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Form 990-PF

## Return of Private Foundation

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

2011

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

For calendar year 2011, or tax year beginning 12-01-2011, and ending 11-30-2012

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

Name of foundation  
Woodcock Foundation

% WENDY GOLDNER

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
C/O Rock Co - 30 Rockefeller Pla

City or town, state, and ZIP code  
New York, NY 10112

**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) **\$ 35,962,344** **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))*

		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>1</b>	Contributions, gifts, grants, etc, received (attach schedule)	0			
<b>2</b>	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments	364,444	292,124		
<b>4</b>	Dividends and interest from securities. . . . .	655,068	655,068		
<b>5a</b>	Gross rents . . . . .				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	211,275			
<b>b</b>	Gross sales price for all assets on line 6a <b>1,825,408</b>				
<b>7</b>	Capital gain net income (from Part IV, line 2) . . .		211,275		
<b>8</b>	Net short-term capital gain . . . . .				
<b>9</b>	Income modifications . . . . .				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold . . . . .				
<b>c</b>	Gross profit or (loss) (attach schedule) . . . . .	49,015	49,015		
<b>11</b>	Other income (attach schedule) . . . . .	49,015	49,015		
<b>12</b>	<b>Total.</b> Add lines 1 through 11 . . . . .	1,279,802	1,207,482		

<b>13</b>	Compensation of officers, directors, trustees, etc	168,789	168,789		
<b>14</b>	Other employee salaries and wages . . . . .	217,143		217,143	
<b>15</b>	Pension plans, employee benefits . . . . .				
<b>16a</b>	Legal fees (attach schedule) . . . . .				
<b>b</b>	Accounting fees (attach schedule) . . . . .	76,184	76,184	0	0
<b>c</b>	Other professional fees (attach schedule) . . . . .	560,618	560,618		
<b>17</b>	Interest . . . . .	53,289	53,289		
<b>18</b>	Taxes (attach schedule) (see page 14 of the instructions)	20,698	19,698		
<b>19</b>	Depreciation (attach schedule) and depletion . . .				
<b>20</b>	Occupancy . . . . .	55,781		55,781	
<b>21</b>	Travel, conferences, and meetings . . . . .	15,861		15,861	
<b>22</b>	Printing and publications . . . . .				
<b>23</b>	Other expenses (attach schedule) . . . . .	144,735	109,870	34,865	
<b>24</b>	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	1,313,098	988,448	0	323,650
<b>25</b>	Contributions, gifts, grants paid . . . . .	1,668,798			1,668,798
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	2,981,896	988,448	0	1,992,448

<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	<b>Excess of revenue over expenses and disbursements</b>	-1,702,094			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		219,034		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				

<b>Part II Balance Sheets</b>		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
<b>Assets</b>				
1	Cash—non-interest-bearing . . . . .	1,779,302	1,634,598	1,634,598
2	Savings and temporary cash investments . . . . .			
3	Accounts receivable ► 9			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►	15	9	9
	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) ► 300,000	300,000	300,000	300,000
	Less allowance for doubtful accounts ►			
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) . . . . .	2,864,560	3,485,286	3,560,119
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 ► )	30,925,944	28,747,834	30,467,618
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	35,869,821	34,167,727	35,962,344
<b>Liabilities</b>				
17	Accounts payable and accrued expenses . . . . .			
18	Grants payable . . . . .	822,000	1,350,000	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	822,000	1,350,000	
<b>Net Assets or Fund Balances</b>				
	<b>Foundations that follow SFAS 117, check here ►</b>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
24	Unrestricted . . . . .			
25	Temporarily restricted . . . . .			
26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ►</b>			
	<b>and complete lines 27 through 31.</b>			
27	Capital stock, trust principal, or current funds . . . . .	35,315,263	35,047,821	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-267,442	-1,702,094	
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	35,047,821	32,817,727	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	35,869,821	34,167,727	

**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	35,047,821
2	Enter amount from Part I, line 27a . . . . .	2	-1,702,094
3	Other increases not included in line 2 (itemize) ►	3	-528,000
4	Add lines 1, 2, and 3 . . . . .	4	32,817,727
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	32,817,727

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
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1a See Additional Data Table

b

c

d

e

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> 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

<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	<b>(l)</b> 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)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	211,275
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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2010	2,392,129	36,960,078	0 064722
2009	2,270,360	32,234,208	0 070433
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

