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Form 990-PF

Return of Private Foundation

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

2009

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

For calendar year 2009, or tax year beginning 12-01-2009, and ending 11-30-2010

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 Woodcock Foundation	
	Number and street (or P O box number if mail is not delivered to street address) C/O Rock Co - 30 Rockefeller Pla	Room/ suite
	City or town, state, and ZIP code New York, NY 10112	

A Employer identification number

34-1606085

B Telephone number (see page 10 of the instructions)

(212) 549-5370

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) **\$** 37,497,975 **J** Accounting method Cash Accrual
 Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I	Analysis of Revenue and Expenses <i>(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))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	251,969	240,347		
	4 Dividends and interest from securities.	545,243	545,243		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-1,650,604			
	b Gross sales price for all assets on line 6a <u>1,721,417</u>				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	-182,518	-225,842		
	11 Other income (attach schedule)	-1,035,910	559,748		
	12 Total. Add lines 1 through 11				

Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	141,090	141,090		
	14 Other employee salaries and wages	209,174		209,174	
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	106,241	106,241	0	0
	c Other professional fees (attach schedule)	451,034	451,034		
	17 Interest	75,613	75,613		
	18 Taxes (attach schedule) (see page 14 of the instructions)	35,643	35,641		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	51,688		51,688	
	21 Travel, conferences, and meetings	32,692		32,692	
	22 Printing and publications				
	23 Other expenses (attach schedule)	41,822	750	40,426	
	24 Total operating and administrative expenses.	1,144,997	810,369	0	333,980
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	4,335,380			1,686,380
	26 Total expenses and disbursements. Add lines 24 and 25	5,480,377	810,369	0	2,020,360
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-6,516,287			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -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	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value	
1 Cash—non-interest-bearing	1,613,398	1,574,498	1,574,500	
2 Savings and temporary cash investments				
3 Accounts receivable ► <u>11</u> Less allowance for doubtful accounts ► _____	13	11	11	
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) ► <u>250,000</u> Less allowance for doubtful accounts ► _____	100,000	250,000	250,000	
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments—U S and state government obligations (attach schedule)				
b Investments—corporate stock (attach schedule)	3,327,994	3,349,735	3,322,722	
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 ► _____)	34,141,145	30,141,019	32,350,742	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	39,182,550	35,315,263	37,497,975	
17 Accounts payable and accrued expenses				
18 Grants payable		2,649,000		
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)		2,649,000		
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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds	39,182,550	39,182,550		
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds		-6,516,287		
30 Total net assets or fund balances (see page 17 of the instructions)	39,182,550	32,666,263		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	39,182,550	35,315,263		

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	39,182,550
2 Enter amount from Part I, line 27a	2	-6,516,287
3 Other increases not included in line 2 (itemize) ► _____	3	
4 Add lines 1, 2, and 3	4	32,666,263
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	32,666,263

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.)
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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)
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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

(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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	-1,650,604
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	

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

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	2,271,552	30,164,106	0 075306
2007	2,099,217	37,838,912	0 055478
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 05735

2 Total of line 1, column (d).	2	0 309722
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 061944
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.	4	32,234,208
5 Multiply line 4 by line 3.	5	1,996,716
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	1,996,716
8 Enter qualifying distributions from Part XII, line 4.	8	2,270,360

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	1	0
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 <input checked="" 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-)	2	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	6a 6b 6c 6d	66,882
a	2009 estimated tax payments and 2008 overpayment credited to 2009		
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d.	7	66,882
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 <input type="checkbox"/>		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 66,882 Refunded <input type="checkbox"/>	11	66,882

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
<i>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.</i>			
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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) <input checked="" type="checkbox"/>	11	Yes	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? <input type="checkbox"/>	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <input type="checkbox"/> www.woodcockfdn.org	13	Yes	
14	The books are in care of <input type="checkbox"/> WENDY GOLDNER Located at <input type="checkbox"/> C/O ROCK CO - 30 ROCKEFELLER PLAZ NEW YORK NY	Telephone no <input type="checkbox"/> (212) 549-5370 ZIP +4 <input type="checkbox"/> 10112		
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. <input type="checkbox"/> 15			<input type="checkbox"/>

