

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

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter social security numbers on this form as it may be made public.
 Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

12/01, 2017, and ending

11/30, 2018

Name of foundation

WOODWARD, GEO JR AND HARRIET E T W

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

6325 S RAINBOW BLVD STE 300

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

LAS VEGAS, NV 89118

G Check all that apply:

☐ Initial return☐ Final return☒ Address change☐ Initial return of a former public charity☐ Amended return☐ 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, col. (c), line

16) \$ 28,764,812.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

23-7750367

B Telephone number (see instructions)

888-730-4933

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

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)				
2 Check ☒ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	623,901.	623,901.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	901,038.			
b Gross sales price for all assets on line 6a	3,131,935.			
7 Capital gain net income (from Part IV, line 2)		901,038.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,524,939.	1,524,939.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	351,268.	220,632.		130,636.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	997.	NONE	NONE	997.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	38,535.	6,935.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	20.	20.		
24 Total operating and administrative expenses. Add lines 13 through 23.	390,820.	227,587.	NONE	131,633.
25 Contributions, gifts, grants paid	1,140,408.			1,140,408.
26 Total expenses and disbursements. Add lines 24 and 25.	1,531,228.	227,587.	NONE	1,272,041.
27 Subtract line 26 from line 12	-6,289.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,297,352.		
c Adjusted net income (if negative, enter -0-)				

925

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			
	2	Savings and temporary cash investments	1,202,675.	1,414,952.	1,414,952.
	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) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	15,543,187.	15,342,877.	27,349,860.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	16,745,862.	16,757,829.	28,764,812.
	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	Total liabilities (add lines 17 through 22)			NONE
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	16,745,862.	16,757,829.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	16,745,862.	16,757,829.	
	31	Total liabilities and net assets/fund balances (see instructions)	16,745,862.	16,757,829.	

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	16,745,862.
2	Enter amount from Part I, line 27a	2	-6,289.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	22,260.
4	Add lines 1, 2, and 3	4	16,761,833.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,004.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,757,829.

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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 (for example, real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES					
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 3,131,935.		2,230,897.	901,038.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			901,038.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	901,038.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8 }			3		

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	1,205,861.	27,510,156.	0.043833
2015	1,201,500.	26,009,194.	0.046195
2014	2,716,601.	27,019,551.	0.100542
2013	1,407,129.	28,013,684.	0.050230
2012	1,251,372.	26,334,435.	0.047518
2 Total of line 1, column (d)			2 0.288318
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.057664
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 28,811,260.
5 Multiply line 4 by line 3.			5 1,661,372.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,974.
7 Add lines 5 and 6.			7 1,674,346.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,272,041.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	25,947.
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	NONE
3 Add lines 1 and 2		3	25,947.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	25,947.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	31,600.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,653.	
11 Enter the amount of line 10 to be. Credited to 2018 estimated tax ☐ 5,653. Refunded ☐ 11	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 the instructions for the definition		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 ☐ PA		
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 2017 or the tax year beginning in 2017? See the 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

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		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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>SEE STATEMENT 10</u> Telephone no. ► _____ Located at ► _____ ZIP+4 ► _____		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 2017, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► _____		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
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
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 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years ► _____ - b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) - c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X
b If "Yes," did it have excess business holdings in 2017 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 2017.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		X

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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		Yes	No
(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
	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)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			X
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?			7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. 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
JAMES H STEVENS ESQUIRE	Co-Trustee			
302 BERKLEY ROAD, MERION STATION, PA 19066	1	85,638.	-0-	-0-
EMORY A WYANT JR	Co-Trustee			
650 SENTRY PARKWAY SUITE ON, BLUE BELL, PA 19422	1	85,638.	-0-	-0-
WELLS FARGO N.A	Trustee			
6325 S RAINBOW BLVD STE 300, LAS VEGAS, NV 89118	1	179,992.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 **NONE**

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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
NONE		NONE
Total number of others receiving over \$50,000 for professional services ▶		NONE

