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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 01-01-2009 , and ending 12-31-2009

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

Name of foundation
THE WINTHROP ROCKEFELLER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
225 EAST MARKHAM STREET No 200

City or town, state, and ZIP code
LITTLE ROCK, AR 72201

A Employer identification number
71-0285871

B Telephone number (see page 10 of the instructions)
(501) 376-6854

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

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)* ▶$ 126,305,246

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	210,900			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	823,927	823,927	0	
	4	Dividends and interest from securities	2,419,700	2,419,700	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-3,649,920			
	b	Gross sales price for all assets on line 6a 46,030,309				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)	28,052	28,052	0	
	12	**Total.** Add lines 1 through 11	-167,341	3,271,679	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	445,390	54,413	0	390,977
	14	Other employee salaries and wages	312,363	0	0	312,363
	15	Pension plans, employee benefits	199,783	9,829	0	189,954
	16a	Legal fees (attach schedule)	4,820	0	0	4,820
	b	Accounting fees (attach schedule)	62,099	17,151	0	44,948
	c	Other professional fees (attach schedule)	899,542	649,108	0	250,434
	17	Interest	536	536	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions)	45,025	23,385	0	0
	19	Depreciation (attach schedule) and depletion	50,301	0	0	
	20	Occupancy	118,609	0	0	118,609
	21	Travel, conferences, and meetings	22,952	735	0	22,218
	22	Printing and publications	40,825	0	0	40,825
	23	Other expenses (attach schedule)	682,989	107,929	0	583,485
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,885,234	863,086	0	1,958,633
	25	Contributions, gifts, grants paid	2,460,262			6,028,391
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,345,496	863,086	0	7,987,024
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-5,512,837			
	b	**Net investment income** (if negative, enter -0-)		2,408,593		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	5,561,601	4,386,169	4,386,169
3	Accounts receivable ▶ 36,771 Less allowance for doubtful accounts ▶	170,606	36,771	36,771
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	213,281		
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	60,361,395	81,962,415	81,962,415
c	Investments—corporate bonds (attach schedule)	37,228,361	34,021,381	34,021,381
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 ▶ 450,755 Less accumulated depreciation (attach schedule) ▶ 111,558	111,725	339,197	339,197
15	Other assets (describe ▶)	5,755,771	5,559,313	5,559,313
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	109,402,740	126,305,246	126,305,246
Liabilities 17	Accounts payable and accrued expenses	204,295	178,418	
18	Grants payable	11,903,768	8,340,761	
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)	12,108,063	8,519,179	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	97,294,677	117,758,375	
25	Temporarily restricted		27,692	
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	97,294,677	117,786,067	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	109,402,740	126,305,246	

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	97,294,677
2	Enter amount from Part I, line 27a	2	-5,512,837
3	Other increases not included in line 2 (itemize) ▶	3	26,005,137
4	Add lines 1, 2, and 3	4	117,786,977
5	Decreases not included in line 2 (itemize) ▶	5	910
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	117,786,067

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	-3,649,920
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))
2008	9,439,112	127,553,697	0 074001
2007	7,750,315	145,834,976	0 053144
2006	7,413,466	137,279,352	0 054003
2005	8,690,005	131,010,770	0 066330
2004	9,212,436	128,335,815	0 071784

2	**Total** of line 1, column (d)	2	0 319262
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 063852
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	106,264,684
5	Multiply line 4 by line 3	5	6,785,213
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	24,086
7	Add lines 5 and 6	7	6,809,299
8	Enter qualifying distributions from Part XII, line 4	8	8,062,024

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	24,086
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-)		2	0
3	Add lines 1 and 2		3	24,086
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	24,086
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 34,080		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 15,920		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	50,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid.** ▶		10	25,914
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 25,914	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AR			
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*	8b	Yes	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW WRFOUNDATION ORG/WWW GUIDESTAR ORG

14 The books are in care of ▶ANDREA M DOBSON Telephone no ▶(501) 376-6854

Located at ▶225 EAST MARKHAM STREET STE 200 LITTLE ROCK AR ZIP+4 ▶72201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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)? ☐ Yes ☑ 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) ☐ Yes ☑ 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 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2009?	1c		No
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2009?	4b		No