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 checked="" type="checkbox"/> Yes <input 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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> <input type="checkbox"/>	1b	No
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? <input type="checkbox"/> <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 20____, <input type="checkbox"/> 20____, <input type="checkbox"/> 20____, <input type="checkbox"/> 20____	2b	No
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) <input type="checkbox"/> <input type="checkbox"/>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> 20____, <input type="checkbox"/> 20____, <input type="checkbox"/> 20____, <input type="checkbox"/> 20____	3b	
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	4a	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). <input type="checkbox"/> <input type="checkbox"/>	4b	No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <input type="checkbox"/>		
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? <input type="checkbox"/> <input type="checkbox"/>		

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))?		<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)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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 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	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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
Total number of other employees paid over \$50,000.				<input checked="" type="checkbox"/>

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"

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.

1 BEHEARD IS A CAPACITY BUILDING PROGRAM DESIGNED TO HELP NONPROFIT ORGANIZATIONS STRENGTHEN THEIR COMMUNICATIONS AND ACHIEVE THEIR GOALS	44,571
2 ARC HIGHWAY DESIGN COMPETITION IS AN INTERDISCIPLINARY PARTNERSHIP WORKING TO FACILITATE NEW THINKING, METHODS, MATERIALS, AND SOLUTIONS FOR WILDLIFE CROSSING STRUCTURES	31,121
3	
4	

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.

1 PUBLIC RADIO FUND, LLC TO EXPAND PUBLIC RADIO IN THE UNITED STATES BY PREPARING STATIONS FOR ADDITIONAL INVESTMENT, ARRANGING FINANCING, AND BROKERING SALES	100,000
2 ROOT CAPITAL TO PROVIDE FINANCING TO INTERNATIONAL AGRICULTURAL ENTREPRENEURS WHO FALL IN THE "MISSING MIDDLE" THOSE WHO HAVE GROWN BEYOND THE SCALE OF MICROFINANCE	100,000
All other program-related investments See page 24 of the instructions	
3 	50,000

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 31,554,258
b	Average of monthly cash balances.	1b 1,170,826
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 32,725,084
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 0
3	Subtract line 2 from line 1d.	3 32,725,084
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4 490,876
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 32,234,208
6	Minimum investment return. Enter 5% of line 5.	6 1,611,710

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 1,611,710
2a	Tax on investment income for 2009 from Part VI, line 5.	2a 0
b	Income tax for 2009 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 1,611,710
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 1,611,710
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 1,611,710

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 2,020,360
b	Program-related investments—total from Part IX-B.	1b 250,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 2,270,360
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 2,270,360

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				1,611,710
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.				
b Total for prior years 2007, 2006, 2005				
3 Excess distributions carryover, if any, to 2009				
a From 2004.	329,426			
b From 2005.	436,180			
c From 2006.	571,930			
d From 2007.	338,441			
e From 2008.	763,347			
f Total of lines 3a through e.		2,439,324		
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 2,270,360				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2009 distributable amount.				1,611,710
e Remaining amount distributed out of corpus		658,650		
5 Excess distributions carryover applied to 2009 (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:		3,097,974		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		329,426		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		2,768,548		
10 Analysis of line 9				
a Excess from 2005.	436,180			
b Excess from 2006.	571,930			
c Excess from 2007.	338,441			
d Excess from 2008.	763,347			
e Excess from 2009.	658,650			

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

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

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

6 Any submission deadlines

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

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)				
a Paid during the year See Additional Data Table				
Total			► 3a	1,686,380
b Approved for future payment See Additional Data Table				
Total			► 3b	2,649,000

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	251,969	
4 Dividends and interest from securities.				14	545,243	
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		
8 Gain or (loss) from sales of assets other than inventory				18	-1,650,604	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
INVESTMENT PARTNERSHIPS						
11 Other revenue a OTHER INCOME					-225,842	
b FEDERAL EXCISE TAX REFUND					43,324	
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).						-1,035,910
13 Total. Add line 12, columns (b), (d), and (e).						-1,035,910

Part V: B – Relationship of Activities to the Accomplishment of Forecast Purposes

