

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning , **2009**, and ending , **20**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WOODS CHARITABLE FUND, INC.		A Employer identification number 47-6032847
	Number and street (or P.O. box number if mail is not delivered to street address) PO BOX 81309	Room/suite	B Telephone number (see page 10 of the instructions) (402) 436-5973
	City or town, state, and ZIP code LINCOLN, NE 68501-1309		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>

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) ▶ \$ 28,954,916.

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

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 page 11 of the 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	841.	841.		
	4 Dividends and interest from securities	269,967.	269,967.		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-6,343,263.			
	b Gross sales price for all assets on line 6a 23,358,383.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications			9,173.	
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	30,702.	-1,093.		ATCH 1	
12 Total. Add lines 1 through 11	-6,041,753.	269,715.	9,173.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	132,163.			132,163.
	14 Other employee salaries and wages	140,656.			140,656.
	15 Pension plans, employee benefits	62,125.			62,125.
	16a Legal fees (attach schedule)	1,057.			1,057.
	b Accounting fees (attach schedule) ATCH 2	14,189.	3,547.	0.	10,642.
	c Other professional fees (attach schedule) . *	67,762.	54,803.		12,959.
	17 Interest . ATTACHMENT 4	540.	540.		
	18 Taxes (attach schedule) (see page 14 of the instructions) * *	25,804.	2,919.		18,385.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	2,324.			2,324.
	21 Travel, conferences, and meetings	2,392.			2,392.
	22 Printing and publications	3,636.			3,636.
	23 Other expenses (attach schedule) ATCH 6	34,787.			34,787.
	24 Total operating and administrative expenses. Add lines 13 through 23	487,435.	61,809.	0.	421,126.
	25 Contributions, gifts, grants paid	1,438,842.			1,438,842.
26 Total expenses and disbursements. Add lines 24 and 25	1,926,277.	61,809.	0.	1,859,968.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,968,030.				
b Net investment income (if negative, enter -0-)		207,906.			
c Adjusted net income (if negative, enter -0-)			9,173.		

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	150,594.	197,096.	197,096.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ * Less: allowance for doubtful accounts ▶		* 5,000. 5,000.	ATCH 7 5,000.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) <u>ATCH 8</u>	32,987,010.	24,983,029.	28,752,820.
	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)			
	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)	33,137,604.	25,185,125.	28,954,916.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	33,137,604.	25,185,125.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	33,137,604.	25,185,125.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	33,137,604.	25,185,125.		

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	33,137,604.
2	Enter amount from Part I, line 27a	2	-7,968,030.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 9</u>	3	15,551.
4	Add lines 1, 2, and 3	4	25,185,125.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,185,125.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-6,343,263.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }					

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 page 18 of 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))
2008	1,837,907.	33,569,453.	0.054749
2007	1,838,915.	41,070,618.	0.044774
2006	2,138,448.	37,751,492.	0.056645
2005	1,679,751.	33,792,254.	0.049708
2004	1,714,330.	31,487,113.	0.054445
2 Total of line 1, column (d)			2 0.260321
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052064
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 25,161,182.
5 Multiply line 4 by line 3			5 1,309,992.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,079.
7 Add lines 5 and 6			7 1,312,071.
8 Enter qualifying distributions from Part XII, line 4			8 1,864,968.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, political expenditures, unrelated business income, liquidation, and substantial contributors.

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 page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.WOODSCHARITABLE.ORG
14 The books are in care of PAM BAKER Telephone no. (402) 436-5973
Located at 1440 M STREET LINCOLN, NE ZIP + 4 68501
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

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):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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 page 20 of the instructions)?
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 2009?
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?
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?
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?
b If "Yes," did it have excess business holdings in 2009 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2009?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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.

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 page 22 of the 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
ATTACHMENT 10		132,163.	23,638.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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
JOAN STOLLE LINCOLN, NE	OPERATIONS MANAGER 40.00	63,038.	19,853.	0.
TOM WOODS LINCOLN, NE	PROGRAM OFFICER 35.00	56,963.	13,297.	0.

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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 11		54,803.

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 INTEREST FREE LOAN TO HERITAGE FILMS, A 501(C)(3) ORGANIZATION, TO COMPLETE A FEATURE-LENGTH DOCUMENTARY FILM, "A HOME OUT WEST."	5,000.
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3	5,000.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	25,355,004.
b	Average of monthly cash balances	1b	186,266.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	3,077.
d	Total (add lines 1a, b, and c)	1d	25,544,347.
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	25,544,347.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	383,165.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,161,182.
6	Minimum investment return. Enter 5% of line 5	6	1,258,059.

Part XI Distributable Amount (see page 25 of the 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	1,258,059.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,079.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,079.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,255,980.
4	Recoveries of amounts treated as qualifying distributions	4	9,173.
5	Add lines 3 and 4	5	1,265,153.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,265,153.

Part XII Qualifying Distributions(see page 25 of the 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	1,859,968.
b	Program-related investments - total from Part IX-B	1b	5,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,864,968.
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 page 26 of the instructions)	5	2,079.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,862,889.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,265,153.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	152,552.			
b From 2005	30,689.			
c From 2006	340,056.			
d From 2007				
e From 2008	153,869.			
f Total of lines 3a through e	677,166.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>1,864,968.</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				1,265,153.
e Remaining amount distributed out of corpus	599,815.			
5 Excess distributions carryover applied to 2009 . (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	1,276,981.			
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 page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	152,552.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,124,429.			
10 Analysis of line 9:				
a Excess from 2005	30,689.			
b Excess from 2006	340,056.			
c Excess from 2007				
d Excess from 2008	153,869.			
e Excess from 2009	599,815.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

Table with 5 columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support), and 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 page 28 of the 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).

N/A

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

N/A

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 12

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

SEE EXHIBIT 4

c Any submission deadlines:

SEE EXHIBIT 4

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

SEE EXHIBIT 4

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE EXHIBIT 2				1,438,842.
Total				3a 1,438,842.
b Approved for future payment SEE EXHIBIT 5				503,940.
Total				3b 503,940.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		EXHIBIT 1				P	-6343263.	
TOTAL GAIN (LOSS)							<u>-6343263.</u>	

Underpayment of Estimated Tax by Corporations

2009

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Name: **WOODS CHARITABLE FUND, INC.** Employer identification number: **47-6032847**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	2,079.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1		
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method		
2c	Credit for federal tax paid on fuels (see instructions)		
2d	Total. Add lines 2a through 2c		
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	2,079.
4	Enter the tax shown on the corporation's 2008 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	5,205.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	2,079.

