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

2016

Open to Public Inspection

For calendar year 2016 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: ☒ 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*) ▶$ 64,152,140.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	625,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,086.	1,086.		STATEMENT 2
	4 Dividends and interest from securities	621,481.	560,072.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-145,887.			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,447,098.				
	7 Capital gain net income (from Part IV, line 2)		282,353.		
	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		-40,500.		
	12 **Total** Add lines 1 through 11	1,101,680.	803,011.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	296,797.	0.		296,797.
	14 Other employee salaries and wages	227,200.	0.		227,200.
	15 Pension plans, employee benefits	116,883.	0.		116,883.
	16a Legal fees STMT 4	11,016.	0.		11,016.
	b Accounting fees STMT 5	26,900.	0.		26,900.
	c Other professional fees STMT 6	209,027.	155,370.		53,657.
	17 Interest	438.	0.		438.
	18 Taxes STMT 7	42,582.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	101,429.	0.		101,429.
	21 Travel, conferences, and meetings	31,282.	0.		31,282.
	22 Printing and publications				
	23 Other expenses STMT 8	54,224.	0.		54,224.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,117,778.	155,370.		919,826.
	25 Contributions, gifts, grants paid	3,309,370.			3,309,370.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,427,148.	155,370.		4,229,196.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-3,325,468.			
	b **Net investment income** (if negative, enter -0-)		647,641.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,667,701.	774,548.	774,548.
	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 9	58,497,518.	57,065,203.	63,377,592.
	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)	61,165,219.	57,839,751.	64,152,140.
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	124,427,721.	124,281,834.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-63,262,502.	-66,442,083.	
	30 Total net assets or fund balances	61,165,219.	57,839,751.	
	31 Total liabilities and net assets/fund balances	61,165,219.	57,839,751.	

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	61,165,219.
2	Enter amount from Part I, line 27a	2	-3,325,468.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	57,839,751.
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	57,839,751.

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	3,447,098.		3,164,745.	282,353.

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				282,353.

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** 282,353.

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))
2015	3,512,956.	63,037,287.	.055728
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

2	**Total** of line 1, column (d)	2	.276499
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	.055300
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	55,726,751.
5	Multiply line 4 by line 3	5	3,081,689.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,476.
7	Add lines 5 and 6	7	3,088,165.
8	Enter qualifying distributions from Part XII, line 4	8	4,229,196.

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 4[redacted]8 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	6,476.
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	6,476.
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	6,476.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	23,007.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	33,007.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	26,531.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	26,531.	**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,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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ WWW.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 2016, 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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] 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 [X] 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes [X] 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 [X] No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* 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 2016?	4b		X

Part VII-B Statements [redacted]arding Activities for Which Form 4720 May Be Required *(cont*[redacted]

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 10		296,797.	13,951.	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	79,300.	3,900.	0.
ALEJANDRA L. IBANEZ - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	LEAD PROGRAM OFFICER 40.00	80,400.	329.	0.
HINA MAHMOOD - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	PROGRAM OFFICER 40.00	67,500.	1,610.	0.

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

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

3 Five highest-paid independent contractors for professional services. 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	46,152,156.
b	Average of monthly cash balances		1b	2,056,490.
c	Fair market value of all other assets		1c	8,366,736.
d	**Total** (add lines 1a, b, and c)		1d	56,575,382.
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	56,575,382.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	848,631.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	55,726,751.
6	**Minimum investment return.** Enter 5% of line 5		6	2,786,338.

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	2,786,338.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 6,476.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	6,476.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,779,862.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,779,862.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,779,862.

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	4,229,196.
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	4,229,196.
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	6,476.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,222,720.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,779,862.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011 405,630.				
b From 2012 575,820.				
c From 2013 513,033.				
d From 2014 500,109.				
e From 2015 440,039.				
f **Total** of lines 3a through e	2,434,631.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 4,229,196.				
a Applied to 2015, 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) **	425,000.			
d Applied to 2016 distributable amount				2,779,862.
e Remaining amount distributed out of corpus	1,024,334.			
5 Excess distributions carryover applied to 2016 (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	3,883,965.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)	425,000.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	405,630.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	3,053,335.			
10 Analysis of line 9:				
a Excess from 2012 575,820.				
b Excess from 2013 513,033.				
c Excess from 2014 500,109.				
d Excess from 2015 440,039.				
e Excess from 2016 1,024,334.				

** SEE STATEMENT 11

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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	2,663,992.
GRANTS PAID IN RELATION TO GRASSROOTS ALLIANCE FOR POLICE ACCOUNTABILITY 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	645,378.
Total			▶ 3a	3,309,370.
b *Approved for future payment*				
SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	512,500.
Total			▶ 3b	512,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,086.	
4 Dividends and interest from securities			14	560,072.	
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	-24,459.			
8 Gain or (loss) from sales of assets other than inventory	900099	20,389.	18	-80,408.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-4,070.		480,750.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 476,680.

(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

Conrad B. Hon | 11/15/17 | PRESIDENT

Signature of officer or trustee | Date | Title

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	Gregory S. Adams	11/13/17		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	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	Employer identification number
WOODS FUND OF CHICAGO	36-3917968

Organization type (check one)·

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
WOODS FUND OF CHICAGO	36-3917968

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	POLK BROS. FOUNDATION (PF) 20 W. KINZIE, SUITE 1110 CHICAGO, IL 60654	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	THE JOYCE FOUNDATION (PF) 321 N. CLARK ST, SUITE 1500 CHICAGO, IL 60654	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	ROBERT R. MCCORMICK FOUNDATION (PC) 205 N. MICHIGAN AVE., SUITE 4300 CHICAGO, IL 60601	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	JOHN D. AND CATHERINE T. MACARTHUR FOUNDATION (PF) 140 S. DEARBORN ST., SUITE 1200 CHICAGO, IL 60603	$ 300,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	THE CHICAGO COMMUNITY TRUST (PC) 225 N. MICHIGAN AVE., SUITE 2200 CHICAGO, IL 60601	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
WOODS FUND OF CHICAGO	36-3917968

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization	Employer identification number
WOODS FUND OF CHICAGO	36-3917968