Additional Data

Software ID: 09000054
Software Version: 09-9.4
EIN: 34-1606085
Name: Woodcock 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.)
GS CAPITAL PARTNERS 2000	P		
GS CAPITAL PARTNERS 2000	P		
GENERATION IM GLOBAL EQUITY FUND	P		
GENERATION IM GLOBAL EQUITY FUND	P		
WOODCOCK INVESTMENT FUND #4	P		
WOODCOCK INVESTMENT FUND #4	P		
WOODCOCK INVESTMENT FUND #5	P		
WOODCOCK INVESTMENT FUND #5	P		
WOODCOCK INVESTMENT FUND #6	P		
WOODCOCK INVESTMENT FUND #6	P		
WOODCOCK INVESTMENT FUND #7	P		
WOODCOCK INVESTMENT FUND #7	P		
WOODCOCK INVESTMENT FUND #8	P		
WOODCOCK INVESTMENT FUND #8	P		
17815 52 SH BLUEORCHARD LOANS	P	2006-04-20	2010-06-25
17815 81 SH BLUEORCHARD LOANS	P	2006-04-20	2010-09-25
49603 18 SH GOLDMAN SACHS CORE FIXED INCOME	P	2000-01-01	2010-10-13
594374 SH GS CAPITAL PARTNERS	P	2000-08-31	2010-11-30
165874 46 SH GS VINTAGE FUND	P	2002-05-07	2010-06-02
AOL TIME WARNER LITIGATION	P		
NORTEL SECURITIES LITIGATION	P		
LUCENT TECHNOLOGIES LITIGATION	P		
WORLDCOM LITIGATION	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)
		4,477	-4,477
		317,750	-317,750
		23,596	-23,596
		166,330	-166,330
30,676			30,676
		272,966	-272,966
		111,117	-111,117
166,733			166,733
		409,525	-409,525
		240,427	-240,427
		324,949	-324,949
		578,889	-578,889
		37,591	-37,591
		81,978	-81,978
21,428		22,050	-622
23,542		22,051	1,491
500,000		509,399	-9,399
594,374			594,374
383,989		248,926	135,063
163			163
255			255
245			245
12			12

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
			-4,477
			-317,750
			-23,596
			-166,330
			30,676
			-272,966
			-111,117
			166,733
			-409,525
			-240,427
			-324,949
			-578,889
			-37,591
			-81,978
			-622
			1,491
			-9,399
			594,374
			135,063
			163
			255
			245
			12

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
RICHARD T WATSON	TRUSTEE 0	43,351		
2000 HUNTINGTON BUILDING CLEVELAND, OH 44115				
VIRGINIA MONTGOMERY ATTN RHD	TRUSTEE 0	44,518		
2000 HUNTINGTON BUILDING CLEVELAND, OH 44115				
HERSCHEL POST	TRUSTEE 0	17,038		
440 STRAND LONDON, UK WC2R UK				
JEREMY GUTH	TRUSTEE 0	0		
C/O Rock Co - 30 Rockefeller Pla New York, NY 10112				
LINDSAY D SHEA	TRUSTEE 0	0		
C/O Rock Co - 30 Rockefeller Pla New York, NY 10112				
OLGA M DAVIDSON	TRUSTEE 0	0		
C/O Rock Co - 30 Rockefeller Pla New York, NY 10112				
STUART DAVIDSON	TRUSTEE 0	0		
C/O Rock Co - 30 Rockefeller Pla New York, NY 10112				
WINTHROP RUTHERFURD ATTN RHD	TRUSTEE 0	36,183		
2000 HUNTINGTON BUILDING CLEVELAND, OH 44115				

Form 990PF Part XV Line 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)				
a Paid during the year				
Acumen Fund74 Trinity Place 9th Floor New York, NY 10006	NONE	N/A	GENERAL	125,000
Ashoka1700 N Moore street Suite 2000 Arlington, VA 22209	NONE		GENERAL	50,000
Common Good Ventures537 Congress Street Suite 402 Portland, ME 04101	None		GENERAL	100,000
Fair Food Network112-B Main Street Ann Arbor, MI 48104	None		GENERAL	200,000
Free Press100 Main Street P O Box 28 Northhampton, MA 01061	None		GENERAL	200,000
Institute for Agriculture and Trade Policy2105 First Avenue S Minneapolis, MN 55404	None		GENERAL	50,000
International Women's Health Coalition333 7th Avenue 6th Floor New York, NY 10001	None		GENERAL	100,000
Milstakis Institute for the Rockies 2500 University Drive NW Calgary, Alberta T2N 1N4T CA	None		GENERAL	55,000
Montefiore Medical Center111 East 210th Street Bronx, NY 10467	None		GENERAL	1,000
National Institute for Reproductive Health470 Park Avenue South 7th Floor New York, NY 10016	None		GENERAL	75,000
Nature Conservancy of Canada P O Box 2767 Invermere, British Columbia V0A 1K0 CA	None		GENERAL	22,500
PHI349 East 149th Street Tenth Floor New York, NY 10001	None		GENERAL	125,000
Pro Mujer240 West 35th Street Suite 404 New York, NY 10001	None		GENERAL	50,000
REDF631 Howard St Suite 320 San Francisco, CA 94105	None		GENERAL	150,000
The Calvert Foundation7315 Wisconsin Avenue Suite 1100W Bethesda, MD 20814	None		GENERAL	50,000
Total			► 3a	1,686,380