2 Total of line 1, column (d).	2	0 328343
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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 065669
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4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	34,893,658
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5 Multiply line 4 by line 3.	5	2,291,432
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,190
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7 Add lines 5 and 6.	7	2,293,622
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8 Enter qualifying distributions from Part XII, line 4.	8	1,992,448
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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	4,381	
	Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2		
3	Add lines 1 and 2. . . . .	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5		
6	<b>Credits/Payments</b>			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,195	
b	Exempt foreign organizations—tax withheld at source . . . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments Add lines 6a through 6d. . . . .	7		
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> 5,814 <b>Refunded</b> <input type="checkbox"/>	5,814	Refunded <input type="checkbox"/>	
		11		

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	Yes	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>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> 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>	Yes	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>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	Yes	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	Yes	No
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>	Yes	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? . . . . .	Yes	No
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>	Yes	No
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>	Yes	No
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	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"/> <a href="http://www.woodcockfdn.org">www.woodcockfdn.org</a>	13	Yes
14	The books are in care of <input type="checkbox"/> <b>WENDY GOLDNER</b> Telephone no <input type="checkbox"/> (212) 549-5370 Located at <input type="checkbox"/> <b>C/O ROCK CO - 30 ROCKEFELLER PLAZ NEW YORK NY</b> ZIP +4 <input type="checkbox"/> 10112		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> <b>15</b>		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? <input type="checkbox"/> <b>16</b>	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country <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
<b>1a</b>	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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/> <b>1b</b>	Yes	No
<b>c</b>	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 2011? <b>1c</b>	Yes	No
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> 20____, 20____, 20____, 20____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions) <b>2b</b>	Yes	No
<b>c</b>	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____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2011 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 2011.) <b>3b</b>	Yes	No
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>	Yes	No
<b>b</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 2011? <b>4b</b>	Yes	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))? . . . . . <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 <b>any</b> 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 type="checkbox"/> Yes	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 <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>		
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? . . . . . <i>If "Yes" to 6b, file Form 8870.</i>	7b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		

**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 <b>(If not paid, enter -0-)</b>	(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
<b>Total number of other employees paid over \$50,000.</b>				

**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 GENDER EQUALITY IS AN INITIATIVE TO MOTIVATE AND MOBILIZE MILLENNIALS TO MAKE GENER EQUALITY A PRIORITY AND TAKE ACTION TO SUPPORT LEADERS AND ORGANIZATIONS	157,629
2 ARC HIGHWAY DESIGN COMPETITION IS AN INTERDISCIPLINARY PARTNERSHIP WORKING TO FACILITATE NEW THINKING, METHODS, MATERIALS, AND SOLUTIONS FOR WILDLIFE CROSSING STRUCTURES	63,693
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.

<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

**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	34,175,817
b Average of monthly cash balances. . . . .	1b	1,249,217
c Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	0
<b>d Total</b> (add lines 1a, b, and c). . . . .	1d	35,425,034
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	35,425,034
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	531,376
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,893,658
<b>6 Minimum investment return.</b> Enter 5% of line 5. . . . .	6	1,744,683

**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	1,744,683
2a Tax on investment income for 2011 from Part VI, line 5. . . . .	2a	4,381
b Income tax for 2011 (This does not include the tax from Part VI ). . . . .	2b	
c Add lines 2a and 2b. . . . .	2c	4,381
3 Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,740,302
4 Recoveries of amounts treated as qualifying distributions. . . . .	4	
5 Add lines 3 and 4. . . . .	5	1,740,302
6 Deduction from distributable amount (see page 25 of the instructions). . . . .	6	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	1,740,302

**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	1,992,448
b Program-related investments—total from Part IX-B. . . . .	1b	0
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
<b>4 Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,992,448
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	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	1,992,448

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				1,740,302
<b>2</b> Undistributed income, if any, as of the end of 2011			0	
<b>a</b> Enter amount for 2010 only. . . . .				
<b>b</b> Total for prior years 2009, 2008, 2007		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006. . . . .	571,930			
<b>b</b> From 2007. . . . .	338,441			
<b>c</b> From 2008. . . . .	763,347			
<b>d</b> From 2009. . . . .	658,650			
<b>e</b> From 2010. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	2,332,368			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ► \$ 1,992,448			0	
<b>a</b> Applied to 2010, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .				
<b>d</b> Applied to 2011 distributable amount. . . . .			1,740,302	
<b>e</b> Remaining amount distributed out of corpus	252,146			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:	2,584,514			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions. . . . .			0	
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions. . . . .				0
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	571,930			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a. . . . .	2,012,584			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007. . . . .	338,441			
<b>b</b> Excess from 2008. . . . .	763,347			
<b>c</b> Excess from 2009. . . . .	658,650			
<b>d</b> Excess from 2010. . . . .				
<b>e</b> Excess from 2011. . . . .	252,146			