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ 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) ☐ Yes ☑ 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? ☐ Yes ☑ 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**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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? ☐ Yes ☐ 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? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 22 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 Additional Data Table				

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
CORY ANDERSON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	VICE-PRESIDENT 40 00	115,516	18,740	0
LORI E KINDY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	grANTS MANAGER 40 00	57,941	17,783	0
RACHEL ROSENBERG 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	ADMINISTRATIVE ASSIS 40 00	43,435	9,511	0
APRIL STEWARD 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	ADMINISTRATIVE ASSIS 40 00	43,525	8,396	0

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)

3 Five highest-paid independent contractors for professional services (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
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST CHICAGO,IL 60675	CUSTODIAL/INVESTMENT SERVICES	144,999
KR CAPITAL ADVISORS INC 445 PARK AVENUE STE 1501 NEW YORK,NY 10022	INVESTMENT MANAGEMENT	142,062
FELIPE FLORESCA 4724 MERIVALE ROAD CHEVY CHASE,MD 20815	PUBLIC POLICY CONSULTING	84,830
GARLAND A YATES 4 PARK AVENUE STE 200 GAITHERSBURG,MD 20877	PROGRAM CONSULTING	84,500
ADVISORY RESEARCH INC 1659 PAYSPHERE CIRCLE CHICAGO,IL 60674	INVESTMENT MANAGEMENT	81,761
Total number of others receiving over $50,000 for professional services. . . . . ▶		4

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 SEE STATEMENT 20	178,874
2 SEE STATEMENT 20	114,363
3 SEE STATEMENT 20	65,228
4 SEE STATEMENT 20	22,078

Part IX-B **Summary of Program-Related Investments** (see page 23 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 FUND FOR ARKANSAS' FUTURE(STILL HELD AS OF 12/31/2009)	75,000
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	75,000

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	103,456,130
b	Average of monthly cash balances	1b	4,426,798
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	107,882,928
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	107,882,928
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,618,244
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	106,264,684
6	**Minimum investment return.** Enter 5% of line 5	6	5,313,234

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	5,313,234
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 24,086		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	24,086
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,289,148
4	Recoveries of amounts treated as qualifying distributions	4	133,787
5	Add lines 3 and 4	5	5,422,935
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	5,422,935

Part XII Qualifying Distributions (see page 25 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	7,987,024
b	Program-related investments—total from Part IX-B	1b	75,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,062,024
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	24,086
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8,037,938

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					5,422,935
2 Undistributed income, if any, as of the end of 2008					
a Enter amount for 2008 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2009					
a From 2004.	61,490				
b From 2005.					
c From 2006.					
d From 2007.	519,313				
e From 2008.	2,717,413				
f **Total** of lines 3a through e.		3,298,216			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 8,062,024					
a Applied to 2008, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2009 distributable amount.					5,422,935
e Remaining amount distributed out of corpus		2,639,089			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		5,937,305			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .			0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
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)		366,250			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		61,490			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		5,509,565			
10 Analysis of line 9					
a Excess from 2005. . . .					
b Excess from 2006. . . .					
c Excess from 2007. . . .	519,313				
d Excess from 2008. . . .	2,717,413				
e Excess from 2009. . . .	2,272,839				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

ONLINE AT WWWWRFOUNDATIONORG
225 EAST MARKHAM STREET SUITE 200
LITTLE ROCK,AR 72201
(501) 376-6854

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

SEE STATEMENT 14

c Any submission deadlines

SEE STATEMENT 14

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

SEE STATEMENT 14

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 18	6,028,391
Total . . . . ▶ **3a**				6,028,391
b *Approved for future payment*				
SEE STATEMENT 18 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 18	1,422,516
Total . . . . ▶ **3b**				1,422,516

Part XVI-A Analysis of Income-Producing Activities

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	823,927	
4 Dividends and interest from securities			14	2,419,700	
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	511130	110	14	27,942	
8 Gain or (loss) from sales of assets other than inventory			18	-3,649,920	
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)		110		-378,351	0

