

Form **990**

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)

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
BOB WOODRUFF FAMILY FOUNDATION, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
100 WALL STREET, 2ND FLOOR
 City or town, state or country, and ZIP + 4
NEW YORK, NY 10005
F Name and address of principal officer: DAVE WOODRUFF
SAME AS C ABOVE

D Employer identification number
26-1441650

E Telephone number
646-341-6879

G Gross receipts \$ **4,809,193.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.REMIND.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **2007** **M State of legal domicile:** **NY**

H(c) Group exemption number

Part I Summary

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 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	9
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	6
6 Total number of volunteers (estimate if necessary)	6	75
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	3,715,812.	4,412,240.
9 Program service revenue (Part VIII, line 2g)	0.	0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	2,139.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-332,148.	-53,460.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,383,664.	4,360,919.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,856,094.	1,354,663.
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)	391,325.	448,353.
16a Professional fundraising fees (Part IX, column (A), line 11e)	21,538.	12,103.
b Total fundraising expenses (Part IX, column (D), line 25)	172,129.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	806,221.	1,342,342.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,075,178.	3,157,461.
19 Revenue less expenses. Subtract line 18 from line 12	308,486.	1,203,458.
	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	2,086,985.	2,811,047.
21 Total liabilities (Part X, line 26)	126,899.	95,896.
22 Net assets or fund balances. Subtract line 21 from line 20	1,960,086.	2,715,151.

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: *DAVE WOODRUFF* Date: **11/21/12**
 Type or print name and title: **DAVE WOODRUFF, CO-CHAIRMAN**

Paid Preparer Use Only
 Print/Type preparer's name: **ANGEL NGANDO** Preparer's signature: *Angel Ngando* Date: **11-20-12** Check if self-employed: PTIN: **P00719222**
 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**

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 IS THE NATIONAL NONPROFIT THAT HELPS ENSURE OUR NATION'S INJURED SERVICE MEMBERS, VETERANS AND THEIR FAMILIES

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 and section 4947(a)(1) trusts 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 \$ 1,525,653. including grants of \$ 1,251,468.) (Revenue \$)

CHARITABLE INVESTMENTS: THE BOB WOODRUFF FAMILY 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 \$12 MILLION IN OVER 70 ORGANIZATIONS, IMPACTING MORE THAN 1,000,000 SERVICE MEMBERS, SUPPORT PERSONNEL, VETERANS AND THEIR FAMILIES NATIONWIDE.

4b (Code:) (Expenses \$ 392,555. including grants of \$ 103,195.) (Revenue \$)

INDIVIDUAL GIVING: BWF PROVIDES DISCRETE, DIRECT FINANCIAL ASSISTANCE TO INDIVIDUAL INJURED SERVICE MEMBERS AND THEIR FAMILIES.

4c (Code:) (Expenses \$ 699,994. 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 \$ 38,008. including grants of \$) (Revenue \$)

4e Total program service expenses 2,656,210.

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>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
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>		X
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>		X
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>		X
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>		X
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>		X
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>		X
9 Did the organization report an amount in Part X, line 21; 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>		X
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>		X
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>	X	
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>		X
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>		X
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>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
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>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
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, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
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>		X
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>		X
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>		X
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>	X	
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>	X	
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>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
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? If "Yes," complete Schedule I, Parts I and II	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? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with corresponding Yes/No columns and input fields.

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 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?; 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?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 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?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b 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?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b 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; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 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; b Other officers or key employees of the organization; 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?; 16b 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?

