

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation
 Note The organization may be able to use a copy of this return to satisfy state reporting requirements

2002

For calendar year 2002, or tax year beginning , 2002, and ending

G Check all that apply Initial return Final return Amended return Address change Name change

Name of organization: **WOODS CHARITABLE FUND INC**
 29 IG XO 47-6032847 200312
 PO BOX 81309 LINCOLN NE 68501-1309 P-23 P91
 LINCOLN, NE 68501

Employer identification number: **47-6032847**
 Telephone number: **(402) 436-5971**

Use the IRS label Otherwise, print or type See Specific Instructions

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **25,745,614**
 J Accounting method Cash Accrual Other (specify) _____
 (Part I, column (d) must be on cash basis)

C If exemption application is pending check here
 D 1 Foreign organizations check here
 2 Foreign organizations meeting the 85% test, check here and attach computation
 E If private foundation status was terminated under section 507(b)(1)(A) check here
 F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants etc received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	18,691	18,691		
4	Dividends and interest from securities	752,534	752,534		
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	-1,242,570	See statement 11		
b	Gross sales price for all assets on line 6a	32,469,223			
7	Capital gain net income (from Part IV, line 2)		NONE		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)	2,323	2,323		STMT 1
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-469,022	773,548		
13	Compensation of officers, directors, trustees etc	100,920			100,920
14	Other employee salaries and wages	83,984			83,984
15	Pension plans, employee benefits	50,881			50,881
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	13,284	8,861	NONE	4,423
c	Other professional fees (attach schedule) STMT 3	127,462	123,762		3,700
17	Interest				
18	Taxes (attach schedule) (see page 13 of instructions) STMT 4	13,404	13,404		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	8,639			8,639
22	Printing and publications	4,672			4,672
23	Other expenses (attach schedule) STMT 5	26,838			26,838
24	Total operating and administrative expenses. Add lines 13 through 23	430,084	146,027	NONE	284,057
25	Contributions, gifts, grants paid	1,461,400			1,461,400
26	Total expenses and disbursements. Add lines 24 and 25	1,891,484	146,027	NONE	1,745,457
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-2,360,506			
b	Net investment income (if negative, enter -0-)		627,521		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only. (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,551,737	154,612	154,612
	2	Savings and temporary cash investments . . .				
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ *		*		
		Less allowance for doubtful accounts ▶ <i>see schedule 6-7</i>		155,000	80,381	80,381
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) STMT B		25,748,493	24,859,731	25,510,621
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶ (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item I)		27,455,230	25,094,724	25,745,614	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		27,455,230	25,094,724	
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid in or capital surplus, or land bldg and equipment fund				
	29	Retained earnings, accumulated income, endowment or other funds				
	30	Total net assets or fund balances (see page 16 of the instructions)		27,455,230	25,094,724	
31	Total liabilities and net assets/fund balances (see page 16 of the instructions)		27,455,230	25,094,724		

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	27,455,230
2	Enter amount from Part I, line 27a	2	-2,360,506
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	25,094,724
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,094,724

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-1,242,570
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 12 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			}	3

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 17 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2001	1,760,559	35,926,138	0.04900496123
2000	1,801,815	34,526,649	0.05218621129
1999	1,390,518	31,877,161	0.04362113678
1998	849,727	28,669,387	0.02963882695
1997	740,302	24,825,726	0.02981995370
2 Total of line 1, column (d)			2 0.20427108995
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04085421799
4 Enter the net value of noncharitable-use assets for 2002 from Part X, line 5			4 30,349,167
5 Multiply line 4 by line 3			5 1,239,891
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,275
7 Add lines 5 and 6			7 1,246,166
8 Enter qualifying distributions from Part XII, line 4			8 1,749,267

If line 8 is equal to or greater than line 7 check the box in Part VI, line 1b and complete that part using a 1% tax rate See the Part VI instructions on page 17

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 17 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,275
c	All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,275
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-	5	6,275
6	Credits/Payments		
a	2002 estimated tax payments and 2001 overpayment credited to 2002	6 a	9,859
b	Exempt foreign organizations - tax withheld at source	6 b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6 c	NONE
d	Backup withholding erroneously withheld	6 d	
7	Total credits and payments Add lines 6a through 6d	7	9,859
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,584
11	Enter the amount of line 10 to be Credited to 2003 estimated tax <input type="checkbox"/> 3,584 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b		N/A
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X
11	X	
12		
13		

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

Table with columns for question descriptions, Yes/No checkboxes, and a summary grid with Yes/No columns. Includes questions 1a through 6b regarding disqualifying activities, disaster assistance, and tax consequences.

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 10		100,920	16,559	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 20 of the instructions) If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

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

3 Five highest-paid independent contractors for professional services - (see page 20 of the instructions). If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BRANDES INVESTMENT PARTNERS PORTLAND, OR	INVESTMENT SERVICES	59,459

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	<u>LINCOLN INDIAN CLUB - FOR PRODUCTION OF THE 2002 CELEBRATING 50 YEARS POW WOW</u>	3,810
2		
All other program-related investments See page 21 of the instructions		
3	<u>NONE</u>	
Total Add lines 1 through 3		3,810

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 21 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc purposes		
a	Average monthly fair market value of securities	1a	28,929,909
b	Average of monthly cash balances	1b	1,269,955
c	Fair market value of all other assets (see page 22 of the instructions)	1c	611,473
d	Total (add lines 1a, b, and c)	1d	30,811,337
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	30,811,337
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 22 of the instructions)	4	462,170
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,349,167
6	Minimum investment return Enter 5% of line 5	6	1,517,458

Part XI Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,517,458
2a	Tax on investment income for 2002 from Part VI, line 5	2a	6,275
b	Income tax for 2002 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,275
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,511,183
4a	Recoveries of amounts treated as qualifying distributions	4a	NONE
b	Income distributions from section 4947(a)(2) trusts	4b	
c	Add lines 4a and 4b	4c	NONE
5	Add lines 3 and 4c	5	1,511,183
6	Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,511,183

Part XII Qualifying Distributions (see page 23 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,745,457
b	Program-related investments - Total from Part IX-B	1b	3,810
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,749,267
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	6,275
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,742,992

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

Part XIII Undistributed Income (see page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				1,511,183
2 Undistributed income, if any, as of the end of 2001				
a Enter amount for 2001 only			NONE	
b Total for prior years <u>2000</u>		NONE		
3 Excess distributions carryover, if any, to 2002				
a From 1997	NONE			
b From 1998	NONE			
c From 1999	NONE			
d From 2000	192,093			
e From 2001	21,062			
f Total of lines 3a through e	213,155			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ <u>1,749,267</u>				
a Applied to 2001, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d Applied to 2002 distributable amount				1,511,183
e Remaining amount distributed out of corpus	238,084			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	451,239			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 24 of the instructions		NONE		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see page 24 of the instructions			NONE	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 24 of the instructions)	NONE			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	451,239			
10 Analysis of line 9				
a Excess from 1998	NONE			
b Excess from 1999	NONE			
c Excess from 2000	192,093			
d Excess from 2001	21,062			
e Excess from 2002	238,084			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
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)(ii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 25 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

N/A

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

N/A

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

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 25 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED STATEMENT (following)

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

SEE ATTACHED STATEMENT (following)

c Any submission deadlines

SEE ATTACHED STATEMENT (following)

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

SEE ATTACHED STATEMENT (following)

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year SEE ATTACHED SCHEDULE (Following)</p>				<p>1,461,400</p>
<p>Total ▶ 3a</p>				<p>1,461,400</p>
<p>b Approved for future payment SEE ATTACHED SCHEDULE</p>				<p>1,962,975.</p>
<p>Total ▶ 3b</p>				<p>1,962,975</p>

WOODS CHARITABLE FUND, INC
2002 GRANT/PROGRAM RELATED INVESTMENT PAYMENTS
DECEMBER 31 2002

4 2(a)