Part II Reasons for Filing- Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6** The corporation is using the adjusted seasonal installment method.
- 7** The corporation is using the annualized income installment method.
- 8** The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/2009	06/15/2009	09/15/2009	12/15/2009
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	520.	520.	520.	519.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	1,500.	3,000.		
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		980.	3,460.	2,940.
13 Add lines 11 and 12		3,980.	3,460.	2,940.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	1,500.	3,980.	3,460.	2,940.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	980.	3,460.	2,940.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <i>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</i>	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2009 and before 7/1/2009	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4%	22			
23 Number of days on line 20 after 6/30/2009 and before 10/1/2009	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 4%	24			
25 Number of days on line 20 after 9/30/2009 and before 1/1/2010	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 4%	26			
27 Number of days on line 20 after 12/31/2009 and before 4/1/2010	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 4%	28			
29 Number of days on line 20 after 3/31/2010 and before 7/1/2010	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x *%	30			
31 Number of days on line 20 after 6/30/2010 and before 10/1/2010	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x *%	32			
33 Number of days on line 20 after 9/30/2010 and before 1/1/2011	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x *%	34			
35 Number of days on line 20 after 12/31/2010 and before 2/16/2011	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *%	36			
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37			
38 Penalty. Add columns (a) through (e) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns				38

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX REFUND	31,795.	
OTHER INCOME - RUSSELL CORE BOND FUND	2,161.	2,161.
OTHER INCOME - RUSSELL LARGE CAP	-26.	-26.
OTHER INCOME - RUSSELL SMALL CAP	-15.	-15.
OTHER INCOME - RUSSELL QUANTATIVE	-137.	-137.
OTHER INCOME - RUSSELL INTERNATIONAL	-54.	-54.
OTHER INCOME - WILLIAM BLAIR MEZZANINE	-3,022.	-3,022.
TOTALS	<u>30,702.</u>	<u>-1,093.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING	3,214.	803.		2,411.
AUDIT	10,975.	2,744.		8,231.
TOTALS	<u>14,189.</u>	<u>3,547.</u>	<u>0.</u>	<u>10,642.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY FEE	54,803.	54,803.	
CONSULTANTS WEBSITE & GRANTS	12,959.		12,959.
TOTALS	<u>67,762.</u>	<u>54,803.</u>	<u>12,959.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT INTEREST	540.	540.
TOTALS	<u>540.</u>	<u>540.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL INCOME TAX	4,500.		
PAYROLL TAXES	18,385.		18,385.
FOREIGN TAXES	2,919.	2,919.	
TOTALS	<u>25,804.</u>	<u>2,919.</u>	<u>18,385.</u>

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
MEMBERSHIPS & DUES	10,625.	10,625.
STAFF EXPENSES	1,226.	1,226.
PAMPHLETS/BOOKS/SUBSCRIPTIONS	234.	234.
OFFICE SUPPLIES	16,363.	16,363.
POSTAGE	2,424.	2,424.
INSURANCE	2,785.	2,785.
MISCELLANEOUS	470.	470.
DATA COMMUNICATIONS	660.	660.
TOTALS	<u>34,787.</u>	<u>34,787.</u>

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

BORROWER: HERITAGE FILMS
 ORIGINAL AMOUNT: 5,000.
 INTEREST RATE: 0.000000
 DATE OF NOTE: 05/01/2009
 MATURITY DATE: 05/12/2012
 REPAYMENT TERMS: NO INTEREST, \$5,000 TO BE REPAYED BY 5/12/2012
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: TO COMPLETE FEATURE-LENGTH DOCUMENTARY FILM
 DESCRIPTION AND FMV PROGRAM RELATED INVESTMENT
 OF CONSIDERATION:

ENDING BALANCE DUE	<u>5,000.</u>
ENDING FAIR MARKET VALUE	<u>5,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u><u>5,000.</u></u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u><u>5,000.</u></u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
OTHER INVESTMENTS	24,983,029.	28,752,820.
TOTALS	<u>24,983,029.</u>	<u>28,752,820.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BOOK/TAX TIMING DIFFERENCE IN GRANT RECOVERIES	9,173.
BOOK/TAX TIMING DIFFERENCE IN PARTNERSHIP INVESTMENT	6,378.
TOTAL	<u>15,551.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
LYNN ROPER PO BOX 81309 LINCOLN, NE 68501-1309	ASSISTANT TREASURER 1.00	2,000.	0.	0.
PAMELA BAKER PO BOX 81309 LINCOLN, NE 68501-1309	EXECUTIVE DIRECTOR 40.00	115,763.	23,638.	0.
MICHAEL TAVLIN PO BOX 81309 LINCOLN, NE 68501-1309	ASSISTANT TREASURER 1.00	2,000.	0.	0.
ANN CHANG-BARNES PO BOX 81309 LINCOLN, NE 68501-1309	VICE PRESIDENT 1.00	3,100.	0.	0.
HANK WOODS PO BOX 81309 LINCOLN, NE 68501-1309	DIRECTOR AND TREASURER 1.00	0.	0.	0.
JOSE SOTO PO BOX 81309 LINCOLN, NE 68501-1309	DIRECTOR 1.00	3,100.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
NELLE WOODS JAMISON PO BOX 81309 LINCOLN, NE 68501-1309	DIRECTOR 1.00	3,100.	0.	0.
DONNA WOODS PO BOX 81309 LINCOLN, NE 68501-1309	PRESIDENT 1.00	0.	0.	0.
T.J. MCDOWELL PO BOX 81309 LINCOLN, NE 68501-1309	DIRECTOR 1.00	3,100.	0.	0.
KATHLEEN RUTLEDGE PO BOX 81309 LINCOLN, NE 68501-1309	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	<u>132,163.</u>	<u>23,638.</u>	<u>0.</u>

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

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RUSSELL INVESTMENT GROUP 909 A STREET TACOMA, WA 98402-5120	INVESTMENT SERVICES	54,803.
	TOTAL COMPENSATION	<u>54,803.</u>