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 -378,241

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a 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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2010-08-11	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Preparer's Signature	Mary Ellen Vangilder			
Firm's name (or yours if self-employed), address, and ZIP code	JPMS Cox PLLC 11300 Cantrell Road Suite 301 Little Rock, AR 72212		EIN Phone no (501) 227-5800	

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Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of organization
THE WINTHROP ROCKEFELLER FOUNDATION

Employer identification number
71-0285871

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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, aggregate 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 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. 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 in the heading of its Form 990-EZ, or on 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)

Name of organization
THE WINTHROP ROCKEFELLER FOUNDATION

Employer identification number
71-0285871

Part I **Contributors** (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TRUST UW WINTHROP ROCKEFELLER 2230 COTTONDALE LANE SUITE 6 LITTLE ROCK, AR 72202	$ 178,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ANNIE CASEY FOUNDATION ARKANSAS CHA 701 ST PAUL STREET BALTIMORE, MD 21202	$ 32,500	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE WINTHROP ROCKEFELLER FOUNDATION	71-0285871

Part II **Noncash Property** (see Instructions)

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

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

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

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

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

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

Name of organization
THE WINTHROP ROCKEFELLER FOUNDATION

Employer identification number
71-0285871

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $

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

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

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

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

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

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

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

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

Additional Data

Software ID: 09000028
Software Version: 2009.04011
EIN: 71-0285871
Name: THE WINTHROP ROCKEFELLER FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
GMO INTL INSTRINSIC VALUE FD II	P		
ARTISAN FDS INC INTL FD	P		
EARNEST SHORT TERM - SEE STMT 15a	P		
EARNEST LONG TERM - SEE STMT 15a	P		
NTGI COMMON DAILY SHORT TERM	P		
NTGI COMMON DAILY LONG TERM	P		
NTGI AGGREGATE BOND INDEX - PASSTHROUGH FROM COMMON TRUST	P		
NTGI AGGREGATE BOND INDEX - PASSTHROUGH FROM COMMON TRUST	P		
ADVISORY RESEARCH - SEE STMT 15b	P		
PIMCO FDS PAC INVT MGMT SER	P		
MARVIN & PALMER SHORT TERM - SEE STMT 15c	P		
MARVIN & PALMER LONG TERM - SEE STMT 15c	P		
DREIHAUS SHORT TERM - SEE STMT 15d	P		
DREIHAUS LONG TERM - SEE STMT 15d	P		
WASHINGTON SHORT TERM - SEE STMT 15e	P		
WASHINGTON LONG TERM - SEE STMT 15e	P		
KR CAPITAL SHORT TERM - SEE STMT 15f	P		
KR CAPITAL LONG TERM - SEE STMT 15f	P		
FUND FOR ARKANSAS' FUTURE- PASSTHROUGH - SEE STMT 16A	P		
INTECH RISK-MANAGED LARGE CAP GROWTH FUND - SEE STMT 16B	P		
INTECH RISK-MANAGED LARGE CAP GROWTH FUND - SEE STMT 16B	P		
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
850,000		1,433,145	-583,145
1,250,000		1,588,478	-338,478
1,256,392		1,013,177	243,215
1,689,879		2,201,622	-511,743
232,583		233,592	-1,009
3,267,417		3,211,721	55,696
102,675			102,675
416,093			416,093
2,275,729		2,168,847	106,882
3,500,000		3,778,339	-278,339
13,063,554		13,788,627	-725,073
549,853		467,927	81,926
9,969,318		9,544,578	424,740
418,662		343,549	75,113
954,351		941,451	12,900
1,122,869		1,552,837	-429,968
1,840,975		2,109,283	-268,308
3,185,912		4,490,116	-1,304,204
		94	-94
		1,607	-1,607
		811,239	-811,239
84,047			84,047

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-583,145
			-338,478
			243,215
			-511,743
			-1,009
			55,696
			102,675
			416,093
			106,882
			-278,339
			-725,073
			81,926
			424,740
			75,113
			12,900
			-429,968
			-268,308
			-1,304,204
			-94
			-1,607
			-811,239
			84,047