Organization	Funding Date	Amount Approved	Paid in 2002	Payable 2002 & Beyond
ARTS AND CULTURE				
Lincoln Arts Council General operations/staff positions	9/10/02	30,000	30,000	
Lincoln Arts Council Technology grant	12/5/00	50,000	50,000	
Lincoln City Libraries	6/4/02	10,000	10,000	
Lincoln Community Playhouse	12/5/00	75,000	10,000	
Lincoln Orchestra Association	9/19/00	90,000	30,000	30,000
Meadowlark Music Festival	12/4/01	75,000	25,000	25,000
Nebraska Art Association, General operations	6/4/02	81,500	28,000	55,500
Nebraska Art Association Sheldon Art Gallery acquisition	12/10/02	20,000	20,000	
Nebraska Cultural Endowment Arts and humanities educational	12/10/02	25,000	25,000	
Nebraska Cultural Endowment, General operations	12/6/99	75,000	20,000	
Nebraska Humanities Council	9/10/02	20,000	20,000	
Opera/Omaha	6/4/02	3,500	3,500	
Third Chair Chamber Players, Inc	9/10/02	10,000	10,000	
University Place Art Center General operations	12/6/99	57,000	12,600	
University Place Art Center Security system for art work	12/10/02	5,000	5,000	
UNL-Center for Great Plains Studies	6/27/02	3,000	3,000	
UNL-University Health Center	6/4/02	4,000	4,000	
Subtotal			304,100	110,500
CIVIC AND COMMUNITY				
Center for National Independence in Politics (dba Project Vote S	6/4/02	15,000	15,000	
Community Organizing in Nebraska (fiscal agent Interchurch M	6/4/02	25,000	25,000	
Habitat for Humanity	9/14/99	42,000	6,000	
Leadership Lincoln Inc	6/4/02	50,000	25,000	25,000
Neighborhoods, Inc	3/12/02	1,000,000	200,000	800,000
United Methodist Ministries	12/10/02	10,000	10,000	
UNL Public Policy Center	9/14/02	7,500	7,500	
Volunteer Partners	12/10/02	30,000	30,000	
Subtotal			318,500	825,000
EDUCATION				
Bright Lights Inc	6/4/02	3,300	3,300	
First Plymouth Preschool and Discovery Days	9/19/00	59,000	15,000	
Junior Achievement Inc	6/4/02	10,000	5,000	5,000
Lincoln Lancaster County Family Resource Centers dba The Council of Family, Ethnic & Community Centers	6/5/01	40,000	40,000	
Lincoln Literacy Council, Parent project	9/10/02	20,000	20,000	
Lincoln Literacy Council Sudanese project	9/10/02	40,000	20,000	20,000
Lincoln Public Schools Foundation	9/10/02	100,000	50,000	50,000
Subtotal			153,300	75,000
HUMAN SERVICES				
Boy Scouts of America Cornhusker Council	12/4/01	30,000	10,000	10,000
Cedars Youth Services, Inc	6/5/01	180,000	60,000	60,000
CenterPointe Inc	6/5/01	12,500	2,500	
Christian Heritage Childrens Home	12/4/01	150,000	50,000	50,000
DayWatch Inc	6/4/02	25,000	25,000	
Family Service Association of Lincoln, Child care network	9/10/02	60,000	30,000	30,000
Family Service Association of Lincoln Quality standards and out	9/10/02	10,000	10,000	
F I R S T Project Inc	6/4/02	2,500	2,500	
Fresh Start Inc	9/10/02	20,000	10,000	10,000
Friendship Home	6/4/02	41,500	21,500	20,000
Heartland Big Brothers Big Sisters	9/10/02	15,000	15,000	
Hispanic Community Center	9/14/99	150,000	45,000	40,000
Indian Center Inc	12/10/02	20,000	10,000	10,000
Lancaster County	12/10/02	25,000	25,000	
Lincoln Action Program	6/4/02	20,000	20,000	
Lincoln Council on Alcoholism and Drugs Inc	6/4/02	10,000	10,000	
Lincoln Literacy Council, Needs assessment	6/27/02	3,500	3,500	
Lincoln YWCA	6/4/02	9,500	9,500	
Lincoln/Lancaster County Human Services Federation	12/5/00	100,000	100,000	
Malone Community Center (fiscal agent Cedar's Youth Services)	9/11/01	3,000	3,000	
Matt Talbot Kitchen	12/5/00	64,000	14,250	
The Meeting Place	6/4/02	15,000	12,000	3,000
Nebraska Children and Families Foundation	9/11/01	25,000	3,000	22,000
OASIS	6/4/02	10,000	10,000	
Planned Parenthood of Lincoln Nebraska Inc	9/10/02	40,000	40,000	
St. Monica's	12/10/02	7,500	7,500	
TeamMates Mentoring Program (fiscal agent Lincoln Public Scho	6/4/02	10,000	10,000	
United Way of Lincoln and Lancaster County	12/10/02	3,200	3,200	
UNL-Center on Children Families and the Law	12/4/01	18,275	18,275	
UNL-Department of Educational Psychology	6/4/02	126,000	40,000	86,000
UNL Department of Family and Consumer Sciences	12/4/01	34,500	34,500	
UNL-Department of Psychology	9/11/01	93,500	30,275	27,975
Subtotal			685,500	368,975
OTHER				
None				
Subtotal				
TOTAL GRANTS PAID, 2002			\$ 1,461,400	\$ 1,379,475
Program Related Investments				
Lincoln Indian Club	7/29/02	3,810	3,810	
Subtotal			3,810	
TOTAL GRANTS/PROGRAM RELATED INVESTMENTS PAID 2002			\$ 1,465,210	\$ 1,379,475

WOODS CHARITABLE FUND INC
GRANTS PAYABLE BY MONTH
December 31, 2002

5 3(a)

Organization	(M) Matching	(MY) Multi year	(C) Contingency	(*) Letter of Credit	Payable 2002	Payable 2003	2004 & Beyond
FEBRUARY							
Family Service Association of Lincoln		8/10/02	60 000	30 000		30 000	(C)
Lincoln Lancaster County Child Guidance Center		12/10/02	50,000			50,000	(C)
Subtotal payables						80,000	
MARCH							
Cedars Youth Services Inc		12/10/02	50 000			25 000	25 000 (C)
Fresh Start Inc		9/10/02	20 000	10 000		10,000	(C)
Hispanic Community Center		9/14/99	150 000	110 000		40 000	(C)
Lincoln Literacy Council		9/10/02	40 000	20,000		20,000	(C)
Subtotal payables						95,000	25,000
APRIL							
Lincoln Orchestra Association		9/19/00	90 000	60 000		30,000	(C)
Subtotal payables						30,000	
MAY							
Christian Heritage Children's Home		12/4/01	150 000	100 000		50 000	(C)
Nebraska Art Association		6/4/02	81 500	28 000		27 500	28,000 (C)
Youthinspire		6/4/02	50 000	25 000		25 000	(C)
Subtotal payables						102,500	28 000
JUNE							
Cedars Youth Services Inc		6/5/01	180 000	120 000		60 000	(C)
Child Guidance Center		12/10/02	200 000			100,000	100,000 (C)
Friendship Home		6/4/02	41 500	21 500		20 000	(C)
Indian Center Inc		12/10/02	20 000	10 000		10 000	(C)
Subtotal payables						190,000	100 000
AUGUST							
UNL Department of Educational Psychology		6/4/02	126 000	40 000		42 000	44,000 (C)
Subtotal payables						42,000	44 000
SEPTEMBER							
Lincoln Public Schools Foundation		9/10/02	100 000	50 000		50 000	(C)
Neighborhoods Inc		3/12/02	1 000,000	200 000		200 000	600 000 (C)
Subtotal payables						250,000	600 000
OCTOBER							
The Meeting Place		6/4/02	15 000	12 000		3 000	(C)
UNL Department of Psychology		9/11/01	93 500	65,525		27 875	(C)
Subtotal payables						30,875	
DECEMBER							
Cornhusker Council Boy Scouts of America		12/4/01	30 000	20 000		10 000	(C)
Cornhusker Place of Lincoln Lancaster County		12/5/00	100,000			50 000	50,000 (C)
Junior Achievement Inc		6/4/02	10 000	5 000		5 000	(C)
Lincoln Action Program		12/10/02	50 000			50 000	(C)
Lincoln Interfaith Council		12/10/02	10 000			10 000	(C)
Meadowlark Music Festival		12/4/01	75,000			25 000	(C)
Nebraska Appleseed Center		12/10/02	45,000			25 000	20 000 (C)
Nebraska Children and Families Foundation		9/11/01	25 000	3 000		22 000	(C)
Subtotal payables						197,000	70,000
TOTAL OUTSTANDING COMMITMENTS					\$	\$ 1 017 475	\$ 887,000
LETTER OF CREDIT							
YWCA Housing Corporation		6/13/95	28 500				28 500 (*)
Total Outstanding Letters of Credit							
PROGRAM RELATED INVESTMENT (PRI)							
Heartland Big Brothers Big Sisters		12/10/02	50 000			50 000	
TOTAL OUTSTANDING PRI COMMITMENTS					\$	\$ 50,000	

WOODS CHARITABLE FUND, INC.
GRANT PROGRAM

Purpose

Through grants made to eligible organizations, Woods Charitable Fund seeks to strengthen the community by improving opportunities and life outcomes for all people in Lincoln, Nebraska. Woods supports members of the nonprofit sector who are exploring creative alternatives and promoting more just, effective approaches to meet community needs.

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

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

SPECIAL INTERESTS

Human Services

A significant cornerstone in community life is the family. Its power to mold and develop mentally healthy, secure, loving members determines Woods' interest in supporting projects to strengthen families and provide opportunities for youth to achieve their full potential. This is a broad category and may include either direct service or policy programs focused on child care, single parenthood, the elderly, family planning, shelter, troubled families as well as others.

