

Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation WOODS FUND OF CHICAGO		A Employer identification number 36-3917968
Number and street (or P.O. box number if mail is not delivered to street address) 35 E. WACKER DRIVE, SUITE 1760	Room/suite	B Telephone number 312-782-2698
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60601		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 62,619,765.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	326,358.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	12,844.	12,844.		STATEMENT 2
	4 Dividends and interest from securities	572,692.	582,546.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,461,428.			STATEMENT 1
	b Gross sales price for all assets on line 6a	6,379,777.			
	7 Capital gain net income (from Part IV, line 2)		3,726,665.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	0.	-12,125.		STATEMENT 4	
12 Total. Add lines 1 through 11	3,373,322.	4,309,930.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	319,538.	0.		319,538.
	14 Other employee salaries and wages	317,233.	0.		317,233.
	15 Pension plans, employee benefits	161,546.	0.		161,546.
	16a Legal fees STMT 5	1,138.	0.		1,318.
	b Accounting fees STMT 6	29,118.	0.		29,118.
	c Other professional fees STMT 7	188,564.	155,205.		33,359.
	17 Interest	329.	0.		329.
	18 Taxes STMT 8	22,492.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	104,894.	0.		104,894.
	21 Travel, conferences, and meetings	40,119.	0.		40,119.
	22 Printing and publications				
	23 Other expenses STMT 9	497,357.	0.		497,357.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,682,328.	155,205.		1,504,811.
	25 Contributions, gifts, grants paid	2,828,270.			2,828,270.
26 Total expenses and disbursements. Add lines 24 and 25	4,510,598.	155,205.		4,333,081.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,137,276.				
b Net investment income (if negative, enter -0-)		4,154,725.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,303,482.	1,038,002.	1,038,002.
	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			
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 10	53,038,734.	53,166,938.	61,581,763.
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		55,342,216.	54,204,940.	62,619,765.
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			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	124,729,364.	127,032,677.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-69,387,148.	-72,827,737.		
30 Total net assets or fund balances	55,342,216.	54,204,940.		
31 Total liabilities and net assets/fund balances	55,342,216.	54,204,940.		

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	55,342,216.
2 Enter amount from Part I, line 27a	2	-1,137,276.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	54,204,940.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,204,940.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
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 6,379,777.		2,653,112.	3,726,665.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			3,726,665.

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	3,726,665.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	4,102,471.	61,072,847.	.067173
2016	4,222,720.	55,726,751.	.075775
2015	3,512,956.	63,037,287.	.055728
2014	3,435,298.	63,232,061.	.054328
2013	3,279,210.	60,279,595.	.054400

2 Total of line 1, column (d)	2	.307404
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	.061481
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	61,718,114.
5 Multiply line 4 by line 3	5	3,794,491.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,547.
7 Add lines 5 and 6	7	3,836,038.
8 Enter qualifying distributions from Part XII, line 4	8	4,333,081.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 28,188, with 28,188 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and a Yes/No column. Questions cover political campaign influence, unrelated business income, and state reporting requirements.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.WOODSFUND.ORG	X	
14 The books are in care of ► S. R. BOYLE, ASST. TREASURER Telephone no. ► (312) 782-2698 Located at ► 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL ZIP+4 ► 60601		
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		N/A
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b	X

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

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>			
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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
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(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 STATEMENT 11		319,537.	20,173.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
ALEJANDRA L. IBANEZ - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	PROGRAM OFFICER 40.00	86,250.	5,733.	0.
HINA MAHMOOD - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	LEAD PROGRAM OFFICER 40.00	86,483.	4,766.	0.
CARONINA L. GRIMBLE - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	PROGRAM OFFICER 40.00	84,500.	5,544.	0.
JAYE S. HOBART - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	GRANTS AND PROJECT MANAGER 40.00	60,000.	0.	0.
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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 0.

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	48,474,395.
b	Average of monthly cash balances	1b	1,457,936.
c	Fair market value of all other assets	1c	12,725,653.
d	Total (add lines 1a, b, and c)	1d	62,657,984.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	62,657,984.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	939,870.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,718,114.
6	Minimum investment return. Enter 5% of line 5	6	3,085,906.

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	3,085,906.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	41,547.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	7,921.
c	Add lines 2a and 2b	2c	49,468.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,036,438.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,036,438.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,036,438.

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	4,333,081.
b	Program-related investments - total from Part IX-B	1b	0.
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	4,333,081.
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	5	41,547.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,291,534.

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				3,036,438.
2 Undistributed income, if any, as of the end of 2018:				
a Enter amount for 2017 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	513,033.			
b From 2014	500,109.			
c From 2015	440,039.			
d From 2016	1,024,334.			
e From 2017	414,323.			
f Total of lines 3a through e	2,891,838.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 4,333,081.				
a Applied to 2017, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	326,358.			
d Applied to 2018 distributable amount				3,036,438.
e Remaining amount distributed out of corpus	970,285.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	4,188,481.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
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)	326,358.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	513,033.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	3,349,090.			
10 Analysis of line 9:				
a Excess from 2014	500,109.			
b Excess from 2015	440,039.			
c Excess from 2016	1,024,334.			
d Excess from 2017	414,323.			
e Excess from 2018	970,285.			

4333081
 - 326358
 - 3036438

 970285
 P9

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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.
 a The name, address, and telephone number or email address of the person to whom applications should be addressed:
SEE ATTACHED STATEMENT, (312) 782-2698
35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601

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

c Any submission deadlines:
SEE ATTACHED STATEMENT

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

Detail to Page 10, Part XV

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

The Woods Fund of Chicago is a grantmaking foundation committed to funding community-driven initiatives that fight the brutality of racism and poverty.

GRANTMAKING GUIDELINES

The following are the Woods Fund of Chicago grantmaking guidelines that reflect our vision, mission and core principles.

Woods Fund Vision

The Woods Fund of Chicago seeks to help create a society where people of all racial and ethnic groups, across all levels of social and economic status, are empowered and have a voice to influence policies that impact their lives, and where all communities are free of poverty and racism.

Woods Fund Mission

The Woods Fund of Chicago is a grantmaking foundation committed to the promotion of social, economic, and racial justice through the support of community organizing and public policy advocacy that engages people who are most impacted.

Core Principles

Woods Fund strongly believes in the need for and effectiveness of including communities that are most impacted by poverty and structural racism in the entire process of addressing issues that affect them. To this end, the Woods Fund encourages and supports organizations and initiatives that promote community-driven solutions.

Woods Fund values:

Community organizing and public policy advocacy efforts that lead to comprehensive, authentic, relevant, and sustainable solutions.

Woods Fund believes:

Systemic change is the only way to eradicate poverty and structural racism.

People most affected by poverty and racial inequity should be the leaders and participants in the process of addressing issues that impact them.

Woods Fund asserts:

Communities have greater strength, authority, and power through collaborative practice and collective voice.

Woods Fund commits:

To be an active partner and catalyst with organizations that share our mission and values.

Woods Fund recognizes:

Structural racism is a root cause of many challenges facing communities and serves as a significant barrier to eradicating poverty. Dismantling structural racism in society is a means to right social and economic injustices.

OVERVIEW OF GRANTMAKING

Woods Fund seeks to support organizations that focus on ending poverty and structural racism and whose efforts include leadership by and inclusion of communities most impacted.

Woods Fund grants are generally limited to nonprofit organizations that operate in the Chicago metropolitan area and are primarily provided to organizations located in Chicago. New applicants must be organizations as described in Section 501(c)(3) of the Internal Revenue Code or have a fiscal sponsor that is such. They should also have a written ruling from the IRS that they are an organization as described under Section 509(a)(1), (2), or (3) of the Code.

Types of grant opportunities

There are two types of grant opportunities and respective processes: core grantmaking and special grantmaking, which is by invitation only. The specific funding allocations for core and special grantmaking are made annually through the foundation's budget process.

Core grantmaking encompasses the majority of Woods Fund's annual grants budget, and the Woods Fund board of directors awards these grants two times a year. Core grantmaking involves a two-part application process. The first part is the submission of the Letter of Inquiry or Intent to Apply form for new applicants and renewing organizations, respectively. If invited, the applicants proceed to the second part of the process which is submission of a Full Application or Integrated Application for new applicants or incumbents, respectively.

Core grantmaking areas include:

- Community Organizing;
- Public Policy Advocacy; and
- Intersection of Community Organizing and Public Policy Advocacy.

Special grantmaking may be available to organizations by invitation only and has a rolling application.

Special grantmaking includes:

- Capacity Building Initiative (CBI);
- Racial Equity Fund;
- Social Justice and Arts Special Opportunities Fund; and
- Special Opportunity Fund.

Core Grantmaking

Woods Fund board of directors has quarterly board meetings; the board approves core grants during its March and September meetings.

The current priorities for core grantmaking include funding organizations that:

- Have local board leadership and derive their agenda from the community they serve;
- Have operating budgets under \$5 million;
- Are new to the Woods Fund portfolio and are either small, emerging or existing organizations that are advancing efforts in underserved or underrepresented communities;
- Are willing to work in collaboration with similar institutions, stakeholders, and broad-based coalitions;

- Are explicitly seeking to organize and advocate for systems change that eradicates poverty and structural racism.

Racial Equity Priority

Woods Fund seeks to support and promote work that dismantles systemic and structural racism.

Woods Fund recognizes that systemic and structural racism are root causes of many challenges facing communities and serve as significant barriers to eradicating poverty. Structural racism reflects the cumulative impact of past and present policies and practices. Systemic racism includes the actively uneven application of public policies and institutional practices that perpetuate and reinforce racial group inequity. Racial divisions, disinvestment, disenfranchisement and discriminatory policies have produced and exacerbated income inequality and disparate access to resources and opportunities for generations of Chicagoans. This is evidenced by deep racial segregation across communities and severe disparities across nearly every quality of life indicator—from wealth and employment to education access and incarceration.

Racial equity is situational fairness, resulting in the inability to predict advantage or disadvantage by race, both by improving outcomes overall while also closing racial gaps in outcomes.

Racial equity requires:

- Applying differential resources to unequal needs;
- Removing barriers for dissimilarly situated individuals, families, and communities;
- Treating similarly situated individuals, families, and communities similarly; and
- Addressing areas where structural racism exists.

Racial equity is a multi-issue framework that confronts racial disparities to produce fair outcomes and opportunities for all communities. It provides proactive tools, synergistic strategies and more effective policy to address structural problems. The racial equity framework provides new tools to explicitly address the racialization of policy debates that criminalize communities and limit organizing potential. Racial equity strategies connect leaders and organizations across communities and bring solutions to scale. Racial equity creates crucial spaces for those most impacted by inequities to build power and lead through collective practice and collective voice.

As it relates to racial equity funding, the grantmaking of Woods Fund is guided by the following six building blocks:

- Utilization of a shared language;
- Understanding of a structural perspective;
- Recognition of the need for a structural analysis;
- Systemic application of a racial equity impact analysis;
- Effectively communicating the benefits accruing to all as a result of racially equitable work; and
- Reliance on disaggregated data that advances the understanding of how different groups are differently situated.

Poverty Eradication Priority

Woods Fund seeks to support and promote work that eradicates poverty.

Addressing the root causes of poverty has long been a priority of Woods Fund. Woods Fund recognizes the fluid state of poverty and its adverse and disproportionate impact on communities of color, immigrants, women, children, people with disabilities, and other marginalized populations. Persistent neglect and disinvestment have contributed to concentrated poverty and to the perpetuation of generational poverty. Interventions must be intentional and structural to effectively impact the cycle of poverty. Strategies must involve changing policies to create an environment where families and individuals can support themselves to the greatest extent possible, tailoring strategies to address layered systems of income suppression.

Poverty reduction requires:

- Applying differential resources to unequal needs;
- A complex, multifaceted approach that addresses the root causes of poverty;
- The dismantling and restructuring of legally protected systems that perpetuate systemic poverty.

As it relates to funding for poverty eradication, Woods Fund grantmaking is guided by the following five building blocks:

- Understanding of the complex systems that produce sustained economic inequity;
- Effectively advancing systems reform on multiple levels across various issue areas;
- Meaningful analysis of the history of long-term structural disinvestment in communities impacted by poverty;
- Recognition of the need for comprehensive structural reform;
- Systemic intervention and change at the appropriate institutional level.

Level of Support

Grant funding amounts depend on the size, maturity, and capacity of the grantee organization. The range of grants is \$10,000 to \$55,000. New and/or emerging organizations approved for funding will generally receive \$10,000 annually for the initial year(s) of funding.

Type and Duration of Support

Woods Fund understands the importance of and prioritizes the provision of general operating support, when appropriate. Woods Fund may prefer to provide project-based support in circumstances where:

- The organization is multifaceted and/or primarily service-based;
- The organization's budget is 60% or more allocated to non-community organizing/non-public policy advocacy work; or
- The organization is applying for a specific project; or
- The organization is new or emerging.

Multiyear Grants

Grantees that have consistently met objectives, that demonstrate strong operational and financial capacity, and that can communicate carefully considered plans for their future may be eligible for multiyear funding. Multiyear funding applications are accepted by invitation only. The decision to award a multiyear grant will depend on a number of factors, including a clear and well-organized plan that includes methods used to evaluate progress, the number of organizations eligible for multiyear funding, and the amount of Woods Fund funding available for long-term commitments. Thus, applicants for multiyear funding, even if invited to apply, may receive funding only for one year.

To be considered, an organization must:

- Have a high level of board and senior staff composition inclusive of communities of color;
- Have received consecutive funding from Woods Fund for at least the previous two years;
- Be a financially stable organization without significant operating deficits;
- Be a collaborative partner and field builder;
- Consistently meet objectives;
- Have a trajectory towards or already demonstrated it is a high performing and sustainable organization.

If granted, multiyear funding may not be guaranteed due to subsequent factors such as grantee non-performance, non-compliance, or significant changes in organizational leadership and/or objectives. Further, there may be subsequent factors at the Woods Fund that may result in an inability to completely fund an entire multiyear cycle.

Core Grantmaking Program Areas

Community Organizing

The Community Organizing program area supports work that enables democracy at the grassroots level and beyond. It is a process that brings together people who individually may lack sufficient power, but collectively may form an influential group of people that can improve opportunities and communities. Community organizing may be locally focused, but has the intention and potential to have reverberations beyond a particular neighborhood into the larger social strata.

