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

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

AGA 11/2007
11/15/2008

For calendar year 2007, or tax year beginning

12/01, 2007, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation WOODCOCK FOUNDATION	A Employer identification number 34-1606085	
	Number and street (or P O box number if mail is not delivered to street address) C/O ROCK & CO. - 30 ROCKEFELLER PLAZA	Room/suite 5600	B Telephone number (see page 10 of the instructions) (212) 549-5370
	City or town, state, and ZIP code NEW YORK, NY 10112		
		C If exemption application is pending, check here D 1 Foreign organizations, check here D 2 Foreign organizations meeting the 85% test check here and attach computation E If private foundation status was terminated under section 507(b)(1)(A), check here F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **33,813,642.** J Accounting method Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		7,500.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		378,704.	373,966.		STMT 1
4 Dividends and interest from securities		978,846.	978,846.		STMT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		6,162,511.			
b Gross sales price for all assets on line 6a	6,917,812.				
7 Capital gain net income (from Part IV, line 2)			6,162,511.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold	NOV 22 2010				
c Gross profit or (loss) (attach schedule)	IRS CSC				
11 Other income (attach schedule)		-97,271.	-97,271.		STMT 3
12 Total. Add lines 1 through 11. OGDEN, UT		7,430,290.	7,418,052.		
13 Compensation of officers, directors, trustees, etc		179,632.	179,632.		
14 Other employee salaries and wages		226,843.			226,843.
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		62,071.	62,071.	NONE	NONE
b Accounting fees (attach schedule) STMT 4		398,318.	398,318.		
c Other professional fees (attach schedule) STMT 5		182,325.	182,325.		
17 Interest STMT 6		193,465.	36,453.		
18 Taxes (attach schedule) (see page 14 of the instructions) *					
19 Depreciation (attach schedule) and depletion		45,985.			45,985.
20 Occupancy		26,936.			26,936.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 8		47,351.	750.		46,301.
24 Total operating and administrative expenses.					
Add lines 13 through 23		1,362,926.	859,549.	NONE	346,065.
25 Contributions, gifts, grants paid		1,753,152.			1,753,152.
26 Total expenses and disbursements Add lines 24 and 25		3,116,078.	859,549.	NONE	2,099,217.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		4,314,212.			
b Net investment income (if negative, enter -0-)			6,558,503.		
c Adjusted net income (if negative, enter -0-)				-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. ** STMT 7

Form 990-PF (2007)

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing		919,084.	3,161,369.
2	Savings and temporary cash investments			
3	Accounts receivable ►	1,644.		
	Less allowance for doubtful accounts ►		4,087.	1,644.
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ► *			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 10.	6,571,555.	5,224,547.	4,034,032.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ► STMT 11)	30,915,678.	34,237,056.	26,516,597.
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	38,410,404.	42,724,616.	33,813,642.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	38,410,404.	38,410,404.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds		4,314,212.	
	30 Total net assets or fund balances (see page 17 of the instructions)	38,410,404.	42,724,616.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	38,410,404.	42,724,616.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	38,410,404.
2	Enter amount from Part I, line 27a	2	4,314,212.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	42,724,616.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,724,616.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P=Purchase D=Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,162,511.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2006	2,399,748.	38,454,759.	0.062404
2005	2,054,713.	34,717,661.	0.059184
2004	2,177,897.	37,975,292.	0.057350
2003	1,859,976.	35,519,682.	0.052365
2002	2,812,253.	35,753,282.	0.078657
2 Total of line 1, column (d)			2 0.309960
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.061992
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 37,838,912.
5 Multiply line 4 by line 3			5 2,345,710.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 65,585.
7 Add lines 5 and 6			7 2,411,295.
8 Enter qualifying distributions from Part XII, line 4			8 2,099,217.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	
Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments	
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a 92,540.
b	Exempt foreign organizations-tax withheld at source	6b NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c 105,500.
d	Backup withholding erroneously withheld	6d 12.
7	Total credits and payments Add lines 6a through 6d	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11	Enter the amount of line 10 to be Credited to 2008 estimated tax ► 66,882. Refunded ► 11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If "Yes," attach a detailed description of the activities		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NY,	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? If "Yes," complete Part XIV.	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11a	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11a	X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>WENDY GOLDNER</u> Telephone no ► <u>212-549-5370</u> Located at ► <u>C/O ROCK & CO - 30 ROCKEFELLER PLAZA NEW YORK, NY</u> ZIP + 4 ► <u>10112</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A ► <u>15</u>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► <u> </u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► <u> </u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2007 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2007)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

