

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning and ending

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BOB WOODRUFF FAMILY FOUNDATION, INC. Doing Business As		D Employer identification number 26-1441650
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number 646-341-6879
	City, town, or post office, state, and ZIP code NEW YORK, NY 10018		G Gross receipts \$ 3,891,174.
	F Name and address of principal officer: DAVE WOODRUFF SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.BOBWOODRUFFFOUNDATION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 2007
M State of legal domicile: NY			

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: TO PROVIDE RESOURCES AND SUPPORT TO INJURED SERVICE MEMBERS, VETERANS AND THEIR FAMILIES.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	13
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	7
	6	Total number of volunteers (estimate if necessary)	6	75
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 4,412,240.	Current Year 3,797,249.
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,139.	1,901.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-53,460.	-183,644.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,360,919.	3,615,506.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,354,663.	2,080,963.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	448,353.	336,787.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	12,103.	21,774.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	196,797.	
Net Assets or Fund Balances	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,342,342.	1,196,436.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,157,461.	3,635,960.
	19	Revenue less expenses. Subtract line 18 from line 12	1,203,458.	-20,454.
	20	Total assets (Part X, line 16)	Beginning of Current Year 2,811,047.	End of Year 3,961,991.
	21	Total liabilities (Part X, line 26)	95,896.	1,266,389.
22	Net assets or fund balances. Subtract line 21 from line 20	2,715,151.	2,695,602.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	DAVE WOODRUFF, CO-CHAIRMAN Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name KAREN GRIES	Preparer's signature <i>Karen Gries</i>	Date 11/6/2013	Check <input type="checkbox"/> self-employed	PTIN P00078514
	Firm's name ▶ CLIFTONLARSONALLEN LLP	Firm's EIN ▶ 41-0746749			
	Firm's address ▶ 4250 N. FAIRFAX DRIVE, SUITE 1020 ARLINGTON, VA 22203	Phone no. 571-227-9500			

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

CO-FOUNDED BY AWARD-WINNING ABC NEWS REPORTER BOB WOODRUFF AFTER HE SUSTAINED SERIOUS INJURIES WHILE COVERING THE IRAQ WAR IN 2006; THE BOB WOODRUFF FOUNDATION (BWF) IS THE NATIONAL NONPROFIT THAT HELPS ENSURE OUR NATION'S INJURED SERVICE MEMBERS, VETERANS AND THEIR

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 1,985,460. including grants of \$ 1,957,588.) (Revenue \$) CHARITABLE INVESTMENTS: THE BOB WOODRUFF FOUNDATION (BWF) SEEKS OUT INNOVATIVE CHARITABLE PROGRAMS THAT PROMOTE MEANINGFUL ACTIVITY - EDUCATION, EMPLOYMENT, ENTREPRENEURSHIP, VOLUNTEERING AND COMMUNITY INTEGRATION - FOR POST-9/11 INJURED SERVICE MEMBERS AND THEIR FAMILIES. BWF IS FINDING AND FUNDING ORGANIZATIONS THAT BUILD STRONG BODIES AND SOUND MINDS AND ADMINISTER PROGRAMS THAT BRING A SENSE OF HOPE AND FULFILLMENT INTO WARRIOR'S LIVES. THE BOB WOODRUFF FOUNDATION HAS INVESTED \$15 MILLION IN OVER 81 ORGANIZATIONS, IMPACTING MORE THAN 1,000,000 SERVICE MEMBERS, SUPPORT PERSONNEL, VETERANS AND THEIR FAMILIES NATIONWIDE.

4b (Code:) (Expenses \$ 522,795. including grants of \$ 123,375.) (Revenue \$) INDIVIDUAL GIVING: BWF PROVIDES DISCRETE, DIRECT FINANCIAL ASSISTANCE TO INDIVIDUAL INJURED SERVICE MEMBERS AND THEIR FAMILIES.

4c (Code:) (Expenses \$ 485,002. including grants of \$) (Revenue \$) PUBLIC AWARENESS AND EDUCATION: BWF EDUCATES THE PUBLIC, THROUGH A MOVEMENT CALLED REMIND.ORG, ABOUT THE NEEDS OF SERVICE MEMBERS RETURNING FROM WAR - AND OUR NATION'S GREATER RESPONSIBILITY TO ENSURE OUR HEROES AND THEIR FAMILIES RECEIVE THE SUPPORT NECESSARY TO SUCCESSFULLY REINTEGRATE INTO THEIR COMMUNITIES.