Form 990PF Part XV Line 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)				
a Paid during the year				
The Yellowstone to Yukon Conservation Initiative P O Box 157 BOZEMAN, MT 59771	None		GENERAL	247,000
Western Transportation Institute 960 Technology Blvd Suite B Bozeman, MT 59718	None		GENERAL	10,000
Thru Investment Partnerships 30 Rockefeller Plaza Room 5600 New York, NY 10112	None		GENERAL	182
Woodcock Foundation FAP 30 Rockefeller Plaza Room 5600 New York, NY 10112	Foundation Administered Programs		GENERAL	75,698
Total			► 3a	1,686,380

Form 990PF Part XV Line 3b - Grants and Contributions 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)				
b Approved for future payment				
Acumen Fund74 Trinity Place 9th Floor New York, NY 10006	None		General	375,000
Fair Food Network112-B Main Street Ann Arbor, MI 48104	None		General	400,000
Free Press100 Main Street P O Box 28 Northhampton, MA 01601	None		General	300,000
Institute for Agriculture and Trade Policy2105 First Avenue S Minneapolis, MN 55404	None		General	60,000
PHI349 East 149th Street Tenth Floor New York, NY 10001	None		General	250,000
REDF631 Howard St Suite 320 San Francisco, CA 94105	None		General	334,000
Y2Y GrantmakingP O Box 157 Bozeman, MN 59771	None		General	930,000
Total			 3b	2,649,000

TY 2009 Accounting Fees Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROCK & CO - TAX & ACCOUNTING F	106,241	106,241		

**TY 2009 All Other Program
Related Investments Schedule**

Name: Woodcock Foundation

EIN: 34-1606085

Category	Amount
HEALTHPOINT SERVICES GLOBAL, INC.:TO FINANCE AND BUILD, LOW COST, HIGH QUALITY HEALTH CARE CLINICS IN RURAL INDIA AND OTHER DEVELOPING COUNTRIES.	50,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Depreciation Schedule

Name: Woodcock Foundation

EIN: 34-1606085

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2009 Expenditure Responsibility Statement

Name: Woodcock Foundation

EIN: 34-1606085

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Healthpoint Services Global Inc	55 Park Avenue New York, NY 10016	2010-05-04	50,000	To finance and build low cost, high quality health care clinics in rural India and other countries	50,000	NO	October 5, 2010 and October 18, 2010		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Public Radio Fund LLC	834 Marshall Road Boulder, CO 80305	2010-05-04	100,000	To expand public radio in the US by preparing stations for additional investment, financing,	100,000	NO	May 24, 2010 and August 31, 2010		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Root Capital	955 Massachusetts Avenue 5th Floor Cambridge, MA 02139	2010-05-06	100,000	Provide financing to international agricultural entrepreneurs who fall is the missing middle	100,000	NO	November 16, 2010		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports

**TY 2009 Investments Corporate
Stock Schedule****Name:** Woodcock Foundation**EIN:** 34-1606085

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BLUEORCHARD LOANS DUE 03/25/11	574,749	604,489
TEMPLETON GLOBAL BOND FUND	503,829	489,302
FUND C2-PEREGRINE INTL HOLDING	1,648	66
FUND C9 - NEW CENTURY HOLDINGS	4	69
GOLDMAN SACHS CORE FIXED INCOM	849,996	856,357
GOLDMAN SACHS ENHANCED INCOME	1,100,843	1,079,552
GOLDMAN SACHS HIGH YIELD FUND	318,666	292,887