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part IV Capital Gains and L[redacted]or 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	BLACKROCK STRATEGIC INCOME OPPORTUNITY FD.	P	01/01/14	11/01/16
b	BLACKROCK STRATEGIC INCOME OPPORTUNITY FD.	P	01/01/14	12/14/16
c	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	06/30/14	04/29/16
d	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	06/30/14	10/31/16
e	RREEF AMERICA REIT II	P	01/02/15	07/01/16
f	SSGA MSCI EAFE INDEX	P	05/19/15	02/24/16
g	SSGA MSCI EAFE INDEX	P	05/19/15	04/26/16
h	SSGA MSCI EAFE INDEX	P	05/19/15	08/25/16
i	SSGA S&P 500 FUND	P	06/30/14	07/18/16
j	SSGA S&P 500 FUND	P	06/30/14	08/19/16
k	SSGA US TIPS INDEX FUND	P	05/23/16	07/18/16
l	SSGA US TIPS INDEX FUND	P	05/23/16	08/19/16
m	SSGA US TIPS INDEX FUND	P	05/23/16	10/06/16
n	SSGA US TIPS INDEX FUND	P	05/23/16	10/26/16
o	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	03/01/16

	(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	297.			297.
b	100,000.		105,232.	-5,232.
c	750,000.		865,043.	-115,043.
d	600,000.		657,896.	-57,896.
e	600,000.		533,383.	66,617.
f			9.	-9.
g	1.		1.	0.
h	1.		1.	0.
i	414.		359.	55.
j	129.		111.	18.
k	1,499.		1,463.	36.
l	556.		542.	14.
m	300,000.		292,344.	7,656.
n	325,000.		315,507.	9,493.
o	5,218.		6,911.	-1,693.

	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				297.
b				-5,232.
c				-115,043.
d				-57,896.
e				66,617.
f				-9.
g				0.
h				0.
i				55.
j				18.
k				36.
l				14.
m				7,656.
n				9,493.
o				-1,693.

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	

623591
04-01-16

Part IV Capital Gains and L[redacted]or 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	08/31/05	06/01/16
b	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	09/01/16
c	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	12/01/16
d	BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG	P	01/01/16	12/31/16
e	PARNASSUS EQUITY INCOME FUND, LONG-TERM	P	01/01/16	12/31/16
f	TYCO INTERNATIONAL LTD.	P	01/01/16	12/31/16
g	PFIZER INC.	P	01/01/16	12/31/16
h	SPRINT CORP.	P	01/01/16	12/31/16
i	FEDERAL NATIONAL MORTGAGE ASSOCIATION	P	01/01/16	12/31/16
j	LEHMAN BROTHERS HOLDINGS INC.	P	01/01/16	12/31/16
k	MONDRIAN EMERGING MARKETS EQUITY FUND BOOK LOSS	P	01/01/16	12/31/16
l	ABERDEEN REAL ASSETS PARTNERS, LP	P	01/01/16	12/31/16
m	ABERDEEN REAL ASSETS PARTNERS, LP	P	01/01/16	12/31/16
n	ABERDEEN U.S. PRIVATE EQUITY III, LP	P	01/01/16	12/31/16
o	ABERDEEN U.S. PRIVATE EQUITY III, LP	P	01/01/16	12/31/16

	(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	5,569.		6,454.	-885.
b	5,663.		8,601.	-2,938.
c	6,217.		7,211.	-994.
d	57,236.			57,236.
e	58,857.			58,857.
f	36.			36.
g	819.			819.
h	942.			942.
i	182.			182.
j	46.			46.
k				0.
l			7,858.	-7,858.
m	75,479.			75,479.
n			1,067.	-1,067.
o	164,396.			164,396.

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				-885.
b				-2,938.
c				-994.
d				57,236.
e				58,857.
f				36.
g				819.
h				942.
i				182.
j				46.
k				0.
l				-7,858.
m				75,479.
n				-1,067.
o				164,396.

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	

623591
04-01-16

Part IV Capital Gains and L[redacted]or 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	ABERDEEN INTERNATIONAL PARTNERS, LP	P	01/01/16	12/31/16
b	ABERDEEN INTERNATIONAL PARTNERS, LP	P	01/01/16	12/31/16
c	PRIVATE EQUITY CORE FUND (QP) II, LP	P	01/01/16	12/31/16
d	PRIVATE EQUITY CORE FUND (QP) II, LP	P	01/01/16	12/31/16
e	PRIVATE EQUITY CORE FUND (QP) III, LP	P	01/01/16	12/31/16
f	PRIVATE EQUITY CORE FUND (QP) III, LP	P	01/01/16	12/31/16
g	MONDRIAN EMERGING MARKETS EQUITY FUND	P	01/01/16	12/31/16
h	MONDRIAN EMERGING MARKETS EQUITY FUND	P	01/01/16	12/31/16
i	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/16	12/31/16
j	EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/16	12/31/16
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			16.	-16.
b	102,240.			102,240.
c			565.	-565.
d	115,207.			115,207.
e	562.			562.
f	170,532.			170,532.
g			6,068.	-6,068.
h			91,072.	-91,072.
i			83,532.	-83,532.
j			173,499.	-173,499.
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				-16.
b				102,240.
c				-565.
d				115,207.
e				562.
f				170,532.
g				-6,068.
h				-91,072.
i				-83,532.
j				-173,499.
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	282,353.
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

623591
04-01-16

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKROCK STRATEGIC INCOME OPPORTUNITY FD.	PURCHASED	01/01/14	11/01/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
297.	297.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKROCK STRATEGIC INCOME OPPORTUNITY FD.	PURCHASED	01/01/14	12/14/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	105,232.	0.	0.	-5,232.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	PURCHASED	06/30/14	04/29/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
750,000.	865,043.	0.	0.	-115,043.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	PURCHASED	06/30/14	10/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600,000.	657,896.	0.	0.	-57,896.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RREEF AMERICA REIT II	PURCHASED	01/02/15	07/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600,000.	533,383.	0.	0.	66,617.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	02/24/16

(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
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	04/26/16

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA MSCI EAFE INDEX	PURCHASED	05/19/15	08/25/16

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	07/18/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
414.	359.	0.	0.	55.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA S&P 500 FUND	PURCHASED	06/30/14	08/19/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
129.	111.	0.	0.	18.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	05/23/16	07/18/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,499.	1,463.	0.	0.	36.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	05/23/16	08/19/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
556.	542.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	05/23/16	10/06/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
300,000.	292,344.	0.	0.	7,656.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SSGA US TIPS INDEX FUND	PURCHASED	05/23/16	10/26/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
325,000.	315,507.	0.	0.	9,493.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	03/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,218.	6,911.	0.	0.	-1,693.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	06/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,569.	6,454.	0.	0.	-885.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	09/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,663.	8,601.	0.	0.	-2,938.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	12/01/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,217.	7,211.	0.	0.	-994.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG-TERM	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,236.	0.	0.	0.	57,236.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARNASSUS EQUITY INCOME FUND, LONG-TERM	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,857.	0.	0.	0.	58,857.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TYCO INTERNATIONAL LTD.	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36.	0.	0.	0.	36.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PFIZER INC.	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
819.	0.	0.	0.	819.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SPRINT CORP.	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
942.	0.	0.	0.	942.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FEDERAL NATIONAL MORTGAGE ASSOCIATION	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
182.	0.	0.	0.	182.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LEHMAN BROTHERS HOLDINGS INC.	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46.	0.	0.	0.	46.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND BOOK LOSS	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	163,213.	0.	0.	-163,213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN REAL ASSETS PARTNERS, LP	PURCHASED	01/01/16	12/31/16