4d Other program services (Describe in Schedule O.) (Expenses \$ 61,992. including grants of \$) (Revenue \$)

4e Total program service expenses 3,055,249.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<input checked="" type="checkbox"/>
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		<input checked="" type="checkbox"/>
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		<input checked="" type="checkbox"/>
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		<input checked="" type="checkbox"/>
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<input checked="" type="checkbox"/>
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		<input checked="" type="checkbox"/>
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		<input checked="" type="checkbox"/>
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	<input checked="" type="checkbox"/>	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		<input checked="" type="checkbox"/>
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		<input checked="" type="checkbox"/>
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		<input checked="" type="checkbox"/>
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		<input checked="" type="checkbox"/>
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		<input checked="" type="checkbox"/>
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, sub-column (e.g., 1a, 1b), and Yes/No columns. Includes questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1a	13		
b	Enter the number of voting members included in line 1a, above, who are independent		
1b	13		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
10b			
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
12c		X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	X	
b	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **NY, VA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 646-341-6879**
1359 BROADWAY, SUITE 800, NEW YORK, NY 10018

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVE WOODRUFF CO-CHAIRMAN	10.00	X		X				0.	0.	0.
(2) COLIN HEFFRON CO-CHAIRMAN	10.00	X		X				0.	0.	0.
(3) LEE WOODRUFF VICE PRESIDENT	10.00	X		X				0.	0.	0.
(4) ANTHONY VICEROY TREASURER	10.00	X		X				0.	0.	0.
(5) EDWARD TOPTANI SECRETARY	5.00	X		X				0.	0.	0.
(6) EILEEN LYNCH DIRECTOR	2.00	X						0.	0.	0.
(7) MARTHA RADDATZ DIRECTOR	2.00	X						0.	0.	0.
(8) CYNTHIA BLUMENTHAL DIRECTOR	2.00	X						0.	0.	0.
(9) MARIAN SALZMAN DIRECTOR	2.00	X						0.	0.	0.
(10) BOB JEFFREY DIRECTOR	2.00	X						0.	0.	0.
(11) DICK WILDE DIRECTOR	2.00	X						0.	0.	0.
(12) GERRY BYRNE DIRECTOR	2.00	X						0.	0.	0.
(13) LAURIE DURNING DIRECTOR	2.00	X						0.	0.	0.
(14) ANNE MARIE DOUGHERTY EXECUTIVE DIRECTOR	60.00			X				147,090.	0.	1,486.

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	2,547,382.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,249,867.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f		3,797,249.				
Program Service Revenue	2 a _____	Business Code					
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,901.			1,901.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 2,547,382. of contributions reported on line 1c). See Part IV, line 18	a	91,905.				
		b Less: direct expenses	b	275,668.			
		c Net income or (loss) from fundraising events		-183,763.			-183,763.
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS		900099	119.			119.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			119.				
12 Total revenue. See instructions.			3,615,506.	0.	0.	-181,743.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,957,588.	1,957,588.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	123,375.	123,375.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	147,090.	105,905.	29,418.	11,767.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	154,564.	85,037.	66,598.	2,929.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	12,493.	7,944.	3,951.	598.
10 Payroll taxes	22,640.	14,331.	7,206.	1,103.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	100,031.		100,031.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	21,774.			21,774.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	392,273.	315,423.	31,646.	45,204.
12 Advertising and promotion	415.	415.		
13 Office expenses	163,465.	71,835.	38,868.	52,762.
14 Information technology	59,539.	44,429.	12,679.	2,431.
15 Royalties				
16 Occupancy	8,479.	5,672.	2,571.	236.
17 Travel	252,653.	233,455.	6,226.	12,972.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	88,236.	68,761.		19,475.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	6,983.	2,489.	4,303.	191.
23 Insurance	10,421.	8,017.	2,151.	253.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BANK AND CREDIT CARD FE	38,636.	729.	33,439.	4,468.
b UNCOLLECTIBLE PLEDGES	23,000.		23,000.	
c DUES, BOOKS, AND SUBSCR	16,901.	3,183.	9,580.	4,138.
d GIFTS AND AWARDS	15,085.	2,762.	12,247.	76.
e All other expenses	20,319.	3,899.		16,420.
25 Total functional expenses. Add lines 1 through 24e	3,635,960.	3,055,249.	383,914.	196,797.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
Check here <input checked="" type="checkbox"/> X if following SOP 98-2 (ASC 958-720)	265,012.	159,007.	0.	106,005.

