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

**2016**

Department of the Treasury  
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**Open to Public Inspection**

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

**WOODS FOUNDATION**  
755 E. MULBERRY, SUITE 600  
SAN ANTONIO, TX 78212

**A** Employer identification number  
74-2955600

**B** Telephone number (see instructions)  
210-821-6523

**C** If exemption application is pending, check here

**D** 1 Foreign organizations, check here   
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

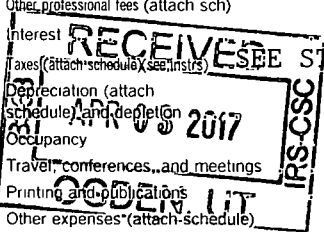
**H** Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)  
▶ \$ 186,379.

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

| <b>Part I Analysis of Revenue and Expenses</b> (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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>1</b>  | Contributions, gifts, grants, etc., received (attach schedule)                                |                                    |                           |                         |   |
| <b>2</b>  | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B   |                                    |                           |                         |   |
| <b>3</b>  | Interest on savings and temporary cash investments  |                                    |                           |                         |   |
| <b>4</b>  | Dividends and interest from securities  | 353.                               | 353.                      |                         |   |
| <b>5a</b>   | Gross rents   |                                    |                           |                         |   |
| <b>b</b>  | Net rental income or (loss)   |                                    |                           |                         |   |
| <b>6a</b>   | Net gain or (loss) from sale of assets not on line 10   | -22,105.                           |                           |                         |   |
| <b>b</b>  | Gross sales price for all assets on line 6a 341,800.  |                                    |                           |                         |   |
| <b>7</b>  | Capital gain net income (from Part IV, line 2)  |                                    | 0.                        |                         |   |
| <b>8</b>  | Net short-term capital gain   |                                    |                           | 0.                      |   |
| <b>9</b>  | Income modifications  |                                    |                           |                         |   |
| <b>10a</b>  | Gross sales less returns and allowances   |                                    |                           |                         |   |
| <b>b</b>  | Less Cost of goods sold   |                                    |                           |                         |   |
| <b>c</b>  | Gross profit or (loss) (attach schedule)  |                                    |                           |                         |   |
| <b>11</b>   | Other income (attach schedule)  |                                    |                           |                         |   |
| <b>12</b>   | <b>Total</b> Add lines 1 through 11   | -21,752.                           | 353.                      | 0.                      |   |
| <b>13</b>   | Compensation of officers, directors, trustees, etc.   | 0.                                 |                           |                         |   |
| <b>14</b>   | Other employee salaries and wages   |                                    |                           |                         |   |
| <b>15</b>   | Pension plans, employee benefits  |                                    |                           |                         |   |
| <b>16a</b>  | Legal fees (attach schedule)  |                                    |                           |                         |   |
| <b>b</b>  | Accounting fees (attach sch.)   |                                    |                           |                         |   |
| <b>c</b>  | Other professional fees (attach sch.)   |                                    |                           |                         |   |
| <b>17</b>   | Interest  |                                    |                           |                         |   |
| <b>18</b>   | Taxes (attach schedule) (see instructions)  | 5,247.                             |                           |                         |   |
| <b>19</b>   | Depreciation (attach schedule) and depletion  |                                    |                           |                         |   |
| <b>20</b>   | Occupancy   |                                    |                           |                         |   |
| <b>21</b>   | Travel, conferences, and meetings   |                                    |                           |                         |   |
| <b>22</b>   | Printing and publications   |                                    |                           |                         |   |
| <b>23</b>   | Other expenses (attach schedule)  |                                    |                           |                         |   |
| <b>24</b>   | <b>Total operating and administrative expenses</b> Add lines 13 through 23<br>SEE STATEMENT 2 | 382.                               | 370.                      |                         | 12.   |
| <b>25</b>   | Contributions, gifts, grants paid<br>PART XV  | 167,450.                           |                           |                         | 167,450.  |
| <b>26</b>   | <b>Total expenses and disbursements</b><br>Add lines 24 and 25                                | 173,079.                           | 370.                      | 0.                      | 167,462.  |
| <b>27</b>   | Subtract line 26 from line 12   |                                    |                           |                         |   |
| <b>a</b>  | <b>Excess of revenue over expenses and disbursements</b>                                      | -194,831.                          |                           |                         |   |
| <b>b</b>  | <b>Net investment income</b> (if negative, enter 0)   |                                    | 0.                        |                         |   |
| <b>c</b>  | <b>Adjusted net income</b> (if negative, enter -0-)   |                                    |                           | 0.                      |   |

