

For calendar year 2018, or tax year beginning 06-01-2018, and ending 05-31-2019

Name of foundation THE WOODBURY FOUNDATION		A Employer identification number 36-3715828	
Number and street (or P O box number if mail is not delivered to street address) 626 GROVE STREET		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code EVANSTON, IL 602014475		B Telephone number (see instructions)	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 27,119,841		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) <u>(Part I, column (d) must be on cash basis)</u>			

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	18	18		
	4 Dividends and interest from securities	318,686	318,686		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,776,465			
	b Gross sales price for all assets on line 6a <u>7,120,771</u>				
	7 Capital gain net income (from Part IV, line 2)		2,776,465		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	3,095,169	3,095,169		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	151			3,092
	b Accounting fees (attach schedule)	12,591			12,591
	c Other professional fees (attach schedule)	113,742	113,742		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	29,814			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	35,938			44,471
	22 Printing and publications				
	23 Other expenses (attach schedule)	50			50
	24 Total operating and administrative expenses. Add lines 13 through 23	192,286	113,742		60,204
	25 Contributions, gifts, grants paid	1,422,280			1,422,280
	26 Total expenses and disbursements. Add lines 24 and 25	1,614,566	113,742		1,482,484
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,480,603			
	b Net investment income (if negative, enter -0-)		2,981,427		
c Adjusted net income (if negative, enter -0-)				0	

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	816,640	1,050,213	1,050,213
	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 ▶ _____			
	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)	21,943,013	23,071,406	23,071,406
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,047,935	2,993,831	2,993,831
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	4,513	4,391	4,391	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	25,812,101	27,119,841	27,119,841	
Liabilities	17	Accounts payable and accrued expenses	11,474		
	18	Grants payable	270,000	270,000	
	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 ▶ _____)	3,343	142	
	23	Total liabilities (add lines 17 through 22)	284,817	270,142	
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	20,603,429	21,706,293	
	25	Temporarily restricted	4,923,855	5,143,406	
	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			
	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)	25,527,284	26,849,699		
31	Total liabilities and net assets/fund balances (see instructions) .	25,812,101	27,119,841		

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	25,527,284
2	Enter amount from Part I, line 27a	2	1,480,603
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	27,007,887
5	Decreases not included in line 2 (itemize) ▶ _____	5	158,188
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	26,849,699

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day , yr)	(d) Date sold (mo , day , yr)
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 7,120,771		4,344,306	2,776,465
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			2,776,465
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	2,776,465
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 does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2017	1,360,643	24,390,952	0 055785
2016	1,132,353	22,110,931	0 051212
2015	1,201,853	21,932,151	0 054799
2014	1,155,646	22,873,001	0 050524
2013	1,054,012	21,196,844	0 049725
2 Total of line 1, column (d)			2 0 262045
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 052409
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 26,157,262
5 Multiply line 4 by line 3			5 1,370,876
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29,814
7 Add lines 5 and 6			7 1,400,690
8 Enter qualifying distributions from Part XII, line 4			8 1,482,484

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	29,814
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	29,814
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	29,814
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	29,672
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,142
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	32,814
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	3,000
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 3,000 Refunded ▶	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► _____	13	Yes	
14	The books are in care of ► <u>CHRISTIANA LOPEZ</u> Telephone no ► <u>(210) 326-5517</u>			

Located at ► 600 PATTERSON SAN ANTONIO TXZIP+4 ► 78209

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ► _____			

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2018?	4b		No

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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ 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
See Additional Data Table				
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. ▶		

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 NA	0
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 NA	0
2	
All other program-related investments. See instructions.	
3	
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	25,514,653
b	Average of monthly cash balances.	1b	1,040,943
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	26,555,596
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	0
3	Subtract line 2 from line 1d.	3	26,555,596
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	398,334
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	26,157,262
6	Minimum investment return. Enter 5% of line 5.	6	1,307,863

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	1,307,863
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	29,814
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,814
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,278,049
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,278,049
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,278,049

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	1,482,484
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,482,484
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	29,814
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,452,670