5a	During the year did the foundation pay or incur any amount to		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b			X
Organizations relying on a current notice regarding disaster assistance check here. ► <input checked="" type="checkbox"/>						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				6b	X
If you answered "Yes" to 6b, also file Form 8870						
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				7b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		179, 632.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	35,655,505.
b	Average of monthly cash balances	1b	2,759,634.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	38,415,139.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	38,415,139.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	576,227.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,838,912.
6	Minimum investment return. Enter 5% of line 5	6	1,891,946.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,891,946.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	131,170.
b	Income tax for 2007 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	131,170.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,760,776.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,760,776.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,760,776.

Part XII Qualifying Distributions (see page 26 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	2,099,217.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,099,217.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,099,217.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				1,760,776.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2007:				
a From 2002	NONE			
b From 2003	NONE			
c From 2004	329,426.			
d From 2005	436,180.			
e From 2006	571,930.			
f Total of lines 3a through e	1,337,536.			
4 Qualifying distributions for 2007 from Part XII, line 4 ► \$ 2,099,217.				
a Applied to 2006, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2007 distributable amount				1,760,776.
e Remaining amount distributed out of corpus	338,441.			
5 Excess distributions carryover applied to 2007 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,675,977.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	1,675,977.			
10 Analysis of line 9				
a Excess from 2003	NONE			
b Excess from 2004	329,426.			
c Excess from 2005	436,180.			
d Excess from 2006	571,930.			
e Excess from 2007	338,441.			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, enter the date of the ruling ►				4942(j)(3) or	4942(j)(5)
2a	Check box to indicate whether the foundation is a private operating foundation described in section					
	Tax year		Prior 3 years			(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004		
b	85% of line 2a					
c	Qualifying distributions from Part XII line 4 for each year listed .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b or c for the alternative test relied upon					
a	"Assets" alternative test - enter					
(1)	Value of all assets					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test - enter					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities, loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3)	Largest amount of support from an exempt organization					
(4)	Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 13

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

N/A

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

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

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

N/A

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

APPLICATIONS SHOULD BE SUBMITTED IN WRITING

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 14				
Total			► 3a	1,753,152.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	378,704.	
4 Dividends and interest from securities				14	978,846.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income				14	-97,271.	
8 Gain or (loss) from sales of assets other than inventory				18	6,162,511.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)					7,422,790.	
13 Total Add line 12, columns (b), (d), and (e)						7,422,790

Part XVI-B Relationship of Activities to the Accomplishment of Objectives

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

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

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

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Re: H 675

11/10/2010

► TRUSTEE

Data

Sign Here

Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's signature	Date 11-9-10	Check if self-employed	<input type="checkbox"/>
	Preparer's SSN or PTIN (See Signature on page 30 of the instructions) P00950323			
Firm's name (or yours if self-employed), address, and ZIP code		ROCKEFELLER & CO., INC. 30 ROCKEFELLER PL. - RM 5600 NEW YORK, NY	EIN	► 13-3006584
		10112	Phone no	212-649-5600

Form 990-PF (2007)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)AS AMENDED
OMB No. 1545-0047

2007

Name of organization

WOODCOCK FOUNDATION

Employer identification number

34-1606085

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions)

General Rule -

For organizations 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 Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions
for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization WOODCOCK FOUNDATION