Once organized into an effective entity, individuals gain a vehicle for articulating their concerns and goals, proposing ideas and solutions, demanding accountability from influential forces, and shaping the relevant public policies. Successful organizing “builds power for effective action in the public arena” by engaging those most impacted in defining the problem(s) and creating the solution(s). It also generates hope, fosters leadership as well as intentional communities of interest, and strengthens institutions in economically disadvantaged neighborhoods. As a structure, community organizing is largely comprised of dedicated volunteers, assisted by paid or volunteer leaders.

Woods Fund aims to support community organizing within organizations that:

- Develop independent, community-controlled organizations that elect their own leaders and determine their own issues;
- Engage people most impacted by poverty and structural racism in creating strategies to achieve systemic change;
- Provide ongoing opportunities to develop the leadership capacity of volunteers/leaders, including involving in campaign strategy, organizational development, and governance;
- Develop organizations whose efforts may be locally focused but have the potential to reverberate beyond a particular neighborhood;
- Have or seek to develop relationships with similar organizations and broad-based coalitions to achieve greater impact both within and beyond the Chicago metropolitan area;
- Demonstrate the ability to build a powerful constituency that is capable and prepared to challenge powerful interests if necessary to achieve change;
- Seek to influence and shape public policies to address systemic poverty and structural racism;
- Continually reflect on, improve, and document practices to increase effectiveness of both operations and outreach;

- Share best practices and learning experiences with other organizations funded by Woods Fund and its stakeholders.

Organizations that seek to apply for a Woods Fund Community Organizing grant should follow the instructions outlined at the end of these guidelines.

Public Policy Advocacy

The Public Policy Advocacy program area supports a range of activities that can influence public debate and policy decisions to address poverty and promote racial equity and that prompt or lead to systemic changes to support and empower low-income, marginalized communities.

Public policy creation is the result of an incremental, often long-term process, with many variables and participants. Public policy changes in stages, in waves of momentum rising and building to create a change. Due to its complexity and unpredictability, no one group or organization can control the public policy process.

Effective advocacy can include educating the public and policy makers about issues of concern, striving to influence legislation, working to shape development of governmental agency rules and regulations, litigating on public policy issues, and ensuring that underrepresented communities have a voice in the policy process.

Woods Fund aims to support public policy advocacy within organizations that:

- Seek to create systems change to address poverty and structural racism;
- Engage people most affected by injustice and inequities in defining the public policy problems and agenda setting;
- Establish partnerships and connections with community groups and grassroots organizations to ensure that policy recommendations are informed by those most impacted;
- Employ strategies that maximize influence through uniting voices to build collective power;
- Augment and enhance the work of Woods Fund community organizing grantees;
- Work on policy changes that have a high potential for short-term and long-term successes;
- Understand the complexity and regional landscape of public policy;
- Have earned the respect of partners in the field and community-based organizations;
- Have access to a wide network that can benefit the work of the Woods Fund and its grantees;
- Conduct research and gather information;
- Network and build coalitions to bring groups together in a coordinated strategy to win effective solutions to policy problems; and
- Provide information to public officials, decision-makers, and the public.

Public policy advocacy can include any effort intended to shape government actions including the influencing of:

- Decisions made by local, state and federal elected officials, such as the passage of bills, executive orders and budget allocations;
- Decisions made directly by voters, such as referendums;
- Decisions made by local, state or federal agencies about how policies are implemented, including regulations, agency practices, and policy enforcement; and
- Legal actions that set precedents and interpret existing laws.

Please note that Woods Fund requires grantees to adhere to lobbying limits established by the federal government for organizations with a 501(c)(3) designation. Please refer to the information provided on the BolderAdvocacy.org of the Alliance for Justice website for a detailed description of regulations and requirements for nonprofits engaged in advocacy work.

Organizations that seek to apply for a Woods Fund Public Policy grant should follow the instructions outlined at the end of these guidelines.

Intersection of Community Organizing and Public Policy Advocacy

Woods Fund believes that community organizing and public policy advocacy can be strengthened through an integrated approach. Therefore, Woods Fund welcomes intersection applications that develop policy recommendations and advocacy strategies that are led by the communities impacted. These strategies should build the capacity of community organizers and community organizing efforts to move beyond local issues and more purposefully address system and policy change. These organizations have a sophisticated understanding of the local and regional landscape of public policy. An organization that operates at the intersection of community organizing and public policy advocacy is connected to collaborative efforts and leverages its power with its allies to implement systems change.

Woods Fund aims to support intersection grants with organizations that have the characteristics outlined in the Community Organizing and Public Policy areas.

Organizations that seek to apply for a Woods Fund Intersection of Community Organizing and Public Policy Advocacy grant should follow the instructions outlined at the end of these guidelines.

Organizational Profile

Woods Fund wants to know more about the composition of grant seekers' boards, staff, membership and the individuals/communities they actively engage. This information helps the Woods Fund better understand if the demographics of its constituency is reflected in its leadership. Although some of the categories require self-disclosure, please complete the profile as fully as possible with information that is known at the time of the application submission. Please do not provide percentages.

Woods Fund believes it is important that the board and senior staff of its grantee partners are inclusive of people of color and that they reflect the communities they represent and/or serve.

To be considered, all applicants must provide information about their organization's leadership demographics. For inclusiveness of people of color on an organization's board and senior staff, prospective and current grantee partners will receive a rating of low, medium, or high, as outlined below.

Percentage of People of Color in Leadership (board and senior staff)	Rating
25% or less	Low
26% to 40%	Medium
41% to 100%	High

After two years of funding from the Woods Fund, all grantee partners must have at least a medium rating of inclusiveness of people of color on the board and senior staff. Only grantee partners with a high rating will be eligible for multiyear funding.

Special Grantmaking

Special grantmaking is by invitation only and includes:

- Capacity Building Initiative (CBI);
- Racial Equity Fund;
- Social Justice and Arts Special Opportunities Fund; and
- Special Opportunity Fund.

Capacity Building Initiative (CBI)

Current Woods Fund grantees must be formally invited to apply to participate in the Capacity Building Initiative via a letter or email from the president or lead program officer. If invited, the grantee will participate in a separate application process.

The Capacity Building Initiative is a one to three-year program through which current grantees receive individualized support from a highly qualified consultant and engage in workshops and peer-to-peer learning sessions to address the capacity needs and opportunities of the organization. Organizations selected to CBI will be awarded a grant to cover the costs associated with the initiative.

Organizations selected will complete an organizational assessment that will inform the organization's work plan for the grant period. Work plans can include capacity building goals such as:

- Develop the roles and responsibilities of the organization's board, executive director, and staff;
- Develop a board recruitment and board leadership development plan;
- Develop an executive director and staff leadership development plan;
- Develop clear decision making and accountability processes;
- Develop or strengthen financial management systems;
- Develop or expand a fundraising plan;
- Develop or expand an evaluation plan; and
- Develop or expand the internal and external communications infrastructure.

Additional resources may be made available to advance work plan goals.

Organizations selected to CBI will also participate in workshops facilitated by a team of consultants and peers. Past topics include:

- Financial management basics;
- Fundraising basics;
- Board development;
- Strategic communications; and
- Membership models.

Racial Equity Fund

Racial equity grants are designated to support work that directly addresses the systemic and structural racism faced by communities of color. This work can be new work or ongoing work targeted on addressing the adversely disproportionate impact of racism, racist systems and racist structures on communities of color.

The Woods Fund will support work that:

- Explicitly incorporates a racial equity framework;
- Uses community organizing and/or public policy advocacy as a primary strategy;
- Directly impacts systemic and structural racism; and
- May or may not be responsive to cultural conditions.

Social Justice and Arts Special Opportunities Fund

Woods Fund supports social justice and arts efforts that inform, inspire, and mobilize people to take action in community organizing campaigns and/or public policy advocacy efforts that work to eradicate the brutalities of poverty and racism.

Organizations interested in collaborating with individual artists or arts organizations to advance their community organizing and/or public policy advocacy efforts can apply for funds on a rolling basis until funding is exhausted. Grants will be awarded on a first-come, first-serve basis with a maximum award of \$10,000. This special opportunity grant fund will be available during 2018-2019.

For application instructions, please contact the grants manager or a program officer.

The following are the guidelines for the Social Justice and Arts Special Opportunity grant:

- Use arts as a way to inform, inspire, and mobilize people to take action in community organizing campaigns and/or public policy advocacy efforts that work to eradicate the brutalities of poverty and racism;
- Use arts to engage communities most impacted by poverty and structural racism to advance community-led solutions, to encourage action, and to promote equitable public policies for systems change; and
- Center those most impacted in decision making in the organization and work.

Special Opportunities Fund

Special opportunities grants are available on a limited basis for one-time, time-sensitive efforts as approved by the president. Grants will be awarded on a first-come, first-serve basis with a maximum award of \$10,000. Guidelines may be furnished upon request in writing to the grants manager, program officer, or president.

Evaluation

Woods Fund seeks to imbed meaningful, effective, and efficient evaluation into all aspects of its work. To do this, Woods Fund developed an evaluation and learning strategy for its grantmaking. This strategy includes open and ongoing communication with grantees; Woods Fund then aims to use information from that communication to produce reports illustrating how the community organizing and public policy advocacy efforts of its grantees directly create social change and eradicate poverty and structural racism. Woods Fund can use the reports to build awareness of and support for community organizing and public policy advocacy efforts.

With the help of a grantee evaluation committee, Woods Fund developed evaluation principles to guide its process. The Fund believes that evaluation must be conducted in the spirit of learning and accountability through partnership with grantees.

Learning: identify experiences and challenges shared by grantees in an ever-changing environment, and support and emphasize best practices or strategies that can be replicated for greater impact.

Mutual accountability: as part of Woods Fund's commitment to achieving mutual accountability with its grantees, Woods Fund works to ensure that it is a responsible steward of its endowment, staying true to its mission, vision, and core principles.

Partnership: work alongside grantees to ensure meaningful learning, and to develop effective evaluation strategies.

Funding Limitations and Restrictions

While Woods Fund supports many types of organizations and activities, the following will not be considered:

- Business or economic development projects;
- Capital campaigns, capital projects, and capital acquisitions;
- Endowments;
- Sponsorship of fundraising benefits or program advertising;
- Health care institutions;
- Housing construction or rehabilitation;
- Individual needs;
- Medical and scientific research;
- Programs in and for individual public and private schools;
- Religious or ecumenical programs;
- Residential care, rehabilitation, counseling, clinics, and recreation programs;
- Scholarships and fellowships;
- Social and welfare services, except special projects with a clear public policy strategy.

APPLYING FOR A GRANT

Letter of Inquiry (LOI) Form Instructions for New Applicants

Woods Fund requires organizations not currently funded by the foundation to first submit a Letter of Inquiry form (LOI). Woods Fund offers informational sessions in advance of the Letter of Inquiry deadline, which prospective applicants may attend to learn more about Woods Fund and ask questions about the guidelines and application process.

LOIs are used to assess how well the proposed request matches Woods Fund's priorities. The LOI requests information on the organization's plans, capabilities, budget, and expected outcomes.

Woods Fund grants application process is conducted entirely on an online platform and applicants can access the platform via the foundation's website. First-time applicants will need to create a new account to complete a simple registration process and create logon credentials. Upon registration, applicants will be taken to the request page and will need to click on the **Apply** button to begin the application process. Applicants can save their draft LOI until it is ready for submission. **Woods Fund requires submission of an LOI no later than midnight on the due date.** Please review deadlines at the following link: <http://www.woodsfund.org/how-to-apply/deadlines>. Applicants can contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@woodsfund.org.

In preparing the letter of inquiry form, please check to make sure that it:

- Fits with Woods Fund's vision, mission, core principles, and priorities;
- Provides a clear understanding of how the organization/project proposes to engage and include people most affected by poverty and structural racism in the process of addressing issues that impact them;
- Offers clear goals, proposed outcomes, key strategies, and timelines for community organizing and/or public policy;
- Demonstrates strong administrative management practices that include deliberate strategic planning, strong leadership and governance, the development of a financial base, and diverse fundraising efforts.

Once an LOI is submitted via the online platform, the applicant will receive an electronic verification that the application was received. If an electronic verification is not received within 48 hours, please contact the grants manager. Those submitting LOIs will receive an email response from Woods Fund staff approximately two weeks after the deadline date notifying them if they are invited to submit a full application. The applicant will also be provided instructions to access the application forms on the Woods Fund online platform.

Intent to Apply (ITA) Form Instructions for Returning Grantee Partners

Returning grantee partners must submit an Intent to Apply Form (ITA) on the Woods Fund online platform. Grantees will receive an ITA form code from the grants manager via email in advance of the deadline. **Woods Fund requires that this form be submitted no later than midnight on the due date.** Please review deadlines at <http://www.woodsfund.org/how-to-apply/deadlines>. Contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@woodsfund.org.

Once an ITA is submitted, the applicant will receive an electronic verification that the application was received. If an electronic verification is not received within 48 hours, please contact the grants manager. Unless there is a significant change from previous work, those submitting ITAs will automatically receive an invitation to submit an integrated application at least one month prior to the submission date for full applications with instructions to access the application forms on the Woods Fund online platform.

Attachments

The following checklist represents the documents that will need to be uploaded as part of an applicant's Full Application (new applicants) or Integrated Application (returning grantees). Contact grants manager Deborah Clark with any questions regarding the Woods Fund online grants application process at dclark@woodsfund.org.

Checklist of Attachments:

- A list of the organization's board of directors, with contact information;
- A list of three references including names, organizational affiliations, phone numbers and email addresses;
- Organizational budget(s) for the year(s) to which grant funds will apply;
- Current fiscal year annual operating budget (revenue and expenses);
- Current year-to-date financial statement;
- Financial statement for the most recently completed fiscal year if audit is not yet available;

- Most recently completed annual audit*; and
- IRS Form 990.

If applying for project support, please also include:

- Project budget for the year(s) to which grant funds will apply (revenue and expenses); and
- Last year's project budget (revenue and expenses).

**If organization has a fiscal sponsor, please submit:*

- The fiscal sponsor's annual audit;
- The fiscal sponsor agreement; and
- Board-approved internal controls policy.

All other financial documents should be those of the applying organization.

APPLICATION AND AWARD TIMETABLE

PROGRAM AREAS	Letter of Inquiry or Intent to Apply Form Submission Date	Date for Woods Fund Response	Full Application Submission Date	Board Decisions
All areas, first cycle 2018	By December 4, 2017	Respond by December 15, 2017	January 5, 2018	March 22, 2018
All areas, second cycle 2018	By May 21, 2018	Respond by June 8, 2018	July 5, 2018	September 27, 2018

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
<p><i>a Paid during the year</i></p> <p>GRANTS PAID IN RELATION TO TRUTH, RACIAL HEALING & TRANSFORMATION 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601</p>		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	98,250.
<p>SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601</p>		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	2,730,020.
Total				3a 2,828,270.
<p><i>b Approved for future payment</i></p> <p>SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO 60601</p>		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	340,000.
Total				3b 340,000.