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,278,049
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2018				
a From 2013.	11,343			
b From 2014.	62,101			
c From 2015.	125,310			
d From 2016.	33,532			
e From 2017.	157,792			
f Total of lines 3a through e.	390,078			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 1,482,484				
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2018 distributable amount.				1,278,049
e Remaining amount distributed out of corpus	204,435			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	594,513			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019.				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).				
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	11,343			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a.	583,170			
10 Analysis of line 9				
a Excess from 2014.	62,101			
b Excess from 2015.	125,310			
c Excess from 2016.	33,532			
d Excess from 2017.	157,792			
e Excess from 2018.	204,435			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest NONE	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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 <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				
b <i>Approved for future payment</i> WARREN WILSON COLLEGE PO BOX 9000 ASHEVILLE, NC 28815	NONE	PC	OPERATIONS	270,000
Total ▶ 3b				

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2018)

Part XVII

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
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1b(3)		No
--------------	--	-----------

1b(4)		No
--------------	--	-----------

1b(5)		No
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1b(6)		No
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1c		No
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value
ue

[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

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.

***** 2019-11-06 ***** May the IRS discuss this return with the preparer shown below: _____

Signature of officer or trustee _____ Date _____ Title _____

Date _____

Title

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	MAX GREBENSCHIKOV		2019-11-08		
	Firm's name ▶ MAX GREBENSCHIKOV CPA				Firm's EIN ▶ 47-3226898

