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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

**2016**Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
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Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

|                                                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>WOODS CHARITABLE FUND, INC.</b>                                                                                                                                                                                                                                                       |  | A Employer identification number<br><b>47-6032847</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>1248 O STREET, STE 1130</b>                                                                                                                                                                                             |  | B Telephone number (see instructions)<br><b>(402) 436-5971</b>                                                                                                             |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>LINCOLN, NE 68508</b>                                                                                                                                                                                                           |  | C If exemption application is pending, check here. <input type="checkbox"/>                                                                                                |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1 Foreign organizations, check here. <input type="checkbox"/><br>2 Foreign organizations meeting the 85% test check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |  | E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>                                                             |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 32,648,312.</b>                                                                                                                                                                                                        |  | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>                                                          |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br>Other (specify) _____<br>(Part I, column (d) must be on cash basis)                                                                                                                                           |  |                                                                                                                                                                            |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |                                                                                                 | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                            | 1 Contributions, gifts, grants, etc., received (attach schedule)                                | 20.                                |                           |                         |                                                             |
|                                                                                                                                                                    | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B. |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 3 Interest on savings and temporary cash investments.                                           | 584.                               | 584.                      |                         |                                                             |
|                                                                                                                                                                    | 4 Dividends and interest from securities                                                        | 759,407.                           | 759,407.                  |                         |                                                             |
|                                                                                                                                                                    | 5a Gross rents                                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Net rental income or (loss)                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                        | -558,671.                          |                           |                         |                                                             |
|                                                                                                                                                                    | b Gross sales price for all assets on line 6a                                                   | 1,802,923.                         |                           |                         |                                                             |
|                                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                                |                                    | 0.                        |                         |                                                             |
|                                                                                                                                                                    | 8 Net short-term capital gain.                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 9 Income modifications                                                                          |                                    |                           | 28,773.                 |                                                             |
|                                                                                                                                                                    | 10a Gross sales less returns and allowances                                                     |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                                          |                                                                                                 |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                                                                                         |                                                                                                 |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule) ATCH. 1.                                                                                                                         | 23,990.                                                                                         | -16,113.                           |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                   | 225,330.                                                                                        | 743,878.                           | 28,773.                   |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                              | 13 Compensation of officers, directors, trustees, etc.                                          | 131,164.                           |                           |                         | 131,164.                                                    |
|                                                                                                                                                                    | 14 Other employee salaries and wages                                                            | 216,054.                           |                           |                         | 216,054.                                                    |
|                                                                                                                                                                    | 15 Pension plans—employee benefits                                                              | 65,886.                            |                           |                         | 65,886.                                                     |
|                                                                                                                                                                    | 16a Legal fees (attach schedule)                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | b Accounting fees (attach schedule) ATCH. 2.                                                    | 11,105.                            | 2,777.                    |                         | 8,328.                                                      |
|                                                                                                                                                                    | c Other professional fees (attach schedule) ATCH. 3.                                            | 286,536.                           | 272,923.                  |                         | 13,613.                                                     |
|                                                                                                                                                                    | 17 Interest ATCH. 4.                                                                            | 753.                               | 753.                      |                         |                                                             |
|                                                                                                                                                                    | 18 Taxes (attach schedule) (see instructions) ATCH. 5.                                          | 112,072.                           | 42,971.                   |                         | 23,998.                                                     |
|                                                                                                                                                                    | 19 Depreciation (attach schedule) and depletion.                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                    | 20 Occupancy                                                                                    | 61,184.                            |                           |                         | 61,184.                                                     |
|                                                                                                                                                                    | 21 Travel, conferences, and meetings                                                            | 1,068.                             |                           |                         | 1,068.                                                      |
|                                                                                                                                                                    | 22 Printing and publications                                                                    | 1,674.                             |                           |                         | 1,674.                                                      |
|                                                                                                                                                                    | 23 Other expenses (attach schedule) ATCH. 6.                                                    | 16,246.                            |                           |                         | 16,246.                                                     |
|                                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23.                        | 903,742.                           | 319,424.                  |                         | 539,215.                                                    |
|                                                                                                                                                                    | 25 Contributions, gifts, grants paid                                                            | 1,137,700.                         |                           |                         | 1,137,700.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                           | 2,041,442.                                                                                      | 319,424.                           | 0.                        | 1,676,915.              |                                                             |
| 27 Subtract line 26 from line 12                                                                                                                                   |                                                                                                 |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                | -1,816,112.                                                                                     |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                   |                                                                                                 | 424,454.                           |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                     |                                                                                                 |                                    | 28,773.                   |                         |                                                             |

JSA For Paperwork Reduction Act Notice, see instructions.