The Fund will give special consideration to programs and initiatives designed to prevent youth and family violence.

Education

Our educational systems face the challenge of preparing individuals for a rapidly changing society. Today, more than ever before, education touches the lives of people of all ages - students at all levels, newcomers learning a second language and culture,

adults retraining to handle new job responsibilities. The Fund looks forward to opportunities to review proposals from existing educational institutions and from creative new programs to meet the challenge.

Civic and Community

To sustain or increase its vitality, a community must consistently nurture its development, particularly as that development impacts lower income citizens. The Fund supports projects that empower less advantaged Lincoln residents to participate in the economic system and that foster community participation and responsibility thus joining people to solve problems and improve opportunities for all. Woods recognizes the growing need in Lincoln for affordable housing and supports programs that expand its availability. Advocacy groups, neighborhood, citizen and community organizations are avenues to promote citizen involvement and strengthen neighborhoods.

The need for individuals to achieve self-sufficiency has been identified as a primary community concern. The Fund encourages submission of proposals that suggest creative approaches to helping people escape poverty and become work ready.

Arts and Culture

Visual art, literature, dance, theater and music are cornerstones of a community's aesthetic and ethical being. They can bind people through shared experience and understanding. They stimulate thought, communication and creativity. Woods supports programs in the arts and humanities that will enhance or develop the common aesthetic spirit through education, creation or performance.

Programs that connect the arts and humanities with nontraditional participants are of special interest to the Fund.

Focus Area

The Fund will give special consideration to programs and initiatives designed to (1) support organizations that haven't traditionally served refugees and immigrants but are trying to integrate them into their client bases and work forces, (2) expand English language education for new Americans, (3) help develop community acceptance and appreciation for new Americans, and (4) extend research and planning concerning immigrants and refugees in Lincoln.

Please read "To Apply for a Grant" before contacting the Fund.

FUNDING LIMITATIONS AND RESTRICTIONS

While grants are made primarily in Lincoln, Nebraska, the Fund will consider grant applications from other locations in the context of their impact on Lincoln. While the Fund makes grants in diverse fields, the following areas are not eligible for grant review:

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

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

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

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

What you should know before applying

- Contact the Fund by telephone or by sending a 2-page letter of intent, including budget information, by mail, facsimile or e-mail Then Woods can help you decide whether it is worth your time and expense to proceed with a full proposal
- Many excellent proposals cannot be funded because there are absolute limits to the number of proposals the Fund can study thoroughly and support
- If your organization receives a grant, you will be asked to sign a grant agreement form

requiring written reports on use of the grant in relation to the original proposal objectives and program results A selected number of grantees may be asked to participate in a post-grant evaluation to study program accomplishments in more depth

TO APPLY FOR A GRANT

First, please read the Fund's guidelines, procedures and timetable

Second, contact the Fund by telephone or by sending a 2-page letter of intent, including a budget, by mail, facsimile or e-mail to determine if it is worth your time and expense to proceed with a full proposal

Third, if the Fund requests a full proposal, please complete a Lincoln/Lancaster County Grantmakers Common Application Form, available from the Woods Charitable Fund office or as a Rich Text Format document at www.woodscharitable.org Together with the requested attachments, submit a single paper copy according to the timetable below Proposals not clearly within the Fund's priority areas but not clearly ineligible are screened for funding consideration by the Fund's board members

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

TIMETABLE

<u>Submission dates:</u>	<u>Board meeting:</u>
March 1 - 15	June
June 1 - 15	September
September 1 - 15	December

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

Applicants should direct inquiries to

Pam Baker or Tom Woods
Woods Charitable Fund, Inc.
P.O. Box 81309
Lincoln, NE 68501
(402) 436-5971
www.woodscharitable.org
pbaker@woodscharitable.org
or
twoods@woodscharitable.org

Lincoln/Lancaster County Grantmakers

(01/15/03)

FUNDER	ADDRESS	PHONE/FAX/EMAIL/WEBSITE
Abel Foundation Ross McCown, Vice President	1815 Y Street Lincoln, NE 68508	Phone (402) 434-1212 Fax (402) 434-1799 Email rossm@nebcoinc.com
Cooper Foundation Art Thompson, President	304 Cooper Plaza 211 North 12 Street Lincoln, NE 68508	Phone (402) 476-7571 Fax (402) 476-2356 Email art@cooperfoundation.org Website www.cooperfoundation.org
EducationQuest Foundation Eric Drumheller, Community Relations Coordinator	1300 O Street P O Box 82552 Lincoln NE 68501-2552	Phone (402) 479-6622 Fax (402) 479-6658 Email ericd@educationquest.org Website www.educationquest.org
Lincoln Community Foundation, Inc Debra Shoemaker, Director of Programs & Distribution	215 Centennial Mall South, Rm 200 Lincoln, NE 68508	Phone (402) 474-2345 Fax (402) 476-8532 E-mail debs@lcf.org Website www.lcf.org
Lincoln Public Schools Foundation Inc Barbara Bartle, Executive Director	5901 O Street Lincoln, NE 68510	Phone (402) 436-1612 Fax (402) 436-1620 E-mail bbartle@lps.org Website www.foundation.lps.org
J C Seacrest Trust Carol Starner	301 S 13th St, Suite 410 Lincoln, NE 68508-2532	Phone (402) 441-4626 Fax (402) 441-4627 E-mail jcsfamilyoffice@alltel.net
Woods Charitable Fund, Inc Pam Baker, Executive Director Tom Woods, Program Officer	1440 M Street P O Box 81309 Lincoln, NE 68501	Phone (402) 436-5971 Fax (402) 436-4128 E-mail pbaker@woodscharitable.org twoods@woodscharitable.org Website www.woodscharitable.org

Common Application Form

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

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

Lincoln/Lancaster County Grantmakers Common Application Form. (01/15/03)

Follow this format, and number and restate the headings

Foundation Applied To: _____

Application Date: _____

Federal Tax ID. Number: _____

I ORGANIZATIONAL INFORMATION

Provide the following information in two pages using this format.

A Organization Name _____
(List fiscal agent for collaborations)

B Address/9-digit Zip Code _____

C Telephone Number _____

D Fax Number _____

E E-Mail Address _____

F Website _____

G Chief Executive Officer _____

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

I Purpose of Request

A one-paragraph summary of the amount requested and its purpose

**Lincoln/Lancaster County Grantmakers
Common Application Form (01/15/03)**

J Budget Summary for This Proposal

- 1 Applicant's Contribution from Operating Funds, if any \$ _____
- 2 Applicant's Contribution from Reserve Funds, if any \$ _____
- 3 Amount of This Request \$ _____
- 4 Amount of Other *Pending* Requests, if any \$ _____
- 5 Amount of Other *Confirmed* Requests, if any \$ _____

- 6 **Total Proposal Income** (1 + 2 + 3 + 4 + 5 = 6) \$ _____
- 7 **Total Proposal Expense** \$ _____
- 8 **Balance** (6 - 7 = 8) \$ _____
(Explain positive or negative balances under II B 3 referenced on the following page)

K Income & Expense Summaries for the Organization

	Actual	Budget	
	Last Fiscal Year Ending ____/____/____	Current Fiscal Year Ending ____/____/____	Next Fiscal Year Ending ____/____/____
Income	\$ _____	\$ _____	\$ _____
Expense	\$ _____	\$ _____	\$ _____
Net	\$ _____	\$ _____	\$ _____
Net Assets	\$ _____	\$ _____	\$ _____

(Signature of Chairperson of the Board)

(Signature of the Chief Executive Officer)

Lincoln/Lancaster County Grantmakers Common Application Form (01/15/03)

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

A. FUNDING REQUEST

- 1 The amount requested
- 2 The purpose of your request (the need, problem or opportunity)
- 3 The population you plan to serve including numbers, location, socio-economic status, race, ethnicity, gender, sexual orientation, age, physical ability and language
- 4 The effect your action will have on need, problem or opportunity
- 5 Strategies you will employ to implement the project, including, if applicable, collaborations with other agencies (**include a work-plan with key dates and actions**)
- 6 The names and qualifications of those who will direct the project
- 7 The impact of your project on diversity, if applicable

B. FINANCIAL PLAN

- 1 When funding would be needed, and if multiple annual payments would be appropriate
- 2 Explanation of positive or negative balances if shown under I J 8 on the cover sheet
- 3 Outline of your development plan for securing funding for this proposal now and, if applicable, in the future
- 4 Evidence of financial ability, stability, and planning with reference to the project budget, operating budget, and the organization's long-range development plan

C. EVALUATION

- 1 The criteria and plan for measuring the proposed objectives during the grant period
- 2 Names of those who will be involved in evaluation

Lincoln/Lancaster County Grantmakers
Common Application Form (01/15/03)

D. BACKGROUND OF THE ORGANIZATION

- 1 A brief description of your agency's history and mission
- 2 The needs, problems or opportunities your organization addresses if different than A 2 above
- 3 Current programs and accomplishments emphasizing achievements of the past year
- 4 The population your agency serves if different from A 3 above
- 5 Number and composition (racial-ethnic-gender) of full and part-time staff, board and volunteers

III. SUPPORTING MATERIALS

- A IRS Form 990 (including Schedule A) for the most recent complete fiscal year
(If you do not file with the I R S , indicate why)
- B Audited financial statement for the most recent complete fiscal year
(If your statements are not audited, indicate why and submit your income and expense statement for the most recent complete fiscal year)
- C Organizational operating budgets for your current fiscal year and the year for which support is requested, if different (include sources and amounts of income for all years)
- D Project Budget (if different from organizational operating budget) List expenses, and sources and amounts of all income, including this request, and their status confirmed, pending, or not yet applied
- E Current Organizational Income/Expense statement
- F Your Board of Directors, including addresses, phone numbers, and affiliations
- G The most recent IRS letter confirming your agency's tax exempt status

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

WOODS CHARITABLE FUND, INC.