MAX GREBENSCHIKOV

2019-11-08

employed ▶ ☒

Firm's EIN ►47-3226898

P00207569

Firm's EIN ▶ 47-3226898

Phone no (847) 869-6990

EVANSTON, IL 60201

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MYRON P BOON	PRESIDENT 1 00	0	0	0
PO BOX 19102 ASHEVILLE, NC 28815				
WILLIAM J RANSOM	VICE PRESIDENT 1 00	0	0	0
5615 FALLSTON ST LOS ANGELES, CA 90042				
CHRISTIANA LOPEZ	TREASURER 2 00	0	0	0
600 PATTERSON SAN ANTONIO, TX 78209				
LOUISA GLOGER	SECRETARY 1 00	0	0	0
1 SUNRISE AVE MILL VALLEY, CA 94941				
PRISCILLA M ANDERSON	DIRECTOR 1 00	0	0	0
70 EAST CEDAR ST APT 1011 CHICAGO, IL 60611				
EARL RANSOM	DIRECTOR 1 00	0	0	0
53 ROCKBOTTOM RD STRAFFORD, VT 05072				
GAETANO IANNACCONE	DIRECTOR 1 00	0	0	0
28TH STREET 15 BOULDER, CO 80301				
JENNIFER R MELTON - TERM	DIRECTOR 1 00	0	0	0
4180 SANTA RITA RD EL SOBRANTE, CA 94803				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALAMO CITY OPERA8603 BOTTS LN SAN ANTONIO, TX 78217	NONE	PC	OPERATIONS	10,000
ALOHA FOUNDATION 2968 LAKE MOREY ROAD FAIRLEE, VT 05045	NONE	PC	OPERATIONS	20,000
ARTWORXLA 1930 WILSHIRE BLVD STE 800 LOS ANGELES, CA 90057	NONE	PC	OPERATIONS	56,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BENNINGTON COLLEGE ONE COLLEGE DRIVE BENNINGTON, VT 05201	NONE	PC	YOUNG ALUMNI ARTIST PROGRAM	15,000
BROTHER WOLF ANIMAL RESCUE PO BOX 8195 ASHEVILLE, NC 28814	NONE	PC	OPERATIONS	10,000
CAMP THORPE680 CAPEN HILL ROAD BRANDON, VT 05733	NONE	PC	OPERATIONS	25,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CHURCH OF OUR SAVIOR 10 OLD MILL STREET MILL VALLEY, CA 94941	NONE	PC	OPERATIONS	25,000
CYSTIC FIBROSIS 4550 MONTGOMERY AVE STE 1100N BETHESDA, MD 20814	NONE	PC	OPERATIONS	5,000
DOGS FOR DIABETICS 1647 WILLOW PASS RD CONCORD, CA 94520	NONE	PC	OPERATIONS	35,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
EMPOWER LD3226 W CARROLL AVE CHICAGO, IL 60624	NONE	PC	OPERATIONS	15,000
ICCASI1116 ST LOUIS STREET EDWARDSVILLE, IL 62025	NONE	PC	OPERATIONS	20,000
INTERCAMBIO DE COMUNIDADES 4735 WALNUT ST SUITE B BOULDER, CO 80301	NONE	PC	OPERATIONS	14,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
JUSTIN MORRILL HOMESTEAD PO BOX 98 STRAFFORD, VT 05072	NONE	PC	OPERATIONS	15,000
JUVENILE DIABETES RESEARCH FND 26 BROADWAY 14TH FLOOR NEW YORK, NY 10004	NONE	PC	OPERATIONS	40,000
MARIN PRIMARY AND MIDDLE SCHOOL 20 MAGNOLIA AVE LARKSPUR, CA 94939	NONE	PC	CAPITAL CAMPAIGN	25,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
MARIN PRIMARY AND MIDDLE SCHOOL 20 MAGNOLIA AVE LARKSPUR, CA 94939	NONE	PC	ANNUAL FUND	25,000
NORTHBRIDGE ACADEMY 110 MAGNOLIA AVENUE LARKSPUR, CA 94939	NONE	PC	OPERATIONS	15,000
NORTHWEST CONNECTICUT ARTS COUNCIL 40 MAIN ST STE 1 TORRINGTON, CT 06790	NONE	PC	OPERATIONS	2,500
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
PATHWAYS TO ADVENTURE - BOY SCOUTS 1218 W ADAMS ST CHICAGO, IL 60607	NONE	PC	OPERATIONS	20,000
PLOWSHARE FARM24 WHITNEY RD GREENFIELD, NH 03047	NONE	PC	OPERATIONS	35,000
ROSS SCHOOL FOUNDATION PO BOX 582 ROSS, CA 94957	NONE	PC	OPERATIONS	10,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
SAN ANTONIO MASTERSINGERS PO BOX 690383 SAN ANTONIO, TX 78269	NONE	PC	OPERATIONS	5,000
ST MARKS EPISCOPAL CHURCH 315 EAST PECAN STREET SAN ANTONIO, TX 78205	NONE	PC	OPERATIONS	20,000
STREET SYMPHONYPO BOX 86027 LOS ANGELES, CA 90086	NONE	PC	OPERATIONS	5,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
TENTH LIFE FOUNDATION PO BOX 720233 SAN FRANCISCO, CA 94172	NONE	PC	OPERATIONS	30,000
THE BRANSON SCHOOL 39 FERNHILL AVE ROSS, CA 94957	NONE	PC	OPERATIONS	10,000
THE CHILDRENS RANCH 4007 VERDANT STREET LOS ANGELES, CA 90039	NONE	PC	OPERATIONS	117,280
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE RETREAT1221 WAYZATA BLVD E WAYZATA, MN 55391	NONE	PC	OPERATIONS	30,000
THE SAN ANTONIO FOOD BANK 5200 ENRIQUE M BARRERA PKWY SAN ANTONIO, TX 78227	NONE	PC	OPERATIONS	5,000
THE SAN FRANCISCO BALLET 455 FRANKLIN ST SAN FRANCISCO, CA 94102	NONE	PC	OPERATIONS	10,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE WORKSHOP2015 NE LOOP 410 SAN ANTONIO, TX 78217	NONE	PC	OPERATIONS	95,000
THETFORD ACADEMY PO BOX 190 304 ACADEMY ROAD THETFORD, VT 05074	NONE	PC	OPERATIONS	70,000
UNIVERSITY OF CHICAGO LAB SCHOOLS 1362 EAST 59TH STREET CHICAGO, IL 60637	NONE	PC	OPERATIONS	35,000
Total ► 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
USC NORRIS CANCER CENTER 1441 EASTLAKE AVENUE LOS ANGELES, CA 90033	NONE	PC	OPERATIONS	70,000
VERMONT FOLKLIFE CENTER 88 MAIN ST MIDDLEBURY, VT 05753	NONE	PC	TRADITIONAL ARTS APPRENTICESHIP PROGRAM	5,000
WARREN WILSON COLLEGE PO BOX 9000 ASHEVILLE, NC 28815	NONE	PC	OPERATIONS	400,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTTOWN SCHOOL 975 WESTTOWN RD WEST CHESTER, PA 19382	NONE	PC	OPERATIONS	10,000
WILLIAMS COLLEGE75 PARK ST WILLIAMSTOWN, MA 01267	NONE	PC	OPERATIONS	15,000
WILLING HANDS198 CHURCH ST NORWICH, VT 05055	NONE	PC	OPERATIONS	50,000
Total ▶ 3a				1,422,280