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| Part II Balance Sheets      |                                                                                    | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                                     |                                                                                                           | Beginning of year     | End of year |  |
|-----------------------------|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|-------------|--|
|                             |                                                                                    | (a) Book Value                                                                                                                                         | (b) Book Value                                                                                            | (c) Fair Market Value |             |  |
| Assets                      | 1                                                                                  | Cash - non-interest-bearing . . . . .                                                                                                                  | 215,853.                                                                                                  | 97,563.               | 97,563.     |  |
|                             | 2                                                                                  | Savings and temporary cash investments . . . . .                                                                                                       |                                                                                                           |                       |             |  |
|                             | 3                                                                                  | Accounts receivable ▶                                                                                                                                  |                                                                                                           |                       |             |  |
|                             |                                                                                    | Less allowance for doubtful accounts ▶                                                                                                                 |                                                                                                           |                       |             |  |
|                             | 4                                                                                  | Pledges receivable ▶                                                                                                                                   |                                                                                                           |                       |             |  |
|                             |                                                                                    | Less allowance for doubtful accounts ▶                                                                                                                 |                                                                                                           |                       |             |  |
|                             | 5                                                                                  | Grants receivable . . . . .                                                                                                                            |                                                                                                           |                       |             |  |
|                             | 6                                                                                  | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .                        |                                                                                                           |                       |             |  |
|                             | 7                                                                                  | Other notes and loans receivable (attach schedule) ▶ *                                                                                                 |                                                                                                           | *                     | ATCH 7      |  |
|                             |                                                                                    | Less allowance for doubtful accounts ▶                                                                                                                 | 7,000.                                                                                                    |                       |             |  |
|                             | 8                                                                                  | Inventories for sale or use . . . . .                                                                                                                  |                                                                                                           |                       |             |  |
|                             | 9                                                                                  | Prepaid expenses and deferred charges . . . . .                                                                                                        |                                                                                                           |                       |             |  |
|                             | 10a                                                                                | Investments - U S and state government obligations (attach schedule) . .                                                                               |                                                                                                           |                       |             |  |
|                             | b                                                                                  | Investments - corporate stock (attach schedule) ATCH 8 . . . .                                                                                         | 28,269,441.                                                                                               | 26,703,992.           | 32,550,749. |  |
|                             | c                                                                                  | Investments - corporate bonds (attach schedule) . . . . .                                                                                              |                                                                                                           |                       |             |  |
|                             | Liabilities                                                                        | 11                                                                                                                                                     | Investments - land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach schedule) ▶ |                       |             |  |
| 12                          |                                                                                    | Investments - mortgage loans . . . . .                                                                                                                 |                                                                                                           |                       |             |  |
| 13                          |                                                                                    | Investments - other (attach schedule) . . . . .                                                                                                        |                                                                                                           |                       |             |  |
| 14                          |                                                                                    | Land, buildings, and equipment basis ▶<br>Less accumulated depreciation (attach schedule) ▶                                                            |                                                                                                           |                       |             |  |
| 15                          |                                                                                    | Other assets (describe ▶ )                                                                                                                             |                                                                                                           |                       |             |  |
| 16                          |                                                                                    | <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .                                          | 28,492,294.                                                                                               | 26,801,555.           | 32,648,312. |  |
| 17                          |                                                                                    | Accounts payable and accrued expenses . . . . .                                                                                                        |                                                                                                           |                       |             |  |
| 18                          |                                                                                    | Grants payable . . . . .                                                                                                                               |                                                                                                           |                       |             |  |
| 19                          |                                                                                    | Deferred revenue . . . . .                                                                                                                             |                                                                                                           |                       |             |  |
| 20                          |                                                                                    | Loans from officers, directors, trustees, and other disqualified persons. .                                                                            |                                                                                                           |                       |             |  |
| 21                          | Mortgages and other notes payable (attach schedule) . . . . .                      |                                                                                                                                                        |                                                                                                           |                       |             |  |
| 22                          | Other liabilities (describe ▶ )                                                    |                                                                                                                                                        |                                                                                                           |                       |             |  |
| 23                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                       | 0.                                                                                                                                                     | 0.                                                                                                        |                       |             |  |
| Net Assets or Fund Balances |                                                                                    | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                           |                       |             |  |
|                             | 24                                                                                 | Unrestricted . . . . .                                                                                                                                 | 28,492,294.                                                                                               | 26,801,555.           |             |  |
|                             | 25                                                                                 | Temporarily restricted . . . . .                                                                                                                       |                                                                                                           |                       |             |  |
|                             | 26                                                                                 | Permanently restricted . . . . .                                                                                                                       |                                                                                                           |                       |             |  |
|                             |                                                                                    | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>                                |                                                                                                           |                       |             |  |
|                             | 27                                                                                 | Capital stock, trust principal, or current funds . . . . .                                                                                             |                                                                                                           |                       |             |  |
|                             | 28                                                                                 | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                                                |                                                                                                           |                       |             |  |
|                             | 29                                                                                 | Retained earnings, accumulated income, endowment, or other funds . .                                                                                   |                                                                                                           |                       |             |  |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .              | 28,492,294.                                                                                                                                            | 26,801,555.                                                                                               |                       |             |  |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . . | 28,492,294.                                                                                                                                            | 26,801,555.                                                                                               |                       |             |  |

## 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 | 28,492,294. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -1,816,112. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 9                                                                                                            | 3 | 125,373.    |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 26,801,555. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                         | 5 |             |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .                                                 | 6 | 26,801,555. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)                                                                        |                                            |                                                 | (b) How acquired<br>P - Purchase<br>D - Donation                                             | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1 a</b> SEE PART IV SCHEDULE                                                                                                                                                                         |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                 |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                             |                                            |                                                 |                                                                                              |                                      |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                              |                                            |                                                 | <b>2</b>                                                                                     | -558,671.                            |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in<br>Part I, line 8 |                                            |                                                 | <b>3</b>                                                                                     | 0.                                   |                                  |

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

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

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

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

☐ Yes ☒ No

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

| (a) Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                              | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2015                                                                                                                                                                                                                           | 1,892,503.                            | 32,714,445.                               | 0.057849                                               |
| 2014                                                                                                                                                                                                                           | 1,754,226.                            | 33,163,048.                               | 0.052897                                               |
| 2013                                                                                                                                                                                                                           | 1,712,947.                            | 31,326,576.                               | 0.054680                                               |
| 2012                                                                                                                                                                                                                           | 1,793,082.                            | 29,061,950.                               | 0.061699                                               |
| 2011                                                                                                                                                                                                                           | 1,843,674.                            | 29,847,899.                               | 0.061769                                               |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                           |                                       |                                           | <b>2</b> 0.288894                                      |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years.                                      |                                       |                                           | <b>3</b> 0.057779                                      |
| <b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5                                                                                                                                          |                                       |                                           | <b>4</b> 15,812,945.                                   |
| <b>5</b> Multiply line 4 by line 3.                                                                                                                                                                                            |                                       |                                           | <b>5</b> 913,656.                                      |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).                                                                                                                                                           |                                       |                                           | <b>6</b> 4,245.                                        |
| <b>7</b> Add lines 5 and 6.                                                                                                                                                                                                    |                                       |                                           | <b>7</b> 917,901.                                      |
| <b>8</b> Enter qualifying distributions from Part XII, line 4.<br>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<br>Part VI instructions |                                       |                                           | <b>8</b> 1,676,915.                                    |