**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 2011, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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

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

c 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)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3a	1,668,798
<b>b Approved for future payment</b> See Additional Data Table				
<b>Total</b> . . . . .			► 3b	1,350,000

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	
<b>1</b> Program service revenue						
a						
b						
c						
d						
e						
f						
<b>g</b> Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments. . . . .						
<b>3</b> Interest on savings and temporary cash investments				14	364,444	
<b>4</b> Dividends and interest from securities. . . . .				14	655,068	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property. . . . .						
b Not debt-financed property. . . . .						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income. . . . .				14		
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	211,275	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .						
INVESTMENT PARTNERSHIPS						
<b>11</b> Other revenue aOTHER INCOME					49,015	
b						
c						
d						
e						
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .						1,279,802
<b>13</b> Total. Add line 12, columns (b), (d), and (e). . . . .						1,279,802

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

#### **Part XVI-B Relationship of Activities to the Accomplishment**

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

**a Transfers from the reporting foundation to a noncharitable exempt organization or**

(1) Cash.

**(2) Other assets.**

## Other transactions

**(1) Sales of assets to a noncharitable exempt organization. . .**

**(2) Purchases of assets from a noncharitable exempt**

**(3) Rental of facilities, equipment,**

#### (4) Reimbursement arrangements

### (3) Performance of services or membership or fundraising solicitations.

**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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

**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

May the IRS discuss this return with the preparer shown above? See instructions . . . . .  Yes  No

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo, day, yr)	<b>(d)</b> Date sold (mo, day, yr)
3545 09 SH GOLDMAN SACHS HIGH YIELD FUND	P	2011-11-30	2012-11-08
52742 62 SH GOLDMAN SACHS ENHANCED INCOME	P	2011-06-02	2012-08-17
43767 38 SH GOLDMAN SACHS HIGH YIELD FUND	P	2004-05-19	2012-11-08
GS VINTAGE FUND	P		
0047 SH FUND C9-NEW CENTURY HOLDINGS	P	1995-07-30	2012-11-01
2 9523 FUND C2 - PEREGRINE INTL HLDGS	P	1975-01-01	2012-11-01
AOL LITIGATION	P		
GOLDMAN SACHS HIGH YIELD FUND LTCG	P		
TEMPLETON GLOBAL BOND FUND LTCG	P		
GS CAP PARTNERS 2000 STCL	P		
GS CAP PARTNERS 2000 LTCG	P		
GENERATION IM STCG	P		
GENERATION IM LTCL	P		
ROCK SUSTAIN & IMPACT FUND, LP	P		
WIF 4 STCG	P		
WIF 4 LTCG	P		
WIF 5 STCL	P		
WIF 5 LTCG	P		
WIF 6 STCL	P		
WIF 6 LTCG	P		
WIF 7 STCL	P		
WIF 7 LTCG	P		
WIF 8 STCG	P		
WIF 8 LTCG	P		

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

<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>
26,092		25,110	982
500,000		518,987	-18,987
322,128		340,210	-18,082
124,852		14,427	110,425
		5	-5
		1,648	-1,648
14			14
3,065			3,065
3,046			3,046
		36,465	-36,465
21,685			21,685
21,698			21,698
		11,314	-11,314
419			419
71,827			71,827
148,155			148,155
		5,583	-5,583
229,323			229,323
		37,612	-37,612
221,722			221,722
		309,074	-309,074
		313,698	-313,698
1,876			1,876
129,506			129,506

**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			<b>(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>
<b>(i) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>	
			982
			-18,987
			-18,082
			110,425
			-5
			-1,648
			14
			3,065
			3,046
			-36,465
			21,685
			21,698
			-11,314
			419
			71,827
			148,155
			-5,583
			229,323
			-37,612
			221,722
			-309,074
			-313,698
			1,876
			129,506

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

<b>(a) Name and address</b>	<b>(b) Title, and average hours per week devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>(e) Expense account, other allowances</b>
VIRGINIA MONTGOMERY ATTN RHD	TRUSTEE 47 5	84,985		
C O KOZUSKO HARRIS DUNCAN BEACHWOOD, OH 44122				
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 88 3	83,804		
C O KOZUSKO HARRIS DUNCAN BEACHWOOD, OH 44122				