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,649,660.	1	3,022,784.
	2	Savings and temporary cash investments	566,307.	2	574,372.
	3	Pledges and grants receivable, net	530,141.	3	271,840.
	4	Accounts receivable, net	30,211.	4	68,596.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	2,650.	8	0.
	9	Prepaid expenses and deferred charges	17,942.	9	12,441.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 92,081.		
	b	Less: accumulated depreciation	10b 80,123.	10c	11,958.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	2,811,047.	16	3,961,991.	
Liabilities	17	Accounts payable and accrued expenses	95,896.	17	1,266,389.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	95,896.	26	1,266,389.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,834,842.	27	2,225,657.
	28	Temporarily restricted net assets	880,309.	28	469,945.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	2,715,151.	33	2,695,602.	
34	Total liabilities and net assets/fund balances	2,811,047.	34	3,961,991.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,615,506.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,635,960.
3	Revenue less expenses. Subtract line 2 from line 1	3	-20,454.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,715,151.
5	Net unrealized gains (losses) on investments	5	905.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,695,602.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	X
b	Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____	3a	X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____	3b	

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **BOB WOODRUFF FAMILY FOUNDATION, INC.** Employer identification number **26-1441650**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6,005,290.	2,174,390.	3,694,110.	4,412,240.	3,797,249.	20,083,279.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
4 Total. Add lines 1 through 3	6,005,290.	2,174,390.	3,694,110.	4,412,240.	3,797,249.	20,083,279.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						2,788,252.
6 Public support. Subtract line 5 from line 4.						17,295,027.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	6,005,290.	2,174,390.	3,694,110.	4,412,240.	3,797,249.	20,083,279.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...				2,139.	1,901.	4,040.
9 Net income from unrelated business activities, whether or not the business is regularly carried on ...						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	60.	1,194.	547.	135.	119.	2,055.
11 Total support. Add lines 7 through 10						20,089,374.
12 Gross receipts from related activities, etc. (see instructions)					12	626,653.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	86.09	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ►

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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.

OMB No. 1545-0047

2012

Name of the organization

BOB WOODRUFF FAMILY FOUNDATION, INC.

Employer identification number

26-1441650

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

BOB WOODRUFF FAMILY FOUNDATION, INC.

26-1441650

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
<u>1</u>		\$ <u>620,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>		\$ <u>250,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>3</u>		\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>4</u>		\$ <u>100,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>5</u>		\$ <u>81,404.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization BOB WOODRUFF FAMILY FOUNDATION, INC.	Employer identification number 26-1441650
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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
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____
	<div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"> </div>	\$ _____	_____

Name of organization BOB WOODRUFF FAMILY FOUNDATION, INC.	Employer identification number 26-1441650
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012
Open to Public Inspection

Name of the organization **BOB WOODRUFF FAMILY FOUNDATION, INC.** Employer identification number **26-1441650**

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1
- (ii) Assets included in Form 990, Part X
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1
- b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		24,304.	13,592.	10,712.
e Other		67,777.	66,531.	1,246.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				11,958.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	4,319,125.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	905.	
b	Donated services and use of facilities	2b	427,046.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	275,668.	
e	Add lines 2a through 2d	2e	703,619.	
3	Subtract line 2e from line 1	3	3,615,506.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	3,615,506.	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	4,338,674.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	427,046.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	275,668.	
e	Add lines 2a through 2d	2e	702,714.	
3	Subtract line 2e from line 1	3	3,635,960.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c	0.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	3,635,960.	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE FOUNDATION IS EXEMPT FROM THE PAYMENT OF INCOME

TAXES ON ITS EXEMPT ACTIVITIES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND HAS BEEN CLASSIFIED BY THE INTERNAL REVENUE SERVICE AS OTHER THAN A PRIVATE FOUNDATION WITHIN THE MEANING OF SECTION 509(A)(1) OF THE INTERNAL REVENUE CODE. BWF EVALUATED ITS TAX POSITION AND DETERMINED THAT ITS POSITION IS MORE LIKELY THAN NOT TO BE SUSTAINED ON EXAMINATION. BWF'S 2009 THROUGH 2011 TAX YEARS ARE OPEN FOR EXAMINATION BY THE IRS.