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

|                                                                                                                                                                                                                                              |    |         |        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1       | 4,245. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                       |    |         |        |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                      |    |         |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .                                                                                                                             |    | 2       |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                |    | 3       | 4,245. |
| 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       | 4,245. |
| 6 Credits/Payments                                                                                                                                                                                                                           |    |         |        |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .                                                                                                                                                                | 6a | 40,103. |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                            | 6b |         |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                              | 6c |         |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                          | 6d |         |        |
| 7 Total credits and payments Add lines 6a through 6d . . . . .                                                                                                                                                                               | 7  | 40,103. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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 | 35,858. |        |
| 11 Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 35,858. Refunded <input type="checkbox"/> . . . . .                                                                                  | 11 |         |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                        | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____                                                                                                      |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____                                                                                                                                                                    |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | 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 . . . . .                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                           | N/A |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | 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                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NE, . . . . .                                                                                                                                                                                                |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .                                                                                                                                | 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 . . . . .                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                        |     | X  |

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

|                                                                                                                                                                                                                                      | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).                                          | 11  | X  |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                          | 12  | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                               | 13  | X  |
| Website address <u>WWW.WOODSCHARITABLE.ORG</u>                                                                                                                                                                                       |     |    |
| 14 The books are in care of <u>TOM WOODS</u> Telephone no <u>(402) 436-5971</u>                                                                                                                                                      |     |    |
| Located at <u>1248 O STREET, SUITE 1130 LINCOLN, NE</u> ZIP+4 <u>68508</u>                                                                                                                                                           |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u> <b>15</b> |     |    |
| 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 <u></u>                                                                                             |     |    |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Yes                                                                 | No  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|
| 1a During the year did the foundation (either directly or indirectly)                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |     |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).                                                                                                                                                                                                                                                  | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?                                                                                                                                                                                                                                                                           | 1b                                                                  | X   |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                      |                                                                     |     |
| 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?                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |     |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)                                                                                                                                                                                       | 2b                                                                  | N/A |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| b If "Yes," did it have excess business holdings in 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) | 3b                                                                  | X   |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | 4a                                                                  | X   |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?                                                                                                                                                                                                                                                              | 4b                                                                  | X   |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions), ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** N/AOrganizations 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? ☐ 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 11              |                                                           | 131,164.                                  | 23,242.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATCH 12                                                       |                                                           | 179,086.         | 29,126.                                                               | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**Total number of other employees paid over \$50,000.** ☐ 0.

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

| (a) Name and address of each person paid more than \$50,000                        | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------|---------------------|------------------|
| ATCH 13                                                                            |                     | 272,923.         |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
|                                                                                    |                     |                  |
| Total number of others receiving over \$50,000 for professional services . . . . . |                     | 0.               |

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

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

Expenses

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

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

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

Amount

|                                                        |  |
|--------------------------------------------------------|--|
| 1 NONE                                                 |  |
|                                                        |  |
| 2                                                      |  |
|                                                        |  |
| All other program-related investments See instructions |  |
| 3 NONE                                                 |  |
|                                                        |  |
| Total. Add lines 1 through 3 . . . . .                 |  |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 15,805,684. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 243,267.    |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | 4,800.      |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 16,053,751. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  |             |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 16,053,751. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 240,806.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 15,812,945. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 790,647.    |

**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.)

|           |                                                                                                            |           |          |
|-----------|------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                              | <b>1</b>  | 790,647. |
| <b>2a</b> | Tax on investment income for 2016 from Part VI, line 5                                                     | <b>2a</b> | 4,245.   |
| <b>b</b>  | Income tax for 2016 (This does not include the tax from Part VI)                                           | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                        | <b>2c</b> | 4,245.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                      | <b>3</b>  | 786,402. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                  | <b>4</b>  | 28,773.  |
| <b>5</b>  | Add lines 3 and 4                                                                                          | <b>5</b>  | 815,175. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                     | <b>6</b>  |          |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | <b>7</b>  | 815,175. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |            |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                            |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 1,676,915. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |            |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                  |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 1,676,915. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 4,245.     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 1,672,670. |