Detail to Page 11, Part XV, Item 3a
Grants and Contributions Paid During the Year

<u>Organization Name and Address</u>	<u>Status</u>	<u>Amount</u>
<u>Grants Paid in Relation to Truth, Racial Healing & Transformation</u>		
<u>For Special Opportunity, Healing</u>		
Brighton Park Neighborhood Council 4477 S. Archer Ave., Chicago, IL 60632 <i>Support for the Vote Equity project to help Chicagoans be informed and engaged voters.</i>	PC	5,000
Metropolitan Family Services 1 N. Dearborn St., Suite 1000, Chicago, IL 60602 <i>For Communities Partnering 4 Peace support response efforts following the verdict in the Jason Van Dyke trial.</i>	PC	5,000
<u>Grants for Healing</u>		
Adler School of Psychology d/b/a Adler University 17 N. Dearborn St., Chicago, IL 60602 <i>Support for the organization's Institute of Public Safety and Social Justice's work and leadership with the healing design team.</i>	PC	10,000
Darren B. Easterling Center for Restorative Practices 503 E. 61st St., Chicago, IL 60637 <i>Support for the restorative practices for the Truth and Reconciliation Summit.</i>	PC	5,000
Little Black Pearl Workshop 1060 E. 47th St., Chicago, IL 60653 <i>Support for work and leadership in the healing design team.</i>	PC	10,000
Metropolitan Family Services 1 N. Dearborn St., Suite 1000, Chicago, IL 60602 <i>For its work and leadership in the healing design team.</i>	PC	5,000
<u>Grants for Transformation</u>		
Kenwood Oakland Community Organization 4242 S. Cottage Grove Ave., Chicago, IL 60653 <i>Support for its work and leadership in the law and policy design team.</i>	PC	10,000
Pilsen Alliance 1744 W. 18th St., Chicago, IL 60608 <i>For its work and leadership in the law and policy design team.</i>	PC	5,000
Chasing23 Youth Empowerment Group Fiscal Sponsor: Resilience Partners NFP 4501 S. Calumet Ave., Chicago, IL 60653 <i>For its work and leadership in the youth design team.</i>	PC	15,000
The Resurrection Project 1818 S. Paulina, Chicago, IL 60608 <i>For its work and leadership in the youth design team.</i>	PC	5,000
Unsilence 641 W. Lake St., Suite 200, Chicago, IL 60661 <i>For the SHADOWS project, a human rights treasure hunt.</i>	PC	5,750

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

Grants for Truth and Narrative

Chicago Torture Justice Center

Fiscal Sponsor: Public Health Institute of Metropolitan Chicago

180 N. Michigan Ave., Suite 1200, Chicago, IL 60601

Support for its work and leadership in the truth and narrative design team.

PC

10,000

Free Spirit Media

906 S. Homan Ave., Chicago, IL 60624

For its work and leadership in the truth and narrative design team.

PC

7,500

Total Grants Paid

98,250

Detail to Page 11, Part XV, Item 3a

Grants and Contributions Paid During the Year

Organization Name and Address/Purpose of Grant	Status	Amount	Category Totals
<u>For Community Organizing</u>			
Alianza Leadership Institute, d/b/a Alliance of the Northeast 9204 S. Commercial Ave., Suite 301, Chicago, IL 60617 <i>Support for an organization that builds leadership capacity of community residents to address issues in a Southeast Chicago neighborhood.</i>	PC	35,500	
Alliance of Filipinos for Immigrant Rights and Empowerment 4300 N. California Ave., Chicago, IL 60618 <i>Support for a Filipino organization engaged in organizing and policy advocacy around immigration reform and domestic worker issues.</i>	PC	25,000	
Arab American Action Network 3148 W. 63rd St., 2nd floor, Chicago, IL 60629 <i>Second payment of two-year support for community organizing work against Arab and Muslim profiling and violence, and work on youth and women's issues.</i>	PC	30,000	
Asian American Institute, d/b/a Asian Americans Advancing Justice Chicago 4753 N. Broadway St., Suite 502, Chicago, IL 60640 <i>Recipient of Woods Fund's 2018 Power of Community Award and grant for their campaign For A Welcoming Illinois.</i>	PC	15,000	
Blocks Together 3711 W. Chicago Ave., Chicago, IL 60651 <i>First installment of three-year grant to support a multi-issue grassroots organization that works for systemic changes on social issues relating to education, housing, economic justice, and the criminalization of youth.</i>	PC	40,000	
Chicago Community and Workers Rights 2801 S. Hamlin, Chicago, IL 60623 <i>Support for a worker-led organization focused on building leadership, developing organizing tools and finding collective strategies against labor and immigrant rights abuses.</i>	PC	20,000	
Communities United 4749 N. Kedzie, Chicago, IL 60625 <i>Final installment of three-year support to an intergenerational community organization that unites low-income youth and adults to address issues of social, economic and racial justice.</i>	PC	40,000	
Garfield Park Community Council 300 N. Central Park, Chicago, IL 60624 <i>Support for community organizing work in housing, community safety, and worker rights.</i>	PC	17,500	
Hana Center 4300 N. California Ave., Chicago, IL 60618 <i>First installment of two-year support for efforts to empower the Korean American immigrant and multiracial youth communities through social services, education, culture, and community organizing and advocacy.</i>	PC	45,000	
Healing to Action 332 S. Michigan Ave., Suite 1032/H696, Chicago, IL 60604 <i>Support for worker-led movement to end gender violence and create safe, just workplaces</i>	PC		

<i>and stable economic futures.</i>		20,000
Kenwood Oakland Community Organization	PC	
4242 S. Cottage Grove Ave., Chicago, IL 60653 <i>Final payment of two-year support to engage and organize low-income and working families around issues of affordable housing, youth leadership, and education.</i>		40,000
Lawndale Christian Development Corporation	PC	
3843 W. Ogden Ave., Chicago, IL 60623 <i>Support to organize building local power through a homeowner association to ensure development decisions are guided by residents.</i>		15,000
Local Initiatives Support Corporation	PC	
135 S. La Salle St., #2230, Chicago, IL 60603 <i>First installment of two-year support for the Chicago Neighborhoods Development awards.</i>		15,000
Logan Square Neighborhood Association, Inc.	PC	
2840 N. Milwaukee Ave., Chicago, IL 60618 <i>Final payment of three-year support for a multi-issue, grassroots organization advancing diversity, leadership development, and models of engagement as the catalyst for social justice.</i>		40,000
Lugenia Burns Hope Center Inc.	PC	
710 E. 47th St., Suite 200W, Chicago, IL 60653 <i>Support to develop the civic engagement of Bronzeville residents through education, leadership development and community organizing.</i>		37,500
Metropolitan Tenants Organization	PC	
1727 S. Indiana Ave., Suite G03, Chicago, IL 60616 <i>Support for an organization that educates, organizes and empowers tenants to have a voice in the decisions that affect the affordability and availability of safe and accessible housing.</i>		30,000
Mujeres Latinas En Accion	PC	
2124 W. 21st Pl., Chicago, IL 60608 <i>Project support for advocacy on behalf of Latinas, providing training and ongoing support.</i>		15,000
Northwest Side Housing Center	PC	
5233 W. Diversey Ave., Chicago, IL 60639 <i>Support for an organization working on issues of community safety, foreclosure prevention counseling, education reform, and housing policy.</i>		12,500
Pilsen Alliance	PC	
1744 W. 18th St., Chicago, IL 60608 <i>Support for an organization working on affordable housing, workers' rights, criminal and juvenile justice reform, and education equity.</i>		30,000
Raise Your Hand Coalition for Illinois Public Education	PC	
73 W. Monroe, #320, Chicago, IL 60603 <i>Support for a parent-led coalition mobilizing parents to take an active role in advocacy for improved policies related to the public education system.</i>		22,500
Southwest Organizing Project	PC	
2558 W. 63rd St., Chicago, IL 60629 <i>Support for a broad-based organization working to develop leaders and build capacity to collectively address issues on Chicago's southwest side.</i>		40,000
Target Area Development Corporation	PC	

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

1542 W. 79th St., Chicago, IL 60620 <i>Support to a grassroots organization attempting to create thriving, sustainable communities by building residents' capacity to solve problems by research, organizing, mobilization, and education.</i>		15,000	
United Taxidriviers Community Council 2040 N. Milwaukee Ave., Chicago, IL 60647 <i>Support for an organization that represents and advocates on behalf of taxi and chauffeur rights.</i>	PC	15,000	
Total for Community Organizing			615,500
<u>For Public Policy</u>			
Business and Professional People for the Public Interest 25 E. Washington St., Suite 1515, Chicago, IL 60602 <i>Support to a public interest law and policy center working in high-poverty areas on issues of criminal/juvenile justice reform, housing policy, and police accountability.</i>	PC	40,000	
Center for Tax and Budget Accountability 70 E. Lake St., Suite 1700, Chicago, IL 60601 <i>Support of a bipartisan fiscal think tank that works to promote social and economic justice for low to middle-class populations.</i>	PC	37,500	
Chicago Jobs Council 29 E. Madison Ave., Suite 1700-C, Chicago, IL 60602 <i>Support for a coalition working toward ensuring access to employment and career advancement for people living in poverty.</i>	PC	20,000	
Chicago Lawyers' Committee for Civil Rights Inc. 100 N. La Salle St., Suite 600, Chicago, IL 60602 <i>Support for an organization working to promote and protect civil rights using the strength and prestige of the private bar to address problems of poverty and discrimination.</i>	PC	20,000	
Faith in Place 70 E. Lake St., Suite 920, Chicago, IL 60601 <i>Support for multifaiith efforts to develop leaders to provide resources to educate, connect and advocate for healthier communities.</i>	PC	20,000	
Fund for Justice, a/k/a Chicago Appleseed Fund for Justice 750 N. Lake Shore Dr., 4th floor, Chicago, IL 60611 <i>Support for an organization working to achieve fundamental, systemic reform by addressing policies and practices that relate to issues of social justice and government effectiveness.</i>	PC	15,000	
Heartland Alliance for Human Needs & Human Rights 208 S. La Salle St., Suite 1300, Chicago, IL 60604 <i>Support for a project that works with a coalition to advance policies that build assets and strengthen financial empowerment.</i>	PC	35,000	
Illinois Partners for Human Services 33 W. Grand Ave., Suite 300, Chicago, IL 60654 <i>Support for a statewide coalition of service providers working through public policy advocacy to maintain and increase funding for human services.</i>	PC	15,000	
John Howard Association of Illinois 70 E. Lake St., Suite 410, Chicago IL 60601 <i>Support for public policy advocacy to improve the criminal justice system by promoting adult and juvenile prison reform that will lead to successful reintegration and enhanced</i>	PC		

community safety.

15,000

Juvenile Justice Initiative	PC	
518 Davis, Suite 211, Evanston, IL 60201		
<i>Final payment of two-year support for a statewide coalition advocating for concrete improvements for youth in the criminal justice system and for reduced incarceration of juveniles in Illinois.</i>		30,000
Latino Policy Forum	PC	
180 N. Michigan Ave., Suite 1250, Chicago, IL 60601		
<i>Support for leadership of the Latino community to transform public policies that ensure the well-being of the Latino community and society as a whole through collective action.</i>		40,000
Metropolis Strategies d/b/a Illinois Justice Project	PC	
21 S. Clark St., Suite 4301, Chicago, IL 60603		
<i>Support for advocacy on criminal justice policy reform, through research, to make informed, rational policy decisions that result in long-term crime reduction, reduced inappropriate incarceration, and achieving positive outcomes.</i>		30,000
Sargent Shriver National Center on Poverty Law	PC	
67 E. Madison, Suite 2000, Chicago, IL 60602		
<i>Final payment of two-year support for public policy advocacy to reduce poverty in Illinois, including efforts to increase earnings and assets, expand health care, and increase opportunities for low-income families and individuals.</i>		55,000
Voices for Illinois Children	PC	
125 S. Clark St., Chicago, IL 60603		
<i>Support for an organization providing credible, accessible information and analysis on state budget and tax policy to improve impacts on education, health care, human services, and family economic security.</i>		15,000
Women Employed	PC	
65 E. Wacker Pl., Suite 1500, Chicago, IL 60601		
<i>Support for an organization working to expand access to educational and employment opportunities for working women.</i>		20,000
Woodstock Institute	PC	
67 E. Madison St., Suite 2108, Chicago, IL 60613		
<i>Support for an organization connecting community groups and the broader public to original research and policy analysis regarding lending policies for low-income families and individuals.</i>		25,000
	Total for Public Policy	432,500
<u>For the Intersection of Community Organizing and Public Policy</u>		
Action Now Institute	PC	
1928 W. Fulton St., 3rd floor, Chicago, IL 60612		
<i>Final payment of three-year support for multi-issue, grassroots organizing that strengthens the voices of people in less-advantaged communities through leadership development and civic engagement.</i>		40,000
Arise Chicago	PC	
1436 W. Randolph, Suite 202, Chicago, IL 60607		
<i>Support for an organization that builds partnerships between faith communities and workers to combat workplace exploitation through education, organizing, and public policy advocacy.</i>		14,500
Asian Americans Advancing Justice - Chicago, a/k/a Asian American Institute	PC	
4753 N. Broadway St., Suite 502, Chicago, IL 60640		
<i>Support to the Asian-American community through policy advocacy, education, research</i>		