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
SHERECE WEST 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	PRESIDENT & CEO 40 00	216,036	32,408	0
ANDREA M DOBSON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	COFO 40 00	164,046	32,940	0
MARK DORAMUS 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	CHAIR 3 19	0	0	0
GREG HARTZ 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 25	0	0	0
RALPH CHRISTY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1 75	0	0	0
DAN RAINEY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 3 02	0	0	0
LORI VILLAROSA 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1 82	0	0	0
LISENNE ROCKEFELLER 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	VICE-CHAIRMAN 1 27	0	0	0
CYNTHIA EAST 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 83	0	0	0
J BAXTER SHARP 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 36	0	0	0
WILLIAM J BYNUM 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1 13	0	0	0
PAMELA C HAMM 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	BOARD SECRETARY 40 00	65,308	15,312	0
DIANA GONZALES WORTHEN 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 61	0	0	0
ANDRE GUERRERO 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1 24	0	0	0
YVETTE MURPHY-ERBY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 75	0	0	0
TOYCE NEWTON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2 06	0	0	0

TY 2009 Accounting Fees Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES - SEE ATTACHED DETAILS	62,099	17,151	0	44,948

TY 2009 Investments Corporate Bonds Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NTGI BOND FUND - SEE STATEMENT 11A	16,840,634	16,840,634
PIMCO FIXED INCOME FUND - SEE STATEMENT 11B	17,180,747	17,180,747

TY 2009 Investments Corporate Stock Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EARNEST - SEE STATEMENT 10A	10,391,589	10,391,589
ARTISAN - SEE STATMENT 10B	5,966,287	5,966,287
KR CAPITAL - SEE STATEMENT 10C	17,288,260	17,288,260
WASHINGTON - SEE STATEMENT 10D	4,699,649	4,699,649
DREIHAUS - SEE STATEMENT 10E	4,626,611	4,626,611
GMO INT'L FUND - SEE STATEMENT 10F	5,671,537	5,671,537
MARVIN & PALMER - SEE STATEMENT 10G	8,979,628	8,979,628
INTECH - SEE STATEMENT 10H	9,396,446	9,396,446
ING CLARION REITS - SEE STATEMENT 10I	5,937,324	5,937,324
ADVISORY RESEARCH EQUITIES - SEE STATEMENT 10J	9,005,084	9,005,084

TY 2009 Legal Fees Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - SEE ATTACHED DETAILS	4,820	0	0	4,820

TY 2009 Other Assets Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	5,485,129	5,360,043	5,360,043
ACCRUED INTEREST RECEIVABLE	270,642	177,615	177,615
WRCT IN LIEU OF GRANT RECEIVABLE	0	22,250	22,250
OTHER ASSETS	0	-595	-595

TY 2009 Other Decreases Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Amount
CASH VERSUS ACCRUAL BASIS Regions	910

TY 2009 Other Expenses Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	3,497	0	0	3,497
INSURANCE	13,577	0	0	13,577
POSTAGE	7,724	0	0	7,724
DUES & SUBSCRIPTIONS	32,123	0	0	32,123
OFFICE EXPENSES	120,193	0	0	120,193
PROGRAM EXPENSES	312,579	0	0	312,579
ACCRUAL TO CASH CONVERSION	0	0	0	8,425
PASSTHROUGH PORTFOLIO DEDUCTIONS	3,069	3,069	0	0
TRAINING	1,384	0	0	1,384
CONVENTIONS AND MEETINGS	5,610	0	0	5,610
PROFESSIONAL DEVELOPMENT	33,454	0	0	33,454
EMPLOYEE SEARCH EXPENSE	11,943	0	0	11,943
OTHER BOARD/TRUSTEE EXPENSES	773	0	0	773
TRUSTEE OPERATIONS EXPENSE	32,203	0	0	32,203
PASSTHROUGH LOSSES - FUND FOR ARKANSAS FUTURE	74,033	74,033	0	0
PASSTHROUGH LOSSES - DIAMOND STATE VENTURES II, L P	30,827	30,827	0	0