**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.

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Page **9****Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                      | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 815,175.    |
| 2 Undistributed income, if any, as of the end of 2016                                                                                                                                |               |                            |             |             |
| a Enter amount for 2015 only, . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u> . . . . .                                                                                                         |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2016                                                                                                                                    |               |                            |             |             |
| a From 2011 . . . . .                                                                                                                                                                | 406,118.      |                            |             |             |
| b From 2012 . . . . .                                                                                                                                                                | 387,477.      |                            |             |             |
| c From 2013 . . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2014 . . . . .                                                                                                                                                                | 93,356.       |                            |             |             |
| e From 2015 . . . . .                                                                                                                                                                | 306,678.      |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                              | 1,193,629.    |                            |             |             |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,676,915.</u>                                                                                                     |               |                            |             |             |
| a Applied to 2015, but not more than line 2a . . . . .                                                                                                                               |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| d Applied to 2016 distributable amount, . . . . .                                                                                                                                    |               |                            |             | 815,175.    |
| e Remaining amount distributed out of corpus, . . . . .                                                                                                                              | 861,740.      |                            |             |             |
| 5 Excess distributions carryover applied to 2016 . . . . .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                     |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                             | 2,055,369.    |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                    |               |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                           |               |                            |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               |                            |             |             |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017. . . . .                                                                 |               |                            |             |             |
| 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) . . . . .       |               |                            |             |             |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 406,118.      |                            |             |             |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 1,649,251.    |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| a Excess from 2012 . . . . .                                                                                                                                                         | 387,477.      |                            |             |             |
| b Excess from 2013 . . . . .                                                                                                                                                         |               |                            |             |             |
| c Excess from 2014 . . . . .                                                                                                                                                         | 93,356.       |                            |             |             |
| d Excess from 2015 . . . . .                                                                                                                                                         | 306,678.      |                            |             |             |
| e Excess from 2016 . . . . .                                                                                                                                                         | 861,740.      |                            |             |             |

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

NOT APPLICABLE

**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 |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------|----------|----------|-----------|
|                                                                                                                                                                    | (a) 2016 | (b) 2015      | (c) 2014 | (d) 2013 |           |
| <b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     |          |               |          |          |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                  |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                 |          |               |          |          |           |
| <b>a</b> "Assets" alternative test - enter                                                                                                                         |          |               |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |          |               |          |          |           |
| <b>c</b> "Support" alternative test - enter                                                                                                                        |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |          |               |          |          |           |
| <b>(4)</b> Gross investment income . . . . .                                                                                                                       |          |               |          |          |           |

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATCH 14

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

SEE EXHIBIT 4

**c** Any submission deadlines

SEE EXHIBIT 3

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

SEE EXHIBIT 3

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

| Recipient<br>Name and address (home or business)      | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|-------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b><br>SEE EXHIBIT 2        |                                                                                                                    |                                      |                                     | 1,137,700. |
| <b>Total</b> . . . . . ▶ <b>3a</b>                    |                                                                                                                    |                                      |                                     | 1,137,700. |
| <b>b Approved for future payment</b><br>SEE EXHIBIT 5 |                                                                                                                    |                                      |                                     | 263,000.   |
| <b>Total</b> . . . . . ▶ <b>3b</b>                    |                                                                                                                    |                                      |                                     | 263,000.   |

## Enter gross amounts unless otherwise indicated

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

JSA  
6E1492 1 000

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

|          |                                                                                                                                                                                                                                                                                                                                                                                             | Yes          | No |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
|          |                                                                                                                                                                                                                                                                                                                                                                                             |              |    |
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any 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?                                                                                                                                         |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash . . . . .                                                                                                                                                                                                                                                                                                                                                                          | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .                                                                                                                                                                                                                                                                                                                                                                  | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions                                                                                                                                                                                                                                                                                                                                                                          |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                        | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .                                                                                                                                                                                                                                                                                                                  | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .                                                                                                                                                                                                                                                                                                                              | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .                                                                                                                                                                                                                                                                                                                                                    | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .                                                                                                                                                                                                                                                                                                                                                      | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .                                                                                                                                                                                                                                                                                                            | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .                                                                                                                                                                                                                                                                                                  | <b>1c</b>    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received |              |    |

[illegible]

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

**b** If "Yes," complete the following schedule.

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

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.

**Sign  
Here**

Signature of officer or trustee

05/15/2017  
Date

**PRESIDENT**  
Title

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

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name  
KRISTIN M. TYNON

Preparer's signature 

STE 1040

Date 5/10/17

Check ☐ self-employed

|      |           |
|------|-----------|
| PTIN | P01063388 |
|------|-----------|

|                |                                          |
|----------------|------------------------------------------|
| Firm's name    | ▶ BKD, LLP                               |
| Firm's address | ▶ 1248 O STREET, STE 1040<br>LINCOLN, NE |

Firm's EIN ▶ 44-0160260

68508-1461 Phone no 402-473-7600

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------------|-----------------------------------------|-----------------------------|
| OTHER INCOME - RUSSELL CORE BOND FUND   | -4,006.                                 | -4,006.                     |
| OTHER INCOME - RUSSELL MULTI ASSET CORE | -12,052.                                | -12,052.                    |
| OTHER INCOME - WILLIAM BLAIR MEZZANINE  | -80.                                    | -80.                        |
| MISCELLANEOUS INCOME                    | 25.                                     | 25.                         |
| EXCISE TAX REFUND                       | 40,103.                                 |                             |
| TOTALS                                  | <u>23,990.</u>                          | <u>-16,113.</u>             |

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ACCOUNTING         | 350.                                              | 88.                                  |                                    | 262.                           |
| AUDIT              | 10,755.                                           | 2,689.                               |                                    | 8,066.                         |
| TOTALS             | <u>11,105.</u>                                    | <u>2,777.</u>                        |                                    | <u>8,328.</u>                  |

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>           | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|------------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| INVESTMENT ADVISORY FEE      | 272,923.                                          | 272,923.                             |                                |
| CONSULTANTS WEBSITE & GRANTS | 13,613.                                           |                                      | 13,613.                        |
| TOTALS                       | <u>286,536.</u>                                   | <u>272,923.</u>                      | <u>13,613.</u>                 |

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u>  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|---------------------|-----------------------------------------|-----------------------------|
| INVESTMENT INTEREST | 753.                                    | 753.                        |
| TOTALS              | <u>753.</u>                             | <u>753.</u>                 |