(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	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,479.	75,479.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN U.S. PRIVATE EQUITY III, LP	PURCHASED	01/01/16	12/31/16

(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	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
164,396.	164,396.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN INTERNATIONAL PARTNERS, LP	PURCHASED	01/01/16	12/31/16

(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 INTERNATIONAL PARTNERS, LP	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,240.	102,240.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) II, LP	PURCHASED	01/01/16	12/31/16

(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, LP	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
115,207.	115,207.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, LP	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
562.	562.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, LP	PURCHASED	01/01/16	12/31/16

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
170,532.	170,532.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	01/01/16	12/31/16

(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	01/01/16	12/31/16

(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	01/01/16	12/31/16

(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	01/01/16	12/31/16

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

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-145,887.

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	91.	91.	
OTHER INTEREST	995.	995.	
TOTAL TO PART I, LINE 3	1,086.	1,086.	

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	202,501.	0.	202,501.	202,501.	
BROWN CAPITAL	964.	0.	964.	964.	
MONDRIAN EMERGING MARKETS	145,244.	0.	145,244.	83,835.	
PARNASSUS EQUITY INC. FUND	26,398.	0.	26,398.	26,398.	
PHOCAS SM CAP VAL FD	4,957.	0.	4,957.	4,957.	
RREEF AMERICA REIT INCOME	241,417.	0.	241,417.	241,417.	
TO PART I, LINE 4	621,481.	0.	621,481.	560,072.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,016.	0.		11,016.
TO FM 990-PF, PG 1, LN 16A	11,016.	0.		11,016.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX RETURN PREPARATION FEES	26,900.	0.		26,900.
TO FORM 990-PF, PG 1, LN 16B	26,900.	0.		26,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	25,370.	25,370.		0.
CUSTODIAL FEES	40,000.	40,000.		0.
COMPUTER CONSULTANT FEES	10,427.	0.		10,427.
CONSULTANT FEES RELATED TO PROGRAM AND ADMINISTRATION	43,230.	0.		43,230.
INVESTMENT CONSULTATION-CIO SERVICES	90,000.	90,000.		0.
TO FORM 990-PF, PG 1, LN 16C	209,027.	155,370.		53,657.

FORM 990-PF	TAXES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	15,000.	0.		0.
STATE UBIT	2,282.	0.		0.
ESTIMATED FEDERAL EXCISE TAX	20,625.	0.		0.
FEDERAL ESTIMATED UBIT	4,375.	0.		0.
ESTIMATED STATE UBIT	300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	42,582.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	561.	0.		561.
BOOK, SUBSCRIPTIONS, ETC.	1,395.	0.		1,395.
COMPUTER RELATED EXPENSES	17,388.	0.		17,388.
DUES & MEMBERSHIPS	12,320.	0.		12,320.
EQUIPMENT RENTAL	3,916.	0.		3,916.
EQUIPMENT REPAIRS & MAINTENANCE	2,754.	0.		2,754.
FILING FEES	25.	0.		25.
PAYROLL PROCESSING FEES	2,738.	0.		2,738.
POSTAGE/COURIER SERVICES	1,611.	0.		1,611.
STORAGE	540.	0.		540.
SUPPLIES	4,098.	0.		4,098.
MISCELLANEOUS	5,951.	0.		5,951.
CONSULTANT'S REIMBURSEMENT EXPENSE	927.	0.		927.
TO FORM 990-PF, PG 1, LN 23	54,224.	0.		54,224.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NEIGHBORHOOD REJUVINATION PARTNERS	COST	1.	1.
PRIVATE EQUITY CORE FUND (QP) II, L.P.	COST	105,423.	674,758.
PRIVATE EQUITY CORE FUND (QP) III, L.P.	COST	143,458.	1,280,611.
ABERDEEN INTERNATIONAL PARTNERS, L.P.	COST	4,474.	800,351.
ABERDEEN PRIVATE EQUITY III (INV), L.P.	COST	147,429.	1,706,457.
ABERDEEN REAL ASSET PARTNERS, L.P.	COST	355,234.	740,885.
MONDRIAN EMERGING MARKETS EQUITY	FMV	3,004,142.	2,651,496.
BROWN CAPITAL SMALL COMPANY GROWTH FUND	FMV	331,867.	1,088,349.
BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND	FMV	7,167,097.	6,890,498.
BLACKSTONE RESOURCES SELECT OFFSHORE LTD. B	FMV	2,700,000.	1,818,363.
CBRE STRATEGIC PARTNERS U.S. VALUE 7 L.P.	COST	3,376,267.	4,194,000.
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	FMV	8,099,204.	7,410,244.
PARNASSUS EQUITY INCOME FUND	FMV	2,276,089.	2,187,837.
PHOCAS SMALL CAP VALUE FUND	FMV	1,071,310.	1,211,280.
RREEF AMERICA REIT II	FMV	5,431,366.	6,742,640.
SSGA S&P 500 INDEX FUND	FMV	4,560,493.	5,675,752.
SSGA U.S. TIPS INDEX FUND	FMV	7,287,129.	7,596,918.
WARBURG PINCUS PRIVATE EQUITY XII	COST	987,250.	896,042.
SSGA MSCI EAFE INDEX FUND	FMV	16,970.	15,350.
GROSVENOR SPECTRUM MASTER FUND	FMV	10,000,000.	9,795,760.
TOTAL TO FORM 990-PF, PART II, LINE 13		57,065,203.	63,377,592.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

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	180,960.	8,700.	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	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	43,760.	2,197.	0.
DEBORAH D. CLARK 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	SECRETARY/GRANTS & OPERATIONS MANAGER 40.00	62,077.	3,054.	0.
AMINA J. DICKERSON 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	CHAIR/DIRECTOR 5.00	5,000.	0.	0.
RICARDO ESTRADA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	VICE CHAIR, SECRETARY, DIR 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	0.	0.	0.
MICHAEL S. BROWN 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
ESTHER LOPEZ 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
BARBARA RANSBY 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		296,797.	13,951.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 11

PURSUANT TO IRC 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OF CORPUS.