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 NONE	
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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,811,391.
b	Average of monthly cash balances	1b	1,438,619.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	29,250,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	29,250,010.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	438,750.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,811,260.
6	Minimum investment return. Enter 5% of line 5	6	1,440,563.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,440,563.
2a	Tax on investment income for 2017 from Part VI, line 5 2a	25,947.	
b	Income tax for 2017. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	25,947.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,414,616.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,414,616.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,414,616.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,272,041.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,272,041.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b. See instructions	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,272,041.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,414,616.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			33,302.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2017				
a From 2012	NONE			
b From 2013	NONE			
c From 2014	NONE			
d From 2015	NONE			
e From 2016	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 1,272,041.				
a Applied to 2016, but not more than line 2a . . .			33,302.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2017 distributable amount.				1,238,739.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b.		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				175,877.
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)	NONE			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2013 . . .	NONE			
b Excess from 2014 . . .	NONE			
c Excess from 2015 . . .	NONE			
d Excess from 2016 . . .	NONE			
e Excess from 2017 . . .	NONE			

NOT APPLICABLE

4942(j)(5)

[illegible]

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
THE ACADEMY OF NATURAL SCIENCES 1900 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA	NONE	PC	GENERAL SUPPORT GRANT	190,068.
PENNA ACADEMY OF THE FINE ARTS ATTN MARIO MES 118-128 NORTH BROAD STREET PHILADELPHIA PA 1	NONE	PC	GENERAL SUPPORT GRANT	190,068.
THE PHILADELPHIA ORCHESTRA ATTN MARIO MESTICH ONE SOUTH BROAD ST 14TH FLOOR PHILADELPHIA P	NONE	PC	GENERAL SUPPORT GRANT	190,068.
CHURCH OF ST MARTIN IN THE FIELD ATTENTION ED 800 ST MARTINS LN PHILADELPHIA PA 19118	NONE	PC	GENERAL SUPPORT GRANT	190,068.
UNIVERSITY OF PENNSYLVANIA J BINSTAD OFFICE 3101 WALNUT STREET PHILADELPHIA PA 19104-620	NONE	PC	GENERAL SUPPORT GRANT	190,068.
PHILADELPHIA MUSEUM OF ART ATTN DEBORAH JOHNS 2600 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA	NONE	PC	GENERAL SUPPORT GRANT	190,068.
Total			3a	1,140,408.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue						
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	623,901.	
5 Net rental income or (loss) from real estate						
a	Debt-financed property					
b	Not debt-financed property					
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	901,038.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b	_____					
c	_____					
d	_____					
e	_____					
12 Subtotal Add columns (b), (d), and (e)					1,524,939.	
13 Total Add line 12, columns (b), (d), and (e)						1,524,939.

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

[illegible]

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

- | | | | | |
|----------|---|--------------|------------|-----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Wells Fargo Bank, N.A.

03/20/2019

▶ TRUSTEE

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J. CASTRIANO

Preparer's signature

ECOOPERS LLP

Date	
------	--

03/20/2019

Check ☒ if self-employed

PTIN	
------	--

P01251603

Firm's name ► PRICEWATERHOUSECOOPERS LLP

Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET
PITTSBURGH, PA

15219

Phone no 412-355-6000

Form **990-PF** (2017)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	9,192.	9,192.
FOREIGN DIVIDENDS	63,955.	63,955.
DOMESTIC DIVIDENDS	359,802.	359,802.
OTHER INTEREST	32,811.	32,811.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE OID INCOME	35,787.	35,787.
OID ADJUSTMENT	3.	3.
US GOVERNMENT INTEREST REPORTED AS QUALI	-3.	-3.
NONQUALIFIED FOREIGN DIVIDENDS	33.	33.
NONQUALIFIED DOMESTIC DIVIDENDS	2,303.	2,303.
	120,018.	120,018.
TOTAL	623,901.	623,901.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	997.			997.
TOTALS	997.	NONE	NONE	997.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,491.	4,491.
FEDERAL ESTIMATES - PRINCIPAL	31,600.	
FOREIGN TAXES ON QUALIFIED FOR	1,334.	1,334.
FOREIGN TAXES ON NONQUALIFIED	1,110.	1,110.
	-----	-----
TOTALS	38,535.	6,935.
	=====	=====