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. [X] Own website [] Another's website [X] Upon request
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 100 WALL STREET, 2ND FLOOR, NEW YORK, NY 10005

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 (describe hours for related organizations in Schedule O)	(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) EDWARD TOPTANI SECRETARY	10.00	X		X				0.	0.	0.
(2) MARIAN SALZMAN BOARD MEMBER	5.00	X						0.	0.	0.
(3) DAVE WOODRUFF CO-CHAIRMAN	20.00	X		X				0.	0.	0.
(4) MARTHA RADDATZ BOARD MEMBER	5.00	X						0.	0.	0.
(5) BILEEN LYNCH BOARD MEMBER	10.00	X						0.	0.	0.
(6) COLIN HEFFRON CO-CHAIRMAN	20.00	X		X				0.	0.	0.
(7) LEE WOODRUFF VICE PRESIDENT	20.00	X		X				0.	0.	0.
(8) ANTHONY VICEROY TREASURER	20.00	X		X				0.	0.	0.
(9) CYNTHIA BLUMENTHAL BOARD MEMBER	5.00	X						0.	0.	0.
(10) RENE BARDORF EXECUTIVE DIRECTOR THROUGH 10/2011	60.00			X				169,509.	0.	15,037.
(11) ALEXIS GEORGE DEPUTY DIR. OF FINANCE AND OPERATION	40.00			X				70,835.	0.	6,227.
(12) ANNE MARIE DOUGHERTY EXECUTIVE DIRECTOR	60.00			X				81,044.	0.	1,446.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
1b Sub-total								321,388.	0.	22,710.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								321,388.	0.	22,710.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 1

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of Revenue

				(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	2606422.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1805818.				
	g	Noncash contributions included in lines 1a-1f: \$		220,515.				
	h	Total. Add lines 1a-1f		4412240.				
Program Service Revenue				Business Code				
	2 a	_____						
	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)		2,139.			2,139.	
	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 \$ <u>2,606,422.</u> of contributions reported on line 1c). See Part IV, line 18	a	394150.				
		b	Less: direct expenses	b	448274.			
		c	Net income or (loss) from fundraising events		-54,124.			-54,124.
	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	529.					
	b	Less: cost of goods sold	b	0.				
	c	Net income or (loss) from sales of inventory		529.	529.			
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS		900099	135.			135.	
b	_____							
c	_____							
d	All other revenue							
e	Total. Add lines 11a-11d			135.				
12	Total revenue. See instructions.			4360919.	529.	0.	-51,850.	

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) but are not required to complete columns (B), (C), and (D).

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

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	1,251,468.	1,251,468.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	103,195.	103,195.		
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	344,098.	247,751.	96,347.	
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	75,809.	52,711.	22,038.	1,060.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	28,446.	20,118.	8,279.	49.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	45,807.		45,807.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	12,103.			12,103.
f Investment management fees				
g Other	502,276.	402,494.	24,945.	74,837.
12 Advertising and promotion	115.		15.	100.
13 Office expenses	153,939.	110,446.	23,844.	19,649.
14 Information technology	5,936.	2,478.	2,923.	535.
15 Royalties				
16 Occupancy	60,286.	44,444.	13,770.	2,072.
17 Travel	293,676.	251,390.	13,929.	28,357.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	32,792.	28,070.	1,556.	3,166.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,616.	2,469.	5,139.	8.
23 Insurance	8,654.	5,741.	2,773.	140.
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 FOOD SERVICE	86,456.	83,670.	2,786.	0.
b BANK AND CREDIT CARD FE	48,900.	13,604.	31,467.	3,829.
c AUDIO VISUAL	34,515.	18,021.	0.	16,494.
d GIFTS AND AWARDS	22,986.	12,134.	7,332.	3,520.
e All other expenses	38,388.	6,006.	26,172.	6,210.
25 Total functional expenses. Add lines 1 through 24e	3,157,461.	2,656,210.	329,122.	172,129.
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"/> if following SOP 98-2 (ASC 958-720)	437,225.	292,645.	0.	144,580.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	1,178,650.	1	1,649,660.
	2	Savings and temporary cash investments	564,287.	2	566,307.
	3	Pledges and grants receivable, net	272,362.	3	530,141.
	4	Accounts receivable, net		4	30,211.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	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 instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	6,500.	8	2,650.
	9	Prepaid expenses and deferred charges	50,533.	9	17,942.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 87,275.		
	b	Less: accumulated depreciation	10b 73,139.	14,653.	10c 14,136.
	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)	2,086,985.	16	2,811,047.	
Liabilities	17	Accounts payable and accrued expenses	82,228.	17	95,896.
	18	Grants payable		18	
	19	Deferred revenue	44,671.	19	0.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	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	126,899.	26	95,896.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	1,660,803.	27	1,834,842.
	28	Temporarily restricted net assets	299,283.	28	880,309.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, 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	1,960,086.	33	2,715,151.	
34	Total liabilities and net assets/fund balances	2,086,985.	34	2,811,047.	