Detail to Page 10, Part XV
Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs

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 of 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; 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, stakeholders, and broad-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; and
- 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 volunteers/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 interests 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 of 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:

- Use arts as a tool to inspire and galvanize people to take action in community organizing campaigns and/or public policy advocacy efforts;
- Use arts to engage communities most impacted by poverty and structural racism to advance community-led solutions, encourage action, and promote equitable public policies for systems change;
- Includes those most impacted in decision-making in the organization; and
- Demonstrate high artistic quality.

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 between Woods Fund and 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.

Woods Fund grants application process is conducted entirely on an online platform and applicants can access the platform via the foundation's website. First-time applicants will need to create a new account to complete a simple registration process and create logon credentials. Upon registration, applicants will be taken to the request page and will need to click on the **Apply** button to begin the application process. Applicants can save their draft LOI until it is ready for submission. **Woods Fund requires submission of an LOI no later than midnight on the due date.** Please be aware of deadlines. Applicants can contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@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 the online platform, 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. The applicant will also be provided instructions to access the application forms on the Woods Fund online platform.

Intent to Apply (ITA) Form Instructions for Returning Grantee Partners
Returning grantee partners must submit an Intent to Apply Form (ITA) on the Woods Fund online platform. Grantees will receive an ITA form code from the grants manager via email in advance of the deadline. Please refer to deadlines for submission. **Woods Fund requires that this form be submitted no later than midnight on the due date.** Contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@woodsfund.org.

Once an ITA is submitted, 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 with instructions to access the application forms on the Woods Fund online platform.

Attachments
The following checklist represents the documents that will need to be uploaded as part of an applicant's Full Application (new applicants) or Integrated Application (returning grantees). Contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@woodsfund.org.

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*; and
- 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); and
- 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; and
- 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 2016	By December 4, 2015	Respond by December 18, 2015	January 8, 2016	March 24, 2016
All areas, second cycle 2016	By May 23, 2016	Respond by June 10, 2016	July 7, 2016	September 22, 2016

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.	PC		
P O Box 608033, Chicago, IL 60660			
Support for Northside P O W E R, organizing across racial, cultural and socio-economic lines in order to create a more just society		15,000	
Alianza Leadership Institute d/b/a Alliance of the Southeast	PC		
9204 S Commercial Ave, Suite 301, Chicago, IL 60617			
Support for a multicultural organization that focuses on bringing together Latino and African Americans to address root causes of poverty, including equitable community development, restorative justice, youth leadership, and neighborhood safety		33,000	
Alliance of Filipinos for Immigrant Rights and Empowerment	PC		
1332 W Irving Park Rd, Chicago, IL 60613			
Support for a Filipino organization engaged in organizing and policy advocacy around immigration reform and domestic worker issues		20,000	
Arab American Action Network	PC		
3148 W 63rd St, 2nd floor, Chicago, IL 60629			
Support for community organizing work against Arab and Muslim profiling and violence, and work on youth and women's issues		30,000	
Blocks Together	PC		
3711 W Chicago Ave, Chicago, IL 60651			
Support for a multi-issue grassroots organization that works for systemic changes on social issues relating to education, housing, economic justice, and the criminalization of youth		40,000	
Centro de Trabajadores Unidos: Immigrant Workers' Project	PC		
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		30,000	
Chicago American Indian Community Collaborative			
Fiscal sponsor is Mitchell Museum of the American Indian	PC		
3001 Central St, Evanston, IL 60201			
Support for a coalition to address the high rates of poverty and homelessness and to build leadership skills within the community		15,000	
Chicago Community and Workers Rights	PC		
2801 S Hamlin, Chicago, IL 60623			
Support for a worker-led organization focused on building leadership, developing organizing tools and finding collective strategies against labor and immigrant rights abuses		15,000	
Communities United	PC		
4749 N Kedzie, Chicago, IL 60625			
First installment of three-year support to an intergenerational community organization that unites low-income youth and adults to address issues of social, economic and racial justice		40,000	
Garfield Park Community Council	PC		
300 N Central Park, Chicago, IL 60624			
Support for community organizing work in housing, community safety, and worker rights		15,000	
Support to engage a community organizer focusing on building organizing capacity on Chicago's West Side		33,201	

Kenwood Oakland Community Organization 4242 S Cottage Grove Ave , Chicago, IL 60653 *Continued support to engage and organize low-income and working families around issues of affordable housing, youth leadership, and education*	**PC**	40,000
Logan Square Neighborhood Association, Inc. 2840 N Milwaukee Ave , Chicago, IL 60618 *First payment of three-year support for a multi-issue, grassroots organization advancing diversity, leadership development, and models of engagement as the catalyst for social justice*	**PC**	40,000
Lugenia Burns Hope Center Inc. **Fiscal sponsor is Kenwood Oakland Community Organization** 710 E 47th St , Suite 200W, Chicago, IL 60653 *Support for organizing efforts to expand affordable housing options for the low-income residents of Bronzeville*	**PC**	35,000
Metropolitan Tenants Organization 1727 S Indiana Ave , Suite G03, Chicago, IL 60616 *Support for an organization that educates, organizes and empowers tenants to have a voice in the decisions that affect the affordability and availability of safe and accessible housing*	**PC**	30,000
Mujeres Lainas En Accion 2124 W 21st Pl , Chicago, IL 60608 *Support for advocacy on behalf of Latinas, providing training and ongoing support*	**PC**	10,000
Northwest Side Housing Center 5233 W Diversey Ave , Chicago, IL 60639 *Support for an organization working on issues of community safety, foreclosure prevention counseling, education reform, and housing policy*	**PC**	10,000
Organizing Neighborhoods for Equality: Northside (formerly Organization of the NorthEast) 4648 N Racine Ave , Chicago, IL 60640 *Recipient of the Woods Fund's "Power of Community Award" in acknowledgement of the organizing efforts of this multi-issue, grassroots organization focused on issues such as affordable housing, education reform and neighborhood safety*	**PC**	15,000
First installment of two-year support to continue organizing on budget/government accountability, criminal and juvenile justice reform and housing policy		50,000
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 to improve the quality of life of residents living in communities affected by pollution*	**PC**	15,000
Pilsen Alliance 1744 W 18th St , Chicago, IL 60608 *Support for an organization working on affordable housing, workers' rights, criminal and juvenile justice reform, and education equity*	**PC**	25,000
Raise Your Hand Coalition for Illinois Public Education 4044 N Lincoln, #225, Chicago, IL 60618 *Support for a parent-led coalition mobilizing parents to take an active role in advocacy for improved policies related to the public education system*	**PC**	20,000
Southwest Organizing Project 2558 W 63rd St , Chicago, IL 60629 *Support for a broad-based organization working on issues of education reform, housing policy, immigrant rights, and leadership/public life skills development*	**PC**	40,000