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

<i>and coalition-building.</i>		25,000
Brighton Park Neighborhood Council	PC	
4477 S. Archer Ave., Chicago, IL 60632		
<i>Support for the community organizing and public policy advocacy work of a multi-issue organization.</i>		40,000
Cabrini-Green Legal Aid Clinic	PC	
740 N. Milwaukee Ave., Chicago, IL 60642		
<i>Support for community organizing and advocacy work in criminal justice reform.</i>		30,000
Chicago Coalition for the Homeless	PC	
70 E. Lake St., Suite 720, Chicago, IL 60601		
<i>Support for organizing and advocacy efforts to prevent homelessness and address homeless survival needs.</i>		40,000
Chicago Religious Leadership Network on Latin America	PC	
4750 N. Sheridan, Suite 429, Chicago, IL 60640		
<i>Support to develop community and faith leadership in organizing for state and federal immigration reform policies.</i>		20,000
Chicago Workers' Collaborative	PC	
1014 S. Ashland Ave., Chicago, IL 60618		
<i>Final payment of two-year support to promote full employment and equity for primarily temporary staffing workers of color with a focus on leadership development, community organizing and public policy advocacy.</i>		40,000
Community Organizing and Family Issues	PC	
1436 W. Randolph, 4th floor, Chicago, IL 60607		
<i>Final payment of two-year support for a citywide organization of low-income parents of color by providing organizing training and engaging in campaigns to improve the lives of low-income families.</i>		37,500
Community Renewal Society	GROUP	
111 W. Jackson Blvd., Suite 820, Chicago, IL 60604	1665	
<i>Support for a faith-based organization working to combat racial inequality and the effects of concentrated urban poverty through community organizing, training, and various publications, including the <u>Chicago Reporter</u> and <u>Catalyst</u>.</i>		35,000
Enlace Chicago	PC	
2756 S. Harding, Chicago, IL 60623		
<i>First payment of two-year support for grassroots organizing and public policy work in a predominantly Latino neighborhood on issues such as juvenile justice, safety, school reform and immigrant rights.</i>		40,000
Fathers, Families, and Healthy Communities	PC	
1507 E. 53rd St., Chicago, IL 60615		
<i>Support for an organization engaging African American non-custodial fathers to increase their engagement in the lives of their children and families.</i>		20,000
First Defense Legal Aid	PC	
5100 W. Harrison St., Chicago, IL 60644		
<i>Support to an organization addressing disproportionate minority confinement and police overreach in Chicago by providing a police custody hotline, along with education, leadership development and community organizing.</i>		25,000
Grassroots Collaborative	PC	

637 S. Dearborn St., 3rd floor, Chicago, IL 60605 <i>First payment of two-year support for a broad-based community and labor coalition by organizing for good wages, quality schools and affordable housing and by providing leadership development trainings and education workshops to deepen members' skills and analysis.</i>		40,000
Housing Action Illinois 67 E. Madison St., Suite 1603, Chicago, IL 60603 <i>Support for expanding and preserving fair and affordable housing opportunities for low-income families.</i>	PC	32,500
Illinois Coalition for Immigrant and Refugee Rights 228 S. Wabash, Suite 800, Chicago, IL 60604 <i>Second payment of three-year support for a coalition of grassroots and ethnic organizations advocating for fair immigration reform at the local, state and federal levels.</i>	PC	45,000
Illinois Hunger Coalition 205 W. Monroe St., Suite 310, Chicago, IL 60606 <i>Project support for advocacy to increase access to food subsidies and other income supports for low-income individuals and families and to address underlying causes.</i>	PC	20,000
Inner-City Muslim Action Network 2744 W. 63rd St., Chicago, IL 60629 <i>Support for organizing and public policy advocacy work to improve racial, social and economic justice.</i>	PC	27,500
Jane Addams Senior Caucus 1111 N. Wells St., Suite 302, Chicago, IL 60610 <i>Final payment of two-year support for organizing senior citizens to lead campaigns that are informed by a racial justice analysis and build power on issues of health care, economic justice, social security reform and housing.</i>	PC	27,500
Latino Union, Inc., a/k/a Latino Union of Chicago 4811 N. Central Park Ave., Chicago, IL 60625 <i>Support for an organization engaging day laborers to ensure workplace rights and fair immigration policy.</i>	PC	40,000
Northwestern University School of Law, Bluhm Legal Clinic 357 E. Chicago Ave., Chicago, IL 60611 <i>Support for the organization's work on fair treatment of children in the juvenile and criminal justice systems, including fair sentencing.</i>	PC	25,000
Open Communities 990 Grove St., Suite 500, Evanston, IL 60201 <i>Support for organizing and educating tenants on their rights and advocating for affordable rental housing in Chicago's northern suburbs.</i>	PC	25,000
Organizing Neighborhoods for Equality: Northside 4648 N. Racine, Chicago, IL 60640 <i>First installment of two-year support to a multi-issue, multi-ethnic grassroots organization.</i>	PC	45,000
P.A.S.O. - West Suburban Action Project 3415 W. North Ave., Suite D, Melrose Park, IL 60160 <i>Final payment of two-year support for efforts to engage immigrant, working-class and low-income families, primarily Latino, on such issues as immigration reform,</i>	PC	

<i>deportation, and disproportionate incarceration of people of color.</i>	30,000
People's Lobby Education Institute, The 1659 W. Hubbard St., Chicago, IL 60622 <i>Support for its community organizing and public policy advocacy work to insure people have power in decisions affecting their lives and community.</i>	PC 25,000
Progress Center for Independent Living 7521 Madison St., Forest Park, IL 60130 <i>Support for organizing on issues impacting people with disabilities and advocating for accessible housing.</i>	PC 15,000
Restaurant Opportunities Center of Chicago Fiscal sponsor is Restaurant Opportunities Center ROC United 1 N. State St., Suite 1533, Chicago, IL 60602 <i>Support for a campaign that addresses the issue of wage theft and wage protection.</i>	PC 30,000
Southsiders Organized for Unity and Liberation 11211 S. St. Lawrence, Chicago, IL 60628 <i>Support to faith- and community-based organizations dedicated to the belief that all ought to have access to affordable housing, healthy food, a clean environment, living wages and full employment economy.</i>	PC 30,000
Supportive Housing Providers Association 6 Lawrence Square, Springfield, IL 62704 <i>Support for advocacy to increase low-income housing opportunities paired with support services in Illinois.</i>	PC 20,000
Transformative Justice Law Project Fiscal sponsor is Public Health Institute of Metropolitan Chicago 203 N. La Salle St., Suite 2100, Chicago, IL 60601 <i>Support to a collective of racial activists, social workers, and organizers who provide advocacy and criminal legal services to poor transgender people.</i>	PC 20,000
United African Organization, Inc. 4910 S. King Dr., first floor, Chicago, IL 60615 <i>Support for a coalition of grassroots organizations that promote social and economic justice, civic participation, and empowerment of African immigrants and refugees.</i>	PC 30,000
United Congress of Community and Religious Organizations Current fiscal sponsor is BUILD Incorporated; former is Inner-City Muslim Action Network 2744 W. 63rd St., Chicago, IL 60629 <i>Support to a grassroots coalition to promote equitable advancement of marginalized communities without regard to race, ethnicity, gender, age, religion, income or citizenship status.</i>	PC 30,000
Warehouse Workers for Justice Center 37 S. Ashland, 1st floor, Chicago, IL 60607 <i>First payment of two-year support for a worker-led center focused on worker organizing, leadership development, strategic research, and building public support for warehouse workers.</i>	PC 35,000
Westside Health Authority 5051 W. Chicago Ave., Chicago, IL 60651 <i>Support for community organizing work on issues such as discriminatory hiring practices, wage theft, and poor working conditions.</i>	PC 25,000

Workers Center for Racial Justice

PC

2919 S. Wabash, Suite 203, Chicago, IL 60616

Support for a workers center that engages African Americans attempting to eliminate barriers

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

to living wage employment, economic security, and advance a progressive pro-worker agenda. 35,000
Total for the Intersection of Community Organizing and Public Policy 1,059,500

For Other Purposes

Crossroads Fund PC

3411 W. Diversey, #20, Chicago, IL 60647

Support for administration of the Cultivate: Women of Color Leadership program. 5,000

Illinois Coalition for Immigrant and Refugee Rights PC

228 S. Wabash, Suite 800, Chicago, IL 60604

Support as lead organization for the Chicago area collaboration for immigrant rights. 30,000

Grassroots Alliance for Police Accountability PC

Fiscal sponsor is Chicago Community Foundation

225 N. Michigan Ave., Suite 2200, Chicago, IL 60601

Support for the Grassroots Alliance for Police Accountability coalition to create a plan for transparency, respectful engagement, accountability, and change in the relationship between the Chicago Police Department and surrounding communities. 50,000

Illinois Immigrant Funder Collaborative

* **Fiscal sponsor is The Chicago Community Foundation** PC

225 N. Michigan Ave., Chicago, IL 60601

Support for the collaborative's community organizing and public policy work around issues related to immigrant rights and immigration reform. 22,500

Nonprofit Impact Awareness Fund

Fiscal sponsor is The Chicago Community Foundation PC

225 N. Michigan Ave., Suite 2200, Chicago, IL 60601

Support for community organizing, advocacy, and communications strategies to raise awareness of the impact of the ongoing budget crisis and influence its resolution. 10,000

Total for Other Purposes 117,500

For Arts and Social Justice

Albany Park Theater Project PC

P.O. Box 25072, Chicago, IL 60625

First payment of two-year support for a multi-ethnic, youth theater ensemble that uses art to communicate and organize community members and legislators in support of immigration and housing reform. 20,000

Circles & Ciphers

Fiscal sponsor is United Church of Rogers Park PC

1545 W. Morse Ave., Chicago, IL 60626

First payment of two-year support for a hip-hop restorative justice organization led by and for young people. 15,000

Free Spirit Media PC

906 S. Homan Ave., Chicago, IL 60624

First payment of two-year support for projects that empower youth to leverage media skills in order to amplify their voices to spur civic and community engagement and to enhance education reform organizing and advocacy campaigns. 10,000

Prison and Neighborhood Arts Project

Fiscal sponsor is Northeastern Illinois University Foundation PC

College of Education, 5500 N. St. Louis Ave., Chicago, IL 60625

Two-year support for organizing and advocacy efforts that shed light on experiences

and aspirations of incarcerated individuals serving long-term sentences in order to galvanize people to take action on prison and criminal justice reform campaigns.

Total for Arts and Social Justice 10,000 55,000

Board Designated Grants

51st Street Business Association 220 E. 51st St., Chicago, IL 60615	PC	500
A Jewish Voice for Peace Inc. P. O. Box 589, Berkley, CA 94701	PC	5,000
Adler University 17 N. Dearborn, Chicago, IL 60602	PC	500
Blacks in Green, a/k/a BIG NFP P. O. Box 378411, Chicago, IL 60637	PC	750
Bronzeville Community Development Partnership Fiscal sponsor is Black Metropolis Convention and Tourism Council 3473 S. King Dr., #512, Chicago, IL 60616	PC	500
Cara Program 237 S. Desplaines, Chicago, IL 60661	PC	2,500
Chicago Coalition for the Homeless 70 E. Lake St., Suite 720, Chicago, IL 60601	PC	1,000
Chicago Horticultural Society, a/k/a Chicago Botanic Garden 1000 Lake Cook Rd., Glencoe, IL 60022	PC	2,000
Chicago Law and Education Foundation 3120 S. Kostner, Chicago, IL 60623	PC	5,000
Chicago Public Media 848 E. Grand Ave., Chicago, IL 60611	PC	5,000
Chicago Votes 234 S. Wabash Ave., FI 6, Chicago, IL 60604	PC	500
Cristo Rey Jesuit High School 1852 W. 22nd Pl., Chicago, IL 60608	GROUP 0928	1,000
Delta Institute Building Material Reuse, a/k/a Rebuilding Exchange 1740 W. Webster Ave., Chicago, IL 60614	PC	750
Erie Elementary Charter School 1405 N. Washtenaw St., Chicago, IL 60622	PC	1,500
Friends of the Parks 17 N. State St., Suite 1450, Chicago, IL 60602	PC	1,000
Generation All Fiscal sponsor is Goodcity 73 W. Monroe, #320, Chicago, IL 60603	PC	1,000
Goodcity	PC	

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

2221 S. State St., Chicago, IL 60616		2,500	
Grassroots Alliance for Police Accountability			
Fiscal sponsor is Inner-City Muslim Action Network	PC		
2744 W. 63rd St., Chicago, IL 60629		3,500	
Green Era Educational NFP, a/k/a Urban Growers Collective	PC		
1200 W. 35th St., Chicago, IL 60608		1,000	
Hana Center	PC		
4300 N. California Ave., Chicago, IL 60618		1,000	
Illinois Coalition for Immigrant & Refugee Rights	PC		
228 S. Wabash, Suite 800, Chicago, IL 60604		4,500	
Kennedy Forum Illinois			
Fiscal Sponsor is Mental Health Leadership Initiative	PC		
1543 N. Wells, Garden Level, Chicago, IL 60610		1,000	
L'Arche Chicago, Inc.	PC		
1011 Lake St., Suite 403, Oak Park, IL 60301		1,000	
Little Village Environmental Justice Organization	PC		
2445 S. Spaulding Ave., Chicago, IL 60623		2,500	
NAMI Chicago a/k/a Alliance for the Mentally Ill of Greater Chicago	PC		
1801 W. Warner Ave., Suite 202, Chicago, IL 60613		1,000	
Partnership for College Completion	PC		
332 S. Michigan Ave., Chicago, IL 60604		1,000	
Thresholds, The	PC		
4101 N. Ravenswood, Chicago, IL 60613		1,000	
		<u>1,000</u>	
	Total Board Designated Grants		48,500
<u>For Spotlight on an Issue</u>			
Communities United as fiscal sponsor for partnership with Adler University	PC		
4749 N. Kedzie Ave., Chicago, IL 60625			
<i>Support for the restorative justice project.</i>			
		<u>40,000</u>	
	Total for Spotlight on an Issue		40,000
<u>For Racial Equity</u>			
Chicago American Indian Community Collaborative			
Fiscal sponsor is American Indian Association of Illinois	PC		
1650 W. Foster Ave., Chicago, IL 60640			
<i>Support for community organizing efforts of a coalition of native-led organizations to help identify problems associated with inequity and racism and to resolve issues by providing tools and resources to confront them.</i>			
		35,000	
Coalition to End Money Bond			
Fiscal sponsor is Fund for Justice	PC		
750 N. Lake Shore Dr., 4th floor, Chicago, IL 60611			
<i>Support for a coalition seeking to eliminate the use of monetary bail and dramatically reduce pretrial detention in Illinois and racial disparities in its criminal justice system.</i>			
		50,000	

Illinois Count Me in 2020 Funders Collaborative		
Fiscal sponsor is Forefront	PC	
208 S. La Salle St., Suite 1540, Chicago, IL 60604		
<i>Support for a statewide collective effort to engage in concentrated outreach in hard-to-count communities helping to educate and canvass for get-out-the-count efforts.</i>		20,000
United Congress of Community and Religious Organizations		
Current fiscal sponsor is BUILD; former is Inner-City Muslim Action Network	PC	
2744 W. 63rd St., Chicago, IL 60629		
<i>Support to lead the West Side Initiative to develop racially equitable solutions to issues impacting the area.</i>		50,000
Total for Racial Equity		<u>155,000</u>