TY 2009 Other Income Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NT BOND FUND TRUST MISCELLANEOUS INVESTMENT INCOME	12,153	12,153	
CLARION ING MISCELLANEOUS INVESTMENT EARNINGS	5	5	
ROYALTY INCOME	110	110	
INTECH RISK MANAGED	3,516	3,516	
MISCELLANEOUS INCOME- SECURITES SETTLEMENTS	12,268	12,268	

TY 2009 Other Increases Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Amount
UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	25,244,222
FUND FOR ARKANSAS' FUTURE, LLC	73,808
CASH VERSUS ACCRUAL BASIS ON INTEREST	1,638
DIAMOND STATE VENTURES II, L.P.	3,854
INTECH RISK-MANAGED LARGE CAP GROWTH	681,615

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TY 2009 Other Professional Fees Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT OVERSIGHT	60,528	60,528	0	0
INVESTMENT MGMT FEES - DRIEHAUS	30,388	30,388	0	0
INVESTMENT MGMT FEES - WASHINGTON	35,175	35,175	0	0
INVESTMENT MGMT FEES - MARVIN & PALMER	54,070	54,070	0	0
INVESTMENT MGMT FEES - INTECH	38,607	38,607	0	0
INVESTMENT MGMT FEES - EARNEST	46,291	46,291	0	0
INVESTMENT MGMT FEES - KR CAPITAL	142,062	142,062	0	0
INVESTMENT MGMT FEES - NORTHERN TRUST	11,460	11,460	0	0
CUSTODIAL BANK FEES	106,870	106,870	0	0
COMMUNICATIONS - PROGRAM	47,870	0	0	47,870
PROGRAM EVALUATION	3,300	0	0	3,300
CONSULTING FEES	76,934	0	0	76,934
CONSULTING FEES - PROGRAM	122,330	0	0	122,330
INVESTMENT MGMT FEES - REITS	57,174	57,174	0	0
ADVISORY FEES	555	555	0	0
investmENT MGMT FEES - ADVISORY RESEARCH	61,860	61,860	0	0
TRUSTEE FEES- NT BOND INDEX FUND	4,068	4,068	0	0

TY 2009 Taxes Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	21,640	0	0	0
FOREIGN TAXES	23,385	23,385	0	0

BY-LAWS OF
THE WINTHROP ROCKEFELLER FOUNDATION

ARTICLE I: Name of Corporation

The name of this nonprofit corporation is The Winthrop Rockefeller Foundation (the "Corporation").

ARTICLE II: Offices

The principal offices of the Corporation in the State of Arkansas shall be located at 225 East Markham Street, Suite 200, Little Rock, Arkansas 72201. The Corporation may have such other offices, either within or without the State of Arkansas as the Board of Directors may designate, or as the activities of the Corporation may from time to time require.

ARTICLE III: Organization and Officers of the Board of Directors

A. Powers and Duties

1. The Corporation does not have members, and the Board of Directors (hereinafter sometimes referred to as the Board) shall constitute the governing body of the Corporation and shall formulate and determine its policies.

2. The Board shall have general charge of the affairs, property, and assets of the Corporation.

3. The Board shall employ, fix the compensation of, and remove the President, as it deems necessary. The President shall appoint, dismiss, discipline, promote, and demote employees and have general responsibility for the day-to-day operations of the Corporation within the direction provided by the Board. The President will determine individual compensation of employees within budget restrictions approved by the Board.

4 The Board shall appoint and retain as advisors persons, including attorneys, whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes, and pay the reasonable expense thereof.

5. The Board shall devote its efforts to the proper maintenance, success, and continuous operation of the Corporation.

B. Officers of the Board

1. The officers of the Board shall be the Chair, Chair-elect, and Secretary. The officers shall be elected annually at the December meeting of the

Board. They shall take office immediately following the adjournment of the December meeting and hold office until their successors are elected and qualify

2. The Chair and the Chair-elect must be members of the Board. From time to time, the Board may name officers in addition to the Chair, Chair-elect and Secretary.

3. The Chair, when present, shall preside at all meetings of the Board and shall perform such duties as pertain to the office, including the appointment of Board committees.