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

SEE EXHIBIT 3

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FEDERAL EXCISE TAX REFUND			01	31,795.	
OTHER INCOME - RUSSELL CORE BOND FUND			14	2,161.	
OTHER INCOME - RUSSELL LARGE CAP			14	-26.	
OTHER INCOME - RUSSELL SMALL CAP			14	-15.	
OTHER INCOME - RUSSELL QUANTATIVE			14	-137.	
OTHER INCOME - RUSSELL INTERNATIONAL			14	-54.	
OTHER INCOME - WILLIAM BLAIR MEZZANINE			14	-3,022.	
TOTALS				<u>30,702.</u>	

Woods Charitable Fund, Inc.
Summary of Capital Gains & Losses
Form 990-PF Page 1, Line 6a
12/31/2009

	<u>Proceeds</u>	<u>Basis</u>	<u>Gain/Loss</u>
Frank Russell Net Capital Gain	23,358,383	29,706,228	(6,347,845)
William Blair Mezzanine Net Capital Gain			3,400
Book/Tax Differences for Russell Core Bond Fund			(17,129)
Book/Tax Differences for Russell Large Cap U.S. Equity Fund			(26,759)
Book/Tax Differences for Russell Small Cap U.S. Equity Fund			(50,590)
Book/Tax Differences for Russell Quantatige U.S. Equity Fund			27,854
Book/Tax Differences for Russell International Equity Fund			43,852
Litigation Settlement on Securities			<u>23,954</u>
Net Capital Gain to page 1 line 6a			<u><u>(6,343,263)</u></u>

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Accounts Included in Composite

Account #	Client Name	Account Name
SI3G	WOODS CHARITABLE FUND, INC.	INVESTMENT ACCOUNT
SI49	WOODS CHARITABLE FUND, INC.	ASF II ACCOUNT

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR									
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate	
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security Gn/Ls	Curr Gn/Ls	Net Gn/Ls		

EQUITY

US DOLLAR

SI3G	782493100	RUSSELL INVT CO	RUSSELL US CORE EQUITY FD CL I			12 May 2009	13 May 2009	1.000000	
	097SEI01859	645	Local	16.970	336.17	495.36			-159.19
			Base		336.17	495.36		0.00	-159.19
SI3G	782493100	RUSSELL INVT CO	RUSSELL US CORE EQUITY FD CL I			08 Jun 2009	09 Jun 2009	1.000000	
	097SFG01331	664	Local	291,100.890	6,008,322.37	8,176,030.10			-2,167,707.73
			Base		6,008,322.37	8,176,030.10		0.00	-2,167,707.73
SI3G	782493100	RUSSELL INVT CO	RUSSELL US CORE EQUITY FD CL I			08 Jun 2009	09 Jun 2009	1.000000	
	097SFG01332	665	Local	2,248.502	46,409.08	63,152.74			-16,743.66
			Base		46,409.08	63,152.74		0.00	-16,743.66
	782493100	Total	Local		6,055,067.62	8,239,678.20			-2,184,610.58
			Base		6,055,067.62	8,239,678.20		0.00	-2,184,610.58
SI3G	782493209	RUSSELL INVT CO	RUSSELL US SM+MID CAP FD CL I			04 Feb 2009	05 Feb 2009	1.000000	
	097SBD01754	624	Local	17.676	226.96	406.43			-179.47
			Base		226.96	406.43		0.00	-179.47
SI3G	782493209	RUSSELL INVT CO	RUSSELL US SM+MID CAP FD CL I			12 May 2009	13 May 2009	1.000000	
	097SEI01863	646	Local	8.897	126.16	203.45			-77.29
			Base		126.16	203.45		0.00	-77.29
SI3G	782493209	RUSSELL INVT CO	RUSSELL US SM+MID CAP FD CL I			08 Jun 2009	09 Jun 2009	1.000000	
	097SFG01335	666	Local	12,474.857	186,998.11	246,600.87			-59,602.76
			Base		186,998.11	246,600.87		0.00	-59,602.76

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR										
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate		
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security Gn/Ls		Curr Gn/Ls	Net Gn/Ls		
SI3G	782493209	RUSSELL INVT CO	RUSSELL US SM+MID CAP FD CL I			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01336	667	83,577.598	Local 1,252,828.19	1,652,147.90	-399,319.71			-399,319.71		
			Base 1,252,828.19	1,652,147.90	-399,319.71		0.00	-399,319.71		
782493209 Total			Local 1,440,179.42	1,899,358.65	-459,179.23			-459,179.23		
			Base 1,440,179.42	1,899,358.65	-459,179.23		0.00	-459,179.23		
SI3G	782493225	RUSSELL INVT CO	RUSSELL US QUANT EQ FD CL Y			13 May 2009	14 May 2009	1.000000		
097SEJ01582	649	30,576.419	Local 626,205.06	796,455.30	-170,250.24			-170,250.24		
			Base 626,205.06	796,455.30	-170,250.24		0.00	-170,250.24		
SI3G	782493225	RUSSELL INVT CO	RUSSELL US QUANT EQ FD CL Y			13 May 2009	14 May 2009	1.000000		
097SEJ01583	650	16,782.830	Local 343,712.36	437,159.56	-93,447.20			-93,447.20		
			Base 343,712.36	437,159.56	-93,447.20		0.00	-93,447.20		
SI3G	782493225	RUSSELL INVT CO	RUSSELL US QUANT EQ FD CL Y			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01324	662	190,791.693	Local 4,164,982.66	4,969,746.59	-804,763.93			-804,763.93		
			Base 4,164,982.66	4,969,746.59	-804,763.93		0.00	-804,763.93		
782493225 Total			Local 5,134,900.08	6,203,361.45	-1,068,461.37			-1,068,461.37		
			Base 5,134,900.08	6,203,361.45	-1,068,461.37		0.00	-1,068,461.37		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			04 Feb 2009	05 Feb 2009	1.000000		
097SBD01756	625	231.867	Local 4,475.04	4,785.26	-310.22			-310.22		
			Base 4,475.04	4,785.26	-310.22		0.00	-310.22		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01670	631	11,614.123	Local 221,132.90	239,691.60	-18,558.70			-18,558.70		
			Base 221,132.90	239,691.60	-18,558.70		0.00	-18,558.70		