## 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)				
<b>a Paid during the year</b>				
Acumen Fund74 Trinity Place 9th Floor New York, NY 10006	NONE	N/A	GENERAL	125,000
CE Holmes Consulting Inc512 East 9th Street North Vancouver, British Columbia V7L 2B5 CA	NONE		GENERAL	25,000
FoodCorps514 E 12th Street Suite 11 New York, NY 10009	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	125,000
Institute for Agriculture and Trade Policy2105 First Avenue S Minneapolis, MN 55404	None		GENERAL	60,000
Force Film Foundation430 East 10th Street 3rd Floor New York, NY 10009	None		GENERAL	25,000
Müstakîs Institute for the Rockies 2500 University Drive NW Calgary, Alberta T2N 1N4T CA	None		GENERAL	45,000
Rocky Mountain Wild1536 Wynkoop Street Suite 303 Denver, CO 80202	None		GENERAL	46,500
The Wild Foundation717 Poplar Avenue Boulder, CO 80304	None		GENERAL	10,500
PHI349 East 149th Street Tenth Floor New York, NY 10001	None		GENERAL	167,000
Pro Mujer240 West 35th Street Suite 404 New York, NY 10001	None		GENERAL	100,000
REDF631 Howard St Suite 320 San Francisco, CA 94105	None		GENERAL	217,000
The Calvert Foundation7315 Wisconsin Avenue Suite 1100W Bethesda, MD 20814	None		GENERAL	50,000
The Yellowstone to Yukon Conservation InitiativeP O Box 157 BOZEMAN, MT 59771	None		GENERAL	225,000
Woodcock Foundation FAP30 Rockefeller Plaza Room 5600 New York, NY 10112	Foundation Administered Programs		GENERAL	147,798
<b>Total . . . . .</b>			<b>► 3a</b>	<b>1,668,798</b>

## 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)				
<b>b Approved for future payment</b>				
Acumen Fund74 Trinity Place 9th Floor New York, NY 10006	None		General	125,000
Fair Food Network112-B Main Street Ann Arbor, MI 48104	None		General	200,000
Free Press100 Main Street P O Box 28 Northhampton, MA 01601	None		General	150,000
The Calvert Foundation7315 Wisconsin Avenue Suite 1100W Bethesda, MD 20814	None		General	100,000
PHI349 East 149th Street Tenth Floor New York, NY 10001	None		General	167,000
REDF631 Howard St Suite 320 San Francisco, CA 94105	None		General	167,000
Y2Y GrantmakingP O Box 157 Bozeman, MN 59771	None		General	211,000
FoodCorps514 E 12th Street Suite 11 New York, NY 10009	NONE		GENERAL	100,000
Müstakis Institute for the Rockies 2500 University Drive NW Calgary, Alberta T2N 1N4T CA	None		GENERAL	55,000
Pro Mujer240 West 35th Street Suite 404 New York, NY 10001	None		GENERAL	50,000
Force Film Foundation430 East 10th Street 3rd Floor New York, NY 10009	None		GENERAL	25,000
<b>Total</b>			► 3b	1,350,000

## TY 2011 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	76,184	76,184		

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

## TY 2011 Depreciation Schedule

**Name:** Woodcock Foundation

**EIN:** 34-1606085

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

## TY 2011 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		To finance and build low cost, high quality health care clinics in rural India and other countries		NO	August 28, 2012		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		To expand public radio in the US by preparing stations for additional investment, financing,		NO	November 28, 2012		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		Provide financing to international agricultural entrepreneurs who fall is the missing middle		NO	August 27, 2012		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Lumni Inc	251 Crandon Blvd Suite 327 Key Biscayne, FL 33149	2011-05-24		To give students the opportunity to invest in their education using the value of future earnings		NO	August 30, 2012		

**TY 2011 Investments Corporate  
Stock Schedule****Name:** Woodcock Foundation**EIN:** 34-1606085

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
TEMPLETON GLOBAL BOND FUND	567,335	560,517
FUND C2-PEREGRINE INTL HOLDING		
FUND C9 - NEW CENTURY HOLDINGS		
GOLDMAN SACHS CORE FIXED INCOM	893,607	965,353
GOLDMAN SACHS ENHANCED INCOME	607,910	590,949
GOLDMAN SACHS HIGH YIELD FUND		
PIMCO LOW DURATION FUND	1,416,434	1,443,300