Part XIII Supplemental Information (continued)

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES 275,668.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES 275,668.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		HAY ADAMS COCKTAIL RECEPTION (event type)	STAND UP FOR HEROES - NY (event type)	NONE (total number)	
Revenue	1	Gross receipts	75,000.	2,564,287.	2,639,287.
	2	Less: Contributions	70,500.	2,476,882.	2,547,382.
	3	Gross income (line 1 minus line 2)	4,500.	87,405.	91,905.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs		45,000.	45,000.
	7	Food and beverages	3,844.	94,104.	97,948.
	8	Entertainment	11,235.	106,836.	118,071.
	9	Other direct expenses	622.	14,027.	14,649.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(275,668)
	11	Net income summary. Combine line 3, column (d), and line 10			-183,763.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			()
	8	Net gaming income summary. Combine line 1, column d, and line 7			

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: CHARITY FOLKS

(I) ADDRESS OF FUNDRAISER: 17 STATE STREET, SUITE 820, NEW YORK, NY 10004

(I) NAME OF FUNDRAISER: HAYES & ASSOCIATES

(I) ADDRESS OF FUNDRAISER:

1320 OLD CHAIN BRIDGE ROAD, SUITE 330, MCLEAN, VA 22101

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012
Open to Public
Inspection

Name of the organization

BOB WOODRUFF FAMILY FOUNDATION, INC.

Employer identification number
26-1441650

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNITED THROUGH READING 11750 SORRENTO VALLEY ROAD SAN DIEGO, CA 92121	33-0373000	501(C)(3)	33,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
INSTITUTE FOR VETERANS AND MILITARY FAMILIES - 700 UNIVERSITY AVENUE SUITE 303 - SYRACUSE, NY 13244	15-0532081	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
THE VETERAN ARTIST PROGRAM 2400 BOSTON STREET, SUITE 102 BALTIMORE, MD 21224	27-1972364	501(C)(3)	5,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
INSTITUTE FOR VETERANS AND MILITARY FAMILIES - 700 UNIVERSITY AVENUE SUITE 303 - SYRACUSE, NY 13244	15-0532081	501(C)(3)	55,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
HOMES FOR OUR TROOPS 6 MAIN STREET TAUNTON, MA 02780	54-2143612	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
THERE & BACK AGAIN 191 MAIN ST CHARLESTOWN, MA 02129	27-1187554	501(C)(3)	54,242.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