ATTACHMENT 5FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| PAYROLL TAXES      | 23,998.                                           |                                      | 23,998.                        |
| FOREIGN TAXES      | 42,971.                                           | 42,971.                              |                                |
| FEDERAL EXCISE TAX | 45,103.                                           |                                      |                                |
| TOTALS             | <u>112,072.</u>                                   | <u>42,971.</u>                       | <u>23,998.</u>                 |

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | CHARITABLE<br>PURPOSES |
|---------------------|-----------------------------------------|------------------------|
| MEMBERSHIPS & DUES  | 4,825.                                  | 4,825.                 |
| STAFF EXPENSES      | 313.                                    | 313.                   |
| OFFICE SUPPLIES     | 3,981.                                  | 3,981.                 |
| POSTAGE             | 198.                                    | 198.                   |
| INSURANCE           | 3,725.                                  | 3,725.                 |
| MISCELLANEOUS       | 551.                                    | 551.                   |
| DATA COMMUNICATIONS | 2,653.                                  | 2,653.                 |
| TOTALS              | <u>16,246.</u>                          | <u>16,246.</u>         |

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

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

BEGINNING BALANCE DUE ..... 7,000.

ENDING BALANCE DUE ..... \_\_\_\_\_

ENDING FAIR MARKET VALUE ..... \_\_\_\_\_

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE ..... 7,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE ..... \_\_\_\_\_

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE ..... \_\_\_\_\_

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
| OTHER INVESTMENTS  | 26,703,992.                  | 32,550,749.           |
| TOTALS             | <u>26,703,992.</u>           | <u>32,550,749.</u>    |

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u>                                      | <u>AMOUNT</u>   |
|---------------------------------------------------------|-----------------|
| GRANT RECOVERIES                                        | 28,773.         |
| BOOK/TAX TIMING DIFFERENCE IN<br>PARTNERSHIP INVESTMENT | 96,600.         |
| TOTAL                                                   | <u>125,373.</u> |

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

| Kind of Property                             |                                       | Description               |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|---------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
|                                              |                                       | EXHIBIT 1                 |                          |                                |                                    | P            | -558,671.            |           |
| TOTAL GAIN(LOSS) .....                       |                                       |                           |                          |                                |                                    |              | <u>-558,671.</u>     |           |

ATTACHMENT 10FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE EXHIBIT 6  
GRANTEE'S ADDRESS:  
CITY, STATE & ZIP:  
GRANT DATE:  
GRANT AMOUNT:  
GRANT PURPOSE:  
AMOUNT EXPENDED:  
ANY DIVERSION? NO  
DATES OF REPORTS:  
VERIFICATION DATE:  
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

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

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

| <u>NAME AND ADDRESS</u>                                        | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> | <u>EXPENSE ACCT<br/>AND OTHER<br/>ALLOWANCES</u> |
|----------------------------------------------------------------|-----------------------------------------------------------------|---------------------|--------------------------------------------------------|--------------------------------------------------|
| ORVILLE JONES<br>1248 O STREET, STE 1130<br>LINCOLN, NE 68508  | VICE CHAIR<br>1.00                                              | 3,100.              | 0.                                                     | 0.                                               |
| ERNIE CASTILLO<br>1248 O STREET, STE 1130<br>LINCOLN, NE 68508 | DIRECTOR<br>1.00                                                | 3,100.              | 0.                                                     | 0.                                               |
| TOM WOODS<br>1248 O STREET, STE 1130<br>LINCOLN, NE 68508      | PRESIDENT/SECRETARY<br>40.00                                    | 113,664.            | 23,242.                                                | 0.                                               |
| GRAND TOTALS                                                   |                                                                 | <u>131,164.</u>     | <u>23,242.</u>                                         | <u>0.</u>                                        |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 12

| <u>NAME AND ADDRESS</u>                                               | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS<br/>TO EMPLOYEE<br/>BENEFIT PLANS</u> |
|-----------------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------------------------------------------|
| JOANN STOLLE<br>1248 O STREET, STE 1130<br>LINCOLN, NE 68508          | OPERATIONS MANAGER<br>40.00                                         | 105,656.            | 12,581.                                                |
| KATHY STEINAUER SMITH<br>1248 O STREET, STE 1130<br>LINCOLN, NE 68508 | INVESTMENT DIRECTOR<br>40.00                                        | 73,430.             | 16,545.                                                |
|                                                                       | TOTAL COMPENSATION                                                  | <u>179,086.</u>     | <u>29,126.</u>                                         |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

| <u>NAME AND ADDRESS</u>                                                         | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|---------------------------------------------------------------------------------|------------------------|---------------------|
| RUSSELL INVESTMENT GROUP<br>1301 SECOND AVENUE, 18TH FLOOR<br>SEATTLE, WA 98101 | INVESTMENT SERVICES    | 272,923.            |
|                                                                                 | TOTAL COMPENSATION     | <u>272,923.</u>     |

ATTACHMENT 14

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

SEE EXHIBIT 3

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 15

| DESCRIPTION                             | BUSINESS<br>CODE | AMOUNT | EXCLUSION<br>CODE | RELATED OR EXEMPT |                 |
|-----------------------------------------|------------------|--------|-------------------|-------------------|-----------------|
|                                         |                  |        |                   | AMOUNT            | FUNCTION INCOME |
| OTHER INCOME - RUSSELL CORE BOND FUND   |                  |        | 14                | -4,006.           |                 |
| OTHER INCOME - RUSSELL MULTI ASSET CORE |                  |        | 14                | -12,052.          |                 |
| OTHER INCOME - WILLIAM BLAIR MEZZANINE  |                  |        | 14                | -80.              |                 |
| MISCELLANEOUS INCOME                    |                  |        | 14                | 25.               |                 |
| EXCISE TAX REFUND                       |                  |        | 14                | 40,103.           |                 |
| TOTALS                                  |                  |        |                   | <u>23,990.</u>    |                 |