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR										
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate		
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security Gn/Ls	Curr Gn/Ls	Net Gn/Ls			
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01671	632	6,470.709	Local 123,202.30	133,542.12	-10,339.82			-10,339.82		
			Base 123,202.30	133,542.12	-10,339.82	0.00		-10,339.82		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01672	633	4,189.932	Local 79,776.31	86,471.58	-6,695.27			-6,695.27		
			Base 79,776.31	86,471.58	-6,695.27	0.00		-6,695.27		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01673	634	945.636	Local 18,004.90	19,515.98	-1,511.08			-1,511.08		
			Base 18,004.90	19,515.98	-1,511.08	0.00		-1,511.08		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01674	635	340.763	Local 6,488.12	7,032.65	-544.53			-544.53		
			Base 6,488.12	7,032.65	-544.53	0.00		-544.53		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01338	668	6,036.769	Local 117,837.73	123,934.68	-6,096.95			-6,096.95		
			Base 117,837.73	123,934.68	-6,096.95	0.00		-6,096.95		
SI3G	782493407	RUSSELL INVT CO	RUSSELL INVT GRADE BD FD CL I			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01339	669	203,514.840	Local 3,972,609.68	4,178,153.19	-205,543.51			-205,543.51		
			Base 3,972,609.68	4,178,153.19	-205,543.51	0.00		-205,543.51		
782493407 Total			Local	4,543,526.98	4,793,127.06	-249,600.08		-249,600.08		
			Base	4,543,526.98	4,793,127.06	-249,600.08	0.00	-249,600.08		
SI3G	782493605	RUSSELL INVT CO	RUSSELL INTL DEV MKTS FD CL I			12 May 2009	13 May 2009	1.000000		
097SEI01869	647	71.417	Local 1,739.71	2,539.20	-799.49			-799.49		
			Base 1,739.71	2,539.20	-799.49	0.00		-799.49		

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR										
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate		
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security	Gn/Ls	Curr Gn/Ls	Net Gn/Ls		
SI3G	782493605	RUSSELL INVT CO	RUSSELL INTL DEV MKTS FD CL I			13 May 2009	14 May 2009	1.000000		
097SEJ01592	658	9,977.440	Local 236,565.10	354,743.10	-118,178.00			-118,178.00		
			Base 236,565.10	354,743.10	-118,178.00		0.00	-118,178.00		
SI3G	782493605	RUSSELL INVT CO	RUSSELL INTL DEV MKTS FD CL I			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01341	670	188,046.427	Local 4,806,466.67	6,685,900.55	-1,879,433.88			-1,879,433.88		
			Base 4,806,466.67	6,685,900.55	-1,879,433.88		0.00	-1,879,433.88		
SI3G	782493605	RUSSELL INVT CO	RUSSELL INTL DEV MKTS FD CL I			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01342	671	4,220.529	Local 107,876.72	150,058.89	-42,182.17			-42,182.17		
			Base 107,876.72	150,058.89	-42,182.17		0.00	-42,182.17		
782493605 Total			Local	5,152,648.20	7,193,241.74	-2,040,593.54		-2,040,593.54		
			Base	5,152,648.20	7,193,241.74	-2,040,593.54	0.00	-2,040,593.54		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			25 Feb 2009	26 Feb 2009	1.000000		
097SBR01748	637	196.905	Local 1,699.29	2,980.84	-1,281.55			-1,281.55		
			Base 1,699.29	2,980.84	-1,281.55		0.00	-1,281.55		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			12 May 2009	13 May 2009	1.000000		
097SEI01878	648	132.822	Local 1,678.87	2,010.72	-331.85			-331.85		
			Base 1,678.87	2,010.72	-331.85		0.00	-331.85		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			13 May 2009	14 May 2009	1.000000		
097SEJ01597	659	7,316.183	Local 90,062.21	110,755.79	-20,693.58			-20,693.58		
			Base 90,062.21	110,755.79	-20,693.58		0.00	-20,693.58		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			13 May 2009	14 May 2009	1.000000		
097SEJ01598	660	11,939.531	Local 146,975.63	180,746.18	-33,770.55			-33,770.55		
			Base 146,975.63	180,746.18	-33,770.55		0.00	-33,770.55		

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR										
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate		
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security	Gn/Ls	Curr Gn/Ls	Net Gn/Ls		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01349	672	4,200.217	Local 57,794.99	63,584.84	-5,789.85			-5,789.85		
			Base 57,794.99	63,584.84	-5,789.85		0.00	-5,789.85		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			31 Jul 2009	03 Aug 2009	1.000000		
097SHA01870	685	187.206	Local 2,858.63	2,834.01	24.62			24.62		
			Base 2,858.63	2,834.01	24.62		0.00	24.62		
SI3G	782493746	RUSSELL INVT CO	RUSSELL EMERGING MKTS FD CL S			04 Nov 2009	05 Nov 2009	1.000000		
097SKD01336	690	859.963	Local 14,498.98	13,018.52	1,480.46			1,480.46		
			Base 14,498.98	13,018.52	1,480.46		0.00	1,480.46		
782493746 Total										
			Local 315,568.60	375,930.90	-60,362.30			-60,362.30		
			Base 315,568.60	375,930.90	-60,362.30		0.00	-60,362.30		
SI3G	782493761	RUSSELL INVT CO	RUSSELL REAL EST SEC FD CL S			12 May 2009	13 May 2009	1.000000		
097SEI01855	644	25.224	Local 545.09	833.74	-288.65			-288.65		
			Base 545.09	833.74	-288.65		0.00	-288.65		
SI3G	782493761	RUSSELL INVT CO	RUSSELL REAL EST SEC FD CL S			13 May 2009	14 May 2009	1.000000		
097SEJ01589	651	1,698.838	Local 34,486.42	56,152.17	-21,665.75			-21,665.75		
			Base 34,486.42	56,152.17	-21,665.75		0.00	-21,665.75		
SI3G	782493761	RUSSELL INVT CO	RUSSELL REAL EST SEC FD CL S			08 Jun 2009	09 Jun 2009	1.000000		
097SFG01327	663	3,296.255	Local 75,912.75	108,952.05	-33,039.30			-33,039.30		
			Base 75,912.75	108,952.05	-33,039.30		0.00	-33,039.30		
SI3G	782493761	RUSSELL INVT CO	RUSSELL REAL EST SEC FD CL S			04 Nov 2009	05 Nov 2009	1.000000		
097SKD01329	689	243.900	Local 6,517.00	8,035.94	-1,518.94			-1,518.94		
			Base 6,517.00	8,035.94	-1,518.94		0.00	-1,518.94		