United Taxidrivers Community Council PC
2040 N Milwaukee Ave , Chicago, IL 60647
Support for an organization working to improve the prestige of the industry through community service, education, public awareness, economic progress, improved social welfare of the drivers and their families and communities by providing assistance in enforcing their rights 15,000

Total for Community Organizing 631,201

For Public Policy

Business and Professional People for the Public Interest PC
25 E Washington St , Suite 1515, Chicago, IL 60602
Support to a public interest law and policy center working in high-poverty areas on issues of criminal/juvenile justice reform, housing policy and early childhood learning 40,000

Center for Tax and Budget Accountability PC
70 E Lake St , Suite 1700, Chicago, IL 60601
Support of a bipartisan fiscal think tank that works to promote social and economic justice for low to middle-class populations 35,000

Chicago Alliance Against Racist and Political Repression
Fiscal sponsor is 8th Day Center for Justice PC
1325 S Wabash Ave , Suite 105, Chicago, IL 60605
Support for a campaign against abuses by police and establishment of a civilian police accountability council 15,000

Chicago Jobs Council PC
29 E Madison, Suite 1700-C, Chicago, IL 60618
Support for a coalition working toward ensuring access to employment and career advancement for people living in poverty 25,000

Chicago Lawyers Committee for Civil Rights Inc. PC
100 N La Salle St , Suite 600, Chicago, IL 60602
Support for an organization working to promote and protect civil rights using the strength and prestige of the private bar to address problems of poverty and discrimination 15,000

Fund for Justice (Chicago Appleseed) PC
750 N Lake Shore Dr , 4th floor, Chicago, IL 60611
Support for an organization working to achieve fundamental, systemic reform by addressing policies and practices that relate to issues of social justice and government effectiveness 10,000

Heartland Alliance for Human Needs & Human Rights PC
33 W Grand Ave , Suite 500, Chicago, IL 60654
Support for a coalition that works to advance policies that build assets and strengthen financial empowerment 30,000

Illinois Partners for Human Services PC
310 S Peoria St , Suite 404, Chicago, IL 60607
Support for a statewide coalition of service providers working through public policy advocacy to maintain and increase funding for human services 10,000

John Howard Association of Illinois PC
70 E Lake St , Suite 410, Chicago Il 60601
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 15,000

Justice for the Coalition to End Money Bail
Fiscal sponsor is Fund for Justice (Chicago Appleseed) PC
750 N Lake Shore Dr , 4th floor, Chicago, IL 60611
Support for a coalition of legal, policy advocacy, and community organizing agencies working to eliminate the use of monetary bail and reduce pretrial detention and racial disparities in the criminal justice system 35,000

Juvenile Justice Initiative 518 Davis, Suite 211, Evanston, IL 60201 *Second 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, through research, to make informed, rational policy decisions that result in long-term crime reduction, reduced inappropriate incarceration, and achieving positive outcomes*	**PC**	30,000	
Sargent Shriver National Center on Poverty Law 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*	**PC**	55,000	
Voices for Illinois Children 208 S La Salle St, Suite 1490, Chicago, IL 60604 *Support for an organization providing credible, accessible information and analysis on state budget and tax policy to improve impacts on education, health care, human services, and family economic security*	**PC**	15,000	
Women Employed 65 E Wacker Pl, Suite 1500, Chicago, IL 60601 *Support for an organization working to expand access to educational and employment opportunities for working women*	**PC**	20,000	
Woodstock Institute 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*	**PC**	25,000	
Total for Public Policy			405,000

For the Intersection of Community Organizing and Public Policy

Access Living of Metropolitan Chicago 115 W Chicago Ave, Chicago, IL 60654 *Support for organizing and advocacy on disability rights related to affordable, accessible housing and a humane state budget*	**PC**	15,000	
Action Now Institute 820 W Jackson Blvd, Suite 330, Chicago, IL 60607 *First payment of three-year support for multi-issue, grassroots organizing that strengthens the voices of people in less-advantaged communities through leadership development and civic engagement*	**PC**	40,000	
Affinity Community Services 2850 S Wabash Ave, Suite 108, Chicago, IL 60616 *Continued support for social justice advocacy with and on behalf of intergenerational black communities around human rights and equity*	**PC**	23,000	
Arise Chicago 1436 W Randolph, Suite 202, Chicago, IL 60607 *Suppport for an organization that builds partnerships between faith communities and workers to combat workplace exploitation through education, organizing, and public policy advocacy*	**PC**	10,000	

Asian Americans Advancing Justice - Chicago, a/k/a Asian American Institute 4753 N Broadway St , Suite 904, Chicago, IL 60640 *Support for the Pan-Asian Voter Empowerment Coalition project to involve the Asian-American community in policy advocacy*	PC	18,000
Black Youth Project 100 **Fiscal sponsor is National Korean American Service and Education Consortium Inc.** 4217 S Halsted Ave , Suite #2, Chicago, IL 60609 *Suport for its Chicago work organizing black youth impacted by racism*	PC	20,000
Brighton Park Neighborhood Council 4477 S Archer Ave , Chicago, IL 60632 *Second payment of three-year support for a multi-issue grassroots organization to support its education organizing work.*	PC	40,000
Cabrini-Green Legal Aid Clinic 740 N Milwaukee Ave , Chicago, Il 60642 *Support for community organizing and advocacy work in criminal justice reform*	PC	25,000
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 education policies for homeless youth, and alleviation of state budget cuts that undermine adequate income supports and social safety nets*	PC	40,000
Chicago Religious Leadership Network on Latin America 4750 N Sheridan, Suite 429, 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 37 S Ashland Ave , Chicago, IL 60607 *Second 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 the Chinese-American community through civic engagement policy advocacy, community organizing, education, and coalition building*	PC	20,000
Community Organizing and Family Issues 1436 W Randolph, 4th floor, Chicago, IL 60607 *Second 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 combat racial inequality and the effects of concentrated urban poverty through community organizing, training, and various publications, including the Chicago Reporter and Catalyst*	GROUP 1665	35,000
Enlace Chicago 2756 S Harding, Chicago, IL 60623 *First payment of two-year support for grassroots organizing and public policy work in a predominantly Latino neighborhood on issues such as juvenile justice, safety, school reform and immigrant rights*	PC	37,500
Fathers, Families, and Healthy Communities 3901 S State St , Chicago, IL 60609 *Support for an organization engaging African American non-custodial fathers to build and develop family strengthening and responsible father engagement policy and advocacy*	PC	20,000

First Defense Legal Aid PC
5100 W Harrison St, Chicago, IL 60644
Support to an organization addressing disproportionate minority confinement and police overreach in Chicago by providing a police custody hotline, along with education, leadership development and community organizing 15,000

Grassroots Collaborative SOUNK
637 S Dearborn St, 3rd floor, Chicago, IL 60605
Second 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 40,000