Employer identification number

34-1606085

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE DAVID AND LUCILE PARKARD FOUNDATION 300 SECOND STREET LOS ALTOS, CA 94022	\$ 7,500.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST	49,839.	49,839.
GS CAPITAL PARTNERS 2000, LP	12,754.	12,754.
WOODCOCK INVEST PART #5	81,596.	81,596.
WOODCOCK INVEST PART #7	4,768.	4,768.
WOODCOCK INVEST PART #4	34,776.	34,776.
WOODCOCK INVEST PART #6	1,237.	1,237.
WOODCOCK INVEST PART #8	185,691.	185,691.
GENERATION IM GLOBAL EQUITY FUND	3,305.	3,305.
WOODCOCK INVEST PART #4 - TAX EXEMPT	25.	25.
WOODCOCK INVEST PART #5 - TAX EXEMPT	4,555.	4,555.
WOODCOCK INVEST PART #8 - TAX EXEMPT	158.	158.
TOTAL	378,704.	373,966.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN TRUST	181,233.	181,233.
GS CAPITAL PARTNERS 2000, LP	161,023.	161,023.
WOODCOCK INVEST PART #5	92,671.	92,671.
WOODCOCK INVEST PART #6	102,489.	102,489.
WOODCOCK INVEST PART #7	350,154.	350,154.
WOODCOCK INVEST PART #8	42,890.	42,890.
WOODCOCK INVEST PART #4	26,215.	26,215.
GENERATION IM GLOBAL EQUITY FUND	22,171.	22,171.
TOTAL	978,846.	978,846.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GS CAPITAL PARTNERS 2000, LP	-12,519.	-12,519.
WOODCOCK INVESTMENT FUND # 5	-211,151.	-211,151.
WOODCOCK INVESTMENT FUND # 7	-33,128.	-33,128.
WOODCOCK INVESTMENT FUND # 4	176,547.	176,547.
WOODCOCK INVESTMENT FUND # 6	1.	1.
WOODCOCK INVESTMENT FUND # 8	-1,850.	-1,850.
GENERATION IM GLOBAL EQUITY FUND	-15,171.	-15,171.
TOTALS	-97,271.	-97,271.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ROCK & CO - TAX & ACCOUNTING F	62,071.	62,071.	62,071.	---
TOTALS	62,071.	62,071.	62,071.	NONE

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WOODCOCK FIN'L MGT - INVEST MG	87,860.	87,860.
NORTHERN TRUST - CUSTODY FEES	3,526.	3,526.
GS CAPITAL PARTNERS 2000, LP -	39,091.	39,091.
WOODCOCK INVESTMENT FUND # 5 -	100,734.	100,734.
WOODCOCK INVESTMENT FUND # 6 -	48,102.	48,102.
WOODCOCK INVESTMENT FUND # 7 -	46,831.	46,831.
WOODCOCK INVESTMENT FUND # 8 -	15,454.	15,454.
WOODCOCK INVESTMENT FUND # 4 -	40,056.	40,056.
GENERATION IM GLOBAL EQUITY FD	16,664.	16,664.
TOTALS	398,318.	398,318.

FORM 990PE, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WOODCOCK INVESTMENT FUND # 4 -	98,318.	98,318.
WOODCOCK INVESTMENT FUND # 5 -	37,848.	37,848.
WOODCOCK INVESTMENT FUND # 7 -	3,376.	3,376.
WOODCOCK INVESTMENT FUND # 8 -	42,783.	42,783.
TOTALS	182,325.	182,325.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	36,453.	36,453.
FEDERAL EXCISE TAXES -CURR YR	157,012.	
TOTALS	193,465.	36,453.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ANNUAL FILING FEE- NY ATTY GEN	750.		
PHONE	1,008.		1,008.
POSTAGE	2,020.		2,020.
BANK FEES	30.		30.
SUPPLIES	3,620.		3,620.
FURNISHING EXPENSE	2,213.		2,213.
MEALS	9,981.		9,981.
INSURANCE	1,338.		1,338.
MEMBERSHIPS	1,660.		1,660.
OTHER MISCELLANEOUS EXPENSES	18,481.		18,181.
CONSULTANT	6,250.		6,250.
TOTALS	47,351.	750.	46,301.