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ADMINISTRATIVE AND OPERATING EXPENSES



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| <b>Part II Balance Sheets</b>   |  | 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 |
| <b>A S S E T S</b>  | <b>1</b> Cash – non-interest-bearing   | 109,081.   | 153,296.       | 153,296.              |
|   | <b>2</b> Savings and temporary cash investments  |  |                |                       |
|   | <b>3</b> Accounts receivable ▶   |  |                |                       |
|   | Less allowance for doubtful accounts ▶   |  |                |                       |
|   | <b>4</b> Pledges receivable ▶  |  |                |                       |
|   | Less allowance for doubtful accounts ▶   |  |                |                       |
|   | <b>5</b> Grants receivable   |  |                |                       |
|   | <b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)   |  |                |                       |
|   | <b>7</b> Other notes and loans receivable (attach sch) ▶   |  |                |                       |
|   | Less allowance for doubtful accounts ▶   |  |                |                       |
|   | <b>8</b> Inventories for sale or use   |  |                |                       |
|   | <b>9</b> Prepaid expenses and deferred charges   |  |                |                       |
|   | <b>10a</b> Investments – U S and state government obligations (attach schedule)  |  |                |                       |
|   | <b>b</b> Investments – corporate stock (attach schedule)   | 273,961.   | 34,915.        | 33,083.               |
|   | <b>c</b> Investments – corporate bonds (attach schedule)   |  |                |                       |
|   | <b>11</b> Investments – land, buildings, and equipment basis ▶   |  |                |                       |
| Less accumulated depreciation (attach schedule) ▶   |  |  |                |                       |
| <b>12</b> Investments – mortgage loans  |  |  |                |                       |
| <b>13</b> Investments – other (attach schedule)   |  |  |                |                       |
| <b>14</b> Land, buildings, and equipment basis ▶  |  |  |                |                       |
| Less accumulated depreciation (attach schedule) ▶   |  |  |                |                       |
| <b>15</b> Other assets (describe ▶ )  |  |  |                |                       |
| <b>16 Total assets</b> (to be completed by all filers – see the instructions. Also, see page 1, item I) | 383,042.   | 188,211.   | 186,379.       |                       |
| <b>L I A B I L I T I E S</b>  | <b>17</b> Accounts payable and accrued expenses  |  |                |                       |
|   | <b>18</b> Grants payable   |  |                |                       |
|   | <b>19</b> Deferred revenue   |  |                |                       |
|   | <b>20</b> Loans from officers, directors, trustees, & other disqualified persons   |  |                |                       |
|   | <b>21</b> Mortgages and other notes payable (attach schedule)  |  |                |                       |
|   | <b>22</b> Other liabilities (describe ▶ )  |  |                |                       |
|   | <b>23 Total liabilities</b> (add lines 17 through 22)  | 0.   | 0.             |                       |
| <b>N E T A S S E T S O R F U N D B A L A N C E S</b>  | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/> |  |                |                       |
|   | <b>24</b> Unrestricted   |  |                |                       |
|   | <b>25</b> Temporarily restricted   |  |                |                       |
|   | <b>26</b> Permanently restricted   |  |                |                       |
|   | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>   |  |                |                       |
|   | <b>27</b> Capital stock, trust principal, or current funds   |  |                |                       |
|   | <b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund  |  |                |                       |
|   | <b>29</b> Retained earnings, accumulated income, endowment, or other funds   | 383,042.   | 188,211.       |                       |
| <b>30 Total net assets or fund balances</b> (see instructions)  | 383,042.   | 188,211.   |                |                       |
| <b>31 Total liabilities and net assets/fund balances</b> (see instructions)                             | 383,042.   | 188,211.   |                |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|   |          |           |
|---|----------|-----------|
| <b>1</b> 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) | <b>1</b> | 383,042.  |
| <b>2</b> Enter amount from Part I, line 27a   | <b>2</b> | -194,831. |
| <b>3</b> Other increases not included in line 2 (itemize) ▶   | <b>3</b> |           |
| <b>4</b> Add lines 1, 2, and 3  | <b>4</b> | 188,211.  |
| <b>5</b> Decreases not included in line 2 (itemize) ▶   | <b>5</b> |           |
| <b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30  | <b>6</b> | 188,211.  |