For Special Opportunity Grants for Capacity Building, Discretionary

Unless otherwise noted, the following grants were made for consulting opportunities to provide technical assistance in order to increase organizational capacity:

Affinity Community Services	PC	7,000
2850 S. Wabash Ave., Suite 108, Chicago, IL 60616		
Arab American Action Network	PC	7,000
3148 S. 63rd St., 2nd floor, Chicago, IL 60629		
Fathers, Families and Healthy Communities	PC	7,000
1507 E. 53rd St., Chicago, IL 60615		
Inner-City Muslim Action Network	PC	7,000
2744 W. 63rd St., Chicago, IL 60629		
Raise Your Hand for Illinois Public Education	PC	7,000
73 W. Monroe, #320, Chicago, IL 60603		
Southside Together Organizing for Power		
Fiscal sponsor is Illinois Justice Foundation	PC	3,500
602 E. 61st St., Chicago, IL 60637		
Southsiders Organized for Unity and Liberation	PC	7,000
11211 S. St. Lawrence, Chicago, IL 60628		
Total Special Opportunity Grants for Capacity Building, Discretionary		<u>45,500</u>

For Special Opportunity Grants, Discretionary

Asian American Institute, d/b/a Asian Americans Advancing Justice--Chicago	PC	
4753 N. Broadway St., Suite 502, Chicago, IL 60640		
<i>Support for the organization's Chicago KINETIC youth program for immigrant and refugee youth.</i>		2,000
Blocks Together	PC	
3711 W. Chicago Ave., Chicago, IL 60651		
<i>Support for efforts to educate and inform community members, leaders, and legislators on the need to improve Chicago Public Schools facility planning process.</i>		1,800
Brighton Park Neighborhood Council	PC	
4477 S. Archer Ave., Chicago, IL 60632		
<i>Support for the Vote Equity Project.</i>		5,000

Business and Professional People for the Public Interest 25 E. Washington St., Suite 1515, Chicago, IL 60602 <i>Support for the Grassroots Alliance for Police Accountability coalition to create a plan for transparency, respectful engagement, accountability, and change in the relationship between the Chicago Police Department and surrounding communities.</i>	PC	3,395
Chicago African Americans in Philanthropy Fiscal sponsor is Forefront 208 S. La Salle St., Suite 1540, Chicago, IL 60604 <i>Support for the organization's social justice work.</i>	PC	5,000
Chicago Coalition for the Homeless 70 E. Lake St., Chicago, IL 60601 <i>Support for a two-day racial equity training.</i>	PC	4,000
Chicago Alliance Against Racist and Political Repression Fiscal sponsor is Arab American Action Network 1325 S. Wabash Ave., Suite 105, Chicago, IL 60605 <i>To support police accountability response efforts.</i>	PC	5,000
Chicago Fund for Safe and Peaceful Communities Fiscal sponsor is Chicago Community Foundation 225 N. Michigan Ave., Suite 2200, Chicago, IL 60601 <i>Support for the Chicago Fund for Safe and Peaceful Communities.</i>	PC	5,000
Chicago Lawyer's Committee for Civil Rights Under the Law 100 N. La Salle St., Suite 600, Chicago, IL 60602 <i>Support for a communications symposium for its "50 Heroes, 50 Years" project</i>	PC	2,000
Civic Consulting Alliance 21 S. Clark St., Chicago, IL 60603 <i>Support for its work managing the Safe and Peaceful Communities Collaborative.</i>	PC	5,000
Community Organizing and Family Issues 1436 S. Ashland Ave., Chicago, IL 60608 <i>Support for a communications symposium to highlight the social change/racial equity campaigns of parent leaders.</i>	PC	2,000
Crossroads Fund 3411 W. Diversey, #20, Chicago, IL 60647 <i>Support for a project to build leadership skills of women of color engaged in community organizing and public policy advocacy.</i>	PC	17,000
Generation All Fiscal sponsor is Goodcity 73 W. Monroe, #320, Chicago, IL 60603 <i>Support for its website and social media project.</i>	PC	7,500
Healing to Action 332 S. Michigan Ave., Suite 1032/H696, Chicago, IL 60604 <i>Support for the "Building a #MeToo Worker-Led Resistance" convening.</i>	PC	3,500
Illinois Balanced and Restorative Justice Project P. O. Box 8101, Champaign, IL 61826 <i>Support toward expenses to finalize recommendations for a Restorative Justice</i>	PC	

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

<i>Legislative Report.</i>		2,500	
Kenwood Oakland Community Organization 4242 S. Cottage Grove Ave., Chicago, IL 60653 <i>Support for Election Day voter engagement.</i>	PC	5,000	
Metropolitan Chicago Breast Cancer Task Force 300 S. Ashland Ave., Suite 202, Chicago, IL 60607 <i>Support toward the development of a survey tool.</i>	PC	5,000	
Neighborhood Funders Group 436 14th St., Suite 425, Oakland, CA 94612 <i>Support for a Community Change Learning Exchange.</i>	PC	4,675	
PolicyLink 1438 Webster St., Suite 303, Oakland, CA 94612 <i>Support for a delegation of local grantees to attend the Equity Summit 2018.</i>	PC	5,000	
South Shore Works Fiscal sponsor is Black United Fund of Illinois 1807 E. 71st St., Chicago, IL 60649 <i>Project support for the "Our Community, Our Way" project.</i>	PC	5,000	
United Congress of Community and Religious Organizations Current fiscal sponsor is BUILD; former is Inner-City Muslim Action Network 2532 W. Warren Blvd., Chicago, IL 60612 <i>Support for the Grassroots Alliance for Police Accountability coalition to create a plan for transparency, respectful engagement, accountability, and change in the relationship between the Chicago Police Department and surrounding communities.</i>	PC	5,000	
Total for Special Opportunity Grants, Discretionary			100,370
<u>For Arts and Social Justice, Discretionary</u>			
Asian American Institute, d/b/a Asian Americans Advancing Justice--Chicago 4753 N. Broadway St., Suite 502, Chicago, IL 60640 <i>Support for their KINETIC youth program.</i>	PC	7,500	
BLMChicago Fiscal sponsor is Women's All Point Bulletin 219 Dodge Ave., Evanston, IL 60202 <i>Support for the creation of a Mindful Healing Village.</i>	PC	10,000	
Chicago Workers' Collaborative 1914 S. Ashland Ave., Chicago, IL 60608 <i>Support for the "Precarious Workers Theater" project.</i>	PC	10,000	
Christianaire, Inc. 6700 S. Oglesby, Unit 1308, Chicago, IL 60649 <i>Support for a contingency planning project.</i>	PC	7,500	
Communities United 4749 N. Kedzie, Chicago, IL 60625 <i>Support for the healing and justice leadership development and organizing project.</i>	PC	7,500	
Grassroots Collaborative	PC		

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

637 S. Dearborn St., 3rd floor, Chicago, IL 60605
Support for a Narrative Campaign.

7,000

Jane Addams Senior Caucus

PC

1111 N. Wells St., Suite 302, Chicago, IL 60610

Project support for the organization's health care and economic justice campaign.

8,000

Total for Arts and Social Justice, Discretionary

57,500

For Employee Matching Grants, Discretionary

The following grants were made to match, on a dollar-for-dollar basis and within a budget maximum per employee, charitable contributions to the respective organizations made by Woods Fund of Chicago employees:

Alzheimer's Association

225 N. Michigan Ave., Suite 2200, Chicago, IL 60601

GROUP

9334 100

ArtReach Chicago

2651 W. Lake St., Chicago, IL 60612

PC

100

Asian American Institute, d/b/a Asian Americans Advancing Justice

4753 N. Broadway St., Suite 502, Chicago, IL 60640

PC

200

Beth Eden Baptist Church

11121 S. Loomis, Chicago, IL 60643

PC

250

Chicago Coalition for the Homeless

70 E. Lake St., Suite 720, Chicago, IL 60601

PC

100

Chicago Community Trust (for Asian Giving Circle)

225 N. Michigan Ave., Suite 2200, Chicago, IL 60601

PC

100

Chicago Freedom School

719 S. State St., Suite 3N, Chicago, IL 60605

PC

250

Chicago Lawyers' Committee for Civil Rights Under Law

100 N. La Salle St., Suite 600, Chicago, IL 60602

PC

150

Chicago Public Media

848 E. Grand Ave., Chicago 60611

PC

750

Greater Chicago Food Depository

4100 W. Ann Lurie Pl., Chicago, IL 60632

PC

500

Hana Center

4300 N. California Ave., Chicago, IL 60618

PC

100

Kennedy Forum Illinois

Fiscal sponsor is Mental Health Leadership Institute

1543 N. Wells, Garden Level, Chicago, IL 60610

PC

100

New Leaders Council

4005 Wisconsin Ave., NW, Washington, DC 20016

PC

250

Working Bikes

2434 S. Western Ave., Chicago, IL 60608

PC

200

Total for Employee Matching Grants, Discretionary

3,150

WOODS FUND OF CHICAGO
Form 990-PF

36-3917968
2018

Total Line 3a, Grants and Contributions Paid During the Year

2,730,020

NOTE: Grants are for general operating support unless otherwise noted.

Detail to Page 11, Part XV, Item 3b

Grants Approved for Future Payment

Albany Park Theater Project	PC	
P.O. Box 25072, Chicago, IL 60625		
<i>Second payment of two-year support for a multi-ethnic, youth theater ensemble that uses art to communicate and organize community members and legislators in support of immigration and housing reform.</i>		20,000
Chicago Workforce Funders Alliance	PC	
Fiscal sponsor is Chicago Community Foundation		
225 N. Michigan Ave., Suite 2200, Chicago, IL 60601		
<i>Support for a collaborative that develops and funds initiatives that empower employer-led workforce solutions, improve the region's workforce development systems, and promote job quality for every worker.</i>		5,000
Circles & Ciphers	PC	
Fiscal sponsor is United Church of Rogers Park		
1545 W. Morse Ave., Chicago, IL 60626		
<i>Second payment of two-year support for a hip-hop restorative justice organization led by and for young people.</i>		15,000
Enlace Chicago	PC	
2756 S. Harding, Chicago, IL 60623		
<i>Second payment of two-year support for grassroots organizing and policy work in a predominantly Latino neighborhood on issues such as juvenile justice, safety, school reform and immigrant rights.</i>		40,000
Free Spirit Media	PC	
906 S. Homan Ave., Chicago, IL 60624		
<i>Second payment of two-year support for projects that empower youth to leverage media skills in order to amplify their voices to spur civic and community engagement and to enhance education reform organizing and advocacy campaigns.</i>		10,000
Fund for Racial Equity	PC	
Fiscal sponsor is Chicago Community Foundation		
225 N. Michigan Ave., Suite 2200, Chicago, IL 60601		
<i>Support for a collaboration committed to strengthening bridges between funders and community while highlighting and dismantling systemic racism and its cumulative impact on the Asian American, African American, and Latinx communities in and around Chicago and Cook County.</i>		30,000
Grassroots Collaborative	PC	
637 S. Dearborn St., 3rd floor, Chicago, IL 60605		
<i>Second payment of two-year support for a broad-based community and labor coalition by organizing for good wages, quality schools and affordable</i>		

<i>housing and by providing leadership development trainings and education workshops to deepen members' skills and analysis.</i>		40,000
Hana Center	PC	
4300 N. California Ave., Chicago, IL 60618 <i>Second installment of two-year support for efforts to empower the Korean American immigrant and multiracial youth communities through social services, education, culture, and community organizing and advocacy.</i>		45,000
Illinois Coalition for Immigrant & Refugee Rights	PC	
228 S. Wabash, Suite 800, Chicago, IL 60604 <i>Third payment of three-year support for a coalition of grassroots and ethnic organizations advocating for fair immigration reform at the local, state and federal levels.</i>		45,000
Organizing Neighborhoods for Equality: Northside	PC	
4648 N. Racine, Chicago, IL 60640 <i>Second installment of two-year support to a multi-issue, multi-ethnic grassroots organization.</i>		45,000
Prison Neighborhood Arts Project		
Fiscal administrator is Northeastern Illinois University Foundation	PC	
College of Education, 5500 N. St. Louis Ave., Chicago, IL 60625 <i>Two-year support for organizing and advocacy efforts that shed light on experiences and aspirations of incarcerated individuals serving long-term sentences in order to galvanize people to take action on prison and criminal justice reform campaigns.</i>		10,000
Warehouse Workers for Justice	PC	
37 S. Ashland, 1st floor, Chicago, IL 60607 <i>Second payment of two-year support for a worker-led center focused on worker organizing, leadership development, strategic research, and building public support for warehouse workers.</i>		35,000
Total Line 3b		<u>340,000</u>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 12,844), 4 Dividends and interest from securities (14, 572,692), 5 Net rental income or (loss) from real estate (a, b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 2,461,428), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, 3,046,964), 13 Total (13, 3,046,964).

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Row 1: N/A

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' in the first row.

- 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?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' in the first row.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Sign Here Signature of officer or trustee Date 11-14-19 Title CHAIR AND DIRECTOR

May the IRS discuss this return with the preparer shown below? See instr.
[X] Yes [] No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (MELISSA STRUCK), Preparer's signature, Date (11/11/19), Check self-employed, PTIN (P01310867), Firm's name (CLIFTONLARSONALLEN LLP), Firm's address (1301 W. 22ND ST, STE 1100 OAK BROOK, IL 60523), Firm's EIN (41-0746749), and Phone no. ((630) 573-8600).

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

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

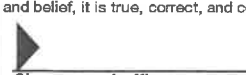
(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

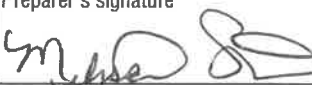
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Sign Here  Signature of officer or trustee **CHAIR AND DIRECTOR** Title **Date** Yes No May the IRS discuss this return with the preparer shown below? See instr.

