E Grand Ave , Chicago 60611	PC	500	
Greater Chicago Food Depository 4100 West Ann Lurie Place, Chicago, IL 60632	PC	690	
Kennedy Forum Illinois **Fiscal sponsor is Mental Health Leadership Institute** 1543 n Wells, Garden Level, Chicago, IL 60604	PC	100	
Leukemia and Lymphoma Society 1471 E 12 Mile Rd , Madison Heights, MI 48071	PC	100	
Ta'leef Collective 43170 Osgood Rd , Freemont, CA 94539	PC	100	
World Bicycle Relief NFP 1000 W Fulton Market, 4th fl , Chicago, IL 60607	PC	245	
World Vision U.S. 34834 Weyerhaeuser Way S , P O Box 9716, MS 475, Federal Way, WA 98063	PC	365	
Total for Employee Matching Grants, Discretionary			2,650
Total Line 3a, Grants and Contributions Paid During the Year			2,578,776

NOTE: Grants are for general operating support unless otherwise noted.

Detail to Page 11, Part XV, Item 3b
Grants Approved for Future Payment

Blocks Together	40,000
Brighton Park Neighborhood Council	80,000
Chicago Workers' Collaborative	40,000
Community Organizing and Family Issues	35,000
Grassroots Collaborative	80,000
Jane Addams Senior Caucus	25,000
Juvenile Justice Iniative	30,000
Korean American Resource & Cultural Center	40,000
Latino Union Inc., a/k/a Latino Union of Chicago	40,000
Open Communities	25,000
Organizing Neighborhoods for Equality: Northside	15,000
United African Organization Inc.	35,000
Total Line 3b	485,000