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR									
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate	
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security	Gn/Ls	Curr	Gn/Ls	Net Gn/Ls
782493761 Total									
			Local	117,461.26	173,973.90	-56,512.64			-56,512.64
			Base	117,461.26	173,973.90	-56,512.64	0.00		-56,512.64
SI3G	78249Q109	RUSSELL INSTL FDS LLC	LARGE CAP US EQUITY FD ACCD			04 Nov 2009	05 Nov 2009		1.000000
097SKD01519	691	20.439	Local	166.99	147.37	19.62			19.62
			Base	166.99	147.37	19.62	0.00		19.62
SI3G	78249Q406	RUSSELL INSTL FDS LLC	SM CAP US EQUITY FD ACCD INVS			31 Jul 2009	03 Aug 2009		1.000000
097SHA02357	686	35.637	Local	275.83	259.08	16.75			16.75
			Base	275.83	259.08	16.75	0.00		16.75
SI3G	78249Q505	RUSSELL INSTL FDS LLC	INTL EQUITY FD ACCD INVS			31 Jul 2009	03 Aug 2009		1.000000
097SHA02361	687	700.343	Local	5,182.54	4,790.35	392.19			392.19
			Base	5,182.54	4,790.35	392.19	0.00		392.19
SI3G	78249Q505	RUSSELL INSTL FDS LLC	INTL EQUITY FD ACCD INVS			04 Nov 2009	05 Nov 2009		1.000000
097SKD01520	692	2,009.320	Local	16,175.03	13,743.75	2,431.28			2,431.28
			Base	16,175.03	13,743.75	2,431.28	0.00		2,431.28
78249Q505 Total									
			Local	21,357.57	18,534.10	2,823.47			2,823.47
			Base	21,357.57	18,534.10	2,823.47	0.00		2,823.47
SI49	998KWP901	RASF II DESIGNATED INV	USD CLASS			02 Jan 2009	04 Feb 2009		1.000000
09HSBB06989	026	229.459	Local	178,514.20	229,459.04	-50,944.84			-50,944.84
			Base	178,514.20	229,459.04	-50,944.84	0.00		-50,944.84
SI49	998KWP901	RASF II DESIGNATED INV	USD CLASS			01 Apr 2009	05 May 2009		1.000000
09HSEC02300	033	74.731	Local	55,669.21	74,731.01	-19,061.80			-19,061.80
			Base	55,669.21	74,731.01	-19,061.80	0.00		-19,061.80

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR									
Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate	
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security Gn/Ls	Curr Gn/Ls	Net Gn/Ls		
SI49	998KWP901	RASF II DESIGNATED INV	USD CLASS			01 May 2009	09 Jun 2009	1.000000	
09HSFF01826	036	185.171	Local	131,578.95	185,171.04	-53,592.09		-53,592.09	
			Base	131,578.95	185,171.04	-53,592.09	0.00	-53,592.09	
SI49	998KWP901	RASF II DESIGNATED INV	USD CLASS			01 Jul 2009	04 Aug 2009	1.000000	
09HSHB01792	040	167.346	Local	119,921.82	167,346.03	-47,424.21		-47,424.21	
			Base	119,921.82	167,346.03	-47,424.21	0.00	-47,424.21	
SI49	998KWP901	RASF II DESIGNATED INV	USD CLASS			01 Oct 2009	04 Nov 2009	1.000000	
09HSKB02322	047	151.909	Local	91,546.62	151,909.03	-60,362.41		-60,362.41	
			Base	91,546.62	151,909.03	-60,362.41	0.00	-60,362.41	
998KWP901 Total									
			Local	577,230.80	808,616.15	-231,385.35		-231,385.35	
			Base	577,230.80	808,616.15	-231,385.35	0.00	-231,385.35	
US DOLLAR Total									
		1,096,928.183	Local	23,358,383.35	29,706,228.60	-6,347,845.25		-6,347,845.25	
			Base	23,358,383.35	29,706,228.60	-6,347,845.25	0.00	-6,347,845.25	
EQUITY Total									
			Base	23,358,383.35	29,706,228.60	-6,347,845.25	0.00	-6,347,845.25	

REALIZED GAINS AND LOSSES

WOODS CHARITABLE FUND, INC.

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Composite

For the period January 1, 2009 through December 31, 2009

Base Currency: USD - US DOLLAR

Fund	Asset ID	Security Name	Security Description	Maturity Date	Rate	Trd Date	Stl Date	Sell Rate
SSB Trade ID	Lot	Shares/Par	Principal Net	Cost	Security Gn/Ls	Curr Gn/Ls	Net Gn/Ls	

COMPOSITE Total

Base	23,358,383.35	29,706,228.60	-6,347,845.25	0.00	-6,347,845.25
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WOODS CHARITABLE FUND, INC.
2009 GRANT/PROGRAM RELATED INVESTMENT PAYMENTS
December 31, 2009