Paid Preparer Use Only	Print/Type preparer's name MELISSA STRUCK	Preparer's signature 	Date 11/11/19	Check <input type="checkbox"/> if self-employed	PTIN P01310867
	Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
	Firm's address ▶ 1301 W. 22ND ST, STE 1100 OAK BROOK, IL 60523			Phone no. (630) 573-8600	

WOODS FUND OF CHICAGO

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 BLACKSTONE RESOURCES SELECT OFFSHORE LTD.	P	10/31/17	06/27/18
b BROWN CAPITAL SMALL COMPANY FUND	P	04/01/17	06/22/18
c EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	06/30/14	03/29/18
d SSGA MSCI EAFE INDEX	P	08/09/17	03/29/18
e SSGA MSCI EAFE INDEX	P	08/09/17	05/31/18
f SSGA MSCI EAFE INDEX	P	08/09/17	08/31/18
g SSGA S&P 500 FUND	P	08/02/17	01/09/18
h SSGA S&P 500 FUND	P	08/02/17	01/11/18
i SSGA S&P 500 FUND	P	06/30/14	03/16/18
j SSGA S&P 500 FUND	P	06/30/14	03/21/18
k SSGA S&P 500 FUND	P	06/30/14	06/12/18
l SSGA S&P 500 FUND	P	06/30/14	08/28/18
m SSGA S&P 500 FUND	P	06/30/14	12/03/18
n SSGA S&P 500 FUND	P	06/30/14	12/12/18
o SSGA US TIPS INDEX FUND	P	10/22/13	03/21/18

(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 88,142.		87,334.	808.
b 150,000.		74,290.	75,710.
c 1,000,000.		845,794.	154,206.
d 81.		78.	3.
e 84.		80.	4.
f 82.		78.	4.
g 85,000.		75,829.	9,171.
h 120,000.		106,441.	13,559.
i 264,000.		229,767.	34,233.
j 82.		55.	27.
k 82.		53.	29.
l 79.		49.	30.
m 300,000.		192,435.	107,565.
n 192,000.		129,558.	62,442.
o 216.		206.	10.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			808.
b			75,710.
c			154,206.
d			3.
e			4.
f			4.
g			9,171.
h			13,559.
i			34,233.
j			27.
k			29.
l			30.
m			107,565.
n			62,442.
o			10.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

WOODS FUND OF CHICAGO

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 SSGA US TIPS INDEX FUND	P	10/22/13	06/12/18
b SSGA US TIPS INDEX FUND	P	06/25/18	08/28/18
c SSGA BLOOMBERG ROLL SELECT COMM. INDEX	P	02/26/18	06/25/18
d SSGA BLOOMBERG ROLL SELECT COMM. INDEX	P	02/26/18	08/28/18
e MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	03/01/18
f MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	04/02/18
g MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	06/01/18
h MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	09/04/18
i MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	11/01/18
j BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG	P	01/01/18	12/31/18
k PARNASSUS EQUITY INCOME FUND, LONG-TERM	P	01/01/18	12/31/18
l FRONTIER PHOCAS SMALL CAP VALUE FUND, LONG-TERM	P	01/01/18	12/31/18
m AMERICAN INTERNATIONAL GROUP	P	01/01/18	12/31/18
n AIG-GENERAL REINSURANCE CORP.	P	01/01/18	12/31/18
o SANOFI-AVENTIS	P	01/01/18	12/31/18

(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 215.		202.	13.
b 217.		216.	1.
c 134.		137.	-3.
d 136.		144.	-8.
e 8,409.		7,703.	706.
f 200,843.		188,381.	12,462.
g 8,417.		8,287.	130.
h 7,153.		7,439.	-286.
i 502,260.		554,337.	-52,077.
j 65,953.			65,953.
k 200,194.			200,194.
l 165,941.			165,941.
m 465.			465.
n 62.			62.
o 667.			667.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			13.
b			1.
c			-3.
d			-8.
e			706.
f			12,462.
g			130.
h			-286.
i			-52,077.
j			65,953.
k			200,194.
l			165,941.
m			465.
n			62.
o			667.

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
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). If (loss), enter "-0-" in Part I, line 8	3

WOODS FUND OF CHICAGO

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 DELL	P	01/01/18	12/31/18
b LEHMAN BROTHERS EQUITY/DEBT	P	01/01/18	12/31/18
c STATE STREET CORP.	P	01/01/18	12/31/18
d ABERDEEN PRIVATE EQUITY III, L.P.	P	01/01/18	12/31/18
e ABERDEEN INTERNATIONAL PARTNERS, L.P.	P	01/01/18	12/31/18
f CBRE STRATEGIC PARTNERS U.S. VALUE 7, L.P.	P	01/01/18	12/31/18
g PRIVATE EQUITY CORE FUND II	P	01/01/18	12/31/18
h PRIVATE EQUITY CORE FUND III	P	01/01/18	12/31/18
i ABERDEEN REAL ASSETS PARTNERS, LP	P	01/01/18	12/31/18
j ABERDEEN U.S. PRIVATE EQUITY III, LP	P	01/01/18	12/31/18
k ABERDEEN U.S. PRIVATE EQUITY III, LP	P	01/01/18	12/31/18
l ABERDEEN INTERNATIONAL PARTNERS, LP	P	01/01/18	12/31/18
m ABERDEEN INTERNATIONAL PARTNERS, LP	P	01/01/18	12/31/18
n PRIVATE EQUITY CORE FUND (QP) II, LP	P	01/01/18	12/31/18
o PRIVATE EQUITY CORE FUND (QP) II, LP	P	01/01/18	12/31/18

(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 884.			884.
b 817.			817.
c 15.			15.
d 342,097.			342,097.
e 215,421.			215,421.
f 396,683.			396,683.
g 193,050.			193,050.
h 468,050.			468,050.
i 55,270.			55,270.
j 290.			290.
k 303,594.			303,594.
l 283.			283.
m 195,733.			195,733.
n		148.	-148.
o 128,531.			128,531.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			884.
b			817.
c			15.
d			342,097.
e			215,421.
f			396,683.
g			193,050.
h			468,050.
i			55,270.
j			290.
k			303,594.
l			283.
m			195,733.
n			-148.
o			128,531.

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
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). If (loss), enter "-0-" in Part I, line 8	3

WOODS FUND OF CHICAGO

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 PRIVATE EQUITY CORE FUND (QP) III, LP	P	01/01/18	12/31/18
b PRIVATE EQUITY CORE FUND (QP) III, LP	P	01/01/18	12/31/18
c WARBURG PINCUS PRIVATE EQUITY XII, L.P.	P	01/01/18	12/31/18
d MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	P	01/01/18	12/31/18
e MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	P	01/01/18	12/31/18
f EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/18	12/31/18
g EARNEST INTERNATIONAL INVESTMENT TRUST FUND	P	01/01/18	12/31/18
h CBRE STRATEGIC PARTNERS US VALUE 7, LP	P	01/01/18	12/31/18
i MONDRIAN EMERGING MARKETS EQUITY FUND BOOK LOSS	P	01/01/18	12/31/18
j			
k			
l			
m			
n			
o			

(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 1,845.			1,845.
b 209,340.			209,340.
c		54,418.	-54,418.
d		7,380.	-7,380.
e		82,273.	-82,273.
f 28,792.			28,792.
g 26,398.			26,398.
h 451,770.			451,770.
i			0.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			1,845.
b			209,340.
c			-54,418.
d			-7,380.
e			-82,273.
f			28,792.
g			26,398.
h			451,770.
i			0.
j			
k			
l			
m			
n			
o			

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	3,726,665.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

Schedule B

(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Name of the organization

WOODS FUND OF CHICAGO

Employer identification number

36-3917968

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

WOODS FUND OF CHICAGO

36-3917968

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W. K. KELLOGG FOUNDATION (PF) 1 MICHIGAN AVE. EAST BATTLE CREEK, MI 49017	\$ 326,358.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

WOODS FUND OF CHICAGO

36-3917968

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

WOODS FUND OF CHICAGO

36-3917968

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(F) DATE SOLD
BLACKSTONE RESOURCES SELECT OFFSHORE LTD.	88,142.	87,334.	0.	PURCHASED	10/31/17	06/27/18
						808.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(F) DATE SOLD
BROWN CAPITAL SMALL COMPANY FUND	150,000.	74,290.	0.	PURCHASED	04/01/17	06/22/18
						75,710.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED	(F) DATE ACQUIRED	(F) DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	1,000,000.	845,794.	0.	PURCHASED	06/30/14	03/29/18
						154,206.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA MSCI EAFE INDEX	81.	78.	0.	PURCHASED	08/09/17	03/29/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA MSCI EAFE INDEX	84.	80.	0.	PURCHASED	08/09/17	05/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA MSCI EAFE INDEX	82.	78.	0.	PURCHASED	08/09/17	08/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA S&P 500 FUND	85,000.	75,829.	0.	PURCHASED	08/02/17	01/09/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SSGA S&P 500 FUND	120,000.	106,441.	0.	0.	13,559.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SSGA S&P 500 FUND	264,000.	229,767.	0.	0.	34,233.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SSGA S&P 500 FUND	82.	55.	0.	0.	27.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SSGA S&P 500 FUND	82.	53.	0.	0.	29.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA S&P 500 FUND	79.	49.	0.	PURCHASED	06/30/14	08/28/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA S&P 500 FUND	300,000.	192,435.	0.	PURCHASED	06/30/14	12/03/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA S&P 500 FUND	192,000.	129,558.	0.	PURCHASED	06/30/14	12/12/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA US TIPS INDEX FUND	216.	206.	0.	PURCHASED	10/22/13	03/21/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA US TIPS INDEX FUND	215.	202.	0.	PURCHASED	10/22/13	06/12/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA US TIPS INDEX FUND	217.	216.	0.	PURCHASED	06/25/18	08/28/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA BLOOMBERG ROLL SELECT COMM. INDEX	134.	137.	0.	PURCHASED	02/26/18	06/25/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SSGA BLOOMBERG ROLL SELECT COMM. INDEX	136.	144.	0.	PURCHASED	02/26/18	08/28/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	8,409.	7,703.	0.	PURCHASED	08/31/05	03/01/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	200,843.	188,381.	0.	PURCHASED	08/31/05	04/02/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	8,417.	8,287.	0.	PURCHASED	08/31/05	06/01/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	7,153.	7,439.	0.	PURCHASED	08/31/05	09/04/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MONDRIAN EMERGING MARKETS EQUITY FUND	502,260.	554,337.	0.	0.	-52,077.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND, LONG-TERM	65,953.	0.	0.	0.	65,953.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PARNASSUS EQUITY INCOME FUND, LONG-TERM	200,194.	0.	0.	0.	200,194.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FRONTIER PHOCAS SMALL CAP VALUE FUND, LONG-TERM	165,941.	0.	0.	0.	165,941.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AMERICAN INTERNATIONAL GROUP	465.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AIG-GENERAL REINSURANCE CORP.	62.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SANOFI-AVENTIS	667.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DELL	884.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LEHMAN BROTHERS EQUITY/DEBT	817.	0.	0.	0.	817.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STATE STREET CORP.	15.	0.	0.	0.	15.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ABERDEEN PRIVATE EQUITY III, L.P.	342,097.	0.	0.	0.	342,097.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ABERDEEN INTERNATIONAL PARTNERS, L.P.	215,421.	0.	0.	0.	215,421.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CBRE STRATEGIC PARTNERS U.S. VALUE 7, L.P.	396,683.	0.	0.	0.	396,683.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRIVATE EQUITY CORE FUND II	193,050.	0.	0.	0.	193,050.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
PRIVATE EQUITY CORE FUND III	468,050.	0.	0.	0.	468,050.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
ABERDEEN REAL ASSETS PARTNERS, LP	55,270.	55,270.	0.	0.	0.

MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN U.S. PRIVATE EQUITY III, LP	290.	290.	0.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN U.S. PRIVATE EQUITY III, LP	303,594.	303,594.	0.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN INTERNATIONAL PARTNERS, LP	283.	283.	0.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABERDEEN INTERNATIONAL PARTNERS, LP	195,733.	195,733.	0.	0.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) II, LP	0.	0.	0.	PURCHASED	01/01/18	12/31/18
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) II, LP	128,531.	128,531.	0.	PURCHASED	01/01/18	12/31/18
	128,531.	128,531.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, LP	1,845.	1,845.	0.	PURCHASED	01/01/18	12/31/18
	1,845.	1,845.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PRIVATE EQUITY CORE FUND (QP) III, LP	209,340.	209,340.	0.	PURCHASED	01/01/18	12/31/18
	209,340.	209,340.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
WARBURG PINCUS PRIVATE EQUITY XII, L.P.	0.	0.	0.	PURCHASED	01/01/18	12/31/18
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	0.	0.	0.	PURCHASED	01/01/18	12/31/18
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	0.	0.	0.	PURCHASED	01/01/18	12/31/18
	0.	0.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	28,792.	28,792.	0.	PURCHASED	01/01/18	12/31/18
	28,792.	28,792.	0.		0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	26,398.	26,398.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CBRE STRATEGIC PARTNERS US VALUE 7, LP	451,770.	451,770.	0.	PURCHASED	01/01/18	12/31/18

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND BOOK LOSS	0.	7,610.	0.	PURCHASED	01/01/18	12/31/18

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						2,461,428.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NOW INTEREST	78.	78.	
OTHER INTEREST	12,766.	12,766.	
TOTAL TO PART I, LINE 3	12,844.	12,844.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACKROCK STRAT INC OPP	203,843.	0.	203,843.	203,843.	
BROWN CAPITAL	1,249.	0.	1,249.	1,249.	
MONDRIAN EMERGING MARKETS	101,363.	0.	101,363.	111,217.	
PARNASSUS EQUITY INC. FUND	34,095.	0.	34,095.	34,095.	
PHOCAS SM CAP VAL FD	5,564.	0.	5,564.	5,564.	
RREEF AMERICA REIT INCOME	226,572.	0.	226,572.	226,572.	
TOUCHSTONE SANDS CAP	6.	0.	6.	6.	
TO PART I, LINE 4	572,692.	0.	572,692.	582,546.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN REAL ASSETS PARTNERS, L.P.	0.	409.	
ABERDEEN PRIVATE EQUITY III, L.P.	0.	-25,840.	
ABERDEEN INTERNATIONAL PARTNERS LP	0.	-10,760.	
PRIVATE EQUITY CORE FUND (QP) II, LP	0.	-10,467.	
PRIVATE EQUITY CORE FUND (QP) III, LP	0.	-15,862.	