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
WOMENS CANCER RESOURCE CENTER 2908 ELLSWORTH ST BERKELEY, CA 94705	NONE	PC	OPERATIONS	2,500
Total  3a				1,422,280

TY 2018 Accounting Fees Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,591	0	0	12,591

TY 2018 Investments Corporate Stock Schedule

Name: THE WOODBURY FOUNDATION
EIN: 36-3715828

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC	178,070	178,070
AMPHENOL CORP CL A	839,550	839,550
CHECKPOINT SOFTWARE TECHNOLOGI	805,044	805,044
EOG RESOURCES INC	564,972	564,972
FISERV INC	775,316	775,316
FASTENAL CO	0	0
GILEAD SCIENCES INC	413,963	413,963
IDEXX LABORATORIES CORP	1,423,689	1,423,689
INTUIT INC	171,395	171,395
PAYCHEX INC	772,110	772,110
NORTHERN TRUST CORP	153,936	153,936
PHILIP MORRIS INTERNATIONAL IN	0	0
PRAXAIR INC	0	0
BOOKING HOLDINGS INC	637,645	637,645
RED HAT INC	0	0
TRANSDIGM GROUP INC	176,380	176,380
TYLER TECHNOLOGIES INC	358,428	358,428
US FOODS HOLDING CORP	328,044	328,044
VISA INC CL A	1,637,500	1,637,500
WEX INC	888,018	888,018
ZOETIS INC CL A	1,141,865	1,141,865
ADOBE SYS INC	1,246,140	1,246,140
ALPHABET INC CL A	138,313	138,313
ALPHABET INC CL C	911,598	911,598
AMERICAN TOWER CORP	908,150	908,150
COSTAR GROUP INC	1,019,280	1,019,280
DOLBY LABORATORIES INC CL A	167,319	167,319
WATSCO INC	692,516	692,516
GUIDEWIRE SOFTWARE INC	784,056	784,056
COOPER COS INC	536,022	536,022

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DANAHER CORP	396,030	396,030
FORTIVE CORP	304,600	304,600
INTERCONTINENTAL EXCHANGE INC	369,945	369,945
PROGRESSIVE CORP	792,800	792,800
RAYTHEON COMPANY	471,150	471,150
STARBUCKS	593,268	593,268
ULTIMATE SOFTWARE CORP	0	0
UNITEDHEALTH GROUP INC	398,970	398,970
VEEVA SYSTEMS INC	910,311	910,311
VERISK ANALYTICS INC	343,000	343,000
ACTIVISION BLIZZARD INC	173,480	173,480
ALIGN TECHNOLOGY INC	199,045	199,045
AMAZONCOM INC	177,507	177,507
COPART INC	271,981	271,981

TY 2018 Investments - Other Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WILLIAM BLAIR FUNDS - BOND FD		0	0
BERWYN INCOME FUND		241,779	241,779
DFA INTERNATIONAL CORE		209,711	209,711
VANGUARD FTSE ALL - WORLD		2,070,600	2,070,600
VANGUARD S-T INVESTMENT GRADE		261,981	261,981
ISHARES CORE US AGGREGATE		209,760	209,760

TY 2018 Legal Fees Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	151	0	0	3,092

TY 2018 Other Assets Schedule

Name: THE WOODBURY FOUNDATION

EIN: 36-3715828

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INVESTMENT INCOME	4,513	4,391	4,391

TY 2018 Other Decreases Schedule

Name: THE WOODBURY FOUNDATION
EIN: 36-3715828

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	158,188

TY 2018 Other Expenses Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE REGISTRATION FEES	15	0	0	15
BANK FEES	35	0	0	35

TY 2018 Other Liabilities Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAXES PAYABLE	3,343	142

TY 2018 Other Professional Fees Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	113,742	113,742	0	0

TY 2018 Taxes Schedule**Name:** THE WOODBURY FOUNDATION**EIN:** 36-3715828

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	29,814	0	0	0