**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 shares MLC Company) | (b) How acquired<br>P — Purchase<br>D — Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1 a <b>BROKERAGE - STATEMENT 4</b>   | P  | VARIOUS                              | VARIOUS                          |
| b  |  |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|---|--|---|
| a 341,800.            |   | 364,946.                                     | -23,146.                                  |
| b                     |   |  |   |
| c                     |   |  |   |
| d                     |   |  |   |
| e                     |   |  |   |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |  | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|-----------------------------------|--|--|
| (i) F M V as of 12/31/69  | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |  |
| a   |                                   |  | -23,146.   |
| b   |                                   |  |  |
| c   |                                   |  |  |
| d   |                                   |  |  |
| e   |                                   |  |  |

|  |   |          |
|--|---|----------|
| 2 Capital gain net income or (net capital loss) <span style="float:right">[ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 ]</span>  | 2 | -23,146. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 <span style="float:right">]</span> | 3 | -23,146. |

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

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

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

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

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

| 1 Enter the appropriate amount in each column for each year, see the instructions before making any entries  |                                       |  |  |
|--|---------------------------------------|--|--|
| (a) Base period years<br>Calendar year (or tax year<br>beginning in)   | (b) Adjusted qualifying distributions | (c) Net value of<br>noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
| 2015   | 789,435.                              | 894,201.                                     | 0.882838   |
| 2014   | 303,288.                              | 1,159,628.                                   | 0.261539   |
| 2013   | 331,721.                              | 1,480,061.                                   | 0.224127   |
| 2012   | 367,260.                              | 1,859,268.                                   | 0.197529   |
| 2011   | 222,310.                              | 1,166,173.                                   | 0.190632   |
| 2 Total of line 1, column (d)  |                                       |  | 1.756665   |
| 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years |                                       |  | 0.351333   |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5   |                                       |  | 258,789.   |
| 5 Multiply line 4 by line 3  |                                       |  | 90,921.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   |                                       |  |  |
| 7 Add lines 5 and 6  |                                       |  | 90,921.  |
| 8 Enter qualifying distributions from Part XII, line 4   |                                       |  | 167,462.   |

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

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

|  |            |    |
|--|------------|----|
| <b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1<br>Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions) |            |    |
| <b>b</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  | <b>1</b>   | 0. |
| <b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)   |            |    |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  | <b>2</b>   | 0. |
| <b>3</b> Add lines 1 and 2   | <b>3</b>   | 0. |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  | <b>4</b>   | 0. |
| <b>5 Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-  | <b>5</b>   | 0. |
| <b>6 Credits/Payments</b>  |            |    |
| <b>a</b> 2016 estimated tax pmts and 2015 overpayment credited to 2016   | <b>6 a</b> |    |
| <b>b</b> Exempt foreign organizations – tax withheld at source   | <b>6 b</b> |    |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)   | <b>6 c</b> |    |
| <b>d</b> Backup withholding erroneously withheld   | <b>6 d</b> |    |
| <b>7</b> Total credits and payments Add lines 6a through 6d  | <b>7</b>   | 0. |
| <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached   | <b>8</b>   |    |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed   | <b>9</b>   | 0. |
| <b>10</b> Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid   | <b>10</b>  |    |
| <b>11</b> Enter the amount of line 10 to be Credited to 2017 estimated tax   | <b>11</b>  |    |

**Part VII-A Statements Regarding Activities**

|  | Yes | No |
|--|-----|----|
| <b>1 a</b> 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>1 b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?<br><i>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</i> |     | X  |
| <b>1 c</b> Did the foundation file <b>Form 1120-POL</b> for this year?   |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br><b>(1)</b> On the foundation ▶ \$ 0. <b>(2)</b> On foundation managers ▶ \$ 0.   |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.  |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br><i>If 'Yes,' attach a detailed description of the activities</i>   |     | X  |
| <b>3</b> 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? <i>If 'Yes,' attach a conformed copy of the changes</i>   |     | X  |
| <b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?   |     | X  |
| <b>4 b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?   | N/A |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br><i>If 'Yes,' attach the statement required by General Instruction T</i>   |     | X  |
| <b>6</b> 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  |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>   | X   |    |
| <b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX   |     |    |
| <b>8 b</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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>  | X   |    |
| <b>9</b> 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)? <i>If 'Yes,' complete Part XIV</i>   |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>  |     | X  |

BAA

Form 990-PF (2016)

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

|    |   |    |     |     |
|----|---|----|-----|-----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)   | 11 | Yes | No  |
|    |   |    |     | X   |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)  | 12 |     | X   |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <span style="float:right">▶ N/A</span>   | 13 | X   |     |
| 14 | The books are in care of ▶ <u>GARY V. WOODS</u> Telephone no ▶ <u>210-821-6523</u><br>Located at ▶ <u>755 E. MULBERRY, STE 600 SAN ANTONIO TX</u> ZIP + 4 ▶ <u>78212</u>  |    |     |     |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <span style="float:right">▶ 15</span>   |    | N/A | N/A |
| 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ▶ | 16 | Yes | No  |
|    |   |    |     | X   |