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

BORROWER: CALVERT SOCIAL INVESTMENT FOUNDATION
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 3.000000
DATE OF NOTE: 04/07/2008
MATURITY DATE: 04/01/2010
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST
PURPOSE OF LOAN: INVESTMENT IN CALVERT COMMUNITY INVESTMENT NOTE

ENDING BALANCE DUE	100,000.

ENDING FAIR MARKET VALUE	100,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	100,000.
=====	
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	100,000.
=====	

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

AS AMENDED

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,404.			ST - SEE STATEMENT PROPERTY TYPE: SECURITIES 1,750.			P	-346.	
6,916,408.			LT - SEE STATEMENT PROPERTY TYPE: SECURITIES 3,476,617.			P	3,439,791.	
889,012.			GS CAP PTNRS 2000 - LT PROPERTY TYPE: SECURITIES			P	889,012.	
30,864.			GENERATION IM GLOBAL EQUITY FUND - ST PROPERTY TYPE: SECURITIES			P	30,864.	
47,687.			GENERATION IM GLOBAL EQUITY FUND - LT PROPERTY TYPE: SECURITIES			P	47,687.	
69,156.			WIF #4 - ST PROPERTY TYPE: SECURITIES			P	69,156.	
125,858.			WIF #4 - LT PROPERTY TYPE: SECURITIES			P	125,858.	
11,912.			WIF #5 - ST PROPERTY TYPE: SECURITIES			P	11,912.	
387,040.			WIF #5 - LT PROPERTY TYPE: SECURITIES			P	387,040.	
21,077.			WIF #6 - ST PROPERTY TYPE: SECURITIES			P	21,077.	
371,837.			WIF #6 - LT PROPERTY TYPE: SECURITIES			P	371,837.	

AS AMENDED

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
100,188.						P	100,188.	
642,944.						P	642,944.	
595.						P	595.	
20,140.						P	20,140.	
4,756.						P	4,756.	
TOTAL GAIN(LOSS)							6,162,511.	
							=====	

AS AMENDED

Woodcock Foundation 34-1606085
Form 990 PF-2007
Attachment

The foundation is amending its tax return to reclassify a grant paid to the Calvert Foundation.

The \$100,000 payment to the Calvert Foundation was shown on the original return as a contribution paid and distributed for charitable purposes. The payment was actually on account of a \$100,000 investment by the foundation in a Community Investment Note from the Calvert Foundation. A promissory note was executed on April 7, 2008 in conjunction with payment.

As a result, the foundation wishes to properly reflect the investments on the balance sheet and reduce the grants paid and distributed for charitable purposes by this amount.

Rockefeller & Co., Inc.
Portfolio Listing
As of 11/30/08
Woodcock Foundation

Security Name	Shares	Cost	Price	Market Value	Unrealized Gain/Loss
EQUITIES/MUTUAL FUNDS:					
AB Svensk Exportkredit 0 00% Due 6/22/09	2,000,000 00	2,000,000.00	59 26	1,185,238.00	\$ (814,762 00)
Blueorchard Loans Due 03/25/2011	500,000 00	618,850.00	126 89	634,453.35	15,603 35
Fund C2-Peregrine Intl Hldgs	3	1,647.80	22.52	66 49	(1,581 31)
Fund C9-New Century Holdings	0 0047	4 70	14,649 21	68 85	64 15
Goldman Sachs Core Fixed Incom	125,220 05	1,267,867.56	8 21	1,028,056.61	(239,810 95)
Goldman Sachs Enhanced Income	108,070 68	1,059,935.00	9 43	1,019,106.51	(40,828.49)
Goldman Sachs High Yield Fund	34,227 98	276,242.85	4 88	167,032.54	(109,210 31)
		<u>5,224,547.91</u>		<u>4,034,022.35</u>	<u>(1,190,525.56)</u>
Generation IM Global Equities Fund LLC	3,000,000.00	3,000,000.00	100 00	2,220,312.53	(779,687 47)
GS Capital Partners 2000, L P	546,084 18	5,468,685.00	689 90	3,767,421.00	(1,701,264 00)
GS Vintage Fund II Offshore Ho	570,179 99	-	306 55	1,747,900.00	1,747,900.00
Woodcock Investment Fund No 4	3,481,563 04	4,692,663.00	100 00	3,481,563.04	(1,211,099 96)
Woodcock Investment Fund No 5	6,037,329 93	5,054,582.28	100 00	6,037,329.93	982,747 65
Woodcock Investment Fund No 6	4,059,999 68	5,937,119.33	100 00	4,059,999.68	(1,877,119 65)
Woodcock Investment Fund No 7	3,929,427 03	8,476,432.19	100.00	3,929,427.03	(4,547,005 16)
Woodcock Investment Fund No 8	1,272,643 90	1,537,859.00	100 00	1,272,643.92	(265,215 08)
		<u>34,167,340.80</u>		<u>26,516,597.13</u>	<u>(7,650,743 67)</u>