FORM 990PF

#47-6032847
2002

PAGE 5, PART VII B, QUESTION 5(c)

STATEMENT OF EXPENDITURE RESPONSIBILITY

- (a) Grantee
Lincoln Indian Club
- Fiscal Agent Nebraska Urban Indian Health Coalition, Inc
220 S 17 St, First Floor
Lincoln, NE 68508
- (b) Granted
Paid a Program Related Investment of \$3,810 on July 30, 2002
- (c) Purpose of Grant (PRI)
For the production of the 2002 *Celebrating 50 Years Pow Wow*, August 2-4, 2002
- (d) Amount Expended by Grantee
Lincoln Indian Club reports the full amount of the Woods Charitable Fund program related investment was expended in the 2002 calendar year for the intended purpose of the PRI
- (e) Diversion of Funds
The grantee has not diverted any portion of the funds from the purpose of the program related investment to the knowledge of the Directors of the Woods Charitable Fund, Inc
- (f) Report Received from the Grantee
Written account of activities and expenditures for program related investment, 2/28/03
- (g) The Directors of Woods Charitable Fund, Inc have completed an examination of the grantee's report and have verified results of expenditures through personal observation. The Directors are of the opinion that the program related investment has been fully expended solely for the purpose for which it was approved.

ALL REPORTS REGARDING THESE TRANSACTIONS ARE AVAILABLE UPON REQUEST AT P O BOX 81309, LINCOLN, NEBRASKA 68501

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
COMMISSION CREDIT	2,165.	2,165.
MISC. INCOME	158.	158.
	-----	-----
TOTALS	<u>2,323.</u>	<u>2,323.</u>

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING	8,695.	5,800.		2,895.
AUDIT	4,589.	3,061.		1,528.
TOTALS	----- 13,284. -----	----- 8,861. -----	----- NONE -----	----- 4,423. -----

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT ADVISORY FEE	123,762.	123,762.	
CONSULTANTS	3,700.		3,700.
TOTALS	----- 127,462. =====	----- 123,762. =====	----- 3,700. =====

FORM 990PF, PART I - TAXES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES WITHHELD	13,404.	13,404.
TOTALS	<u>13,404.</u>	<u>13,404.</u>

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
MEMBERSHIPS & DUES	9,916.	9,916.
STAFF EXPENSES	608.	608.
PAMPHLETS/BOOKS/SUBSCRIPTIONS	422.	422.
OFFICE SUPPLIES	15,812.	15,812.
MISCELLANEOUS	80.	80.
TOTALS	----- 26,838. =====	----- 26,838. =====

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

BORROWER: THE MADONNA FOUNDATION

ORIGINAL AMOUNT: 75,000.
 DATE OF NOTE: 01/15/1999
 MATURITY DATE: 01/15/2002
 REPAYMENT TERMS: \$25,000 PER YEAR FOR 3 YEARS
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: GENERAL OPERATING SUPPORT
 DESCRIPTION AND FMV OF CONSIDERATION: THIS IS A PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE 75,000.

ENDING BALANCE DUE NONE

ENDING FAIR MARKET VALUE NONE

BORROWER: DAY WATCH, INC

ORIGINAL AMOUNT: 30,000.
 DATE OF NOTE: 06/11/2001
 MATURITY DATE: 06/01/2007
 REPAYMENT TERMS: \$4K, \$5K, \$6K, \$7K, \$8K - ANNUAL PMTS START 2003
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: GENERAL OPERATING FUNDS
 DESCRIPTION AND FMV OF CONSIDERATION: THIS IS A PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE 30,000.

ENDING BALANCE DUE 30,000.

ENDING FAIR MARKET VALUE 30,000.

BORROWER: YWCA OF LINCOLN
 ORIGINAL AMOUNT: 50,000.
 DATE OF NOTE: 12/07/2001
 MATURITY DATE: 06/30/2007
 REPAYMENT TERMS: \$6K, \$8K, \$10K, \$12K, \$14K -ANNUAL PMTS START 2003
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: STABILIZE ORGANIZATION'S FINANCIAL BASE
 DESCRIPTION AND FMV OF CONSIDERATION: THIS IS A PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	50,000.
ENDING BALANCE DUE	50,000.

ENDING FAIR MARKET VALUE	50,000.

BORROWER: LINCOLN INDIAN CLUB
 ORIGINAL AMOUNT: 3,810.
 INTEREST RATE: NONE
 DATE OF NOTE: 07/29/2002
 MATURITY DATE: 08/01/2003
 REPAYMENT TERMS: REPAID \$3,429 IN '02, REMAINDER TO BE PAID IN '03
 SECURITY PROVIDED: NONE
 PURPOSE OF LOAN: PRODUCTION OF 2002 CELEBRATING 50 YEARS OF POW WOW
 DESCRIPTION AND FMV OF CONSIDERATION: THIS IS A PROGRAM RELATED INVESTMENT

BEGINNING BALANCE DUE	NONE
ENDING BALANCE DUE	381.

ENDING FAIR MARKET VALUE	381.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	155,000.
	=====
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	80,381.
	=====
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	80,381.
	=====

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
COMMON AND PREFERRED STOCK	25,141,865.	NONE	NONE
MUTUAL FUNDS	NONE	24,228,909.	24,879,799.
OTHER INVESTMENTS	606,628.	630,822.	630,822.
	-----	-----	-----
TOTALS	25,748,493.	24,859,731.	25,510,621.
	=====	=====	=====

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

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----
THOMAS POTTER P.O. BOX 81309 LINCOLN, NE 68501	PRESIDENT PT	NONE	
PAMELA BAKER P.O. BOX 81309 LINCOLN, NE 68501	DIRECTOR FT	86,920.	16,559.
MICHAEL J. TAVLIN P.O. BOX 81309 LINCOLN, NE 68501	TREASURER, PT	3,000.	
AVERY L. WOODS P.O. BOX 81309 LINCOLN, NE 68501	DIRECTOR, PT	2,000.	
STEPHEN SANDS P.O. BOX 81309 LINCOLN, NE 68501	DIRECTOR, PT	3,000.	
SUSAN M. UGAI P.O. BOX 81309 LINCOLN, NE 68501	VICE PRESIDENT, PT	3,000.	
A. EUGENE CRUMP P.O. BOX 81309 LINCOLN, NE 68501	DIRECTOR, PT	3,000.	
DONNA WOODS P.O. BOX 81309 LINCOLN, NE 68501	DIRECTOR, PT	NONE	

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

NAME AND ADDRESS -----	TITLE AND TIME DEVOTED TO POSITION -----	COMPENSATION -----	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS -----
	GRAND TOTALS	100,920. =====	16,559. =====

Woods Charitable Fund
Summary of Capital Gains & Losses
Form 990-PF Page 1, Line 6a
12/31/2002

Frank Russell Net Capital Gain	3,780,070
William Blair Net Capital Loss	(51,297)
Brandes Net Capital Loss	(4,995,414)
Capital Gain Distributions	25,717
William Blair Mezzanine Net Capital Loss	(1,551)
Miscellaneous Capital Losses	<u>(95)</u>
Net Capital Loss to page 1 line 6a	<u><u>(1,242,570)</u></u>