Organization	Date Approved	Amount Approved	Paid in 2009
ARTS AND CULTURE			
The Angels Company	3/23/09	2,200	2,200
Flatwater Shakespeare Company	6/10/08	30,000	10,000
Friends of Arts Are Basic	6/10/08	40,000	20,000
Friends of Haydon, Inc.	3/18/08	29,500	15,000
Friends of Lied	10/1/09	5,000	5,000
Friends of the Haymarket Theatre	3/17/09	6,000	6,000
Friends of the Mary Riepma Ross Film Theatre	11/10/09	7,000	7,000
Lincoln Community Playhouse, Inc.	3/17/09	20,000	20,000
Nebraska Art Association	11/10/09	8,000	8,000
Nebraska Center for the Book	9/2/09	1,500	1,500
Nebraska Cultural Endowment	11/10/09	60,000	20,000
TADA Productions, Inc.	6/9/09	12,500	12,500
University of Nebraska Foundation	6/10/08	750,000	50,000
UNL-African American and African Studies Program	11/11/08	5,000	5,000
UNL-International Quilt Study Center	6/9/09	50,000	25,000
UNL-Nebraska Repertory Theatre	6/9/09	15,000	15,000
Subtotal			222,200
CIVIC AND COMMUNITY			
Center for Rural Affairs	11/10/09	25,000	25,000
Community CROPS	6/9/09	15,000	15,000
Community Development Resources	3/17/09	20,000	20,000
Community Services Fund of Nebraska	11/10/09	6,000	6,000
Heritage Nebraska	3/17/09	10,000	10,000
Legal Aid of Nebraska	11/10/09	25,000	25,000
Lincoln Housing Charities	11/10/09	20,000	10,000
Lincoln Lancaster County Human Services Federation, Inc.	8/31/09	3,500	3,500
The Mediation Center	6/9/09	35,200	17,600
Nebraska Appleseed Center for Law in the Public Interest, Inc.	6/12/07	76,168	43,832
State of Nebraska-Nebraska Department of Correctional Services	6/9/09	6,750	6,750
United Way of Lincoln and Lancaster County	3/17/09	5,000	5,000
Updowntowners	3/17/09	15,000	15,000
VolunteerLinc dba Volunteer Partners	11/10/09	30,790	30,790
Subtotal			233,472
EDUCATION			
Bright Lights, Inc.	6/9/09	7,500	7,500
Lighthouse	3/17/09	20,000	20,000
Lincoln Literacy Council (English Language Academy)	6/10/08	74,600	30,000
Lincoln Literacy Council (Renewal Support-English Language Academy)	6/9/09	34,000	34,000
Nebraska Wesleyan University	6/9/09	8,500	8,500
Union College	6/9/09	84,510	28,170
YMCA of Lincoln	6/12/07	60,000	20,000
Subtotal			148,170
HUMAN SERVICES			
Arc of Lincoln-Lancaster County	3/17/09	25,000	25,000
Asian Community and Cultural Center	11/10/09	15,000	15,000
Boys and Girls Clubs of Lincoln Lancaster County	1/15/09	5,000	5,000
CASA for Lancaster County	6/9/09	12,500	12,500
Center for People in Need, Inc.	1/23/09	1,666	1,666
Center for People in Need, Inc.	6/9/09	20,000	20,000
Center for People in Need, Inc.	6/13/06	80,000	40,000
CenterPointe, Inc.	3/7/07	98,200	12,500
Cultural Centers Coalition	3/18/08	50,000	15,000
Cultural Centers Coalition	3/17/09	30,000	30,000
El Centro de las Americas	3/17/09	25,000	25,000
Families Inspiring Families	11/10/09	20,000	20,000
Family Service Association of Lincoln	11/10/09	30,000	30,000
Food Bank of Lincoln, Inc.	1/23/09	1,668	1,668
Fresh Start, Inc.	3/17/09	20,000	20,000
Friendship Home of Lincoln	11/10/09	30,000	15,000
Good Neighbor Community Center, Inc.	11/11/08	30,000	10,000
Heartland Big Brothers Big Sisters	3/17/09	10,000	10,000
Houses of Hope of Nebraska, Inc.	6/10/08	150,000	75,000
Lincoln Action Program, Inc.	3/17/09	90,000	30,000
Lincoln Lancaster County Child Advocacy Center	3/18/08	175,000	60,000
Lutheran Family Services of Nebraska	11/10/09	25,000	25,000
Malone Community Center	1/23/09	1,666	1,666
Matt Talbot Kitchen & Outreach	11/10/09	100,000	50,000
Nebraska Association for the Education of Young Children, Inc.	6/9/09	20,000	20,000
Nebraska State Bar Foundation	6/9/09	10,000	10,000
Boys and Girls Clubs of Lincoln Lancaster County	12/10/09	5,000	5,000
Planned Parenthood of Nebraska and Council Bluffs, Inc.	11/13/07	150,000	50,000
Region V Systems	6/10/08	5,000	5,000
Seniors Foundation	11/10/09	15,000	15,000
St. Monica's Home	6/9/09	95,000	95,000
UNL-Public Policy Center	11/14/06	60,000	10,000
Voices for Children in Nebraska	3/17/09	60,000	30,000
Voices of Hope Lincoln, Inc.	3/17/09	30,000	30,000
Subtotal			820,000
MISCELLANEOUS			
Lincoln City Libraries	6/9/09	10,000	10,000
Lincoln Parks and Recreation Foundation	11/19/09	5,000	5,000
Subtotal			15,000
TOTAL GRANTS PAID, 2009			\$ 1,438,842



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To Apply for a Grant

- FIRST** Please read the Fund's guidelines, procedures and timetable.
- SECOND** Contact the Fund by telephone or by sending a 2-page letter of intent, including a budget, by mail, facsimile or e-mail to determine if it is worth your time and expense to proceed with a full proposal.
- THIRD** If the Fund requests a full proposal, you will be e-mailed a web access link and password to complete our online Lincoln/Lancaster County Grantmakers Common Application Form. A sample of this application is available on our [Forms](#) page. You may download this form for your review or for use as a worksheet. Together with the requested attachments, please submit online an application according to the grant-making [timetable](#).

The staff at Woods Charitable Fund is pleased to consult with applicants at any time during the process to help strengthen their proposals.

Woods Charitable Fund • PO Box 81309 • Lincoln, Nebraska 68501
info@woodscharitable.org • (402) 436-5971 • Fax (402) 742-0123

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Application Timetable

Submission Dates	Board Meeting
March 1 to 15	June
July 1 to 15	November
November 1 to 15	March

Note: The application must be submitted online before the end of the deadline day or, if the deadline falls on a weekend, the deadline will defer to the following business day.

In cases of extreme emergency, Woods Charitable Fund will consider proposals of \$10,000 or less outside the set timetable.

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What We Do Not Fund

The following areas are not eligible for grant review:

- Capital projects for health care institutions
- Environmental programs
- Funding of endowments
- Fundraising benefits or program advertising
- Individual needs
- Medical and scientific research
- Programs for individual schools
- Recreation programs
- Religious programs
- Residential care and medical clinics
- Scholarships, fellowships
- Sponsorships

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Funding Limitations & Restrictions

While grants are made primarily in Lincoln, Nebraska, the Fund will consider grant applications from other locations in the context of their impact on Lincoln. The Fund makes grants in diverse fields, however, specific areas are not eligible for grant review. Please review the list of [What We Do Not Fund](#).

Funding is provided in four principle ares of interest

- Human Services
- Education
- Civic & Community Life
- Arts & Culture

To learn more, please visit the [Grant Program](#) section of our wesbite.

College and university proposals are reviewed only if they directly involve faculty and/or students in applied projects of benefit and concern to the community.