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

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

|     |  | Yes | No  |
|-----|--|-----|-----|
| 1 a | 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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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 <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here <span style="float:right">▶ <input type="checkbox"/></span>   | 1 b | N/A |
| 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?  | 1 c | 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<br>If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __  |     |     |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer 'No' and attach statement - see instructions)   | 2 b | N/A |
| c   | If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here<br>▶ 20 __ , 20 __ , 20 __ , 20 __  |     |     |
| 3 a | 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i> ) | 3 b | N/A |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  | 4 a | 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?  | 4 b | X   |

BAA

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

**5 a** 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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d) N/A

**6 a** 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

If 'Yes' to 6b, file Form 8870

**7 a** 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

**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 |
|--|---|---|---|---------------------------------------|
| GARY V. WOODS<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212     | PRESIDENT<br>0  | 0.  | 0.  | 0.                                    |
| STEVE L. CUMMINGS<br>755 E. MULBERRY, SUITE 600<br>SAN ANTONIO, TX 78212 | SECRETARY<br>0  | 0.  | 0.  | 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 |
|---|---|------------------|---|---------------------------------------|
| NONE  |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

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

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

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

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

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 <u>ACTIVITIES CONSIST OF MAKING CONTRIBUTIONS TO QUALIFIED ORGANIZATIONS TO ASSIST THEM IN CONDUCTING THEIR ACTIVITIES. EXPENSES RELATE TO CHECK PRINTING AND OTHER ADMINISTRATIVE FEES.</u>   |          |
| 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 -----<br>N/A   |        |
| 2 -----  |        |
| All other program-related investments See instructions<br>3 -----  |        |
| Total. Add lines 1 through 3   | 0.     |

BAA

**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>1 a</b> | 96,076.  |
| <b>b</b> Average of monthly cash balances   | <b>1 b</b> | 166,654. |
| <b>c</b> Fair market value of all other assets (see instructions)   | <b>1 c</b> |          |
| <b>d Total</b> (add lines 1a, b, and c)   | <b>1 d</b> | 262,730. |
| <b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  | <b>1 e</b> | 0.       |
| <b>2</b> Acquisition indebtedness applicable to line 1 assets   | <b>2</b>   | 0.       |
| <b>3</b> Subtract line 2 from line 1d   | <b>3</b>   | 262,730. |
| <b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)  | <b>4</b>   | 3,941.   |
| <b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4       | <b>5</b>   | 258,789. |
| <b>6 Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>   | 12,939.  |

**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>   | 12,939. |
| <b>2 a</b> Tax on investment income for 2016 from Part VI, line 5   | <b>2 a</b> |         |
| <b>b</b> Income tax for 2016 (This does not include the tax from Part VI)                                   | <b>2 b</b> |         |
| <b>c</b> Add lines 2a and 2b  | <b>2 c</b> |         |
| <b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1                              | <b>3</b>   | 12,939. |
| <b>4</b> Recoveries of amounts treated as qualifying distributions  | <b>4</b>   |         |
| <b>5</b> Add lines 3 and 4  | <b>5</b>   | 12,939. |
| <b>6</b> Deduction from distributable amount (see instructions)   | <b>6</b>   |         |
| <b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>   | 12,939. |

**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>1 a</b> | 167,462. |
| <b>b</b> Program-related investments — total from Part IX-B   | <b>1 b</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>3 a</b> |          |
| <b>b</b> Cash distribution test (attach the required schedule)  | <b>3 b</b> |          |
| <b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4   | <b>4</b>   | 167,462. |
| <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>   |          |
| <b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>   | 167,462. |