Housing Action Illinois PC
11 E Adams, Suite 1601, Chicago, IL 60603
Support for state-level public policy advocacy to improve affordable, accessible housing opportunities for low-income families 30,000

IIRON Education Fund, NFP d/b/a People's Lobby Education Institute PC
810 N Milwaukee Ave, Chicago, IL 60642
Support for Chicago-based work of a coalition working through leadership development and community organizing to ensure people have power in decisions affecting their lives and communities, addressing issues such as changing bail and bond policies and advocating for a living wage 20,000

Illinois Coalition for Immigrant and Refugee Rights PC
55 E Jackson Blvd, Suite 2075, Chicago, IL 60604
Continued support for a coalition of grassroots and ethnic organizations advocating for fair immigration reform at the local, state and federal levels 40,000

Illinois Hunger Coalition PC
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 20,000

Inner-City Muslim Action Network PC
2744 W 63rd St, Chicago, IL 60629
Support for organizing work on issues of race and poverty including criminal and juvenile justice reforms 25,000

Jane Addams Senior Caucus PC
1111 N Wells St, Suite 302, Chicago, IL 60610
Final 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 25,000

Korean American Resource and Cultural Center (now Hana Center) PC
4300 N California Ave, Chicago, IL 60618
Second 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 40,000

Latino Policy Forum PC
180 N Michigan Ave, Suite 1250, Chicago, IL 60601
First 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 40,000

Latino Union, Inc., a/k/a Latino Union of Chicago PC
3416 W Bryn Mawr Ave, Chicago, IL 60659
Final payment of two-year support for an organization engaging day laborers to ensure workplace rights and fair immigration policy 40,000

Northwestern University School of Law, Bluhm Legal Clinic 357 E Chicago Ave , Chicago, IL 60611 *Support for the organization's work on fair treatment of children in the juvenile and criminal justice systems, including fair sentencing*	**PC**	25,000
Open Communities 614 Lincoln Ave , Winnetka, IL 60093 *Final 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
Organized Communities Against Deportations **Fiscal sponsor is 8th Day Center for Racial Justice** 2232 S Marshall Blvd , Chicago, IL 60623 *Support for work with individuals and families to fight harmful immigration enforcement practices through organizing*	**PC**	10,000
P.A.S.O. - West Suburban Action Project **Fiscal sponsor is Illinois Coalition for Immigrant and Refugee Rights** 3415 W North Ave , Suite D, Melrose Park, IL 601600 *Support for efforts to engage immigrant, working-class and low-income families, primarily Latino, on such issues as immigration reform, deportation, and disproportionate incarceration of people of color*	**PC**	25,000
People's Action Institute, a/k/a National People's Action 810 N Milwaukee Ave , Chicago, IL 60642 *Support for Chicago work to advance racial and economic justice*	**PC**	20,000
Progress Center for Independent Living 7521 Madison St , Forest Park, IL 60130 *Support for organizing on issues impacting people with disabilities and advocating for accessible housing*	**PC**	15,000
Restaurant Opportunities Center of Chicago **Fiscal sponsor is Restaurant Opportunities Center United** 77 W Washington St , Suite 1507, 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
Southside Together Organizing for Power **Fiscal sponsor is Illinois Justice Foundation** 602 E 61st St , Chicago, IL 60637 *Support for an organization working in a predominantly low-income, African-American community to advance economic and social human rights by organizing and developing leadership among people most affected by economic and racial oppression*	**PC**	35,000
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 , Chicago, IL 60616 *Final 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 *First 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**	27,500

Westside Health Authority 5417 W Division, Chicago, IL 60651 *Support for community organizing work on issues such as discriminatory hiring practices, wage theft, and poor working conditions*	PC	10,000	
Workers Center for Racial Justice 500 E 61st St, Unit B, Chicago, IL 60637 *Support for a workers center that will engage African Americans attempting to eliminate barriers to living wage employment, economic security, and over-criminalization prevalent in the Black community, and advance a progressive pro-worker agenda*	PC	30,000	
Total for the Intersection of Community Organizing and Public Policy			1,078,000
For Other Purposes			
Illinois Immigrant Funder Collaborative **Fiscal sponsor is Chicago Community Foundation** 225 N Michigan Ave, Chicago, IL 60601 *Support for the collaborative's community organizing and public policy work around issues related to immigrant rights and immigration reform*		15,000	
Total for Other Purposes			15,000
For Arts and Social Justice			
Albany Park Theater Project P O Box 25072, Chicago, IL 60625 *First 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 No. Illinois Annual Conference of the United Methodist Church** 1545 W Morse Ave, Chicago, IL 60626 *Support for a community organization building a restorative justice hub by engaging gang-involved youth through hip hop infused peacemaking circles*	PC	15,000	
Free Spirit Media 906 S Homan Ave, Chicago, IL 60624 *Support for projects that empower youth to leverage media skills in order to amplify their voices to spur civic and community engagement and to enhance education reform organizing and advocacy campaigns*	PC	10,000	
Prison and Neighborhood Arts Project **Fiscal sponsor is Northeastern Illinois University Foundation** College of Education, 5500 N St Louis Ave, Chicago, IL 60625 *Support for organizing and advocacy efforts that shed light on experiences and aspirations of incarcerated individuals serving long-term sentences in order to galvanize people to take action on prison and criminal justice reform campaigns*	PC	10,000	
Storycatchers Theatre 544 W Oak St, Suite 1005, Chicago, IL 60610 *Support for the organization's criminal and juvenile justice reform efforts that include involving previously incarcerated youth in the process of writing, producing and performing original musical theater inspired by personal stories*	PC	15,000	
Total for Arts and Social Justice			70,000