Requests for support of technology must be from organizations whose emphasis is in the Fund's special interest areas. Requests must define the need for the technology, provide compelling evidence that it is appropriate for the task and is cost-effective. Furthermore, the proposal must demonstrate the technology's impact on the organization's mission.

The Fund will consider requests for:

- Technical assistance for technology planning
- Information/Technology staff
- Computer software
- Technological training
- Fund development using technology
- Marketing using technology

Applicants generally should be organizations described in Section 501(c)(3) of the Internal Revenue Code and have a written ruling from the IRS that they also qualify under Section 509(a)(1), (2) or (3) of the Code (publicly supported organizations and their affiliates). Occasionally the Fund considers proposals from 501(c)(3) organizations that are private, operating foundations. In exceptional cases, the Fund will consider fiscal agent and expenditure responsibility grants.

Woods does not accept applications from organizations: (1) that have had proposals approved or declined in the preceding 12 months; or (2) that are recipients of active, multiyear grants. This policy does not apply when organizations are involved in collaborative proposals.

Proposals not clearly within the Fund's priority areas but not clearly ineligible are screened for funding consideration by the Fund's board members.

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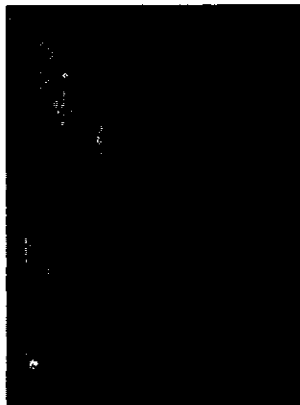
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GRANT PROGRAM

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Areas of Interest

[Human Services](#) [Education](#) [Civic & Community](#) [Arts & Culture](#) [Focus Area](#)



The Fund supports a broad range of activities which include, but are not limited to, the Areas of Interest described in this section. We are interested in reviewing plans for pilot projects and innovative programs, as well as sustained growth for organizations whose work coincides with the purposes of the foundation. The foundation funds both direct services and policy programs.

The Fund looks forward to opportunities to review proposals joining partners (academic, community, government, business, public service, faith-based) to explore ways to integrate perspectives and talents toward common goals. We support projects that involve coalition-building, public education and advocacy to affect positive social change and improve opportunities for all citizens.



Please read "[To Apply for a Grant](#)" section before contacting the Fund.

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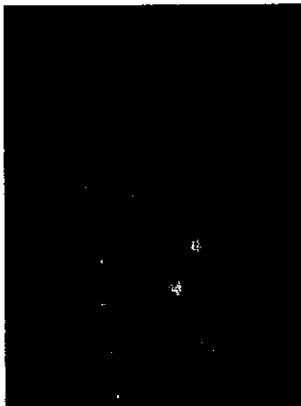
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What You Should Know Before Applying

Woods Charitable Fund only accepts applications from non-profit organizations that have communicated with us and have been asked to complete an application form.

PLEASE DO NOT SEND A FULL PROPOSAL BEFORE CONTACTING THE FUND. Contact the Fund by telephone or by sending a 2-page letter of intent, including budget information, by mail, facsimile or e-mail. Our staff can then help you decide whether it is worth your time and expense to proceed with a full proposal.



Many excellent proposals cannot be funded because there are absolute limits to the number of proposals the Fund can study thoroughly and support.

If your organization receives a grant, you will be asked to sign a grant agreement form requiring online reports on use of the grant in relation to the original proposal objectives and program results. Selected number of grantees may be asked to participate in a post-grant evaluation to study program accomplishments in more depth.

Please review the [list of considerations](#) the Board of Directors makes when reviewing a grant proposal.

Lincoln/Lancaster County Grantmakers Common Application Form

(10/5/2009)

We have developed a Common Application Form to simplify the grant process and help you clarify your proposal. **Because each grantmaker is governed by its own board and maintains its own guidelines, priorities, and deadlines, it is important to contact each for specific requirements before submitting an application.**

Please use a computer or typewriter to prepare this form. **Provide the information in the order requested, and number and restate the headings.** Submit the number of copies required by each grantmaker. Do not put proposals in binders, notebooks or other presentation packages. Please do not send additional materials (articles, brochures letters, etc.) unless they contribute in an important way to our understanding. Call, write, fax or e-mail if you have questions.

Abel Foundation

Ross McCown, Vice President
1815 Y Street
Lincoln, NE 68508
Phone (402) 434-1212 *Fax* (402) 434-1799
rossm@nebcoinc.com

Building Strong Families Fund

Deb Daily, Beatty Brasch
P.O. Box 30542
Lincoln, NE 68503
Phone (402) 476-4364 *Fax* (402) 476-4358
ddaily@buildingstrongfamiliesfoundation.org
bbrasch@buildingstrongfamiliesfoundation.org
www.buildingstrongfamiliesfoundation.org

Cooper Foundation

Art Thompson, President
Victoria Kovar, Program Officer
870 Wells Fargo Center, 1248 O Street
Lincoln, NE 68508
Phone (402) 476-7571 *Fax* (402) 476-2356
art@cooperfoundation.org
victoria@cooperfoundation.org
www.cooperfoundation.org

Duncan Family Trust

Vickie A. Smith
P.O. Box 81887
Lincoln, NE 68501
Phone (402) 479-8103 *Fax* (402) 479-1628
vickie.smith@duncanaviation.com
www.duncanfamilytrust.org

Lincoln Community Foundation, Inc.

Cindy Devoe, Vice President for Community
Advancement
215 Centennial Mall South, Rm. 100
Lincoln, NE 68508
Phone (402) 474-2345 *Fax* (402) 476-8532
cindyd@lcf.org
www.lcf.org

Foundation for Lincoln Public Schools

Barbara Bartle, Executive Director
5901 O Street
Lincoln, NE 68510
Phone (402) 436-1612 *Fax* (402) 436-1692
bbartle@lps.org
www.FoundationForLPS.org

Woods Charitable Fund, Inc.*

Pam Baker, Executive Director
Tom Woods, Program Officer
Angie Zmarzly, Program Associate
1440 M Street
P.O. Box 81309
Lincoln, NE 68501
Phone (402) 436-5971 *Fax* (402) 436-4128
pbaker@woodscharitable.org
twoods@woodscharitable.org
azmarzly@woodscharitable.org
www.woodscharitable.org

*Woods Charitable Fund uses a web-based system to receive all grant applications. Although its application questions are taken from the Common Application Form, slight changes in wording and formatting exist. Please contact the Fund to access the application system.