WOODWARD, GEO JR AND HARRIET E T W

23-7750367

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR/INVESTMENT FEES	20.	20.
TOTALS	----- 20. =====	----- 20. =====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
256206103 DODGE & COX INT'L ST	C	1,000,000.	1,022,853.
00203H859 AQR MANAGED FUTURES	C	500,000.	413,793.
03076C106 AMERIPRISE FINL INC	C	121,736.	140,779.
256677AC9 DOLLAR GENERAL CORP	C	50,481.	50,413.
126650CT5 CVS HEALTH CORP	C	64,426.	62,379.
38141GWC4 GOLDMAN SACHS GROUP	C	75,830.	72,584.
78464A607 SPDR DOW JONES REIT	C	319,499.	373,884.
02079K305 ALPHABET INC/CA	C	90,562.	166,448.
172967424 CITIGROUP INC	C	164,363.	177,525.
824348AU0 SHERWIN-WILLIAMS CO	C	51,064.	50,814.
74925K581 ROBECO BP LNG/SHRT R	C	900,000.	1,064,901.
25243Q205 DIAGEO PLC - ADR	C	98,119.	144,350.
478160104 JOHNSON & JOHNSON	C	466,908.	1,204,580.
532457108 ELI LILLY & CO COM	C	185,623.	328,040.
911312106 UNITED PARCEL SERVIC	C	159,728.	230,580.
85917K546 STERLING CAPITAL STR	C	124,800.	147,820.
7591EPAK6 REGIONS FINANCIAL CO	C	51,962.	51,407.
06406FAA1 BANK OF NY MELLON CO	C	61,709.	61,787.
65339F101 NEXTERA ENERGY INC	C	108,211.	635,985.
05531FAV5 BB&T CORPORATION	C	74,768.	72,560.
166764AY6 CHEVRON CORP	C	86,262.	83,904.
14149Y108 CARDINAL HEALTH INC	C	158,785.	246,735.
46625HHQ6 JPMORGAN CHASE & CO	C	80,872.	76,574.
17275R102 CISCO SYSTEMS INC	C	120,737.	258,498.
194162103 COLGATE PALMOLIVE CO	C	17,808.	222,320.
91324P102 UNITEDHEALTH GROUP I	C	132,696.	506,448.
9128284X5 US TREASURY NOTE	C	67,384.	67,710.
91159HHL7 US BANCORP	C	75,628.	73,416.
375558103 GILEAD SCIENCES INC	C	170,982.	179,490.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
742718109 PROCTER & GAMBLE CO	C	401,043.	1,030,159.
58933YAS4 MERCK & CO INC 1.850	C	85,139.	83,857.
H84989104 TE CONNECTIVITY LTD	C	240,048.	279,256.
04314H758 ARTISAN SMALL CAP FU	C	391,459.	731,788.
22544R305 CREDIT SUISSE COMM R	C	366,000.	384,832.
166764100 CHEVRON CORP	C	18,872.	612,541.
58933Y105 MERCK & CO INC NEW	C	90,703.	158,680.
36962G4J0 GENERAL ELEC CAP COR	C	92,901.	85,660.
912828MP2 US TREASURY NOTE 3.6	C	131,341.	126,201.
922042858 VANGUARD EMERGING MA	C	150,116.	156,180.
78463X863 SPDR DJ WILSHIRE INT	C	275,128.	242,209.
98978V103 ZOETIS INC	C	96,926.	151,600.
084670108 BERKSHIRE HATHAWAY I	C	200,753.	1,956,000.
594918104 MICROSOFT CORP	C	199,125.	704,706.
68389X105 ORACLE CORPORATION	C	132,290.	243,800.
882508104 TEXAS INSTRUMENTS IN	C	150,648.	599,100.
438516106 HONEYWELL INTERNATIO	C	253,272.	858,488.
46625H100 JPMORGAN CHASE & CO	C	178,625.	532,600.
61747YDW2 MORGAN STANLEY 2.650	C	75,767.	74,371.
88579Y101 3M CO	C	180,818.	457,424.
0258M0DX4 AMERICAN EXPRESS CRE	C	76,169.	73,961.
912828L57 US TREASURY NOTE	C	271,697.	264,011.
02079K107 ALPHABET INC/CA	C	90,026.	164,165.
957663503 WESTERN ASSET CORE P	C	789,366.	948,610.
912828PX2 US TREASURY NOTE 3.6	C	90,550.	86,441.
06367TG38 BANK OF MONTREAL	C	58,252.	58,341.
91324PCC4 UNITEDHEALTH GROUP	C	60,218.	60,219.
00770G847 JOHCM INTERNATIONAL	C	300,000.	380,938.
037833100 APPLE COMPUTER INC C	C	493,932.	1,138,448.