Statements

10 and 11

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
RICHARD T. WATSON C/O SPIETH, BELL, MCCURDY & NEWELL 2000 HUNTINGTON BUILDING 925 EUCLID AVENUE - SUITE 2000 CLEVELAND, OH 44115	TRUSTEE	57,992.
VIRGINIA MONTGOMERY (ATTN: RHD) C/O SPIETH, BELL, MCCURDY & NEWELL 2000 HUNTINGTON BUILDING 925 EUCLID AVENUE - SUITE 2000 CLEVELAND, OH 44115	TRUSTEE	59,246.
HERSCHEL POST C/O COUTTS & CO. 440 STRAND WC2R LONDON UK UNITED KINGDOM	TRUSTEE	62,394.
JEREMY GUTH	TRUSTEE	
LINDSAY D. SHEA	TRUSTEE	
OLGA M. DAVIDSON	TRUSTEE	
STUART DAVIDSON	TRUSTEE	
	GRAND TOTALS	179,632.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

=====

JOHN H. J. GUTH
POLLY GUTH

Donee Name/Address	Date	Amount
Acumen Fund 74 Trinity Place 9th Floor New York, NY, 10006	5/1/08-10/06/08	150,000 00
Center for Science in the Public Interest 1875 Connecticut Avenue NW, Ste. 300 Washington, DC 20009	12/17/2007	100,000 00
Common Good Ventures 537 Congress Street, Suite 402 Portland, ME 04101	10/6/2008	125,000 00
Free Press 100 Main Street, Northhampton, MA 01061	10/6/2008	100,000 00
International Women's Health Coalition, Inc 333 7th Avenue, 6th Floor New York, NY, 10001	12/17/2007	165,000 00
Milstakis Institute for the Rockies 2500 University Drive, NW Calgary, Alberta T2N 1N4T	12/17/07-11/25/08	60,000 00
National Institute for Reproductive Health 470 Park Avenue South, 7th Fl, New York, NY 10016	12/17/2007	100,000 00
People for the American Way 2000 M Street NW Washington, DC 20036	10/6/2008	50,000 00
People for the American Way Foundation 1460 Broadway, 8th Floor, NY, NY 10036	5/1/2008	50,000 00
PHI 349 East 149th Street, Tenth floor Bronx, NY 10451	10/26/2008	125,000 00
Por Mujer 240 west 35th Street Ste 404 New York, NY 10001	4/8/2008	50,000 00
REDF 631 Howard St Suite 320 San Francisco, CA 94105	12/24/07-10/06/08	125,000 00
Rockefeller Philanthropy Advisors, Inc 437 Madison Avenue New York, NY 10022	12/24/2007	5,000 00
Rubicon Programs 2500 Bissell Avenue Richmond, CA 94804	2/7/2008	100,000 00
Teach for America 315 West 36th Street 6th Floor New York, NY 10018	10/6/2008	50,000 00
Yellowstone to Yukon Conservation Initiative 710 9th Street, Studio B Canmore, Alberta, T1W 2V7	12/17/07-11/25/08	295,000 00
Western Transportation Institute 960 Technology Blvd Suite B, Bozeman, MT 59718	12/28/07-05/01/08	45,000 00
Woodcock Foundation - Foundation Administered Project (Media Project) 30 Rockefeller Plaza, Room 5600, New York, NY 10112	12/1/06-10/31/07	58,035 81
Thru Investment Partnerships 30 Rockefeller Plaza, Room 5600, New York, NY 10112	12/31/2007	116 00
	Total	<u>1,753,151 81</u>