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

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

|  | (a)<br>Corpus | (b)<br>Years prior to 2015 | (c)<br>2015 | (d)<br>2016 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7   |               |                            |             | 12,939.     |
| 2 Undistributed income, if any, as of the end of 2016  |               |                            |             |             |
| a Enter amount for 2015 only   |               |                            | 0.          |             |
| b Total for prior years 20 __, 20 __, 20 __  |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2016  |               |                            |             |             |
| a From 2011  | 167,501.      |                            |             |             |
| b From 2012  | 277,777.      |                            |             |             |
| c From 2013  | 261,276.      |                            |             |             |
| d From 2014  | 248,857.      |                            |             |             |
| e From 2015  | 758,779.      |                            |             |             |
| f Total of lines 3a through e  | 1,714,190.    |                            |             |             |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 167,462.  |               |                            |             |             |
| a Applied to 2015, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required – see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required – see instructions)  | 0.            |                            |             |             |
| d Applied to 2016 distributable amount   |               |                            |             | 12,939.     |
| e Remaining amount distributed out of corpus   | 154,523.      |                            |             |             |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 1,868,713.    |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b  |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b Taxable amount – see instructions  |               | 0.                         |             |             |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions  |               |                            | 0.          |             |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)  | 167,501.      |                            |             |             |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a  | 1,701,212.    |                            |             |             |
| 10 Analysis of line 9  |               |                            |             |             |
| a Excess from 2012   | 277,777.      |                            |             |             |
| b Excess from 2013   | 261,276.      |                            |             |             |
| c Excess from 2014   | 248,857.      |                            |             |             |
| d Excess from 2015   | 758,779.      |                            |             |             |
| e Excess from 2016   | 154,523.      |                            |             |             |

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

**1** a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

|  | Tax year |          | Prior 3 years |          | (e) Total |
|--|----------|----------|---------------|----------|-----------|
|  | (a) 2016 | (b) 2015 | (c) 2014      | (d) 2013 |           |
| <b>2a</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<br>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) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed  
  
SEE STATEMENT 3

**b** The form in which applications should be submitted and information and materials they should include  
  
SEE STATEMENT FOR LINE 2A

**c** Any submission deadlines  
  
SEE STATEMENT FOR LINE 2A

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
  
SEE STATEMENT FOR LINE 2A

**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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount                |
|---|---|--------------------------------|----------------------------------|-----------------------|
| <p><i>a Paid during the year</i><br/>SEE ATTACHED - STATEMENT 5</p> |   | PUBLIC                         | EDUCATION, RELIGION & CIVIC      | 167,450.              |
| <b>Total</b>  |   |                                |                                  | ▶ <b>3 a</b> 167,450. |
| <i>b Approved for future payment</i>                                |   |                                |                                  |                       |
| <b>Total</b>  |   |                                |                                  | ▶ <b>3 b</b>          |





CLIENT WF990PF

WOODS FOUNDATION

74-2955600

3/21/17

04 33PM

**STATEMENT 1  
FORM 990-PF, PART I, LINE 18  
TAXES**

|              | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| INCOME TAXES | \$ 5,247.                    |                                 |                               |                               |
| <b>TOTAL</b> | <u>\$ 5,247.</u>             | <u>\$ 0.</u>                    | <u>\$ 0.</u>                  | <u>\$ 0.</u>                  |

**STATEMENT 2  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES**

|                 | (A)<br>EXPENSES<br>PER BOOKS | (B) NET<br>INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| BANK FEES       | \$ 12.                       |                                 |                               | \$ 12.                        |
| MANAGEMENT FEES | 370.                         | \$ 370.                         |                               |                               |
| <b>TOTAL</b>    | <u>\$ 382.</u>               | <u>\$ 370.</u>                  | <u>\$ 0.</u>                  | <u>\$ 12.</u>                 |

**STATEMENT 3  
FORM 990-PF, PART XV, LINE 2A-D  
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME:

WOODS FOUNDATION

CARE OF:

GARY V. WOODS

STREET ADDRESS:

755 E. MULBERRY, SUITE 600

CITY, STATE, ZIP CODE:

SAN ANTONIO, TX 78212

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

REQUIRED INFO: 1)NAME, 2)ADDRESS, 3) TYPE OF ORG, &amp; 4)USE

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

WOODS FOUNDATION  
 EIN 74-2955600  
 FORM 990PF - PART IV  
 DECEMBER 31, 2016  
 STATEMENT NO. 4

| # OF SHS                                     | NAME OF SECURITY               | DATE OF PURCHASE | COST              | DATE SOLD | SALES PROCEEDS    | REALIZED GAIN/(LOSS) | SHORT TERM                          | LONG TERM |
|--|--------------------------------|------------------|-------------------|-----------|-------------------|----------------------|-------------------------------------|-----------|
| <b>MORGAN STANLEY - ACCT# 045-110995-023</b> |                                |                  |                   |           |                   |                      |                                     |           |
| 915 556                                      | ABBEY CPTL FUTURES STRATEGY I  | 01/04/16         | 11,114 85         | 03/31/16  | 11,105 69         | (9 16)               | (9 16)                              | 0 00      |
| 947 951                                      | ABBEY CPTL FUTURES STRATEGY I  | 01/04/16         | 11,508 13         | 04/06/16  | 11,555 52         | 47 39                | 47 39                               | 0 00      |
| 1,469 793                                    | AQR STYLE PREMIA ALTERNATIVE I | 01/04/16         | 14,771 40         | 03/31/16  | 14,844 91         | 73 51                | 73 51                               | 0 00      |
| 1,499 261                                    | AQR STYLE PREMIA ALTERNATIVE I | 01/04/16         | 15,067 56         | 04/06/16  | 15,157 53         | 89 97                | 89 97                               | 0 00      |
| 1,380 119                                    | BLACKROCK GLB LONG/SHORT EQ I  | 04/28/15         | 16,589 09         | 01/04/16  | 15,926 57         | (662 52)             | (662 52)                            | 0 00      |
| 17 611                                       | BLACKROCK GLB LONG/SHORT EQ I  | 12/15/15         | 203 06            | 01/04/16  | 203 24            | 0 18                 | 0 18                                | 0 00      |
| 8 755  | BLACKROCK GLB LONG/SHORT EQ I  | 12/15/15         | 100 94            | 01/04/16  | 101 03            | 0 09                 | 0 09                                | 0 00      |
| 163 537                                      | BLACKSTONE ALT MULT-STRAT INST | 04/28/15         | 1,692 61          | 01/04/16  | 1,656 63          | (35 98)              | (35 98)                             | 0 00      |
| 1,420 918                                    | BLACKSTONE ALT MULT-STRAT INST | 04/28/15         | 14,706 49         | 03/31/16  | 13,953 41         | (753 08)             | (753 08)                            | 0 00      |
| 1,472 025                                    | BLACKSTONE ALT MULT-STRAT INST | 04/28/15         | 15,235 44         | 04/06/16  | 14,499 45         | (735 99)             | (735 99)                            | 0 00      |
| 3 696  | BLACKSTONE ALT MULT-STRAT INST | 01/04/16         | 37 29             | 04/06/16  | 36 41             | (0 88)               | (0 88)                              | 0 00      |
| 73 489                                       | BLACKSTONE ALT MULT-STRAT INST | 01/04/16         | 741 50            | 04/06/16  | 723 86            | (17 64)              | (17 64)                             | 0 00      |
| 524 320                                      | DIAMOND HILL LONG-SHORT I      | 01/04/16         | 12,368 70         | 03/31/16  | 12,515 52         | 146 82               | 146 82                              | 0 00      |
| 530 152                                      | DIAMOND HILL LONG-SHORT I      | 01/04/16         | 12,506 28         | 04/06/16  | 12,628 22         | 121 94               | 121 94                              | 0 00      |
| 1 804  | FIRST EAGLE GLOBAL I           | 04/28/15         | 100 41            | 01/04/16  | 91 90             | (8 51)               | (8 51)                              | 0 00      |
| 485 007                                      | FIRST EAGLE GLOBAL I           | 04/28/15         | 26,994 94         | 03/31/16  | 25,889 67         | (1,105 27)           | (1,105 27)                          | 0 00      |
| 1,485 942                                    | GOLDMAN SACHS MULTI MGR ALT I  | 04/28/15         | 16,401 86         | 03/31/16  | 14,904 00         | (1,497 86)           | (1,497 86)                          | 0 00      |
| 1,547 081                                    | GOLDMAN SACHS MULTI MGR ALT I  | 04/28/15         | 17,076 71         | 04/06/16  | 15,548 16         | (1,528 55)           | (1,528 55)                          | 0 00      |
| 3 691  | GOLDMAN SACHS MULTI MGR ALT I  | 12/10/15         | 37 53             | 04/06/16  | 37 09             | (0 44)               | (0 44)                              | 0 00      |
| 9 792  | GOLDMAN SACHS MULTI MGR ALT I  | 12/10/15         | 99 59             | 04/06/16  | 98 42             | (1 17)               | (1 17)                              | 0 00      |
| 610 517                                      | GUGGENHEIM MACRO OPPORT I      | 08/20/15         | 16,160 39         | 01/04/16  | 15,336 19         | (824 20)             | (824 20)                            | 0 00      |
| 1 359  | GUGGENHEIM MACRO OPPORT I      | 08/31/15         | 35 80             | 01/04/16  | 34 14             | (1 66)               | (1 66)                              | 0 00      |
| 5 314  | GUGGENHEIM MACRO OPPORT I      | 09/30/15         | 138 69            | 01/04/16  | 133 49            | (5 20)               | (5 20)                              | 0 00      |
| 6 036  | GUGGENHEIM MACRO OPPORT I      | 10/30/15         | 156 32            | 01/04/16  | 151 62            | (4 70)               | (4 70)                              | 0 00      |
| 2 429  | GUGGENHEIM MACRO OPPORT I      | 11/30/15         | 62 46             | 01/04/16  | 61 02             | (1 44)               | (1 44)                              | 0 00      |