	BRANDES INVESTMENT			TOTAL PURCHASE COST	SALE DATE	NO OF SHARES	SALES PRICE	REALIZED GAIN/ (LOSS)	TOTAL REMAINING COST
	PURCHASE DATE	NO OF SHARES	COST PER SHARE						
AIR PRODUCTS & CHEMICALS	7/9/2000	9,000	30.74	276,641	01/04/02	9,000	423,028	146,387	0
ABN AMRO HLDGS	01/08/02	7,690	16.73	128,654		7,690	86,149	(42,505)	0
ABN AMRO HLDGS	9/11/02	213	16.06	3,431	9/19/02	213	2,846	(585)	0
ALBERTSON'S INC	12/4/00	3,540	25.66	90,854		8,710	214,210	(6,061)	0
ALBERTSON'S INC	12/26/2000	2,220	24.98	55,450					0
ALBERTSON'S INC	8/28/2000	1,560	21.98	34,285					0
ALBERTSON'S INC	7/17/2001	1,390	28.55	39,682					0
ALCATEL	4/11/2001	7,790	32.29	251,539		15,390	34,725	(416,551)	0
ALCATEL	5/22/2001	3,730	31.44	117,267					0
ALCATEL	6/22/2001	3,870	21.31	82,470					0
ALLSTATE CORP	{b} 8/21/2001	4,670	34.58	161,510	{d} 8/15/02	4,670	175,759	14,249	0
ALLSTATE CORP	9/6/2001	1,870	34.04	63,662	8&9/02	1,870	70,069	6,407	0
ALLSTATE CORP	11/2/2001	1,790	32.04	57,352	9/11/02	1,790	66,998	9,646	0
ALLSTATE CORP	11/9/2001	1,540	31.86	49,059	9/11/02	1,540	57,640	8,581	0
AMERICA MOVIL	10/10/2000	10,790	15.05	162,389		15,220	184,393	(43,510)	0
AMERICA MOVIL	10/3/2001	4,430	14.79	65,514					0
ARCHER DANIELS MIDLAND	5/14/99	9,739	15.49	150,843		21,767	270,187	17,180	0
ARCHER DANIELS MIDLAND	8/8/2000	10,416	9.28	96,685					0
ARCHER DANIELS MIDLAND	9/24/2001	1,612	3.40	5,479					0
AYAVA INC	10/19/00	3,240	14.92	48,325		26,600	38,759	(314,303)	0
AYAVA INC	11/03/00	17,550	13.54	237,573					0
AYAVA INC	12/27/00	5,810	11.56	67,164					0
BAE SYSTEMS PLC	03/06/02	13,550	19.65	266,323		13,550	153,305	(113,018)	0
BAYERISCHE HYPO	{c} 04/01/02	6,050	37.10	224,435	{d}	6,050	93,470	(130,965)	0
BCO BILBAO VIZCAYA	10/08/01	29,320	10.23	300,052		29,320	221,998	(78,054)	0
BANK ONE CORP	03/03/00	9,410	25.54	240,331	04/18/02	9,410	391,651	151,320	0
BASF AG	7/9/2001	3,050	39.47	120,371		3,050	107,937	(12,434)	0
BELLSOUTH CORP	7/12/02	5,180	31.73	164,347		7,020	136,378	(84,273)	0
BELLSOUTH CORP	7/15/02	1,840	30.60	56,304					0
BOEING CO	{b} 12/11/01	9,100	37.44	340,671	{d}	9,100	315,314	(25,357)	0
BRASIL TELECOM	9/16/98	380	39.96	15,183		3,470	77,043	(72,732)	0
BRASIL TELECOM	2/5/2001	1,680	57.63	96,818					0
BRASIL TELECOM	10/30/2001	1,410	26.79	37,774					0
BRISTOL-MYERS SQUIBB	04/26/02	4,281	29.44	126,015		12,260	304,296	(38,533)	0
BRISTOL-MYERS SQUIBB	04/28/02	4,259	29.19	124,315					0
BRISTOL-MYERS SQUIBB	8/20/02	3,720	24.87	92,499					0
BRITISH AMERICAN TOBACCO	11/20/97	4,929	38.29	188,731	8/9/02	4,929	106,808	(81,923)	0
BRITISH AMERICAN TOBACCO	11/23/98	6,400	18.04	115,456	8/9/02	6,400	138,683	23,227	0
BRITISH AMERICAN TOBACCO	5/3/99	4,000	16.50	66,014	8/9/02	4,000	86,677	20,663	0
BT GRP PLC	9/1/2000	650	97.38	63,297		4,693	124,638	(214,885)	0
BT GRP PLC	9/20/2000	1,930	88.18	170,192					0
BT GRP PLC	12/28/00	1,030	68.35	70,405					0

BT GRP PLC		6/20/2001	1,083	32 90	35,629					0
CIT GROUP INC	{c}	7/11/02	10,160	23 04	234,057	{d}	10,160	179,164	(54,893)	0
CONAGRA INC		03/10/00	7,770	15 66	121,717		05/21/02	7,770	190,621	68,904
CONAGRA INC		7/2/2001	5,990	19 56	117,164		05/21/02	5,990	146,953	29,789
DEUTSCHE TELEKOM		9/20/2000	6,190	35 37	218,968			9,450	79,117	(244,913)
DEUTSCHE TELEKOM		10/10/00	3,260	32 23	105,062					0
DU PONT DE NEMOURS		3/1/2001	3,640	43 70	159,068			8,180	295,538	(41,695)
DU PONT DE NEMOURS		10/10/2001	4,540	39 24	178,165					0
EASTMAN KODAK	{b}	10/13/00	7,740	39 13	302,867	{d}	7/8/02	7,740	217,556	(85,311)
EASTMAN KODAK		11/7/01	3,950	25 47	100,595		7/8/02	3,950	111,027	10,432
EL PASO CORPORATION		06/20/02	2,803	19 95	55,920			15,480	122,824	(156,459)
EL PASO CORPORATION		06/21/02	2,477	20 48	50,732					0
EL PASO CORPORATION		7/16/02	7,070	16 61	117,449					0
EL PASO CORPORATION		8/27/02	3,130	17 63	55,182					0
ENI SPA SPONS		10/12/99	2,900	60 22	174,641		06/11/02	2,900	217,406	42,765
ENI SPA SPONS		12/7/99	1,000	54 35	54,352		06/14/02	1,000	74,968	20,616
EXELON CORP		12/11/01	7,300	45 76	334,048			7,300	349,075	15,027
FORD MOTOR CO		8/20/02	18,550	12 18	225,974			18,550	178,157	(47,817)
GLAXO SMITHKLINE	{c}	7/19/02	5,980	35 03	209,479	{d}		5,980	230,432	20,953
GOODYEAR TIRE & RUBBER		03/27/00	1,990	23 98	47,727			5,150	46,415	(84,981)
GOODYEAR TIRE & RUBBER		04/04/00	3,160	26 48	83,669					0
GREAT LAKES CHEMICAL		4/1/97	2,200	40 65	89,424		9/11/02	2,200	63,000	(26,424)
GREAT LAKES CHEMICAL		4/24/98	400	45 60	18,238		9/11/02	400	11,455	(6,783)
DIAGEO PLC SPON ADR		3/19/96	2,484	28 64	71,138		01/28/02	2,484	112,434	41,296
DIAGEO PLC SPON ADR		10/20/97	972	39 60	38,492		01/28/02	972	43,996	5,504
DIAGEO PLC SPON ADR		9/30/98	1,600	33 49	53,582		01/28/02	1,600	72,422	18,840
DIAGEO PLC SPON ADR		8/12/99	1,100	39 16	43,081		01&03/02	1,100	50,313	7,232
DIAGEO PLC SPON ADR		02/16/00	6,650	34 57	229,920		03/04/02	6,650	306,559	76,639
HEWLETT-PACKARD CO		9/26/2001	18,150	16 06	291,431			20,230	242,096	(85,495)
HEWLETT-PACKARD CO		05/02/02	2,080	17 38	36,160					0
HSBC HOLDINGS PLC	{c}	02/01/02	4,340	56 63	245,793	{d}		4,340	223,976	(21,817)
HITACHI LTD		12/5/97	1,750	73 30	128,271			4,470	224,875	(95,036)
HITACHI LTD		9/10/2001	2,195	68 69	150,775					0
HITACHI LTD		11/27/2001	525	77 84	40,865					0
JARDINE MATHESON HOLDINGS		12/22/94	2,500	7 21	18,013			33,000	183,144	(37,594)
JARDINE MATHESON HO		12/29/94	11,500	7 35	84,525					0
JARDINE MATHESON HO		11/6/97	19,000	6 22	118,200					0
KT CORP		5/28/99	2,724	27 56	75,073			9,594	211,424	(26,260)
KT CORP		06/03/02	3,450	23 59	81,386					0
KT CORP		06/04/02	3,420	23 75	81,225					0
LOEWS CORP		4/24/98	300	50 27	15,082			4,400	185,526	75,859
LOEWS CORP		03/20/00	4,100	23 07	94,585					0
LUBRIZOL CORPORATION		4/24/98	4,000	38 61	154,450		06/02	4,000	134,002	(20,448)
LUCENT TECHNOLOGIES		8/13/02	44,349	1 55	68,839			111,470	81,997	(88,576)
LUCENT TECHNOLOGIES		8/14/02	47,400	1 51	71,640					0
LUCENT TECHNOLOGIES		8/15/02	19,721	1 53	30,094					0