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	4,360,919.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,157,461.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,203,458.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,960,086.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-448,393.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	2,715,151.

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual 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? _____
- 2b Were the organization's financial statements audited by an independent accountant? _____
- 2c 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.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 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? _____
- 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. _____

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

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

(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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.	16,286,030.
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.	16,286,030.
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)						2,222,192.
6 Public support. Subtract line 5 from line 4.						14,063,838.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4		6,005,290.	2,174,390.	3,694,110.	4,412,240.	16,286,030.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					2,139.	2,139.
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.	1,936.
11 Total support. Add lines 7 through 10						16,290,105.
12 Gross receipts from related activities, etc. (see instructions)					12	534,748.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%

- 16a 33 1/3% support test - 2011.** 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
- b 33 1/3% support test - 2010.** 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
- 17a 10% -facts-and-circumstances test - 2011.** 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
- b 10% -facts-and-circumstances test - 2010.** 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
- 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

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. 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

2011

Name of the organization

Employer identification number

BOB WOODRUFF FAMILY FOUNDATION, INC.

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) (2011)

Name of organization BOB WOODRUFF FAMILY FOUNDATION, INC.	Employer identification number 26-1441650
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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>	 <hr/> <hr/> <hr/>	\$ <u>500,000.</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>	 <hr/> <hr/> <hr/>	\$ <u>500,000.</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>	 <hr/> <hr/> <hr/>	\$ <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>4</u>	 <hr/> <hr/> <hr/>	\$ <u>200,000.</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>	 <hr/> <hr/> <hr/>	\$ <u>150,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>6</u>	 <hr/> <hr/> <hr/>	\$ <u>160,000.</u>	Person <input checked="" 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 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
7	 <hr/> <hr/> <hr/>	\$ <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.)
8	 <hr/> <hr/> <hr/>	\$ <u>60,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	 <hr/> <hr/> <hr/>	\$ <u>53,742.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	 <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	 <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	 <hr/> <hr/> <hr/>	\$ <u>50,000.</u>	Person <input checked="" 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
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

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	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(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

2011

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? Yes No

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)? Yes No

9 In Part XIV, 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 XIV, 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 XIV.

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 XIV 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 XIV.

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 XIV 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		19,498.	9,600.	9,898.
e Other		67,777.	63,539.	4,238.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				14,136.

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.) ▶	

FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	4,360,919.
2	Total expenses (Form 990, Part IX, column (A), line 25)	3,157,461.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	1,203,458.
4	Net unrealized gains (losses) on investments	-119.
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	-448,274.
9	Total adjustments (net). Add lines 4 through 8	-448,393.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	755,065.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return		
1	Total revenue, gains, and other support per audited financial statements	4,448,614.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a	Net unrealized gains on investments	-119.
b	Donated services and use of facilities	87,814.
c	Recoveries of prior year grants	
d	Other (Describe in Part XIV.)	
e	Add lines 2a through 2d	87,695.
3	Subtract line 2e from line 1	4,360,919.
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	
b	Other (Describe in Part XIV.)	
c	Add lines 4a and 4b	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	4,360,919.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return		
1	Total expenses and losses per audited financial statements	3,693,549.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a	Donated services and use of facilities	87,814.
b	Prior year adjustments	
c	Other losses	
d	Other (Describe in Part XIV.)	448,274.
e	Add lines 2a through 2d	536,088.
3	Subtract line 2e from line 1	3,157,461.
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	
b	Other (Describe in Part XIV.)	
c	Add lines 4a and 4b	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	3,157,461.