30.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)		(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
		RENOVATION IN MUSIC EDUCATION (RIME) MUSICORPS - 1324 R STREET NW, #3 - WASHINGTON, DC 20009	13-4185513	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		RENOVATION IN MUSIC EDUCATION (RIME) MUSICORPS - 1324 R STREET NW, #3 - WASHINGTON, DC 20009	13-4185513	501(C)(3)	50,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		OPPORTUNITY PROJECT 60 EAST WILLOW STREET MILLBURN, NJ 07041	22-3242203	501(C)(3)	24,126.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		BE AN ARTIST PO BOX 2454 AUSTIN, TX 78768	26-1626709	501(C)(3)	25,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		VETERANS GREEN JOBS 2627 W 6TH AVENUE DENVER, CO 80204	26-2252100	501(C)(3)	50,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		WORKLIFE INSTITUTE 1900 ST JAMES PLACE, #880 HOUSTON, TX 77056	76-0312087	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		SERVICESOURCE 6295 EDSALL ROAD, SUITE 175 ALEXANDRIA, VA 22312	54-0901256	501(C)(3)	94,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		BASTION COMMUNITY OF RESILIENCE 7506 ZIMPEL STREET NEW ORLEANS, LA 70118	27-4383654	501(C)(3)	50,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
		DISABLED SPORTS USA 451 HUNGERFORD DRIVE, SUITE 100 ROCKVILLE, MD 20850	94-6174016	501(C)(3)	60,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHEAST PASSAGE 4 LIBRARY WAY DURHAM, NH 03824	02-6000937	501(C)(3)	5,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
WASHINGTON DRAMA SOCIETY DBA ARENA STAGE - 1101 6TH STREET SW - WASHINGTON, DC 20024	53-0246894	501(C)(3)	22,420.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
FARMER VETERAN COALITION 508 2ND STREET SUITE 206 DAVIS, CA 95616	95-4302067	501(C)(3)	70,850.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
FARMER VETERAN COALITION 508 2ND STREET SUITE 206 DAVIS, CA 95616	95-4302067	501(C)(3)	87,200.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
100 ENTREPRENEURS PROJECT 102 NIGHT HERON COURT STEVENSVILLE, MD 21666	45-4577599	501(C)(3)	35,250.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
TEAM RUBICON 1030 W. HILLCREST BLVD INGLEWOOD, CA 90301	27-1720480	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
JONAS VETERANS HEALTHCARE PROGRAM C/O ROCKEFELLER PHILANTHROPY ADVISORS - 107 EAST 70TH STREET - NEW YORK, NY 10021	13-3615533	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
AMERICAN COUNCIL ON EDUCATION 1 DUPONT CIRCLE NW WASHINGTON, DC 20036	53-0196573	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
USO 2111 WILSON BOULEVARD SUITE 1200 ARLINGTON, VA 22201	13-1610451	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
USO 2111 WILSON BOULEVARD SUITE 1200 ARLINGTON, VA 22201	13-1610451	501(C)(3)	150,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
TEAM RED, WHITE & BLUE 22 WINHAVEN CT HIGHLAND FALLS, NY 10928	27-2196347	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
STUDENT VETERANS OF AMERICA 1625 K ST NW SUITE 320 WASHINGTON, DC 20006	26-1971279	501(C)(3)	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
SEMPERMAX SUPPORT FUND PO BOX 808 DUMFRIES, VA 22025	27-1063578	501(C)(3)	36,500.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
SEMPERMAX SUPPORT FUND PO BOX 808 DUMFRIES, VA 22025	27-1063578	501(C)(3)	25,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION
HOPE FOR THE WARRIORS 5101C BACKLICK RD. ANNANDALE, VA 22003	20-5182295	501(C)(3)	25,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
INDIVIDUAL RESPITE/RECREATION/SOCIALIZATION	47	23,375.	0.		
FINANCIAL ASSISTANCE	0	88,000.	0.		
EQUIPMENT/MODIFICATION TO PERSONAL PROPERTY	0	12,000.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: GRANT MONIES ARE RESTRICTED FOR A SPECIFIC USE.

AS A CONDITION OF THE GRANT, THE BOB WOODRUFF FAMILY FOUNDATION, INC. ASKS THE GRANTEE TO SUBMIT A NARRATIVE AND FINANCIAL REPORT ON THE USE OF THE FUNDS NO LATER THAN A SPECIFIED DATE. THE REPORT SHALL BE ACCOMPANIED BY THE MOST RECENT AUDITED/UNAUDITED FINANCIAL STATEMENTS AVAILABLE AND SHOULD CONTAIN A BRIEF DESCRIPTION OF THE ACTIVITIES, RESULTS, AND PROBLEMS (IF ANY) WHICH WERE INVOLVED IN EXECUTING THE PROGRAM.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization **BOB WOODRUFF FAMILY FOUNDATION, INC.** Employer identification number **26-1441650**

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (<u>EVENTS</u>)	X	29	100,425.	SALES PRICE
26	Other ▶ (<u>GIFTS</u>)	X	9	4,330.	SALES PRICE
27	Other ▶ (<u>INTERNSHIPS</u>)	X	2	2,000.	SALES PRICE
28	Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: THE BOB WOODRUFF FOUNDATION HAS ENGAGED CHARITY
FOLKS TO SOLICIT, PROCESS, AND SELL NON-CASH CONTRIBUTIONS. CHARITY
FOLKS REMITS THE PROCEEDS FROM THE SALE OF THE DONATED ITEMS LESS
COMMISSION TO THE BOB WOODRUFF FAMILY FOUNDATION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

BOB WOODRUFF FAMILY FOUNDATION, INC.