WARBURG PINCUS PRIVATE EQUITY XII, L.P.	0.	-72,271.
WARBURG PINCUS PRIVATE EQUITY XII (INTERNATIONAL), LP	0.	-387.
WARBURG PINCUS PRIVATE EQUITY (E&P) XII (B), L.P.	0.	5,883.
WARBURG PINCUS PRIVATE EQUITY (E&P) XII MAIN-2, L.P.	0.	8,633.
WARBURG PINCUS PRIVATE EQUITY XII (FT-2), L.P.	0.	5,128.
WARBURG PINCUS PRIVATE EQUITY XII (NDF), L.P.	0.	-1,194.
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	0.	-27,188.
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	0.	106,439.
CBRE STRATEGIC PARTNERS US VALUE 7, LP	0.	-22,810.
OAKTREE REAL ESTATE DEBT FUND II, LP	0.	48,162.
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	-12,125.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,138.	0.		1,318.
TO FM 990-PF, PG 1, LN 16A	1,138.	0.		1,318.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX RETURN PREPARATION FEES	29,118.	0.		29,118.
TO FORM 990-PF, PG 1, LN 16B	29,118.	0.		29,118.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	155,205.	155,205.		0.
COMPUTER CONSULTANT FEES	8,465.	0.		8,465.
CONSULTANT FEES RELATED TO PROGRAM AND ADMINISTRATION	24,894.	0.		24,894.
TO FORM 990-PF, PG 1, LN 16C	188,564.	155,205.		33,359.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	5,000.	0.		0.
STATE UBIT	817.	0.		0.
ESTIMATED FEDERAL EXCISE TAX	15,375.	0.		0.
FEDERAL ESTIMATED UBIT	1,000.	0.		0.
ESTIMATED STATE UBIT	300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	22,492.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	3,484.	0.		3,484.
BOOKS, SUBSCRIPTIONS, ETC.	929.	0.		929.
COMPUTER RELATED EXPENSES	16,366.	0.		16,366.
DUES & MEMBERSHIPS	23,189.	0.		23,189.
EQUIPMENT RENTAL	5,640.	0.		5,640.
EQUIPMENT REPAIRS & MAINTENANCE	2,648.	0.		2,648.
FILING FEES	25.	0.		25.
PAYROLL PROCESSING FEES	3,154.	0.		3,154.
POSTAGE/COURIER SERVICES	1,388.	0.		1,388.
STORAGE	561.	0.		561.
SUPPLIES	4,809.	0.		4,809.

MISCELLANEOUS	5,257.	0.	5,257.
CONSULTANT'S REIMBURSEMENT EXPENSE	245.	0.	245.
KELLOGG INITIATIVE	428,904.	0.	428,904.
TEMPORARY OFFICE SUPPORT	758.	0.	758.
TO FORM 990-PF, PG 1, LN 23	497,357.	0.	497,357.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN INTERNATIONAL PARTNERS, L.P.	COST	0.	608,578.
ABERDEEN REAL ASSET PARTNERS, L.P.	COST	141,371.	405,752.
ABERDEEN U.S. PRIVATE EQUITY III, L.P.	COST	0.	1,060,999.
BLACKROCK STRATEGIC INCOME OPPORTUNITIES FUND	FMV	6,520,492.	6,142,311.
BLOOMBERG ROLL SELECT COMMODITIES FUND	FMV	1,899,719.	1,669,141.
BROWN CAPITAL SMALL COMPANY GROWTH FUND	FMV	236,962.	1,025,168.
CBRE STRATEGIC PARTNERS U.S. VALUE 7, L.P.	COST	0.	1,095,058.
EARNEST INTERNATIONAL INVESTMENT TRUST FUND	FMV	6,909,625.	6,889,333.
GROSVENOR SPECTRUM MASTER FUND, LTD.	FMV	9,018,799.	9,039,211.
MONDRIAN EMERGING MARKETS EQUITY FUND	FMV	1,886,671.	1,712,486.
NEIGHBORHOOD REJUVINATION PARTNERS, L.P.	COST	1.	1.
OAKTREE REAL ESTATE DEBT FUND II	COST	1,249,909.	1,287,376.
PARNASSUS EQUITY INCOME FUND	FMV	2,687,229.	2,556,984.
PHOCAS SMALL CAP VALUE FUND	FMV	1,232,540.	966,097.
PRIVATE EQUITY CORE FUND II	COST	0.	244,284.
PRIVATE EQUITY CORE FUND III	COST	0.	1,058,758.
RREEF AMERICA REIT II	FMV	5,431,365.	7,169,657.
SSGA MSCI EAFE INDEX	FMV	1,016,643.	957,735.
SSGA S&P 500 INDEX FUND	FMV	3,811,241.	5,558,086.
SSGA U.S. TIPS INDEX FUND	FMV	6,419,697.	6,820,775.
TOUCHSTONE SANDS CAP. EMERG. MKTS. GROWTH FUND	FMV	1,000,000.	995,301.
WARBURG PINCUS PRIVATE EQUITY XII, L.P.	COST	3,704,674.	4,318,672.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,166,938.	61,581,763.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICARDO ESTRADA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	CHAIR 5.00	0.	0.	0.
LERRY KNOX 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	VICE CHAIR 5.00	0.	0.	0.
LAURENCE MSALL 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	SECRETARY 5.00	0.	0.	0.
MICHAEL S. BROWN 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	TREASURER 5.00	0.	0.	0.
ANNE-MARIE ST. GERMAINE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
BARBARA RANSBY 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
JOSINA MORITA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
ESTHER LOPEZ 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
AMINA J. DICKERSON 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	5,000.	0.	0.
GRACE B. HOU 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	PRESIDENT 40.00	200,000.	12,667.	0.
SUZANNE R. BOYLE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	ASST. TREASURER 20.00	49,460.	3,091.	0.

DEBORAH D. CLARK
35 E. WACKER DRIVE, SUITE 1760
CHICAGO, IL 60601

ASST. SECRETARY, GRANTS & OPS MANAGER			
40.00	65,077.	4,415.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

319,537.	20,173.	0.
----------	---------	----

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 12

PURSUANT TO IRC 4942(H)(2) AND REG. 53.4942(A)-3(D)(2), THE ABOVE
REFERENCED FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S
UNDISTRIBUTED INCOME AS BEING MADE OF CORPUS.

WOODS FUND OF CHICAGO
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2018 AND 2017



CLAconnect.com

WEALTH ADVISORY
OUTSOURCING
AUDIT, TAX, AND
CONSULTING

**WOODS FUND OF CHICAGO
TABLE OF CONTENTS
YEARS ENDED DECEMBER 31, 2018 AND 2017**

INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
STATEMENTS OF FINANCIAL POSITION	3
STATEMENTS OF ACTIVITIES	4
STATEMENT OF FUNCTIONAL EXPENSES	5
NOTES TO FINANCIAL STATEMENTS	6



INDEPENDENT AUDITORS' REPORT

Board of Directors
Woods Fund of Chicago
Chicago, Illinois

We have audited the accompanying financial statements of the Woods Fund of Chicago, which comprise the statements of financial position as of December 31, 2018 and 2017, and the related statements of activities and functional expenses for the year ended December 31, 2018, and the statement of activities for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities and net assets of the Woods Fund of Chicago as of December 31, 2018 and 2017, and its revenue and expenses for the years then ended, in accordance with the basis of accounting as described in Note 1.

Emphasis of a Matter

As discussed in Note 1 to the financial statements, in 2018, Woods Fund of Chicago adopted Accounting Standards Update (ASU) No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial statements of Not-for-Profit Entities*. Our opinion is not modified with respect to this matter.

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.



CliftonLarsonAllen LLP

Oak Brook, Illinois
September 16, 2019

**WOODS FUND OF CHICAGO
STATEMENTS OF FINANCIAL POSITION (CASH BASIS)
DECEMBER 31, 2018 AND 2017**

	2018	2017
ASSETS		
Cash and Temporary Cash Investments	\$ 1,038,002	\$ 2,303,482
Investments:		
Mutual and Hedge Funds, at Cost	48,070,983	47,194,367
Partnership Interests, at Cost	5,095,955	5,844,367
Total Assets	\$ 54,204,940	\$ 55,342,216
NET ASSETS		
Net Assets Without Donor Restrictions	\$ 54,131,416	\$ 55,067,896
Net Assets With Donor Restrictions	73,524	274,320
Total Net Assets	\$ 54,204,940	\$ 55,342,216

See accompanying Notes to Financial Statements.

**WOODS FUND OF CHICAGO
STATEMENTS OF ACTIVITIES (CASH BASIS)
YEARS ENDED DECEMBER 31, 2018 AND 2017**

	2018	2017
REVENUES, GAINS, AND LOSSES WITHOUT DONOR RESTRICTIONS		
Investment Income:		
Interest on Cash and Temporary Cash Investments	\$ 12,844	\$ 2,973
Dividends	572,692	589,764
Realized Gain (Loss) on Sale of Hedge and Mutual Funds	255,924	(759,749)
Realized Gain on Partial Liquidation of Partnership Interests	1,615,301	836,070
Capital Gains Distributions	432,088	205,151
Other Income:		
Class Action Settlements	2,910	4,818
Net Assets Released from Donor Restrictions	527,154	652,069
Total Revenues, Gains, and Losses	3,418,913	1,531,096
 EXPENSES		
Operating and Administrative Expenses		
Compensation of Officers, Directors, and Key Employees	319,538	295,697
Other Employee Salaries and Wages	317,233	258,840
Employee Benefits	161,546	144,323
Legal Fees	1,138	2,177
Other Professional Fees	62,475	71,480
Taxes	22,492	38,741
Occupancy	104,894	101,633
Travel, Conferences, and Meetings	40,119	44,076
Printing and Publications	-	12,500
Other Operating and Administrative Expenses	68,784	42,035
Kellogg Initiative	428,904	10,207
Total Operating and Administrative Expenses	1,527,123	1,021,709
Contributions, Gifts, and Grants Paid	2,828,270	3,276,673
Total Expenses and Disbursements	4,355,393	4,298,382
 Decrease in Net Assets Without Donor Restrictions	(936,480)	(2,767,286)
 REVENUE WITH DONOR RESTRICTIONS		
Contributions - Community Engagement Project for Police Accountability	-	550,000
Contributions - Truth, Racial Healing, and Transformation	326,358	371,820
Net Assets Released from Donor Restrictions	(527,154)	(652,069)
Increase (Decrease) in Net Assets With Donor Restrictions	(200,796)	269,751
 CHANGE IN NET ASSETS	(1,137,276)	(2,497,535)
Net Assets - Beginning of Year	55,342,216	57,839,751
 NET ASSETS - END OF YEAR	\$ 54,204,940	\$ 55,342,216

See accompanying Notes to Financial Statements.

WOODS FUND OF CHICAGO
STATEMENT OF FUNCTIONAL EXPENSES
YEAR ENDED DECEMBER 31, 2018
(WITH COMPARATIVE TOTALS FOR THE YEAR ENDED DECEMBER 31, 2017)

	Program Services			
	Grant Making	Truth, Racial Healing and Transformation	Total Program Services	Management and General
Grants	\$ 2,730,020	\$ 98,250	\$ 2,828,270	\$ -
Compensation of Officers, Directors, and Key Employees	-	-	-	319,537
Other Employee Salaries and Wages	-	-	-	317,233
Employee Benefits	-	-	-	161,546
Legal Fees	-	-	-	1,138
Accounting Fees	-	-	-	29,118
Other Professional Fees	-	273,743	273,743	32,221
Taxes	-	-	-	22,492
Occupancy	-	-	-	104,894
Travel, Conferences, and Meetings	-	151,194	151,194	40,119
Printing and Publications	-	-	-	-
Kellogg Initiative	-	-	-	-
Miscellaneous Expenses	-	3,967	3,967	69,921
Total	\$ 2,730,020	\$ 527,154	\$ 3,257,174	\$ 1,098,219
				\$ 4,355,393
				\$ 4,298,382

See accompanying Notes to Financial Statements.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Woods Fund of Chicago (the Fund) was created pursuant to a Plan of Reorganization for Woods Charitable Fund, Inc. (Charitable Fund) and was incorporated in the state of Illinois on November 16, 1993, as a charitable corporation not for pecuniary gain. In accordance with the Asset Transfer Agreement, 70% of the market value of assets of the Charitable Fund was allocated to the Fund. The Fund is a grant-making foundation whose goal is to increase opportunities for less-advantaged people and communities in the metropolitan area, including the opportunity to shape decisions affecting them. The Fund works primarily as a funding partner with nonprofit organizations. The Fund supports nonprofits in their important roles of engaging people in civic life, addressing the causes of poverty and other challenges facing the region, promoting more effective public policies, reducing racism and other barriers to equal opportunity, and building a sense of community and common ground. The Fund's primary sources of revenue are investment income and realized gains. The Fund's fiscal year ends on December 31. Significant accounting policies followed by the Fund are presented below.

Basis of Accounting

The financial statements of the Fund have been prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. Accordingly, revenue is recorded when received rather than when earned and expenses are recorded when paid rather than when the obligation is incurred.

Financial Statement Presentation

The Fund is required to report information regarding its financial position and activities according to two classes of net assets:

Net Assets Without Donor Restrictions – Net assets that are not subject to donor-imposed stipulations. Net assets without donor restrictions are available to finance the general operations of the Fund. The only limits on the use of net assets without donor restrictions are the broad limits resulting from the nature of the Fund, the environment in which it operates and the purposes specified in the articles of incorporation. Net assets without donor restrictions include net assets subject to designations that may be imposed or removed at the discretion of the Fund's board of directors.

Net Assets With Donor Restrictions – Net assets subject to donor-imposed stipulations, either by purpose and/or by the passage of time. Other donor-imposed restrictions are perpetual in nature, where the donor stipulates that resources be maintained in perpetuity and the income earned thereon used in accordance with the donor's stated purpose. The Fund has no net assets of a perpetual nature as of December 31, 2018 and 2017.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Temporary Cash Investments

The Fund considers all highly liquid investments to be temporary cash investments. The Fund's temporary cash investments consist of money market funds.

Investments

Investments in marketable equity securities and partnerships are stated at cost. The Fund evaluates partnership interests yearly for impairment.

Refunds from Grants Awarded to Other Funds

Unexpended balances of grants awarded by the Fund are required to be returned to the Fund. Grant refunds to the Fund are recorded when received.

Income Taxes

The Fund has been determined by the Internal Revenue Service to be exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (IRC) as an organization described in Section 501(c)(3) of the IRC. The Fund is a private foundation as described in Section 509(a) and qualifies for the charitable contribution deduction under Section 170(b). It is subject to a 2% (1% if certain criteria are met) federal excise tax on net investment income, including realized gains, as defined by the IRC. Current excise taxes were provided at 2% for 2018 and 2017. The Fund is also liable for any taxes on unrelated business net income.

The Fund determined that it was not required to record a liability related to uncertain tax positions.

Functional Allocation of Expenses

The Fund is a grant-making entity, which supports nonprofits in their important roles of engaging people in civic life, addressing the causes of poverty and other challenges facing the region, promoting more effective public policies, reducing racism and other barriers to equal opportunity, and building a sense of community and common ground. Grants paid and consulting services are directly charged to program services. All other expenses are charged to management and general.