Part XIV 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, line 8; Part XII, lines 2d and 4b; and Part XIII, 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 2008 THROUGH 2010 TAX YEARS ARE OPEN FOR EXAMINATION BY THE IRS.

Part XIV Supplemental Information (continued)

PART XI, LINE 8 - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES -448,274.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES 448,274.

Multiple horizontal lines for supplemental information.

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))	
		STAND UP FOR HEROES - NY (event type)	STAND UP FOR HEROES - DC (event type)	NONE (total number)		
Revenue	1	Gross receipts	2,678,126.	322,446.		3,000,572.
	2	Less: Charitable contributions	2,392,726.	213,696.		2,606,422.
	3	Gross income (line 1 minus line 2)	285,400.	108,750.		394,150.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs	46,600.	11,000.		57,600.
	7	Food and beverages	68,750.	125,521.		194,271.
	8	Entertainment	14,370.	6,397.		20,767.
	9	Other direct expenses	11,395.	164,241.		175,636.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				(448,274)
	11	Net income summary. Combine line 3, column (d), and line 10				-54,124.

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:

13a		%
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: HAYES & ASSOCIATES

(I) ADDRESS OF FUNDRAISER:

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

(I) NAME OF FUNDRAISER: CHARITY FOLKS

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

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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. Check this box if no one recipient 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
AIR WARRIOR COURAGE FOUNDATION P.O. BOX 1553 FRONT ROYAL, VA 22630-0033	77-0490412	501C3	30,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
AMERICAN LEGION POST 130 400 N. OAK STREET FALLS CHURCH, VA 22046	54-0655026	501C3	50,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
WASHINGTON DRAMA SOCIETY, INC (DBA ARENA STAGE) - 1101 6TH ST SW - WASHINGTON, DC 20024	53-0246894	501C3	24,330.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
COMING HOME PROJECT 1801 BUSH STREET, #213 SAN FRANCISCO, CA 94109	94-3386751	501C3	248.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
COMMUNITY PARTNERS 1000 N ALAMEDA, SUITE 240 LOS ANGELES, CA 90012	95-4302067	501C3	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
DISABLED SPORTS USA 451 HUNGERFORD DR, STE 100 ROCKVILLE, MD 20850	94-6174016	501C3	121,000.	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 24.

3 Enter total number of other organizations listed in the line 1 table 0.

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

Schedule I (Form 990) (2011)