**Woods Charitable Fund, Inc.**  
**Summary of Capital Gains & Losses**  
**Form 990-PF Page 1, Line 6a**  
**12/31/2016**

|                                                         | <u>Proceeds</u> | <u>Book Basis</u> | <u>Gain/Loss</u> |
|---------------------------------------------------------|-----------------|-------------------|------------------|
| Frank Russell Net Capital Gain                          | 1,802,923       | 1,565,300         | 237,623          |
| Book/Tax Differences for Frank Russell Net Capital Gain |                 |                   | (196,839)        |
| William Blair Mezzanine Net Capital Gain                |                 |                   | -                |
| Book/Tax Differences for Russell Core Bond Fund         |                 |                   | 78,967           |
| Book/Tax Differences for Russell Multi Asset Core Fund  |                 |                   | (678,422)        |
| Net Capital Gain to Page 1 Line 6a                      |                 |                   | <u>(558,671)</u> |

**WOODS CHARITABLE FUND, INC.**  
**GRANTS PAID**  
**January 1, 2016-December 31, 2016**

| Category/Organization/Address                                                               | Recipient Status | Purpose of Grant                                                            | Amount Paid    |
|---------------------------------------------------------------------------------------------|------------------|-----------------------------------------------------------------------------|----------------|
| <b>ARTS AND CULTURE</b>                                                                     |                  |                                                                             |                |
| Colonel Mustard Amateur Attic Theatre Company, Lincoln, NE                                  | PC               | General operating                                                           | 5,000          |
| Fiesta Mexicana of the Heartlands, Lincoln, NE                                              | PC               | General operating, strategic planning, leadership development               | 5,700          |
| Flatwater Shakespear Company, Lincoln, NE                                                   | PC               | General operating                                                           | 12,500         |
| Hear Nebraska, Inc., Lincoln, NE                                                            | PC               | General operating                                                           | 20,000         |
| Lincoln Arts Council, Lincoln, NE                                                           | PC               | Toward "Art Makes Me SmArt" program                                         | 20,000         |
| Lincoln Orchestra Association, Lincoln, NE                                                  | PC               | Support for "Family Literacy Partnership" program                           | 10,000         |
| Lux Center for the Arts, Lincoln, NE                                                        | PC               | Toward the "Operations Manager" staff position                              | 25,000         |
| Meadowlark Music Festival, Lincoln, NE                                                      | PC               | For the 2017 Summer Music Festival                                          | 10,000         |
| Mid-America Arts Alliance, Kansas City, MO                                                  | PC               | Training workshops for Nebraskan artists and arts organizations             | 8,000          |
| Nebraska Art Association, Lincoln, NE                                                       | PC               | General operating                                                           | 5,000          |
| Nebraska Brass, Inc., Lincoln, NE                                                           | PC               | To support "Brass Goes to School" an educational outreach program           | 2,500          |
| Nebraska Writers Collective, Lincoln, NE                                                    | PC               | For "Louder Than A Bomb" performance poetry program                         | 15,000         |
| University of Nebraska-Lincoln, Great Plains Art Museum, Lincoln, NE                        | PC               | For the "Contemporary Indigeneity: Spiritual Borderlands" exhibition        | 8,000          |
| <b>Subtotal</b>                                                                             |                  |                                                                             | <b>146,700</b> |
| <b>CIVIC AND COMMUNITY</b>                                                                  |                  |                                                                             |                |
| ACLU Nebraska Foundation, Inc., Lincoln, NE                                                 | PC               | For promotional project marking the 50th anniversary of the organization    | 5,000          |
| Leadership Lincoln, Inc., Lincoln, NE                                                       | PC               | For the new "Communications Specialist" position                            | 20,000         |
| Legal Aid of Nebraska, Lincoln, NE                                                          | PC               | General operating                                                           | 25,000         |
| Lincoln Community Foundation, Lincoln, NE                                                   | PC               | Toward the production of the "Vital Signs" report                           | 1,000          |
| Nebraska Applesseed Center for Law in the Public Interest, Inc., Lincoln, NE                | PC               | For startup expenses for the Nebraska Civic Engagement Table                | 30,000         |
| Nebraska Bicycling Alliance, Lincoln, NE                                                    | PC               | For leadership support to cultivate a more bicycle-friendly state           | 10,000         |
| Nebraskans for Civic Reform, Lincoln, NE                                                    | PC               | Support for a "Legal Director of Voting Rights" position                    | 20,000         |
| Neighborhoods, Inc. (dba NeighborWorks Lincoln), Lincoln, NE                                | PC               | Staffing for community-building and neighborhood project development        | 30,000         |
| OpenSky Policy Institute, Lincoln, NE                                                       | PC               | For temporary staffing to research health-related topics                    | 15,000         |
| Sunrise Communications, Inc. (dba KZUM Radio), Lincoln, NE                                  | PC               | General operating                                                           | 20,000         |
| VolunteerLinc, Lincoln, NE                                                                  | PC               | General operating                                                           | 20,000         |
| <b>Subtotal</b>                                                                             |                  |                                                                             | <b>196,000</b> |
| <b>EDUCATION</b>                                                                            |                  |                                                                             |                |
| Bright Lights, Inc., Lincoln, NE                                                            | PC               | General operating                                                           | 8,000          |
| Dimensions Educational Research Foundation, Lincoln, NE                                     | PC               | Toward "Nature Explore" outdoor classroom at Cedars Northbridge Center      | 50,000         |
| Educare of Lincoln, Lincoln, NE                                                             | PC               | For before- and after-school care for research-based childcare program      | 20,000         |