4. In the absence or disability of the Chair, or at the Chair's request, the Chair-elect shall perform all duties of the Chair, and, while so acting, shall have all the powers and authority of, and be subject to all the restrictions upon, the Chair. In addition, the Chair-elect shall perform such other duties as may be delegated by the Board or Chair.

5. **Secretary**

   a. The Secretary shall be the custodian of the records, books, documents, and papers of the Board. The Secretary shall attest, by signature, all instruments, contracts, and other documents executed by the Chair or designee appointed by the Chair on behalf and in the name of the Corporation and the Board. The Secretary shall be the keeper of the seal of the Corporation and shall authenticate all instruments, contracts, and other documents, which have been duly executed and attested, by affixing thereto, said seal.

   b. The Secretary shall keep and sign accurate and complete records and minutes of the meetings of the Board. The Secretary shall give notice to the members of the Board of all regular and special meetings, and, when requested by the chair of any committee of the Board, shall give notice of the meeting of such committee to the members thereof.

   c. In addition, the Secretary shall perform such other duties as may be prescribed by the Board or the Chair

6. In anticipation of the absence of the Chair and Chair-elect from the same meeting, the Chair has the authority to appoint a Board member to act as Chair for that meeting.

ARTICLE IV: Board of Directors

A. Qualifications

A director must be an individual at least twenty-one years of age.

B. Positions

1. The Board of the Corporation shall consist of no less than eight (8) and no more than fifteen (15) persons, with the number to be established from time to time by resolution of the Board.

2. In any event, one of the directors of the Board shall be Lisenne D. Rockefeller or a member of the family designated by Lisenne D. Rockefeller, unless Lisenne D. Rockefeller shall decline to serve as a director and shall fail to designate a family member to serve as a director in her place.

C. Manner of Election

A director shall be elected by a majority vote of the entire Board of Directors. Any director may nominate individuals to fill vacancies occurring on the Board.

D. Term of Office

A Director may serve a maximum of two consecutive three-year terms after which they must be absent from the Board for at least one year before again becoming eligible for election. Board member terms begin on January 1. A Director who is elected to complete a term and serves for more than eighteen months of the term shall be deemed to have served a full three-year term.

E. Removal

The Board has the authority to remove any director for any reason by the vote in favor of such removal by a majority of the directors other than the director to be removed. Such action may only be taken after each director is given at least seven days' written notice that the matter will be voted on at a directors' meeting or unless notice is waived in writing by all directors.

F. Resignations and Vacancies

Board members may resign at any time. If any vacancies occur in the Board by reason of death, resignation, removal, disqualification, or increase in the number of directors pursuant to a resolution by the Board, then all of the directors in office may by a majority vote choose a director or directors to fill such vacancy or vacancies. Any directors so chosen to fill a vacancy, other than in the event of an increase in the number of directors, shall hold office for the remainder of the unexpired term.

ARTICLE V: Meetings of the Board

A. Place

The Board may hold meetings, both regular and special, at such place as shall be determined by the Board.

B. Regular Meetings

The Board shall hold regular meetings quarterly.

C. Special Meetings

Special meetings of the Board may be called by the Board Chair, not less than twenty-four (24) hours in advance with notice to each director, either personally or by mail, express mail, facsimile, or telex, and special meetings shall be called by the Chair in like manner and on like notice on the written request of three (3) directors Notice of the time, place, and purpose of the special meeting is required

D. Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any director under the provisions of these bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

E. Executive Session

The Board, in connection with any regular or special meeting, may meet in executive session upon the call of the Chair or vote of the majority of the directors present

F. Quorum

A majority of the directors shall constitute a quorum of the Board for the transaction of business. The transactions of a quorum at a meeting shall constitute the acts of the Board. In the absence of a quorum, a majority of those present may adjourn the meeting until a quorum is present. At a future meeting, any business, which might have been transacted at the adjourned meeting, may be transacted without further notice.

G. Manner of Acting

Meetings of the Board or any committee may be held in person or by telephone conference or similar electronic equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

H. Action Without Meeting

The Board and any committee may take action without a meeting if the action is taken by all members of the Board or the committee. The action must be evidenced by one or more written consents describing the action taken, signed by each director or committee member and included in the minutes filed with the Corporation's records. The signature of each director or committee member may be delivered to the Corporation by electronic communication, including without limitation facsimile signature or electronic image. The written consent may be delivered to the Corporation by electronic communication, including without limitation facsimile transmission or electronic mail.