Reclassifications

Certain reclassifications have been made to the December 31, 2017 financial statement amounts in order to conform to the December 31, 2018 presentation. These reclassifications have had no impact on the total assets, net assets, or changes in net assets previously reported.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Adoption of New Accounting Standard

In 2018, the Fund adopted Accounting Standards Update (ASU) No. 2016-14 – *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*. This guidance is intended to improve the net asset classification requirements and the information presented in the financial statements and notes to the financial statements about a not-for-profit entity's liquidity, financial performance, and cash flows. Main provisions of this guidance include: presentation of two classes of net assets versus the previously required three; recognition of capital gifts for construction as a net asset without donor restrictions when the associated long-lived asset is placed in service; and recognition of underwater endowment funds as a reduction in net assets with donor restrictions. The guidance also enhances disclosures for board-designated amounts, composition of net assets without donor restrictions, liquidity, and expenses by both their natural and functional expenses. The ASU has been applied retrospectively to all periods presented, except for the presentation of the statement of functional expenses for the year ended December 31, 2017. Adoption of the standard resulted in no changes to the total previously reported net assets.

NOTE 2 LIQUIDITY

As part of the Fund's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. In addition, the Fund utilizes a minimum 5% spending threshold for grants awarded annually.

The following reflects the Fund's financial assets as of the statement of financial position date based on the cash basis of accounting:

	2018	2017
Financial Assets, as of December 31:		
Cash and Cash Equivalents	\$ 1,038,002	\$ 2,303,482
Investments in Mutual and Hedge Funds, at Cost	48,070,983	47,194,367
Total Financial Assets	49,108,985	49,497,849
Less:		
Donor Restricted Funds	(73,524)	(274,320)
Total Financial Assets Available Within One Year to Meet Cash Needs for General Expenditures Within One Year	\$ 49,035,461	\$ 49,223,529

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 3 INVESTMENTS

The Fund's investments are carried at cost. Fair values at December 31, 2018 and 2017 were determined as follows:

- Investments in mutual and hedge funds at net asset value.
- Partnership interests by the Fund's partnership equity, plus its allocated portion of income, expense, and unrealized appreciation or depreciation of partnership assets.

The total fair value of the Fund's investments, cash, and temporary cash investments at December 31, 2018 and 2017 is \$62,483,240 and \$68,066,108, respectively.

Mutual and Hedge Funds

Investments in mutual and hedge funds are stated at cost. Fair values and unrealized appreciation at December 31, 2018 and 2017 are summarized as follows:

<u>December 31, 2018</u>	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Appreciation</u>
Mutual Funds	\$ 39,052,184	\$ 42,463,074	\$ 3,410,890
Hedge Funds	9,018,799	9,039,211	20,412
Total	<u>\$ 48,070,983</u>	<u>\$ 51,502,285</u>	<u>\$ 3,431,302</u>

<u>December 31, 2017</u>	<u>Cost</u>	<u>Fair Value</u>	<u>Unrealized Appreciation</u>
Mutual Funds	\$ 38,175,568	\$ 45,236,451	\$ 7,060,883
Hedge Funds	9,018,799	9,451,356	432,557
Total	<u>\$ 47,194,367</u>	<u>\$ 54,687,807</u>	<u>\$ 7,493,440</u>

The following summarizes the investment return, which includes interest on cash and temporary cash investments and investments:

	<u>2018</u>	<u>2017</u>
Interest Income	\$ 12,844	\$ 2,973
Dividends	572,692	589,764
Net Realized Gains	1,871,225	76,321
Capital Gains Distributions	432,088	205,151
Total Investment Return	<u>\$ 2,888,849</u>	<u>\$ 874,209</u>
Management Fee, Included in Net Realized Gains	<u>\$ 155,205</u>	<u>\$ 161,239</u>

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 3 INVESTMENTS (CONTINUED)

Partnership and Member Interests

During the year ended December 31, 2018 and 2017, the Fund was a limited partner in nine partnerships. These investments require certain capital commitments and are stated at cost. The fair value of these investments is computed as the value of the Fund's equity, plus its allocated portion of income, expense, and unrealized appreciation, or depreciation of assets as determined by each individual entity.

Fair value of partnership and member interests presented on the following page is as of the most recent information available. Fair value of Oaktree Real Estate Debt Fund II and CBRE Strategic Partners U.S. Value 7, L.P., is as of December 31, 2018 audited information. Fair value of Private Equity Core Fund II, L.P., Private Equity Core Fund III, L.P., Aberdeen International Partners, L.P., Aberdeen U.S. Private Equity III, LP, Aberdeen Real Asset Partners, L.P. and Warburg Pincus Private Equity XII, is as of December 31, 2018 unaudited information. Fair value of Neighborhood Rejuvenation Partners, L.P. is shown at a nominal value due to the uncertainty of realizing value on the underlying assets.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 3 INVESTMENTS (CONTINUED)

	Neighborhood Rejuvenation Partners, L.P.	Private Equity Core Fund (QP) II, L.P.	Private Equity Core Fund (QP) III, L.P.	Aberdeen International Partners, L.P.	Aberdeen U.S. Private Equity III (INV), L.P.	Aberdeen Real Assets Partners, L.P.	CBRE Strategic Partners U.S. Value 7, L.P.	Warburg Pincus Private Equity XII	Oaktree Real Estate Debt Fund II	Total
Investment at December 31, 2016	\$ 1	\$ 105,424	\$ 143,457	\$ 4,475	\$ 147,429	\$ 355,233	\$ 3,376,267	\$ 987,250	\$ -	\$ 5,119,536
Capital Contributions	-	-	31,450	-	-	-	314,571	1,677,500	504,000	2,527,521
Withdrawals and Distributions	-	(105,424)	(174,907)	(4,475)	(147,429)	(119,665)	(1,208,440)	(42,350)	-	(1,802,690)
Investment at December 31, 2017	1	-	-	-	-	235,568	2,482,398	2,622,400	504,000	5,844,367
Capital Contributions	-	5,940	9,805	20,000	46,000	18,500	99,325	1,223,750	816,000	2,239,320
Withdrawals and Distributions	-	(5,940)	(9,805)	(20,000)	(46,000)	(112,698)	(2,581,723)	(141,477)	(70,089)	(2,987,732)
Investment at December 31, 2018	1	-	-	-	-	141,370	-	3,704,673	1,249,911	5,095,955
Gain on Partnership Interests (Distributions in Excess of Basis)	-	\$ 193,050	\$ 468,056	\$ 215,416	\$ 342,097	\$ -	\$ 396,682	\$ -	\$ -	\$ 1,615,301
Initial Capital Commitment	\$ 1,000,000	\$ 1,650,000	\$ 1,850,000	\$ 1,000,000	\$ 2,300,000	\$ 1,850,000	\$ 4,000,000	\$ 5,500,000	\$ 4,000,000	\$ 23,150,000
Capital Contributed to Date as of December 31, 2018	\$ 1,000,000	\$ 1,589,115	\$ 1,796,720	\$ 980,000	\$ 2,300,000	\$ 1,766,750	\$ 4,000,000	\$ 3,888,500	\$ 1,320,000	\$ 18,641,085
Unfunded Commitment	\$ -	\$ 60,885	\$ 53,280	\$ 20,000	\$ -	\$ 83,250	\$ -	\$ 1,611,500	\$ 2,680,000	\$ 4,508,915
Valuation Date	N/A	12/31/18	12/31/18	12/31/18	12/31/18	12/31/18	12/31/18	12/31/18	12/31/18	12/31/18
Fair Value	\$ -	\$ 244,284	\$ 1,058,758	\$ 608,578	\$ 1,060,999	\$ 405,752	\$ 1,095,058	\$ 4,318,672	\$ 1,287,376	\$ 10,079,477

The Fund cannot redeem its limited partnership interest in any form, including a sale, transfer, exchange, assignment, pledge, gift, encumbrance, swap or other disposition, without the written consent of the General Partner.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 4 NET ASSETS WITH DONOR RESTRICTIONS

Net assets with donor restrictions consisted of the following at December 31:

	<u>2018</u>	<u>2017</u>
Subject to Expenditure for Specific Purpose:		
W.K. Kellogg Foundation Grant - Truth, Racial Healing & Transformation	<u>\$ 73,524</u>	<u>\$ 274,320</u>

Net assets released from donor restrictions consisted of the following at December 31:

	<u>2018</u>	<u>2017</u>
Subject to Expenditure for Specific Purpose:		
Community Engagement Project for Police Accountability	\$ -	\$ 554,569
W.K. Kellogg Foundation Grant - Truth, Racial Healing & Transformation	<u>527,154</u>	<u>97,500</u>
 Total Net Assets Released from Restriction	 <u>\$ 527,154</u>	 <u>\$ 652,069</u>

NOTE 5 OPERATING LEASES

The Fund leased its office facilities under an operating lease which commenced on January 1, 2011, and expires on May 31, 2021. Under this lease, the Fund is required to share building operating and maintenance costs and taxes. A cash security deposit of \$11,600 was paid in lieu of a letter of credit during 2013 and recorded as additional rent expense given cash basis. The deposit is expected to be returned upon conclusion of the lease agreement. Future minimum rental payments under existing lease agreements for the years ended December 31 are summarized as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2019	\$ 89,606
2020	87,632
2021	<u>36,474</u>
Total	<u>\$ 213,712</u>

Total rent and equipment lease expense was \$99,184 and \$93,010 for the years ended December 31, 2018 and 2017, respectively.

NOTE 6 NONCONTRIBUTORY RETIREMENT PLAN

The Fund sponsors a simplified employee pension (SEP) plan qualified under Section 408(k) of the IRC. The plan is available to all employees 21 years of age and older who have performed at least one year of service in the immediately preceding five years. Contributions are at the discretion of the Fund. During the years ended December 31, 2018 and 2017, the Fund made contributions in the amount of \$41,760 and \$25,700, respectively.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 7 GRANTS AUTHORIZED BUT UNPAID

Total grants authorized but unpaid at December 31, 2018 and 2017 were \$340,000 and \$563,500, respectively.

NOTE 8 RELATED PARTY TRANSACTIONS

The board of directors (board members) are compensated for their involvement on the board. During the current year, some board members opted to waive their fees. For the years ended December 31, 2018 and 2017, total fees for all directors were \$5,000 and \$7,500, respectively. These fees are considered to be part of ordinary expenses of the Fund and are included in "Compensation of Officers, Directors, and Key Employees" in the statements of activities (cash basis).

NOTE 9 CONCENTRATIONS OF CREDIT RISK

The Fund maintains its cash in one commercial bank located in Chicago, Illinois. Balances on deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to specified limits. At times, the Fund's cash balances may exceed federally insured limits; however, the Fund has not experienced any losses in such account and limits its exposure to credit risk by maintaining its cash in highly reputable institutions.

NOTE 10 COMMUNITY ENGAGEMENT PROJECT FOR POLICE ACCOUNTABILITY

In 2016, the Fund entered into an initiative with five other foundations to create a roadmap for real and lasting transparency, respectful engagement, accountability, and change in the relationship between the Chicago Police Department and surrounding communities. As part of the initiative, the five foundations made contributions to the Fund. The Fund then disbursed those funds in a manner previously agreed upon by the Fund and contributing foundations. The Fund had discretion over the amounts paid to these organizations. The Fund recognized revenue with restriction for funds received from the foundations and releases from restriction when issuing grants to the participating organizations. In 2017, the Fund received \$550,000 for this initiative and incurred \$554,569 in grants paid or expenses related to operating the initiative. As of December 31, 2017, all funds received for this program had been expended. No additional amounts were received during the year ended December 31, 2018.

**WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

NOTE 11 W.K. KELLOGG FOUNDATION GRANT TO SUPPORT TRUTH, RACIAL HEALING & TRANSFORMATION

On June 5, 2017, the Fund was awarded a \$1,500,000 grant from the W.K. Kellogg Foundation to support strong trust-building and rigorous truth-telling for the proliferation of healing, dissemination of new narratives, and development of cutting edge research on racial bias and inequality fueling transformation that drives the Truth, Racial Healing & Transformation (TRHT). The Fund has discretion over the amounts paid to sub-grantees. In 2018 and 2017, the Fund received \$326,358 and \$294,320 for this initiative and incurred \$527,154 and \$20,000 in grants paid or expenses related to operating the initiative, respectively. In addition to the funding received by third parties, Woods Fund contributed \$77,500 in 2017. This amount is included in contributions and expenses incurred related to the initiative. The fund has \$73,524 and \$274,320 of unspent funds for this program, which are included in net assets with donor restrictions as of December 31, 2018 and 2017, respectively.

NOTE 12 SUBSEQUENT EVENTS

Management evaluated subsequent events through September 16, 2019, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2018, but prior to September 16, 2019, that provided additional evidence about conditions that existed at December 31, 2018, have been recognized in the financial statements for the year ended December 31, 2018. Events or transactions that provided evidence about conditions that did not exist at December 31, 2018, but arose before the financial statements were available to be issued, have not been recognized in the financial statements for the year ended December 31, 2018.

In August 2019, the Fund entered into a shared services arrangement with an unrelated third party, which commences on the later of March 1, 2020 or the date work is substantially complete on the premises, through August 31, 2033.

Future minimum rental payments under existing lease agreements for the years ended December 31 are summarized as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2019	\$ -
2020	100,000
2021	123,000
2022	126,690
2023	130,491
Thereafter	1,570,178
Total	<u>\$ 2,050,359</u>



Department of the Treasury
Internal Revenue Service
Ogden, UT 84201

Notice	CP211A
Tax period	December 31, 2018
Notice date	August 5, 2019
Employer ID number	36-3917968
To contact us	Phone 877-829-5500 FAX 877-792-2864

Page 1 of 1

001899.834499.261625.22986 1 AV 0.383 373



WOODS FUND OF CHICAGO
35 E WACKER DR
CHICAGO IL 60601-2314

001899

Important information about your December 31, 2018 Form 990PF

We approved your Form 8868, Application for Extension of Time To File an Exempt Organization Return

We approved the Form 8868 for your
December 31, 2018 Form 990PF.

Your new due date is November 15, 2019.

What you need to do

File your December 31, 2018 Form 990PF by November 15, 2019. We encourage you to use electronic filing—the fastest and easiest way to file.

Visit www.irs.gov/charities to learn about approved e-File providers, what types of returns can be filed electronically, and whether you are required to file electronically.

Additional information

- Visit www.irs.gov/cp211a
- For tax forms, instructions, and publications, visit www.irs.gov/forms-pubs or call 800-TAX-FORM (800-829-3676).
- Keep this notice for your records.

If you need assistance, please don't hesitate to contact us.