Employer identification number

26-1441650

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FAMILIES RETURN TO A HOME FRONT READY TO SUPPORT THEM. BWF PROVIDES
RESOURCES AND SUPPORT TO SERVICE MEMBERS, VETERANS AND THEIR FAMILIES
TO SUCCESSFULLY REINTEGRATE INTO THEIR COMMUNITIES SO THEY MAY THRIVE
PHYSICALLY, PSYCHOLOGICALLY, SOCIALLY AND ECONOMICALLY.

ACROSS THE COUNTRY, THE BOB WOODRUFF FOUNDATION COLLABORATES WITH
ORGANIZATIONS AND EXPERTS TO IDENTIFY AND SOLVE ISSUES RELATED TO THE
RETURN OF SERVICE MEMBERS FROM COMBAT TO CIVILIAN LIFE AND INVESTS IN
PROGRAMS THAT CONNECT OUR TROOPS TO THE HELP THEY NEED - FROM
INDIVIDUAL NEEDS LIKE PHYSICAL ACCOMODATIONS, JOB TRAINING, FINANCIAL
COUNSELING, TO LARGER SOCIAL ISSUES LIKE HOMELESSNESS AND SUICIDE.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

COLLABORATION: BWF COLLABORATES WITH KEY FEDERAL, STATE, AND LOCAL
EXPERTS TO IDENTIFY AND SOLVE ISSUES RELATED TO THE SUCCESSFUL RETURN
OF SERVICE MEMBERS FROM COMBAT TO CIVILIAN LIFE.

EXPENSES \$ 61,992. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 2: DAVE WOODRUFF AND LEE WOODRUFF -
FAMILY RELATIONSHIP

FORM 990, PART VI, SECTION B, LINE 11: THE EXECUTIVE COMMITTEE REVIEWS THE
990 IN CONJUNCTION WITH THE FOUNDATION'S AUDITED FINANCIAL STATEMENTS FOR
CONSISTENCY AND ACCURACY, AND PROVIDES A COMPLETE COPY TO ALL MEMBERS OF
THE GOVERNING BODY BEFORE IT IS FILED.

Name of the organization BOB WOODRUFF FAMILY FOUNDATION, INC.	Employer identification number 26-1441650
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FORM 990, PART VI, SECTION B, LINE 12C: ON AN ANNUAL BASIS, THE ORGANIZATION'S CONFLICT OF INTEREST POLICY IS REVIEWED, AND EACH BOARD MEMBER AFFIRMS THEIR UNDERSTANDING OF THE CONFLICT OF INTEREST POLICY AND THEIR RESPONSIBILITY FOR COMPLIANCE.

FORM 990, PART VI, SECTION B, LINE 15A: THE EXECUTIVE DIRECTOR'S COMPENSATION IS DETERMINED BY THE BOARD OF DIRECTORS. THE COMPENSATION REVIEW PROCESS INCLUDES THE REVIEW OF COMPARABLE DATA AND INCLUDES DOCUMENTATION OF THE DECISION. THE PROCESS WAS LAST UNDERTAKEN IN 2012.

FORM 990, PART VI, SECTION C, LINE 19: THE BOB WOODRUFF FAMILY FOUNDATION INC. FORM 990 WILL BE MADE AVAILABLE ON IT'S WEBSITE - WWW.BOBWOODRUFFFOUNDATION.ORG. GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON WRITTEN REQUEST. THE AUDITED FINANCIAL STATEMENTS AND FORM 990 WILL BE AVAILABLE FOR PUBLIC INSPECTION ON THE BOB WOODRUFF FAMILY FOUNDATION, INC. WEBSITE: WWW.BOBWOODRUFFFOUNDATION.ORG.

FORM 990, PART IX, LINE 11G, OTHER FEES:

OTHER PROFESSIONAL FEES:

PROGRAM SERVICE EXPENSES	315,423.
MANAGEMENT AND GENERAL EXPENSES	31,646.
FUNDRAISING EXPENSES	45,204.
TOTAL EXPENSES	392,273.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	392,273.

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2012, or fiscal year beginning _____, 2012, and ending _____, 20____

2012

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

BOB WOODRUFF FAMILY FOUNDATION, INC.

26-1441650

Name and title of officer

**DAVE WOODRUFF
CO-CHAIRMAN**

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a, 2a, 3a, 4a, or 5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b, 2b, 3b, 4b, or 5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>3615506</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize CLIFTONLARSONALLEN LLP to enter my PIN 10005
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

54263942639
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶  Date ▶ 11/6/2013

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**