Lincoln/Lancaster County Grantmakers Common Application Form. (10/5/2009)

Follow this format, and number and restate the headings.

Foundation Applied To: _____
Application Date: _____
Organization's Federal Tax I.D. Number: _____

I. ORGANIZATIONAL INFORMATION

Provide the following information in two pages using this format.

A. Organization Name _____
(List fiscal agent for collaborations)

B. Address/9-digit Zip Code _____

C. Website _____

D. Chief Executive Officer _____

D.1. Telephone number _____ D.2. Fax _____

D.3. Email address _____

E. Contact Person and Title _____
(If other than the Chief Executive)

E.1. Telephone number _____ E.2. Fax _____

E.3. Email address _____

F. Purpose of Request
A brief summary of the amount requested and its purpose. Limit it to this space.

(Signature of Chairperson of the Board)

(Signature of the Chief Executive Officer)

Consult individual grantmakers' guidelines and instructions.

Lincoln/Lancaster County Grantmakers Common Application Form (10/5/2009)

Follow this format, and number and restate the headings.

G. Budget Summary for This Proposal

- | | |
|---|----------|
| 1. Applicant's Funds, if any | \$ _____ |
| 2. Amount of This Request | \$ _____ |
| 3. Amount of Other <i>Confirmed</i> Requests, if any | \$ _____ |
| 4. Amount of Other <i>Pending</i> Requests, if any | \$ _____ |
| 5. Total Income (1 + 2 + 3 + 4 = 5) | \$ _____ |
| 6. Total Expense | \$ _____ |
| 7. Balance: (5 – 6 = 7)
(Explain positive or negative balances under II. B.2.) | \$ _____ |

H. Income & Expense Summaries for the Organization

	Last Fiscal Year Ending ____/____/____	Budget: Current Fiscal Year Ending ____/____/____
(1)Income	\$ _____	\$ _____
(2)Expense	\$ _____	\$ _____
(3)Net	\$ _____	\$ _____
(4)Net Assets	\$ _____	

Instructions for completing I.H. above:

	Last Fiscal Year: Use your Audit for:	Current Budget: Use your current budget for:
(1)Income	Total revenues and other support	Income
(2)Expense	<u>Total expenses</u>	<u>Expense</u>
(3)Net	Positive or negative balance	Positive or negative balance
(4)Net Assets	Net assets, end of year If you have no audit, use your IRS Form 990, Part I, lines 12, 17, 18 and 21.	

Consult individual grantmakers' guidelines and instructions.

Lincoln/Lancaster County Grantmakers Common Application Form (10/5/2009)

Follow this format, and number and restate the headings.

II. PROPOSAL NARRATIVE: 10 Pages Maximum. Clarity and brevity are encouraged.

A. FUNDING REQUEST

1. *Amount Requested*
2. *Objective*.....State the objective(s) and the underlying need, problem or opportunity.
3. *Population Served*...Include as much information as possible, such as numbers served, location, socio-economic status, ethnicity, gender, age, physical ability and language.
4. *Effect*.....State the anticipated effect on the need, problem or opportunity.
5. *Partnerships*.....Discuss partnerships with other agencies, if applicable.
6. *Work Plan*.....Include key dates and actions.
7. *Evaluation Plan*.....State how proposed objective(s), activities and outcome(s) will be evaluated.
8. *Leadership*.....List those who will direct and evaluate the project and their qualifications.
9. *Diversity*.....State the impact of your project on diversity, if applicable.

B. FINANCIAL PLAN

1. *Project Budget*.....List expenses, sources & amounts of income, including this request, and their status (confirmed, pending, anticipated, not yet applied for). Should agree with Item I.G.
2. *Positive or Negative Balance*.....Discuss any balances shown under I.G.7. on page 2 and your plans for raising funds or using a surplus.
3. *Development Plan*...Outline your plan for funding this proposal now and in the future.
4. *Timing*.....State when funding would be needed.

C. BACKGROUND OF THE ORGANIZATION

1. *History & Mission*...A brief description.
2. *Programs*.....Key programs not otherwise included in this application.
3. *Board & Staff*.....Number and composition (ethnicity-gender) of each group.

III. REQUIRED SUPPORTING MATERIAL

A. IRS FORM 990.....For the most recent complete fiscal year. Include Schedule A. (If you do not file with the I.R.S., indicate why.)

B. AUDIT.....For the most recent complete fiscal year. (If your statements are not audited, indicate why and submit your income and expense statement for the most recent complete fiscal year.)

C. OPERATING

BUDGET.....For your current fiscal year and the year for which support is requested, if different (include sources and amounts of income for all years).

D. INCOME/EXPENSE

STATEMENT.....For the current period.

E. BOARD OF

DIRECTORS.....Include addresses, phone numbers and affiliations.

F. IRS EXEMPTION

LETTER.....Provide the most recent letter confirming your agency's tax exempt status.

Please do not include additional materials (articles, brochures, letters, etc.) unless they will contribute in an important way to our understanding of the proposal.

Consult individual grantmakers' guidelines and instructions.

WOODS CHARITABLE FUND, INC.
2009 GRANT/PROGRAM RELATED INVESTMENT PAYMENTS
December 31, 2009

Organization	Date Approved	Payable 2010 & Beyond
ARTS AND CULTURE		
Nebraska Cultural Endowment	11/10/09	40,000
UNL-International Quilt Study Center	6/9/09	25,000
Lux Center for the Arts	11/10/09	15,000
Subtotal		80,000
CIVIC AND COMMUNITY		
Lincoln Housing Charities	11/10/09	10,000
The Mediation Center	6/9/09	17,600
Habitat for Humanity	11/10/09	45,000
Subtotal		72,600
EDUCATION		
Union College	6/9/09	56,340
UNL-NE Center for Research on Children, Youth, Families and Schools	11/10/09	100,000
Subtotal		156,340
HUMAN SERVICES		
Friendship Home of Lincoln	11/10/09	15,000
Lincoln Action Program, Inc.	3/17/09	60,000
Matt Talbot Kitchen & Outreach	11/10/09	50,000
Voices for Children in Nebraska	3/17/09	30,000
Girl Scouts - Spirit of Nebraska	11/10/09	20,000
Lincoln Council on Alcoholism and Drugs	11/10/09	20,000
Subtotal		195,000
TOTAL GRANTS APPROVED, 2009		\$ 503,940