## TY 2011 Land, Etc. Schedule

**Name:** Woodcock Foundation

**EIN:** 34-1606085

## TY 2011 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	3,091,803	3,094,865	3,491,308
GS CAPITAL PARTNERS 2000, LP	5,243,725	4,413,052	726,396
GS VINTAGE FUND II OFFSHORE			955,973
MICROVEST II LP	118,294	254,218	262,722
ACUMEN FUND, LP	100,221	74,825	215,000
WOODCOCK INVESTMENT FUND #4	3,949,817	2,213,447	1,984,950
WOODCOCK INVESTMENT FUND #5	5,278,536	5,525,494	6,129,780
WOODCOCK INVESTMENT FUND #6	2,991,549	3,224,890	5,866,694
WOODCOCK INVESTMENT FUND #7	7,447,737	6,840,925	7,624,956
WOODCOCK INVESTMENT FUND #8	2,204,262	1,612,057	1,563,334
ROCKEFELLER SUSTAINABILITY & I	500,000	994,061	1,135,549
MICROVEST SHORT FURATION FUND		500,000	510,956

## TY 2011 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	1,530			1,530
POSTAGE	800			800
SUPPLIES	1,871			1,871
MEALS	11,944			11,944
INSURANCE	1,660			1,660
MEMBERSHIPS	1,500			1,500
OTHER MISCELLANEOUS EXPENSES	13,168			13,168
CONSULTANT	1,250			1,250
COMPUTER EXPENSE	1,142			1,142
BANK FEES	1,875	1,875		
GENERATION IM GLOBAL	21,431	21,431		
WIF #5	77,697	77,697		
WIF #7	8,117	8,117		

## TY 2011 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	8,166	8,166	
ACUMEN FUND, LP	20	20	
WOODCOCK INVESTMENT FUND # 4	39,798	39,798	
WOODCOCK INVESTMENT FUND # 8	1,006	1,006	
MICROVEST II, LP	25	25	

## TY 2011 Other Notes/Loans Receivable Short Schedule

**Name:** Woodcock Foundation

**EIN:** 34-1606085

<b>Name of 501(c)(3) Organization</b>	<b>Balance Due</b>
HEALTHPOINT SERVICES GLOBAL	50,000
ROOT CAPITAL	100,000
PUBLIC RADIO FUND	100,000
LUMNI INC	50,000

## TY 2011 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	70,426	70,426		
GS CAPITAL PARTNERS 2000, LP -	18,325	18,325		
WOODCOCK INVESTMENT FUND # 5 -	159,447	159,447		
WOODCOCK INVESTMENT FUND # 6 -	48,717	48,717		
WOODCOCK INVESTMENT FUND # 7 -	116,545	116,545		
WOODCOCK INVESTMENT FUND # 8 -	33,816	33,816		
WOODCOCK INVESTMENT FUND # 4 -	29,186	29,186		
GENERATION IM GLOBAL EQUITY FD	35,964	35,964		
MICROVEST II, LP	14,189	14,189		
ACUMEN FUND, LP	26,703	26,703		
ROCK SUSTAIN & IMPACT FUND, LP	7,300	7,300		

## TY 2011 Taxes Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	19,698	19,698		
FEDERAL EXCISE TAXES	1,000			

TY 2011

## TransfersFrmControlledEntities

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

<b>Name</b>	<b>US / Foreign Address</b>	<b>EIN</b>	<b>Description</b>	<b>Amount</b>
Woodcock Investment Fund No 6 LLC	1 Rockefeller Plaza Suite 1520 New York, NY 10020	20-2704647	None	0
Woodcock Investment Fund No 8 LLC	1 Rockefeller Plaza Suite 1520 New York, NY 10020	20-2704807	Distribution of Capital	900,000
Woodcock Investment Fund No 4 LLC	1 Rockefeller Plaza Suite 1520 NEW YORK, NY 10020	41-2109679	Distribution of Capital	2,000,000
Woodcock Investment Fund No 5 LLC	1 Rockefeller Plaza Suite 1520 NEW YORK, NY 10020	41-2109683	NONE	0
Woodcock Investment Fund No 7 LLC	1 Rockefeller Plaza Suite 1520 NEW YORK, NY 10020	20-2704750	NONE	0
<b>Total</b>				2,900,000