TY 2009 Investments - Land Schedule

Name: Woodcock Foundation

EIN: 34-1606085

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Land, Etc. Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value

TY 2009 Other Assets Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GENERATION IM GLOBAL EQUITIES	3,039,317	2,822,453	3,170,819
GS CAPITAL PARTNERS 2000, LP	5,756,840	4,794,511	2,197,670
GS VINTAGE FUND II OFFSHORE			1,313,052
MICROVEST II LP	60,516	99,191	106,701
ACUMEN FUND, LP	25,000	4,246	4,246
WOODCOCK INVESTMENT FUND #4	4,095,341	3,734,421	3,792,098
WOODCOCK INVESTMENT FUND #5	5,146,717	5,173,320	5,276,068
WOODCOCK INVESTMENT FUND #6	4,474,452	3,368,877	5,302,349
WOODCOCK INVESTMENT FUND #7	8,582,500	7,727,270	8,355,151
WOODCOCK INVESTMENT FUND #8	2,960,462	2,416,730	2,832,588

TY 2009 Other Expenses Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FILING FEE- NY ATTY GEN	750	750		
PHONE	1,008			1,008
POSTAGE	1,833			1,833
SUPPLIES	3,193			3,193
MEALS	12,220			12,220
INSURANCE	2,282			2,282
MEMBERSHIPS	3,882			3,882
OTHER MISCELLANEOUS EXPENSES	8,228			8,228
CONSULTANT	5,000			5,000
OTHER PARTNERSHIP EXPENSES	646			
COMPUTER EXPENSE	2,737			2,737
BANK FEES	43			43

TY 2009 Other Income Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GS CAPITAL PARTNERS 2000, LP	-9,589	-9,589	
WOODCOCK INVESTMENT FUND # 5	-27,130	-27,130	
WOODCOCK INVESTMENT FUND # 7	-10,167	-10,167	
WOODCOCK INVESTMENT FUND # 4	-143,747	-143,747	
WOODCOCK INVESTMENT FUND # 6	87	87	
WOODCOCK INVESTMENT FUND # 8	912	912	
GENERATION IM GLOBAL EQUITY FUND	-36,211	-36,211	
FEDERAL EXCISE TAX REFUND	43,324		
MICROVEST II, LP	3	3	

TY 2009 Other Professional Fees Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOODCOCK FIN'L MGT - INVEST MG	72,304	72,304		
NORTHERN TRUST - CUSTODY FEES	2,449	2,449		
GS CAPITAL PARTNERS 2000, LP -	29,427	29,427		
WOODCOCK INVESTMENT FUND # 5 -	129,135	129,135		
WOODCOCK INVESTMENT FUND # 6 -	44,270	44,270		
WOODCOCK INVESTMENT FUND # 7 -	64,864	64,864		
WOODCOCK INVESTMENT FUND # 8 -	16,261	16,261		
WOODCOCK INVESTMENT FUND # 4 -	27,923	27,923		
GENERATION IM GLOBAL EQUITY FD	27,327	27,327		
MICROVEST II, LP	12,164	12,164		
ACUMEN FUND, LP	24,910	24,910		

TY 2009 Taxes Schedule

Name: Woodcock Foundation**EIN:** 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	35,641	35,641		
FEDERAL EXCISE TAXES	2			

TY 2009

TransfersFrmControlledEntities

Name: Woodcock Foundation**EIN:** 34-1606085

Name	US / Foreign Address	EIN	Description	Amount
Woodcock Investment Fund No 6 LLC	10 Rockefeller Plaza Suite 609 New York, NY 10020	20-2704647	Distribution of Capital	500,000
Woodcock Investment Fund No 8 LLC	10 Rockefeller Plaza Suite 609 New York, NY 10020	20-2704807	Distribution of Capital	500,000
Woodcock Investment Fund No 4 LLC	10 ROCKEFELLER PLAZA SUITE 609 NEW YORK, NY 10020	41-2109679	NONE	0
Woodcock Investment Fund No 5 LLC	10 ROCKEFELLER PLAZA SUITE 609 NEW YORK, NY 10020	41-2109683	NONE	0
Woodcock Investment Fund No 7 LLC	10 ROCKEFELLER PLAZA SUITE 609 NEW YORK, NY 10020	20-2704750	NONE	0
Total				1,000,000