| 2 067  | GUGGENHEIM MACRO OPPORT I      | 12/03/15         | 52 75             | 01/04/16  | 51 92             | (0 83)               | (0 83)                              | 0 00      |
| 1,964 557                                    | INVESCO BALANCED-RISK ALLOC Y  | 04/28/15         | 24,029 62         | 01/04/16  | 20,176 00         | (3,853 62)           | (3,853 62)                          | 0 00      |
| 35 685                                       | INVESCO BALANCED-RISK ALLOC Y  | 12/11/15         | 369 69            | 01/04/16  | 366 48            | (3 21)               | (3 21)                              | 0 00      |
| 43 866                                       | INVESCO BALANCED-RISK ALLOC Y  | 12/11/15         | 454 44            | 01/04/16  | 450 50            | (3 94)               | (3 94)                              | 0 00      |
| 61 556                                       | INVESCO BALANCED-RISK ALLOC Y  | 12/11/15         | 637 71            | 01/04/16  | 632 19            | (5 52)               | (5 52)                              | 0 00      |
| 638 692                                      | IVY ASSET STRATEGY I           | 04/28/15         | 17,155 92         | 01/04/16  | 14,000 12         | (3,155 80)           | (3,155 80)                          | 0 00      |
| 3 127  | IVY ASSET STRATEGY I           | 12/10/15         | 70 39             | 01/04/16  | 68 54             | (1 85)               | (1 85)                              | 0 00      |
| 38 829                                       | IVY ASSET STRATEGY I           | 12/10/15         | 874 08            | 01/04/16  | 851 14            | (22 94)              | (22 94)                             | 0 00      |
| 1,051 737                                    | JOHN HANCOCK SEAPORT I         | 08/20/15         | 11,620 84         | 03/31/16  | 10,906 51         | (714 33)             | (714 33)                            | 0 00      |
| 412 726                                      | JOHN HANCOCK SEAPORT I         | 08/20/15         | 4,560 29          | 04/06/16  | 4,308 86          | (251 43)             | (251 43)                            | 0 00      |
| 7 293  | JOHN HANCOCK SEAPORT I         | 12/16/15         | 80 07             | 04/06/16  | 76 14             | (3 93)               | (3 93)                              | 0 00      |
| 801 935                                      | JOHN HANCOCK SEAPORT I         | 01/04/16         | 8,700 99          | 04/06/16  | 8,372 20          | (328 79)             | (328 79)                            | 0 00      |
| 1,026 649                                    | LAZARD FNDMNTL LG SHT PTF INST | 01/04/16         | 12,104 19         | 03/31/16  | 11,642 20         | (461 99)             | (461 99)                            | 0 00      |
| 1,147 820                                    | LAZARD FNDMNTL LG SHT PTF INST | 01/04/16         | 13,532 80         | 04/06/16  | 13,050 71         | (482 09)             | (482 09)                            | 0 00      |
| 908 586                                      | LOCORR MARKET TREND I          | 08/20/15         | 11,411 84         | 03/31/16  | 10,839 43         | (572 41)             | (572 41)                            | 0 00      |
| 373 345                                      | LOCORR MARKET TREND I          | 08/20/15         | 4,689 21          | 04/06/16  | 4,566 01          | (123 20)             | (123 20)                            | 0 00      |
| 1 011  | LOCORR MARKET TREND I          | 12/09/15         | 12 13             | 04/06/16  | 12 36             | 0 23                 | 0 23                                | 0 00      |
| 1 518  | LOCORR MARKET TREND I          | 12/09/15         | 18 22             | 04/06/16  | 18 57             | 0 35                 | 0 35                                | 0 00      |
| 9 459  | LOCORR MARKET TREND I          | 12/09/15         | 113 51            | 04/06/16  | 115 68            | 2 17                 | 2 17                                | 0 00      |
| 583 814                                      | LOCORR MARKET TREND I          | 01/04/16         | 7,069 99          | 04/06/16  | 7,140 05          | 70 06                | 70 06                               | 0 00      |
| 1,318 813                                    | PUTNAM ABSOLUTE RET 700 Y      | 04/28/15         | 16,524 74         | 03/31/16  | 14,454 19         | (2,070 55)           | (2,070 55)                          | 0 00      |
| 612 930                                      | PUTNAM ABSOLUTE RET 700 Y      | 04/28/15         | 7,680 02          | 04/06/16  | 6,748 36          | (931 66)             | (931 66)                            | 0 00      |
| 145 535                                      | PUTNAM ABSOLUTE RET 700 Y      | 12/21/15         | 1,611 07          | 04/06/16  | 1,602 34          | (8 73)               | (8 73)                              | 0 00      |
| 21 115                                       | PUTNAM ABSOLUTE RET 700 Y      | 12/21/15         | 233 74            | 04/06/16  | 232 48            | (1 26)               | (1 26)                              | 0 00      |
| 621 337                                      | PUTNAM ABSOLUTE RET 700 Y      | 01/04/16         | 6,871 99          | 04/06/16  | 6,840 92          | (31 07)              | (31 07)                             | 0 00      |
| 615 974                                      | TORTOISE MLP & PIPELINE INST   | 04/28/15         | 10,557 79         | 03/31/16  | 6,615 56          | (3,942 23)           | (3,942 23)                          | 0 00      |
| 40 482                                       | BLACKROCK GLB LONG/SHORT EQ I  | 04/28/15         | 0 00              | 01/04/16  | 467 16            | 467 16               | 467 16                              | 0 00      |
| <b>27,076 613</b>                            |                                |                  | <b>364,946 07</b> |           | <b>341,800 31</b> |                      | <b>(23,145 76) (23,145 76) 0 00</b> |           |