I. Presumption of Assent

A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless her/his dissent shall be entered into the minutes of the meeting, or unless the director shall file a written dissent to such action with the Board Secretary before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

J. Conflict of Interest

All directors and staff shall be given a copy of the Corporation's Conflict of Interest Policy and shall be expected to comply with it and to sign an annual Conflict of Interest Disclosure Letter.

K. Compensation

Directors shall receive no compensation for their services as directors of the Corporation. Directors shall be compensated for out-of-pocket expenses incurred when attending Corporation-related meetings or when acting as an official Corporation representative. Directors shall not be hired to do business with or provide professional services to the Corporation.

ARTICLE VI: Committees of the Board of Directors

A. General

Standing Committees may be established by the Board as required to oversee permanent functions of the Corporation. Ad hoc committees may be established by the Board to address specific matters for a limited period of time.

B. Committee Organization

The Chair and members of each Standing and ad hoc Committee shall be selected by the Board Chair who shall be a voting ex-officio member of each committee. A Corporation staff member shall be appointed by the President to serve as staff to each committee. The President shall serve as an ex-officio member to a committee if so directed by the Board Chair. The Chair may appoint to any standing or ad hoc committee one or more advisory members who are not members of the Board. Such advisory members shall have such responsibility and authority as may be provided by the Board by Resolution.

C. Committee Responsibilities

A Statement of Committee Responsibilities shall be established and maintained by the Board for each standing and ad hoc committee. Each such statement shall state the particulars, reporting and other responsibilities of the committee. For ad hoc committees, the statement shall state the duration of the committee's existence. The Board shall review each Statement of Committee Responsibility annually and approve each with any new definitions deemed appropriate.

D. Advisory Committee Members

Directors, by resolution adopted by the entire Board, may designate from among the general public one or more advisory committees, each consisting of three or more individuals and each of which shall have the responsibility and advisory authority provided in such resolution of the Board.

ARTICLE VII: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the thirty-first day of December.

ARTICLE VIII: Seal

The directors shall provide for a corporate seal which shall have inscribed thereon the name of the Corporation, the state of incorporation, and the words, "CORPORATE SEAL "

ARTICLE IX: Indemnification of Directors

A. Indemnification

Except as provided in paragraph D below, the Corporation shall indemnify an individual made a part to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative because the individual is or was a director of the Corporation against liability incurred in the proceeding if the individual.

1 conducted himself or herself in good faith; and

2. reasonably believed:

   a. in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interests; and

   b. in all other cases, that his or her conduct was at least not opposed to its best interests; and

3. in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

B. Action Related to Employee Benefit Plans

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfied the requirements of A.2.b above.

C. Compliance with Standard of Conduct

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described above.

D. Matters Not Subject to Indemnification

The Corporation may not indemnify a director:

1. in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

2. in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in his or her official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

E. Limitation on Expenses Covered by Indemnification

Indemnification permitted under this section in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

F. Prerequisites to Indemnification

The Corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding if:

1. the director furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct described above; and

2 the director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the required standard of conduct; and

3. a determination is made that the facts then known to those making the determination would not preclude indemnification under this provision.

G. Security for Repayment Obligations

The undertaking required by F.2 above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

H. Authorization for Payment

Determinations and authorizations of payments under this section shall be made in the manner specified in Ark. Code Ann § 4-33-855.

ARTICLE X: Amendments

At any Directors' meeting, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the entire membership of the Board of Directors, provided the proposed amendment has been set out in writing to each director at least seven days prior to the meeting unless notice is waived in writing by all directors.

THIS IS TO CERTIFY that the foregoing bylaws were adopted at a duly convened meeting of the Board of Directors of the Winthrop Rockefeller Foundation by the affirmative vote of a majority of the entire Board of Directors on this 4th day of December, 2009.

CHAIR OF THE BOARD

ATTEST·

SECRETARY OF THE BOARD