For Recognition of Board Service

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

Bautista Memorial Scholarship 6425 S Harlem Ave , Chicago, IL 60638	**PC**	500
Cara Program 237 S Desplaines, Chicago, IL 60661	**PC**	2,500
Chicago Horticultural Society a/k/a Chicago Botanic Garden 1000 Lake Cook Rd , Glencoe, IL 60022	**PC**	1,000
Chicago Public Media 848 E Grand Ave , Chicago, IL 60611	**PC**	5,000
Cristo Rey Jesuit High School 1852 W 22nd Pl , Chicago, IL 60608	**GROUP 0928**	1,000
Crossroads Fund 3411 W Diversey, #20, Chicago, IL 60647	**PC**	1,000
Epiphany Church 2524 S Keeler, Chicago, IL 60623	**GROUP 0928**	1,000
Erie Elementary Charter School 1405 N Washtenaw St , Chicago, IL 60622	**PC**	2,500
Friends of the Parks 17 N State, Suite 1450, Chicago, IL 60602	**PC**	300
Gads Hill Center 1919 W Cullerton Ave , Chicago, IL 60608	**PC**	1,000
Greater Chicago Food Depository 4100 W Ann Lurie Pl , Chicago, IL 60632	**PC**	1,000
Growing Home, Inc. 2732 N Clark St , Suite 310, Chicago, IL 60614	**PC**	1,500
Holy Cross - IHM Parish 4541 S Wood, Chicago, IL 60609	**GROUP 0928**	1,000
Housing Forward 1851 S Ninth Ave , Maywood, IL 60153	**PC**	500
L'Arche Chicago, Inc. 1011 Lake St , Suite 403, Oak Park, IL 60301	**PC**	2,000
Kennedy Forum Illinois **Fiscal Sponsor is Mental Health Leadership Initiative** 1543 N Wells, Garden Level, Chicago, IL 60604	**PC**	1,000
Midway Baseball Association P O Box 388407, Chicago, IL 60638	**PC**	700
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 a/k/a Alliance for the Mentall Ill of Greater Chicago 1536 W Chicago Ave , Chicago, IL 60642	**PC**	1,000
National Museum of Mexican Art 1852 W 19th St , Chicago, IL 60608	**PC**	1,000

New Life Centers of Chicagoland, NFP 4101 W 51st St, Chicago, IL 60632	PC	500	
Su Casa Catholic Worker Community 5045 S Laflin St, Chicago, IL 60609	PC	5,000	
Thresholds, The 4101 N Ravenswood, Chicago, IL 60613	PC	500	
University of Illinois Foundation 1305 W Green St, Urbana, IL 61801	PC	1,000	
Woman of Steele Foundation P O Box 23092, Chicago, IL 60623	PC	1,000	
Total for Recognition of Board Service			38,500

For Spotlight on an Issue

Communities United 4749 N Kedzie Ave, 2nd floor, Chicago 60625	PC		
Final payment of grant for the Woods Fund restorative justice project		62,500	
First payment of two-year continued support for the Right on Justice project advocating on restorative justice, alternatives to detention, and criminal and juvenile justice reform		187,500	
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:

8th Day Center for Justice 205 W Monroe St, Suite 500, Chicago, IL 60606	PC	5,000
Alliance of Filipinos for Immigrant Rights and Empowerment 1332 W Irving Park Rd, Chicago, IL 60613	PC	5,000
Austin Coming Together 728 S Oakley Blvd, Chicago, IL 60612	PC	5,000
Chicago American Indian Community Collaborative **Fiscal sponsor is Mitchell Museum of the American Indian** 3001 Central St, Evanston, IL 60201	PC	5,000
Chicago Religious Leadership Network on Latin America 4750 N Sheridan, Suite 429, Chicago, IL 60640	PC	5,000
Coalition for a Beter Chinese American Community **Fiscal sponsor is Chinese American Service League** 155 N Harbor Dr, Unit 2112, Chicago, IL 60601	PC	5,000
Crossroads Fund 3411 W Diversey, #20, Chicago, IL 60647	PC	
To implement the Capacity Building Initiative		20,000
Additional funds to implement the Capacity Building Initiative		14,235
Fathers, Families and Healthy Communities 3901 S State St, Chicago, IL 60609	PC	8,000

Lugenia Burns Hope Center
Fiscal sponsor is Kenwood Oakland Community Organization PC 5,000
710 E 47th St, Suite 200W, Chicago, IL 60653

P.A.S.O.-West Suburban Action Project
Fiscal sponsor is Illinois Coalition for Immigrant and Refugee Rights PC 8,000
3415 W North Ave, Suite D, Melrose Park, IL 60160

Total Special Opportunity Grants for Capacity Building, Discretionary 85,235

For Special Opportunity Grants, Discretionary

Action Now Institute PC
820 W Jackson Blvd, Chicago, IL 60607
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism 250

Alianza Leadership Institute d/b/a Alliance of the Southeast PC
9204 S Commercial Ave, Suite 301, Chicago, IL 60617
Support toward a Chicago area Community Benefits Conference 2,500

Alliance to Reclaim our Schools
Fiscal sponsor is Center for Popular Democracy PC
449 Troutman St, Suite A, Brooklyn, NY 11237
To assist with travel to Washington, DC for a delegation of education advocates to attend a convening around school reform 3,000

Antioch University PC
2326 Sixth Ave, Seattle, WA 98121
Support for a Chicago Kingian nonviolence training institute 3,000

Black Youth Project 100
Fiscal sponsor is National Korean American Service and Education Consortium Inc. PC
4217 S Halsted Ave, Suite #2, Chicago, IL 60609
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism 250

Blocks Together PC
3711 W Chicago Ave, Chicago, IL 60651
Support for the launch of a tax increment financing toolkit 2,000

Chicago African Americans in Philanthropy
Fiscal sponsor is Forefront PC
208 S La Salle St, Suite 1540, Chicago, IL 60604
Support for release of a resource guide of African American-led organizations and community-identified issues 2,000

Chicago Community Foundation (a corporate affiliate of the Chicago Community Trust) PC
225 N Michigan Ave, Suite 2200, Chicago, IL 60601
Support for the Chicago Fund for Safe and Peaceful Communities 10,000

Chicago Lawyers' Committee for Civil Rights Inc. PC
100 N La Salle St, Suite 600, Chicago, IL 60602
Support for a convening of community organizers and social justice lawyers 3,000

Chicago Workers' Collaborative PC
37 S Ashland Ave, Chicago, IL 60607
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism 500

Support for a workshop on new overtime regulations		375
Support to send employees to the Facing Race Conference		3,000
Communities United 4749 N Kedzie Ave , 2nd floor, Chicago, IL 60625 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	PC	500
Community Learning Partnership **Fiscal sponsor is Emerald Cities Collaborative, Inc.** 2308 Park Place, Evanston, IL 60201 *Support for programs for low-income and participants of color to gain leadership and community organizing skills for careers as change agents*	PC	1,500
Crossroads Fund 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*	PC	5,000
Forefront 208 S La Salle St , Suite 1540, Chicago, IL 60604 *Support for their diversity, equity, and inclusion work and the creation of a Minority and Women-Owned Business vendor list*		10,000
Forum of Regional Associations of Grantmakers 1200 18th St NW, Suite 700, Washington, DC 20036 *Support for an initiative to enhance nonprofit philanthropy collaboration on state and local policy*	PC	5,000
Franklin and Eleanor Roosevelt Institute 570 Lexington Ave , New York, NY 10022 *Support for the Refund America Project*	PC	1,000
Grassroots Collaborative 637 S Dearborn St , 3rd floor, Chicago, IL 60605 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	SOUNK	500
Illinois Coalition for Immigrant and Refugee Rights 55 E Jackson Blvd , Suite 2075, Chicago, IL 60604 *Support to address immediate mental health needs in the immigrant community*	PC	5,000
Jane Addams Senior Caucus 1111 N Wells St , Suite 302, Chicago, IL 60610 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	PC	500
Kenwood Oakland Community Organization 4242 S Cottage Grove Ave , Chicago, IL 60653 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	PC	500
Korean American Resource & Cultural Center (now The Hana Center) 6212 N Lincoln Ave , Chicago, IL 60659 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	PC	250