| Lincoln Children's Museum, Lincoln, NE                                                      | PC               | To staff club activity at elementary schools' "Community Learning Centers"  | 1,000          |
| Lincoln Housing Charties, Lincoln, NE                                                       | SO I             | For "Expanding Horizons" summer enrichment program                          | 4,500          |
| Lincoln Literacy Council, Lincoln, NE                                                       | PC               | General operating                                                           | 30,000         |
| Lincoln Public Schools, Lincoln, NE                                                         | PC               | "Community LINKS" programs                                                  | 94,000         |
| Nebraska Human Resources Research Foundation, Inc., Lincoln, NE                             | PC               | For doctoral assistantship with program operations                          | 20,000         |
| Northeast Family Resource Center, Lincoln, NE                                               | PC               | For quality assessment and accreditation of their "Early Learning Center"   | 12,500         |
| Spring Creek Prairie Audubon Center, Lincoln, NE **                                         | PC **            | For the Center's 2017 summer education programs                             | 20,000         |
| Univ of NE-Lincoln, Center for Research on Children, Families, Youth & Schools, Lincoln, NE | PC               | "Building Bridges Through Relationships" dropout prevention program         | 30,000         |
| <b>Subtotal</b>                                                                             |                  |                                                                             | <b>290,000</b> |
| <b>HUMAN SERVICES</b>                                                                       |                  |                                                                             |                |
| Asian Community and Cultural Center, Lincoln, NE                                            | PC               | General operating                                                           | 25,000         |
| Boys and Girls Clubs of Lincoln Lancaster County, Lincoln, NE                               | PC               | General operating                                                           | 10,000         |
| CASA for Lancaster County                                                                   | PC               | For the "Development Director" position                                     | 12,500         |
| Cedars Youth Services, Lincoln, NE                                                          | PC               | For "Bridges Transitional Living Program" supervised living for youth       | 30,000         |
| Center for People in Need, Inc., Lincoln, NE                                                | PC               |                                                                             | 20,000         |
| Community Action Partnership of Lancaster and Saunders Counties, Lincoln, NE                | PC               | Toward "Individual Development Account" program for financial literacy      | 10,000         |
| Food Bank of Lincoln, Inc., Lincoln, NE                                                     | PC               | Toward "High School Food Markets" program                                   | 20,000         |
| Fresh Start, Inc., Lincoln, NE                                                              | PC               | General operating                                                           | 19,000         |
| Girl Scouts-Spirit of Nebraska, Lincoln, NE                                                 | PC               | For outreach programs serving girls in Lincoln and Lancaster County         | 20,000         |
| Heartland Big Brothers Big Sisters, Lincoln, NE                                             | PC               | General operating                                                           | 30,000         |
| Karen Society of Nebraska, Inc., Lincoln, NE                                                | PC               | For "Office Coordinator" position                                           | 5,000          |
| Lincoln Bike Kitchen, Lincoln, NE                                                           | PC               | General operating and leadership support                                    | 8,000          |
| Lincoln Lancaster County Child Advocacy Center, Lincoln, NE                                 | PC               | Support for the "Training and Prevention Director" position                 | 10,000         |
| Lincoln Lancaster County Human Services Federation, Inc., Lincoln, NE                       | PC               | General operating                                                           | 10,000         |
| Lincoln YWCA, Lincoln, NE                                                                   | PC               | General operating                                                           | 25,000         |
| Lutheran Family Services of Nebraska, Inc., Lincoln, NE                                     | PC               | For two "Mental-Health Therapist" positions serving vulnerable children     | 25,000         |
| Malone Community Center, Lincoln, NE                                                        | PC               | For "Culler Summer Investigators" program                                   | 10,000         |
| Malone Community Center, Lincoln, NE                                                        | PC               | General Operating                                                           | 20,000         |
| Malone Community Center, Lincoln, NE                                                        | PC               | "Out-of-School" program coordinator position                                | 20,000         |
| Matt Talbot Kitchen & Outreach, Inc., Lincoln, NE                                           | PC               | Toward the "Director of Business & Finance" position                        | 27,500         |
| Mourning Hope, Lincoln, NE                                                                  | PC               | For outreach services for grieving children                                 | 15,000         |
| Outlinc, Inc., Lincoln, NE                                                                  | PC               | Toward "Salesforce" a donor/volunteer database system                       | 6,000          |
| Planned Parenthood of the Heartland, Inc., Lincoln, NE                                      | PC               | In support of advocacy staffing in Lincoln                                  | 20,000         |
| TeamMates Mentoring Program, Lincoln, NE **                                                 | PC **            | Support for TeamMates recruitment research project                          | 5,000          |
| University of Nebraska-Lincoln, Center on Children, Families and the Law, Lincoln, NE       | PC               | To study/improve communication of birth parents and child caretakers        | 12,000         |
| University of Nebraska-Lincoln, Department of Psychology, Lincoln, NE                       | PC               | "Project SAFE" mental health services for sexual abuse victims/families     | 25,000         |
| Voices for Children in Nebraska, Omaha, NE                                                  | PC               | For website & interactive presentation of "Kids Count in Nebraska" report   | 10,000         |
| Voices of Hope of Lincoln, Inc., Lincoln, NE                                                | PC               | To increase staffing for work with threat assessment teams in Lincoln       | 35,000         |
| Wellbeing Initiative, Inc., Lincoln, NE                                                     | PC               | Staffing at "The Orchard" a center for adults with mental health challenges | 20,000         |
| <b>Subtotal</b>                                                                             |                  |                                                                             | <b>505,000</b> |