Department of the Treasury
Internal Revenue Service

► Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust

Employer identification number

WOODCOCK FOUNDATION

34-1606085

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales pnce	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	233,446.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2006 Capital Loss Carryover Worksheet	4	(
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back.	5	233,446.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 40 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b.	6b	5,929,065.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2006 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	5,929,065.

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 41)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		233,446.
14	Net long-term gain or (loss):			
a	Total for year	14a		5,929,065.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		6,162,511.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation		
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000.	16 ()
Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 42 of the instructions to figure your capital loss carryover		

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 43 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 43 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,150	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 through 27, go to line 28 and check the "No" box	25		
	<input type="checkbox"/> No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Multiply line 26 by 5% (05)		27	
28	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 28 thru 31, go to line 32	28		
	<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	29		
29	Enter the amount from line 26 (If line 26 is blank, enter -0-)	29		
30	Subtract line 29 from line 28	30		
31	Multiply line 30 by 15% (15)		31	
32	Figure the tax on the amount on line 23. Use the 2007 Tax Rate Schedule on page 27 of the instructions		32	
33	Add lines 27, 31, and 32		33	
34	Figure the tax on the amount on line 17. Use the 2007 Tax Rate Schedule on page 27 of the instructions		34	
35	Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)		35	

Department of the Treasury
Internal Revenue Service

- See instructions for Schedule D (Form 1041).
- Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number
34-1606085

WOODCOCK FOUNDATION

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

1b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 233,446.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2007

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b. Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 5,929,065.

Schedule D-1 (Form 1041) 2007

Schedule D - Attachment

From 12/01/2007 To 11/30/2008

Description of Property	Acquired	Sold	Proceeds	Cost	Gain or (Loss)
Short Term					
218 sh Nortel Networks Corp					
	07/01/2008	07/14/2008	1,404.25	1,750.54	(346.29)
Total Short Term Gains					
			1,404.25	1,750.54	(346.29)
Long Term					
3000000 Sh AB Svensk Exportkredit 0.00%	3/24/2006	4/1/2008	4,477,500.00	3,000,000.00	1,477,500.00
0 2059 sh Fund A-Jaguar Fund	4/1/1999	9/25/2008	2,910.33		2,910.33
0 0962 sh Fund C5-GP Investimentos	5/31/2000	9/25/2008	3,598.62	107.62	3,491.00
106919 28 Sh GS Capital Partners 2000, L P (LP)	8/31/2000	12/18/2007	716,540.00	0.00	716,540.00
14060 42 Sh GS Capital Partners 2000, L P (LP)	8/31/2000	5/27/2008	100,047.00	0.00	100,047.00
21339 79 Sh GS Capital Partners 2000, L P (LP)	8/31/2000	7/24/2008	149,057.00	0.00	149,057.00
69668 17 Sh GS Vintage Fund II Offshore Ho (LP)	5/7/2002	4/21/2008	214,956.00	0.00	214,956.00
24559 59 Sh GS Vintage Fund II Offshore Ho (LP)	5/7/2002	8/5/2008	76,079.00	0.00	76,079.00
25250 sh iShares MSCI Japan Index Fund	3/2/2005	4/3/2008	320,420.69	276,235.00	44,185.69
11600 sh United Technologies Corp	1/28/1997	5/8/2008	855,299.16	200,274.00	655,025.16
Total Long Term Gains					
			6,916,407.80	3,476,616.62	3,439,791.18