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
913017109 UNITED TECHNOLOGIES	C	125,018.	207,128.
56501R106 MANULIFE FINANCIAL C	C	160,957.	142,069.
86562MBB5 SUMITOMO MITSUI FINL	C	62,996.	62,940.
464287465 ISHARES MSCI EAFE	C	250,136.	222,269.
00440EAT4 ACE INA HOLDINGS	C	60,813.	60,778.
458140AJ9 INTEL CORP 3.300% 10	C	78,452.	75,188.
912828SF8 US TREASURY NOTE 2.0	C	300,855.	292,323.
06051GEU9 BANK OF AMERICA CORP	C	61,249.	60,525.
110122108 BRISTOL MYERS SQUIBB	C	161,514.	427,680.
254687106 WALT DISNEY CO	C	151,895.	277,176.
437076102 HOME DEPOT INC	C	228,600.	1,352,400.
778296103 ROSS STORES INC	C	91,267.	876,000.
9128284S6 US TREASURY NOTE	C	98,809.	99,598.
74144Q203 T ROWE PRICE INST EM	C	358,000.	393,418.
72201F516 PIMCO EMERGING LOCAL	C	159,921.	102,844.
H1467J104 CHUBB LTD	C	61,058.	190,580.
609207105 MONDELEZ INTERNATION	C	97,268.	224,900.
87612E106 TARGET CORP	C	121,083.	249,070.
315920702 FID ADV EMER MKTS IN	C	170,000.	148,388.
464287655 ISHARES RUSSELL 2000	C	195,011.	189,401.
912828F21 US TREASURY NOTE 2.1	C	332,557.	323,644.
76118Y104 RESIDEO TECHNOLOGIES	C	7,614.	20,114.
366505105 GARRETT MOTION INC	C	2,841.	6,728.
00206RCL4 AT&T INC	C	75,435.	73,911.
19247U106 COHEN & STEERS INSTL	C	350,000.	389,288.
008252108 AFFILIATED MANAGERS	C	57,401.	48,337.
TOTALS		15,342,877.	27,349,860.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
ASSET BASIS ADJUSTMENT	10,455.
COST BASIS ADJUSTMENT	2,503.
PURCHASE OF ACCRUED INTEREST C/O PY	9,302.

TOTAL	22,260.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TIMING DIFFERENCE	1,269.
GAIN/LOSS ON PY SALES NOT SETTLED AT YE	2,735.

TOTAL	4,004.
	=====

WOODWARD, GEO JR AND HARRIET E T W

23-7750367

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK N.A

ADDRESS: 100 N MAIN ST MAC D4001-117
WINSTON SALEM, NC 27101

TELEPHONE NUMBER: (888)730-4933

STATEMENT 10

FEDERAL FOOTNOTES

=====

SUPPLEMENTAL INFORMATION:

PART VIII: INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES, AND CONTRACTORS.

THE COMPENSATION REPORTED IN COLUMN (C) IS CALCULATED BASED ON PERIODIC MARKET VALUES AND/OR THE APPLICABLE FEE AGREEMENT. IT IS NOT DETERMINED ON AN HOURLY BASIS AND THE REFERENCE TO ONE HOUR PER WEEK IS AN ESTIMATE ONLY. CORPORATE TRUSTEE SERVICES INCLUDE, BUT ARE NOT LIMITED TO, ADMINISTRATIVE SERVICES SUCH AS FIDUCIARY ACCOUNTING, CUSTODY OF ASSETS, COMPLYING WITH TAX FILING REQUIREMENTS, COMPLYING WITH DISTRIBUTION PROVISIONS, AND COMPLYING WITH FEDERAL AND STATE LAWS APPLICABLE TO PRIVATE FOUNDATIONS, PLUS ASSET MANAGEMENT SERVICES SUCH AS CREATING ASSET ALLOCATION STRATEGIES, INVESTMENTS REPORTING AND REALLOCATING AND REBALANCING OF PORTFOLIOS AS NECESSARY.