MARKS & SPENCER LTD		11/16/98	3,700 00	5 97	22,102	04/04/02	3,700		(22,102)	0
MARKS & SPENCER LTD	{e}	11/16/98	2,995 24	55 02	164,805	{d} 9/26/2002	2,995 24	93,898	(48,805)	0
MATSUSHITA ELECTRONIC		3/6/98	8,200	15 27	125,248		22,135	231,638	(110,469)	0
MATSUSHITA ELECTRONIC		6/9/98	4,800	15 75	75,619					0
MATSUSHITA ELECTRONIC		7/12/2001	9,135	15 46	141,240					0
MCDONALD'S		12/14/01	8,140	26 80	218,134	7/10/02	11,220	263,869	(29,725)	0
MCDONALD'S		8/21/02	3,080	24 50	75,460					0
MERCK & CO INC		10/2/2001	3,500	65 96	230,849		7,320	353,546	(102,034)	0
MERCK & CO INC		01/09/02	3,820	58 83	224,731					0
MILLEA HOLDINGS INC	{c}	04/04/02	6,160	48 50	298,749	{d}	6,160	243,286	(55,463)	0
MITSUBISHI TOKYO		4/23/2001	20,690	10 28	212,608		36,960	262,635	(64,061)	0
MITSUBISHI TOKYO		4/26/2002	16,270	7 01	114,088					0
MMO2 PLC		11/19/01	4,693	20 97	98,402		4,693	29,579	(68,823)	0
MOTOTOLA INC		4/4/2001	16,960	14 02	237,849		25,080	257,038	(104,957)	0
MOTOTOLA INC		5/21/2001	5,300	16 52	87,557					0
MOTOTOLA INC		03/01/02	2,820	12 97	36,589					0
NIPPON TELEGRAPH		11/07/00	5,600	45 87	256,863	{d}	16,180	271,874	(331,360)	0
NIPPON TELEGRAPH		12/05/00	2,110	42 58	89,847					0
NIPPON TELEGRAPH		1/5/2001	1,040	34 04	35,402					0
NIPPON TELEGRAPH	{b}	2/7/2001	4,490	36 44	163,616					0
NIPPON TELEGRAPH		03/07/02	2,940	19 56	57,506					0
NORTEL NETWORKS		06/06/02	43,683	1 41	61,593		43,683	20,034	(41,559)	0
NORTHROP		11/15/2001	1,506	88 50	133,281	02/04/02	1506	166,242	32,961	0
OCTEL CORP		5/29/98	100	25 32	2,532	06/04/02	100	2,201	(331)	0
OCTEL CORP		5/29/98	850	22 57	19,185	06/04/02	850	18,708	(477)	0
PETROLEO BRASILEIRO		1/22/99	4,900	7 27	35,605		15,900	156,024	46,818	0
PETROLEO BRASILEIRO		2/3/99	11,000	6 69	73,601					0
P G & E CORPORATION		1/18/2000	1,390	21 79	30,288		10,450	117,258	(116,690)	0
P G & E CORPORATION		1/19/2000	2,210	22 29	49,261					0
P G & E CORPORATION		12/22/00	6,850	22 54	154,399					0
PHILIP MORRIS COS INC		3/6/98	3,800	43 67	165,927	9/11/02	7,000	286,188	(198)	0
PHILIP MORRIS COS INC		4/24/98	1,200	39 55	47,460					0
PHILIP MORRIS COS INC		3/22/99	900	38 67	34,799					0
PHILIP MORRIS COS INC		4/26/99	1,100	34 73	38,200					0
PRUDENTIAL FINANCIAL		03/08/02	5,240	31 79	166,593	7/3/02	5,240	174,716	8,123	0
RAYTHEON COMPANY		10/13/99	1,750	23 04	40,313	03/12/02	1,750	68,152	27,839	0
RAYTHEON COMPANY	{b}	1/21/2000	9,880	19 35	191,203	{d} 03/12/02	9,880	384,770	193,567	0
REPSOL		06/1/01	6,090	18 34	111,682		26,060	303,399	(85,603)	0
REPSOL		7/2/2001	2,420	16 70	40,414					0
REPSOL		10/11/2001	13,930	13 81	192,416					0
REPSOL		01/09/02	3,620	12 29	44,490					0
REUTERS GROUP PLC		03/19/02	5,110	46 89	239,607		8,550	187,332	(141,952)	0
REUTERS GROUP PLC		8/19/02	3,440	26 07	89,677					0
SAFECO CORP		5/4/99	6,200	40 06	248,388	04/08/02	6,200	206,146	(42,242)	0
SAFECO CORP		5/17/99	1,000	45 13	45,125	04/08/02	1,000	26,600	(18,525)	0
SAFEWAY INC		06/18/02	7,650	30 98	236,997	{d}	9,590	212,794	(82,403)	0

SAFEWAY INC	{c}	7/15/02	1,940	30 00	58,200				0	
SBC COMMUNICATIONS		03/10/00	5,660	42 06	238,053	7,790	156,097	(170,784)	0	
SBC COMMUNICATIONS		04/16/01	2,130	41 70	88,828				0	
SCHERING PLOUGH CORP		04/11/01	8,910	35 50	316,288	12,320	269,276	(173,959)	0	
SCHERING PLOUGH CORP		06/26/01	2,040	38 70	78,942				0	
SCHERING PLOUGH CORP		01/09/02	1,370	35 04	48,005				0	
SHERWIN-WILLIAMS		05/23/00	5,750	26 10	150,066	5,750	135,353	(14,713)	0	
SABMILLER PLC		5/5/99	13,800	8 30	114,540	13,800	88,317	(26,223)	0	
SPRINT CORP	{c}	02/13/02	17,680	14 56	257,421	{d}	17,680	164,627	(92,794)	0
STATE FINANCIAL SERVICES		10/17/96	2,742	13 68	37,500	2,742	37,960	460	0	
SUMITOMO MITSUI		06/05/02	40,020	5 96	238,327	40,020	208,343	(29,984)	0	
SWIRE PACIFIC LTD SP		3/20/98	31,000	5 55	172,019	37,800	143,486	(65,614)	0	
SWIRE PACIFIC LTD SP		4/24/98	6,800	5 45	37,081				0	
TELE CENTRO OESTE CELULAR		9/16/98	633	2 35	1,489	633	1,413	(76)	0	
TELEFONICA S A		1/29/99	3,698 00	68 80	254,405	12,593 00	288,295	(317,778)	0	
TELEFONICA S A		9/16/98	855 00	68 80	58,824				0	
TELEFONICA S A		9/22/2000	572	58 52	33,474				0	
TELEFONICA S A		5/24/2001	2,100	46 74	98,154				0	
TELEFONICA S A		7/12/2001	1,800	35 29	63,522				0	
TELEFONICA S A		9/10/2001	1,580	30 42	48,066				0	
TELEFONICA S A		10/18/2001	1,500	33 09	49,628				0	
TELEFONICA S A		03/05/02	242 1	STOCK DIVIDEND		0 1	4	4	0	
TELEFONICA S A		05/07/02	246 94	STOCK DIVIDEND		0 94	29	29	0	
TELE NORDESTE CELULAR		9/16/98	95	9 40	893	95	1,241	348	0	
TELENORTE CELULAR PART		9/16/98	38	13 05	496	38	150	(346)	0	
TELE NORTE LESTE PARTICIPACC		9/16/98	2,122	13 80	29,274	{d}	15,527	86,149	(146,777)	0
TELE NORTE LESTE PARTICIPACC		5/21/99	4,692	17 49	82,068				0	
TELE NORTE LESTE PARTICIP {b}		6/7/99	8,713	13 95	121,584				0	
TELEFONOS DE MEXICO		12/29/94	1,950	12 93	25,211	10,790	305,046	55,803	0	
TELEFONOS DE MEXICO		6/21/95	2,000	8 84	17,684				0	
TELEFONOS DE MEXICO		05/16/00	950	32 57	30,942				0	
TELEFONOS DE MEXICO		10/10/00	4,250	30 64	130,230				0	
TELEFONOS DE MEXICO		12/19/00	1,640	27 55	45,176				0	
TELELESTE CELULAR		9/16/98	38	18 26	694	38	194	(500)	0	
TELEMIG CELULAR PARTICIPACC		9/16/98	95	12 54	1,191	95	1,451	260	0	
TOKIO MARINE & FIRE INS		4/7/97	3,200	EXCHANGED TO					0	
TOKIO MARINE & FIRE INS		4/24/98	600	MILLEA HOLDINGS					0	
TOKIO MARINE & FIRE INS		5/7/98	1,200						0	
TOKIO MARINE & FIRE INS		01/25/02	1,160						0	
TOYS R US		10/1/98	3,000	16 92	50,745	14,160	143,611	(119,004)	0	
TOYS R US		11/9/98	4,200	20 92	87,843				0	
TOYS R US		02/14/02	6,960	17 82	124,027				0	
TRACTEBEL ENERGIA		9/15/98	830	9 94	8,248	1,460	7,081	(6,825)	0	
TRACTEBEL ENERGIA		9/15/98	300	9 39	2,818				0	
TRACTEBEL ENERGIA		9/15/98	330	8 61	2,840				0	
TYCO INTERNATIONAL		04/26/02	12,310	19 86	244,491	20,460	307,198	(72,064)	0	