WOODS FOUNDATION

EIN: 74-2955600

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

DECEMBER 31, 2016

STATEMENT NO. 5

| DATE       | ORGANIZATION NAME                                   | ADDRESS                                       | STATUS | PURPOSE   | CHECK AMOUNT         |
|------------|---|---|--------|-----------|----------------------|
| 1/11/2016  | Southwest School of Art                             | 1201 Navarro St, San Antonio, TX 78205        | Public | Education | 500 00               |
| 1/20/2016  | The Children's Shelter                              | 2939 W Woodlawn, San Antonio, TX 78228        | Public | Civic     | 30,000 00            |
| 3/7/2016   | UT Health San Antonio Cancer Therapy & Research Ctr | 7979 Wurzbach Road, San Antonio, TX 78229     | Public | Civic     | 10,000 00            |
| 3/31/2016  | St Mary's University                                | One Camino Santa Maria, San Antonio, TX 78228 | Public | Education | 5,000 00             |
| 3/31/2016  | The Children's Shelter                              | 2939 W Woodlawn, San Antonio, TX 78228        | Public | Civic     | 10,000 00            |
| 4/19/2016  | Girls, Inc  | 120 Wall Street, New York, NY 10005-3902      | Public | Civic     | 50,000 00            |
| 7/7/2016   | Our Daily Bread Ministries                          | P O Box 2222, Grand Rapids, MI 49501-2222     | Public | Religious | 1,000 00             |
| 10/3/2016  | The Children's Shelter                              | 2939 W Woodlawn, San Antonio, TX 78228        | Public | Civic     | 10,000 00            |
| 10/26/2016 | Respite Care of San Antonio                         | 605 Belknap Pl, San Antonio, TX 78212         | Public | Civic     | 5,000 00             |
| 11/3/2016  | The University of Texas MD Anderson Cancer Center   | P O Box 4486, Houston, TX 77210-4486          | Public | Civic     | 10,000 00            |
| 12/1/2016  | Girls, Inc  | 120 Wall Street, New York, NY 10005-3902      | Public | Civic     | 10,000 00            |
| 12/12/2016 | Habitat for Humanity                                | 311 Probandt, San Antonio, TX 78204           | Public | Civic     | 25,000 00            |
| 12/18/2016 | Texas Biomedical Research                           | 7620 NW Loop 410, San Antonio, TX 78227       | Public | Civic     | 950 00               |
|            |   |   |        |           | <u>\$ 167,450 00</u> |

WOODS FOUNDATION  
EIN: 74-2204217  
FORM 990PF 12-31-16  
PART II - LINE 10b CORPORATE STOCK

| # OF SHS           | NAME OF SECURITY             | DATE OF PURCHASE | COST          | CURRENT MKT VALUE |
|--------------------|------------------------------|------------------|---------------|-------------------|
| <b>END OF YEAR</b> |                              |                  |               |                   |
| 459 587            | FIRST EAGLE GLOBAL I         | 28-Apr-2015      | 25,400        | 24,937            |
| 550 285            | TORTOISE MLP & PIPELINE INST | 28-Apr-2015      | 9,205         | 7,715             |
| 30 738             | TORTOISE MLP & PIPELINE INST | 4-Jan-2016       | 310           | 431               |
|                    |                              |                  | <u>34,915</u> | <u>33,083</u>     |