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
EQUICENTER PO BOX 542 FISHERS, NY 14453	33-1082985	501C3	650.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
HOPE FOR THE WARRIORS PMB 48, 1335 SUITE E, WESTERN BLVD JACKSONVILLE, NC 28546	20-5182295	501C3	10,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	04-3230035	501C3	18,273.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
NATIONAL MILITARY FAMILY ASSOCIATION - 2500 N. VAN DORN STREET, SUITE 102 - ALEXANDRIA, VA 22302	52-0899384	501C3	95,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
NATIONAL ORGANIZATION ON DISABILITY - 5 E 86 ST - NEW YORK, NY 10028	52-1238307	501C3	153,675.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
OPERATION FIRST RESPONSE 20037 DOVE HILL RD CULPEPPER, VA 22701	20-1622436	501C3	40,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
QUALITY OF LIFE FOUNDATION 2750 KILLARNEY DRIVE, #100 WOODBIDGE, VA 22192	26-1820245	501C3	93,145.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
QUALITY OF LIFE PLUS 6748 OLD MCLEAN VILLAGE DRIVE MCLEAN, VA 22101	27-0172688	501C3	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
REDISTRIBUTION CENTER, INC. 12681 WEST 49TH AVE WHEAT RIDGE, CO 80033	84-1155394	501C3	33,872.	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
SAN ANTONIO AREA FOUNDATION 110 BROADWAY, SUITE 230 SAN ANTONIO, TX 78205	74-6065414	501C3	475.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
SEW MUCH COMFORT 13805 FRONTIER LANE BURNSVILLE, MN 55337	75-3178122	501C3	31,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
STUDENT VETERANS OF AMERICA PO BOX 77673 WASHINGTON, DC 20013	26-1971279	501C3	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
TEAM RIVER RUNNER, INC. PO BOX 12 CABIN JOHN, MD 20818	20-3838651	501C3	18,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
THE CENTER FOR CITIZEN LEADERSHIP (DBA THE MISSION CONTINUES) - 1141 SOUTH 7TH STREET - SAINT LOUIS, MO 63104	20-8742553	501C3	100,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
THE SAMARITAN WOMEN 110 PANITERS MILLS ROAD #10 OWINGS MILLS, MD 21117	74-3231089	501C3	41,100.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
UNITED WAY OF SAN ANTONIO AND BEXAR COUNTY - 700 SOUTH ALAMO - SAN ANTONIO, TX 78205	74-1272381	501C3	15,700.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
VETERANS AIRLIFT COMMAND 5775 WAYZATA BLVD, STE. 700 ST. LOUIS PARK, MN 55416	20-4567769	501C3	50,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.
VETERANSPLUS, INC. 14102 58TH STREET NORTH CLEARWATER, FL 33760	26-4702901	501C3	25,000.	0.			GRANT TO SUPPORT THE CHARITABLE MISSION OF THE ORGANIZATION.

Schedule I (Form 990)

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	124	90,243.	0.		
INDIVIDUAL SUPPLEMENTAL FUNDS FOR PERSONAL EXPENSES	3	12,952.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, 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 J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2011

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Part I Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	X
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a	Receive a severance payment or change-of-control payment?	4a	X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a	The organization?	5a	X
b	Any related organization?	5b	X
	If "Yes" to line 5a or 5b, describe in Part III.		
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a	The organization?	6a	X
b	Any related organization?	6b	X
	If "Yes" to line 6a or 6b, describe in Part III.		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 RENE BARDORF	(i)	140,000.	0.	29,509.	0.	15,037.	184,546.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

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>GIFTS</u>)	X	18	169,140.	SALES PRICE
26	Other ▶ (<u>EVENTS</u>)	X	28	47,775.	SALES PRICE
27	Other ▶ (<u>INTERNSHIPS</u>)	X	4	3,600.	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** 0

	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.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2011)

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, PART I, COLUMN (B): THE NUMBERS REPORTED REPRESENT THE TOTAL NUMBER OF ITEMS RECEIVED.

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

2011
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:

**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
COUNCELING, 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 CIVLIAN LIFE.
EXPENSES \$ 38,008. 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 BOARD OF DIRECTORS REVIEWS THE
990 IN CONJUNCTION WITH THE FOUNDATION'S AUDITED FINANCIAL STATEMENTS FOR
CONSISTENCY AND ACCURACY.**

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.

FORM 990, PART VI, SECTION C, LINE 18: THE BOB WOODRUFF FAMILY FOUNDATION INC. FORM 990 WILL BE MADE AVAILABLE ON IT'S WEBSITE - WWW.REMIND.ORG

FORM 990, PART VI, SECTION C, LINE 19: 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.REMIND.ORG

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED LOSSES ON INVESTMENTS:	-119.
FUNDRAISING EXPENSES	-448,274.
TOTAL TO FORM 990, PART XI, LINE 5	-448,393.

FORM 990, PART XII, LINE 2C:

THE PROCESS FOR SELECTION AND OVERSIGHT OF AN INDEPENDENT ACCOUNTANT HAS NOT CHANGED FROM PRIOR YEAR.