Latino Union Inc. a/k/a Latino Union of Chicago 3426 W Bryn Mawr Ave , Chicago, IL 60659 *Leadership and professional development for key staff member*	**PC**	795
Logan Square Neighborhood Association Inc. 2840 N Milwaukee Ave , Chicago, IL 60618 *Support for the anti-displacement campaign*	**PC**	5,000
Metropolis Strategies d/b/a Illinois Justice Project 21 S Clark St , Suite 4301, Chicago, IL 60603 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	**PC**	250
NAMI Chicago a/k/a Alliance for the Mentally Ill of Greater Chicago 1536 W Chicago Ave , Chicago, IL 60608 *Support toward a retreat and strategic plan*	**PC**	1,000
Organizing Neighborhoods for Equality: Northside 4648 N Racine Ave , Chicago, IL 60640 *Support toward the hire of a communications consultant*	**PC**	2,500
P.A.S.O.-West Suburban Action Project **Fiscal sponsor is Illinois Coalition for Immigrant and Refugee Rights** 34115 W North Ave , Suite D, Melrose Park, IL 60160 *To disseminate and discuss information relating to the raids being conducted by Chicago Immigration and Customs Enforcement*	**PC**	2,500
Resurrection Project, The 1818 S Pauline, Chicago, IL 60608 *Support toward the "Breakin' It Down" conference*	**PC**	600
Sargent Shriver National Center on Poverty Law 50 E Washington, Suite 500, Chicago, IL 60602	**PC**	
Support for the Responsible Budget Coalition's press conference		2,000
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism		500
Southsiders Organized for Unity and Liberation 11211 S St Lawrence, Chicago, IL 60628 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	**PC**	250
United Congress of Community and Religious Organizations **Fiscal sponsor is Inner-City Muslim Action Network** 2744 W 63rd St , Chicago, IL 60629	**PC**	
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism		500
Support for a youth and returning citizens racial equity/advocacy training		4,500
United Taxidrivers Community Council 2040 N Milwaukee Ave , Chicago, IL 60647 *To engage a consultant to help determine a new organizational structure*	**PC**	5,000

Voices of Youth in Chicago Education **Fiscal sponsor is Communities United** 4749 N Kedzie Ave , Chicago, IL 60625	**PC**		
Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism		250	
Support for a youth summit planned and organized by students		1,616	
Workers Center for Racial Justice 500 E 61st St , Unit B, Chicago, IL 60637 *Support to participate in a racial equity lab to advance intentional racial equity efforts by working with current projects/initiatives focused on communities of color that are experiencing racism*	**PC**	250	
Total for Special Opportunity Grants, Discretionary			87,136

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:

Albany Park Theater Project P O Box 25072, Chicago, IL 60625	**PC**	100
Beth Eden Baptist Church 11121 S Loomis, Chicago, IL 60643	**PC**	400
Breakthrough Urban Ministries Inc. 402 N St Louis Ave , Chicago, IL 60624	**PC**	100
Chicago Coalition for the Homeless 70 E Lake St , Suite 720, Chicago, IL 60601	**PC**	150
Chicago Community Trust, The 225 N Michigan Ave , Suite 2200, Chicago, IL 60601	**PC**	120
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**	350
Chicago Public Media 848 E Grand Ave , Chicago 60611	**PC**	1,000
Chicago Women in Philanthropy 311 W Washington St , Chicago, IL 60606	**PC**	150
Crossroads Fund 3411 W Diversey, #20, Chicago, IL 60647	**PC**	500
Greater Chicago Food Depository 4100 W Ann Lurie Pl , Chicago, IL 60632	**PC**	250
Inner-City Muslim Action Network 2744 W 63rd St , Chicago, IL 60629	**PC**	300
Kennedy Forum Illinois **Fiscal sponsor is Mental Health Leadership Institute** 1543 N Wells, Garden Level, Chicago, IL 60604	**PC**	100

New Moms, Inc. 5317 W Chicago Ave , Chicago, IL 60651	**PC**	200	
World Vision U.S. 34834 Weyerhaeuser Way S , P O Box 9716, MS 475, Federal Way, WA 98063	**GROUP 8170**	100	
Total for Employee Matching Grants, Discretionary			3,920
Total Line 3a, Grants and Contributions Paid During the Year			2,663,992

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

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

Organization Name and Address	Status	Amount
Action Now Institute 820 W. Jackson Blvd., Suite 330 Chicago, IL 60654	PC	54,140
Communities United 4749 N. Kedzie Chicago, IL 60623	PC	55,000
Community Renewal Society 111 W. Jackson Blvd., Suite 820 Chicago, IL 60604	GROUP 1665	49,640
Enlace Chicago 2756 S. Harding Chicago, IL 60623	PC	55,000
Inner-City Muslim Action Network 2744 W. 63rd St. Chicago, IL 60629	PC	25,500
ONE Northside Organizing Neighborhoods for Equality 4648 N. Racine Ave. Chicago, IL 60640	PC	54,442
Southsiders Organized for Unity and Liberation 11211 S. St. Lawrence Chicago, IL 60628	PC	43,000
Southwest Organizing Project 2558 W. 63rd St. Chicago, IL 60629	PC	55,000
TARGET Area Development Corporation 1542 W. 79th St. Chicago, IL 60620	PC	55,000

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

Organization Name and Address	Status	Amount
United Congress of Community and Religious Organizations Fiscal sponsor is Inner-City Muslim Action Network 2744 W. 63rd St. Chicago, IL 60629	PC	167,906
Workers Center for Racial Justice 500 E. 61st St., Unit B Chicago, IL 60637	PC	30,750
TOTAL GRANTS PAID		645,378

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

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

Action NOW Institute	80,000
Albany Park Theater Project	20,000
Communities United	142,500
Enlace Chicago	37,500
Latino Policy Forum	40,000
Logan Square Neighborhood Association, Inc.	80,000
Organizing Neighborhoods for Equality: Northside	50,000
Southside Together Organizing for Power (fiscal sponsor is Illinois Justice Foundation)	35,000
Warehouse Workers for Justice	27,500
Total Page 11, Part XV, Line 3b	512,500