TYCO INTERNATIONAL	05/15/02	3,380	19 66	66,434					0
TYCO INTERNATIONAL	06/17/02	3,110	14 13	43,950					0
TYCO INTERNATIONAL	06/18/02	1,660	14 69	24,387					0
TYSON FOODS INC	10/3/01	12,159 00	9 80	119,108	02/25/02	12,159 00	156,914	37,806	0
UNILEVER PLC	04/11/00	3,370	22 72	76,563	05/08/02	3,370	124,159	47,596	0
UNILEVER PLC	7/18/2000	1,330	24 23	32,222	05/08/02	1,330	49,001	16,779	0
UNILEVER PLC	7/19/2000	4,840	24 86	120,342	05&07/02	4,840	176,630	56,288	0
UNILEVER PLC	1/23/2001	2,170	30 16	65,458	7/3/02	2,170	79,161	13,703	0
UNISYS CORP	{b} 7/3/2000	14,260	14 98	213,579	{d}	22,280	151,350	(164,646)	0
UNISYS CORP	11/20/00	4,910	13 04	64,040					0
UNISYS CORP	5/24/01	3,110	12 34	38,377					0
UST INC	3/25/97	480	28 79	13,819		6,920	195,562	1,935	0
UST INC	5/15/97	1,200	27 18	32,610					0
UST INC	5/7/98	1,400	27 79	38,906					0
UST INC	7/5/2001	3,840	28 20	108,292					0
VERIZON COMMUNICATIONS	8/10/2000	5,410	42 42	229,479		5,410	150,074	(79,405)	0
XEROX	10/13/00	22,290	10 35	230,757		44,640	223,580	(189,144)	0
XEROX	11/03/00	16,350	8 50	138,977					0
XEROX	11/28/00	6,000	7 17	42,990					0
ZURICH FINANCIAL MGMT	{b} 10/20/00	6,187 00	48 15	297,928	{d}	15,277	139,367	(433,570)	0
ZURICH FINANCIAL MGMT	7/3/2001	5,890 00	34 01	200,343					0
ZURICH FINANCIAL MGMT	8/24/2001	1,210 00	30 96	37,457					0
ZURICH FINANCIAL MGMT	03/01/02	1,990 00	18 70	37,209					0
WASTE MANAGEMENT NEW	3/3/98	3,407	34 37	117,084	01/24/02	3,407	102,091	(14,993)	0
WASTE MANAGEMENT NEW	3/5/98	1,740	33 76	58,746	01/24/02	1,740	52,139	(6,607)	0
WASTE MANAGEMENT NEW	7/8/99	4,400	34 35	151,151	01/24/02	3,613	108,264	(15,852)	0
WASTE MANAGEMENT NEW	9/24/99	5,800	19 52	113,212		10,847	252,186	42,277	0
WASTE MANAGEMENT NEW	12/2/99	4,260	16 35	<u>69,662</u>			<u>0</u>	<u>0</u>	<u>0</u>
				<u>22,130,777</u>	5231		<u>17,113,161</u>	<u>(4,995,514)</u>	8310 1
								<u>(22,102)</u>	{f}
								<u>(5,017,616)</u>	

Sales less Purchase Cost =

NOTE The sales that settled on October 3, 2002, were posted as a block to each specific stock and therefore the total gain(loss) is reported for the total stock not each specific purchase

WILLIAM BLAIR & COMPANY

	PURCHASE DATE	NO OF SHARES	COST PER SHARE	TOTAL PURCHASE COST	SALE DATE	NO OF SHARES	SALES PRICE	REALIZED GAIN/ (LOSS)	Shares Remaining	TOTAL REMAINING
ACXION CORP	8/8/97	4,425	19 95	88,300					4,425	88,300
ACXION CORP	10/17/97	3,300	17 84	58,864					3,300	58,864
ACXION CORP	11/13/97	900	16 00	14,400					900	14,400
ACXION CORP	11/14/97	4,600	16 08	73,968					4,600	73,968
ACE LTD	8/29/2001	7,000	34 49	241,449					7,000	241,449
ACE LTD	8/30/2001	3,200	34 14	109,239					3,200	109,239
ACE LTD	7/3/2002	4,000	31 07	124,293					4,000	124,293
AFLAC INC	7/25/2001	12,425	32 09	398,763	8/20/02	12,425	380,775	(17,988)	0	0
ALCON INC	9/4/02	8,550	38 05	325,334					8,550	325,334
AMERICAN INTERNATIONAL G	9/4/02	5,650	63 13	356,679					5,650	356,679
AMGEN INC	8/8/97	2,200	14 33	31,525					2,200	31,525
AMGEN INC	9/10/97	10,000	12 30	122,992					10,000	122,992
AUTOMATIC DATA PROC	01/01/94	17,600	18 99	83,556					17,600	83,556
BAXTER INTERNATIONAL INC	4/13/99	8,900	32 05	285,217					8,900	285,217
BAXTER INTERNATIONAL INC	7/3/2002	600	45 10	27,058					600	27,058
BAXTER INTERNATIONAL INC	7/26/2002	2,000	32 02	64,035					2,000	64,035
BEA SYSTEMS INC	7/25/2001	8,225	22 18	182,431					8,225	182,431
BED BATH & BEYOND INC	9/4/02	5,000	31 38	156,900					5,000	156,900
BIOGEN INC	04/05/00	4,000	69 97	279,875	9/4/02	4,000	137,236	(142,639)	0	0
BIOGEN INC	03/13/02	1,225	51 60	63,210	9/4/02	1,225	42,028	(21,182)	0	0
BIOSITE INC	9/4/02	6,600	21 07	139,062					6,600	139,062
BISYS GROUP INC	10/20/97	9,200	7 87	72,395					9,200	72,395
BISYS GROUP INC	10/24/97	8,800	8 01	70,471					8,800	70,471
CARNIVAL CORP	3/8/2000	7,000	26 43	185,008	9/4/02	7,000	170,541	(14,467)	0	0
CATALINA MARKETING	6/27/95	12,000	8 14	97,660	06/18/02	6,000	167,913	119,083	6,000	48,830
CENDANT CORP	08/11/94	16,875	14 28	240,975					16,875	240,975
CERTEGY INC	9/4/02	4,575	33 17	151,753					4,575	151,753
CHARTER COMMUNICATIONS	2/3/2000	8,500	17 71	150,493	7/26/02	8,500	21,434	(129,059)	0	0
CHARTER COMMUNICATIONS	2/4/2000	9,300	17 70	164,656	7/26/02	9,300	23,451	(141,205)	0	0
CONCORD EFS INC	7/3/2002	11,000	30 17	331,867					11,000	331,867
COVANCE INC	6/3/99	1,950	21 52	41,959					1,950	41,959
COVANCE INC	6/10/99	1,650	20 96	34,576					1,650	34,576
DANAHER CORP	01/01/94	4,650	5 04	23,424					4,650	23,424
FAMILY DOLLAR STORES INC	9/4/02	4,925	28 10	138,393					4,925	138,393
FREDDIE MAC	04/19/94	11,600	14 36	166,518	9/4/02	4,600	295,927	229,894	7,000	100,485
HOME DEPOT INC	04/19/94	6,000	8 93	53,583	8/22/02	6,000	172,105	118,522	0	0
HOUSEHOLD INTL CORP	01/01/94	13,000	7 55	98,150					13,000	98,150
INTUIT INC	7/25/2001	10,675	33 74	360,131					10,675	360,131
JABIL CIRCUIT INC	9/4/02	7,500	18 38	137,858					7,500	137,858
LIBERTY MEDIA CORP	10/23/00	22,450	14 93	335,284					22,450	335,284
LIBERTY MEDIA CORP	7/25/2001	5,675	15 65	88,817					5,675	88,817
LIBERTY MEDIA CORP	8/29/2001	1,150	15 01	17,266					1,150	17,266
LINCOLN NATIONAL CORP	7/25/2001	7,175	48 98	351,430	07/12/02	7,175	286,905	(64,525)	0	0