**TOTAL GRANTS PAID**

**\$ 1,137,700**

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

**WOODS CHARITABLE FUND, INC.**  
**2016 Grants Approved with Payments Due in Future Years**  
**December 31, 2016**

| Organization                                                             | Date<br>Approved | Amount<br>Approved | Paid to<br>Date   | Payable 2017<br>& Beyond |
|--------------------------------------------------------------------------|------------------|--------------------|-------------------|--------------------------|
| Flatwater Shakespeare Company                                            | 5/11/16          | 25,000             | 12,500            | 12,500                   |
| Lincoln Children's Museum                                                | 5/11/16          | 2,000              | 1,000             | 1,000                    |
| Lincoln Literacy Council                                                 | 5/11/16          | 60,000             | 30,000            | 30,000                   |
| Neighborhoods, Inc. (dba NeighborWorks Lincoln)                          | 5/11/16          | 60,000             | 30,000            | 30,000                   |
| University of Nebraska-Lincoln, Center on Children, Families and the Law | 5/11/16          | 24,000             | 12,000            | 12,000                   |
| Lutheran Family Services of Nebraska, Inc.                               | 5/11/16          | 45,000             | 25,000            | 20,000                   |
| Asian Community and Cultural Center                                      | 11/9/16          | 45,000             | 25,000            | 20,000                   |
| CASA for Lancaster County                                                | 11/9/16          | 22,500             | 12,500            | 10,000                   |
| Community Action Partnership of Lancaster and Saunders Counties          | 11/9/16          | 30,000             | 10,000            | 20,000                   |
| Leadership Lincoln, Inc.                                                 | 11/9/16          | 30,000             | 20,000            | 10,000                   |
| Lincoln Lancaster County Habitat for Humanity, Inc                       | 11/9/16          | 20,000             | 20,000            | 20,000                   |
| Matt Talbot Kitchen & Outreach, Inc                                      | 11/9/16          | 55,000             | 27,500            | 27,500                   |
| Nebraska Bicycling Alliance                                              | 11/9/16          | 20,000             | 10,000            | 10,000                   |
| Nebraska Humanities Council                                              | 11/9/16          | 40,000             | 40,000            | 40,000                   |
| <b>TOTAL OUTSTANDING COMMITMENTS</b>                                     |                  | <b>\$ 478,500</b>  | <b>\$ 215,500</b> | <b>\$ 263,000</b>        |

WOODS CHARITABLE FUND, INC.

FORM 990PF  
2016

#47-6032847

PAGE 6, PART VII B, QUESTION 5(c)

STATEMENT OF EXPENDITURE RESPONSIBILITY

- (a) Grantee:  
Friends of Woods Tennis, Inc.  
  
Fiscal Agent: Lincoln Parks Foundation  
2740 A Street, Box 201  
Lincoln, NE 68502
- (b) Granted:  
Paid a grant of \$200,000 on December 29, 2015
- (c) Purpose of Grant:  
For Phase 1 of Taking the Game to the Community Capital Campaign for the construction of a permanent in-door tennis facility for the community to include public meeting space and to expand upon the already existing public art displays at the tennis court site. The facility also collaborates with Lincoln Public Schools and 15 Community Learning Centers offering free use of the tennis courts during the school's tennis season and summer outreach programs to needy youth ages 4-18 years of age.
- (d) Amount Expended by Grantee:  
Since the grant was paid out on December 29, 2015, Woods Charitable Fund has not received a fiscal report to date, 4/28/2017.
- (e) Diversion of Funds:  
The signed grant agreement form stated that no portion of the funds may be used to support lobbying purposes and that the proceeds of this grant must be deposited in an account explicitly for the project, not to be co-mingled with other funds for other purposes.
- (f) Report Received from the Grantee:  
Woods has not yet received a written account of activities and expenditures for this grant which report is due at this time.
- (g) Administration will complete an examination of the grantee's progress when it becomes available and will verify expenditures at that time to insure the funds are expended solely for the purpose for which it was approved.

ALL INFORMATION REGARDING THIS TRANSACTION IS AVAILABLE UPON REQUEST AT WOODS' ADDRESS: 1248 O STREET, LINCOLN, NEBRASKA 68508.

WOODS CHARITABLE FUND, INC.

FORM 990PF  
2016

#47-6032847

PAGE 6, PART VII B, QUESTION 5(c)

STATEMENT OF EXPENDITURE RESPONSIBILITY

- (a) Grantee:  
Produce from the Heart  
  
Fiscal Agent. Center for People in Need  
3901 North 27<sup>th</sup> Street  
Lincoln, NE 68521
- (b) Granted:  
Paid a grant of \$30,000 on November 24, 2015
- (c) Purpose of Grant:  
For general operating expenses for this start-up group, transitioning from volunteer worker status to a 501(c)(3) organization, that gathers food from various sources to distribute to the needy and hungry. The grant is not to be used for purchase of vehicle or other equipment but explicitly according to the line item expenses in the project budget.
- (d) Amount Expended by Grantee:  
The grant to Produce from the Heart was not fully expended as per report of November 30, 2016. On January 20, 2017, Woods received a refund of the unused portion of the grant in the amount of \$11,245.85. The grant was closed on receipt of the remaining funds.
- (e) Diversion of Funds:  
The grantee has not diverted any portion of the funds from the purpose of the grant to the knowledge of the Directors of the Woods Charitable Fund, Inc.
- (f) Report Received from the Grantee:  
Woods received a written account of activities and expenditures for this grant on November 30, 2016.
- (g) Administration has completed an examination of the grantee's activities and verifies that funds were expended solely for the purpose for which the grant was approved

ALL REPORTING REGARDING THIS TRANSACTION IS AVAILABLE UPON REQUEST AT WOODS' ADDRESS. 1248 O STREET, SUITE 1130, LINCOLN, NEBRASKA 68508.