LOWES COMPANIES INC	2/2/2000	14,400	22 32	321,339					14,400	321,339	5215
MATTEL INC	10/9/98	6,500	28 17	183,127	06/17/02	6,500	138,706	(44,421)	0	0	
MAXIM INTEGRATED PRODUC	9/4/02	4,000	32 15	128,610					4,000	128,610	5215
MBNA CORP	3/13/95	7,707	3 77	29,072	7/25/02	0 50	7	7	7,707	29,072	5215
MBNA CORP	6/9/95	22,780	4 60	104,682					22,780	104,682	5215
MEDTRONIC INC	01/01/94	17,600	4 26	74,998					17,600	74,998	5215
MELLON FINL CORP	4/13/99	7,500	36 23	271,706					7,500	271,706	5215
MERCK & CO INC	4/9/99	3,200	78 88	252,415	03/21/02	3,200	187,497	(64,918)	0	0	
MICROSOFT CORP	01/01/94	6,500	20 76	33,735					6,500	33,735	5215
MILLENNIUM PHARMACEUTIC	9/6/2001	8,500	26 88	228,438					8,500	228,438	5215
MOLEX INC CL A	01/01/94	13,397	3 21	42,968					13,397	42,968	5215
PAYCHEX INC	6/21/99	13,500	18 70	252,493					13,500	252,493	5215
RYANAIR HOLDINGS	9/4/02	4,800	32 95	158,160					4,800	158,160	5215
SLM CORPORATION	9/4/02	3,500	92 78	324,730					3,500	324,730	5215
SMARTFORCE PUB	9/6/2001	8,450	29 50	249,255					8,450	249,255	5215
SPRINT CORP	10/23/00	8,800	30 91	272,035					8,800	272,035	5215
STATE STREET CORP	01/01/94	12,200	8 15	99,430					12,200	99,430	5215
TARGET CORP	9/4/02	4,800	34 01	163,248					4,800	163,248	5215
TELLABS INC	4/9/2001	9,725	37 36	363,293					9,725	363,293	5215
TEXAS INSTRUMENTS INC	9/4/02	4,800	19 97	95,860					4,800	95,860	5215
TYCO INTERNATIONAL INC	7/25/2001	6,650	53 90	358,461	6/7/2002	6,650	108,596	(249,865)	0	0	
VERITAS SOFTWARE CORP	3/15/2001	3,375	54 83	185,063	7/19/02	3,375	59,538	(125,525)	0	0	
VODOFONE	01/01/94	7,250	9 55	69,245					7,250	69,245	5215
VODOFONE	03/02/94	8,500	9 16	77,894					8,500	77,894	5215
WALGREEN CO	1/1/94	40,000	6 22	62,162	9/4/02	15,000	526,910	503,599	25,000	38,851	5215
WILLIAMS SONOMA INC	9/6/2001	15,350	16 04	246,245					15,350	246,245	5215
XILINX INC	9/4/02	5,400	19 43	104,922					5,400	104,922	5215
WORLDCOM INC GA	8/16/99	180	50 27	9,049	02/01/02	180	2,441	(6,608)	0	0	
				<u>11,302,452</u>	5231		<u>2,722,010</u>	<u>(51,297)</u>	310 1	<u>8,529,145</u>	5215

Company Name	Date	Amount	Company Name	Date	Amount
BAXTER INTERNATIONAL INC	4/13/99	8 900	285,217	9/26/02	8 900
BAXTER INTERNATIONAL INC	7/17/2002	514	600	9/26/02	19 600
BAXTER INTERNATIONAL INC	7/26/2002	514	2 000	9/26/02	64 035
BEA SYSTEMS INC	7/25/2001	8,225	182 431	9/26/02	44 290
BEA BATH & BEYOND INC	9/4/02	5 000	186 900	9/26/02	5 000
BIOSITE INC	9/4/02	4 714	139 062	9/27/02 (d)	19 062
BIOSYS GROUP INC	10/20/97	514	7 877	9/27/02	9 200
BIOSYS GROUP INC	9/4/02	514	8 011	9/27/02	8 800
BIOSYS GROUP INC	10/24/97	514	8 011	9/27/02	8 800
CATALINA MARKETING	6/27/95	6 000	177 625	9/26/02	177 625
CENBANT CORP	08/11/94	514	16 875	9/26/02	180,222
CERTEGY INC	9/4/02	514	4,575	9/26/02	93 838
CONCORD EFS INC	7/17/2002	514	11 000	9/26/02 (d)	4,575
COVANCE INC	6/3/99	514	1 950	9/26/02	93 838
COVANCE INC	6/10/99	514	34 756	9/27/02	32 025
DANAHER CORP	01/01/94	514	23 424	9/26/02	4 550
FAMILY DOLLAR STORES INC	9/4/02	4 925	138 393	9/26/02	4 925
FREDMIE MAC	04/19/94	514	100 485	9/26/02	393,557
HOUSEHOLD INTL CORP	01/01/94	514	13 000	9/26/02	13 000
INTUIT INC	7/25/2001	514	10 675	9/26/02	476,566
JABIL CIRCUIT INC	9/4/02	514	18 381	9/26/02	7,500
LIBERTY MEDIA CORP	10/23/00	514	22,450	9/26/02 (d)	166,642
LIBERTY MEDIA CORP	8/29/2001	514	15 011	9/26/02	1 150
LIBERTY MEDIA CORP	7/29/2001	514	15 675	9/26/02	42 124
LOWES COMPANIES INC	2/2/2000	514	14 400	9/26/02	611 001
MAXIMA INTEGRATED PRODUC	9/4/02	514	4,000	9/26/02 (d)	4 000
MBA CORP	3/13/95	514	7,707	9/26/02	7 707
MBA CORP	6/9/95	514	4 604	9/26/02	438,819
MEDTRONIC INC	01/01/94	514	17,600	9/26/02	17,600
MELLON FINL CORP	4/13/99	514	7 500	9/26/02	7 500
MICROSOFT CORP	01/01/94	514	6 500	9/26/02	6 500
MOLDEX INC CL A	01/01/94	514	13,397	9/26/02	13,397
MOLDEX INC CL A	01/01/94	514	18 701	9/26/02	252,493
MILLENIUM PHARMACEUTICALS	9/6/2001	514	8 500	9/26/02	8 500
MOLIX INC CL A	9/6/2001	514	26 888	9/26/02	228 438
MOLIX INC CL A	01/01/94	514	25,293	9/26/02	104 922
RYANAR HOLDINGS	9/4/02	514	32 955	9/27/02 (d)	158 160
SLM CORPORATION	9/4/02	514	3 500	9/26/02	3 500
SMARTFORCE PUB	9/6/2001	514	8 450	9/26/02	8 450
SPRINT CORP	10/23/00	514	30 911	9/26/02	272,035
STATE STREET CORP	01/01/94	514	12,200	9/26/02	8 800
TARGET CORP	9/4/02	514	34 011	9/26/02	163,248
TELLABS INC	4/9/2001	514	9 725	9/26/02 (d)	93,293
TEXAS INSTRUMENTS INC	9/4/02	514	4 800	9/26/02	4 800
VODAFONE	03/02/94	514	8,500	9/26/02	77,994
WALGREEN CO	1/1/94	514	25 000	9/26/02	8 500
WILLIAMS SONOMA INC	9/6/2001	514	15,350	9/26/02 (d)	15,350
XILINX INC	9/4/02	514	5 400	9/26/02	5 400

Total Transferred

Reconcile to Confirm 32,758,053.74

5220 32,609,225

Reconcile to Confirm 2,780,070

5220 24,228,908.74 5220 24,879,798.81

Part III Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers Use 5th month instead of 3rd month)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2002 and before 1/1/2003 . .	21			
22 Underpayment on line 17 x <u>Number of days on line 21</u> x 6% . 365	22			
23 Number of days on line 20 after 12/31/2002 and before 4/1/2003	23			
24 Underpayment on line 17 x <u>Number of days on line 23</u> x 5% . 365	24			
25 Number of days on line 20 after 3/31/2003 and before 7/1/2003	25			
26 Underpayment on line 17 x <u>Number of days on line 25</u> x % 365	26			
27 Number of days on line 20 after 6/30/2003 and before 10/1/2003	27			
28 Underpayment on line 17 x <u>Number of days on line 27</u> x % 365	28			
29 Number of days on line 20 after 9/30/2003 and before 1/1/2004 .	29			
30 Underpayment on line 17 x <u>Number of days on line 29</u> x % 365	30			
31 Number of days on line 20 after 12/31/2003 and before 2/16/2004 .	31			
32 Underpayment on line 17 x <u>Number of days on line 31</u> x % 366	32			
33 Add lines 22, 24 26, 28, 30, and 32	33			
34 Penalty Add columns (a) through (d), of line 33 Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns				34

*For underpayments paid after March 31, 2003: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS Web Site at www.irs.gov. You can also call 1-800-829-1040 to get interest rate information.