



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No. 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

12/01, 2012, and ending

11/30, 2013

Name of foundation

WOODCOCK FOUNDATION

A Employer identification number

34-1606085

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

ROCK CO 30 ROCKEFELLER PLAZA

5600

B Telephone number (see instructions)

(212) 549-5370

City or town, state, and ZIP code

NEW YORK, NY 10112

C If exemption application is pending, check here

Check all that apply:

Initial return

Amended return

Name change

Initial return

Final return

Address change

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

J Accounting method: Cash Accrual

16) ► \$ 37,919,936.

 Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

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 instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	260,260.	244,149.		ATTACH 1
4 Dividends and interest from securities	629,075.	629,075.		ATTACH 2
5 a Gross rents				
b Net rental income or (loss) _____				
6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	1,321,082.			
7 Capital gain net income (from Part IV, line 2) .		1,321,082.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 3 .	1,820.	1,820.		
12 Total. Add lines 1 through 11	2,212,237.	2,196,126.		
13 Compensation of officers, directors, trustees, etc. .	88,880.	88,880.		
14 Other employee salaries and wages	179,006.			179,006.
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 4 .	73,391.	73,391.		
c Other professional fees (attach schedule) * .	524,077.	524,077.		
17 Interest . ATCH 6	42,144.	42,144.		
18 Taxes (attach schedule) (see instructions) ATCH 7 .	51,782.	37,596.		
19 Depreciation (attach schedule) and depletion .	72,365.			
20 Occupancy	18,040.			
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8 .	221,517.	51,659.		
24 Total operating and administrative expenses.	1,271,202.	817,747.		439,269.
Add lines 13 through 23	3,615,155.			2,200,155.
25 Contributions, gifts, grants paid	4,886,357.	817,747.		2,639,424.
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12:	-2,674,120.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-) .		1,378,379.		
c Adjusted net income (if negative, enter -0-) .				

RECEIVED

OCT 6 2014

OGDEN, UT

72,365.

18,040.

169,858.

439,269.

2,200,155.

2,639,424.

JSA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) 3

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		1,634,598.	1,790,171.	1,790,171.
	2 Savings and temporary cash investments	15.			
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►	9.	15.		15.
	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 instructions)				
	7 Other notes and loans receivable (attach schedule) ► *		250,000.	ATCH 900000	
	Less: allowance for doubtful accounts ►	300,000.	250,000.	250,000.	
Assets	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 10		3,485,286.	2,681,238.	2,622,887.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	14 Land, buildings, and equipment: basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ► ATCH 11)		28,747,834.	28,187,184.	33,256,863.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		34,167,727.	32,908,608.	37,919,936.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable		1,350,000.	1,415,000.	
	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)		1,350,000.	1,415,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		35,047,821.	32,817,727.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		-1,702,094.	-2,674,120.	
	30 Total net assets or fund balances (see instructions)		32,817,727.	30,143,607.	
	31 Total liabilities and net assets/fund balances (see instructions)		34,167,727.	32,908,608.	

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	32,817,727.
2 Enter amount from Part I, line 27a	2	-2,674,120.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	30,143,607.
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	30,143,607.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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	1,321,082.	
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 instructions). If (loss), enter -0- in Part I, line 8	3			0	

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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes No

1 Enter the appropriate amount in each column for each year; see 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))
2011	1,992,448.	34,893,658.	0.057101
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
2 Total of line 1, column (d)			2 0.323040
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 0.064608
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 36,369,020.
5 Multiply line 4 by line 3			5 2,349,730.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,784.
7 Add lines 5 and 6			7 2,363,514.
8 Enter qualifying distributions from Part XII, line 4			8 2,639,424.
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.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. . . .	Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	13,784.
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-)			
3	Add lines 1 and 2	2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3		13,784.
5	Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-	4		0
6	Credits/Payments:	5		13,784.
a	2012 estimated tax payments and 2011 overpayment credited to 2012.	6a		5,814.
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		17,000.
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		22,814.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		9,030.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 9,030. Refunded ►	11		

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	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b	X
<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	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<i>If "Yes," attach a detailed description of the activities.</i>			
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	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>			
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	X
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	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY,		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	X
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

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 Instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see Instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► WWW.WOODCOCKFDN.ORG				
14	The books are in care of ► WENDY GOLDNER Telephone no ► 212-549-5370 Located at ► C/O ROCK & CO - 30 ROCKEFELLER PLAZA NEW YORK, NY ZIP+4 ► 10112	15		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15	16		
16	At any time during calendar year 2012, 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? See the Instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	Yes	No	

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 Instructions)? Organizations relying on a current notice regarding disaster assistance check here ► 15	1b	X
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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 Instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 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 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)?			5b	X
Organizations relying on a current notice regarding disaster assistance check here ►					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATCH 13	<input checked="" 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	X
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	X
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 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
ATCH 14		88,880.	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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
ATCH 15		164,301.	0	14,705.

Total number of other employees paid over \$50,000 ►

Form 990-PF (2012)

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	GENDER EQUALITY IS AN INITIATIVE TO MOTIVATE AND MOBILIZE MILLENNIALS TO MAKE GENER EQUALITY A PRIORITY AND TAKE ACTION TO SUPPORT LEADERS AND ORGANIZATIONS.	265,286.
2	ARC HIGHWAY DESIGN COMPETITION IS AN INTERDISCIPLINARY PARTNERSHIP WORKING TO FACILITATE NEW THINKING, METHODS, MATERIALS, AND SOLUTIONS FOR WILDLIFE CROSSING STRUCTURES.	92,255.
3		
4		

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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
- b Average of monthly cash balances
- c Fair market value of all other assets (see instructions)
- d Total (add lines 1a, b, and c)
- 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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

1a	36,177,788.
1b	745,075.
1c	
1d	36,922,863.
2	
3	36,922,863.
4	553,843.
5	36,369,020.
6	1,818,451.

Part XI Distributable Amount (see 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** 1,818,451.

2a Tax on investment income for 2012 from Part VI, line 5 **2a** 13,784.

- b Income tax for 2012. (This does not include the tax from Part VI.) **2b**

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 **7** 1,804,667.

Part XII Qualifying Distributions (see 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
- b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

- a Suitability test (prior IRS approval required)
- b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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 instructions)

6 Adjusted qualifying distributions. Subtract line 5 from line 4

1a	2,639,424.
1b	
2	
3a	
3b	
4	2,639,424.
5	13,784.
6	2,625,640.

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 instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,804,667.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	338,441.			
b From 2008	763,347.			
c From 2009	658,650.			
d From 2010				
e From 2011	252,146.			
f Total of lines 3a through e	2,012,584.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,639,424.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,804,667.
e Remaining amount distributed out of corpus	834,757.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,847,341.			
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 instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	338,441.			
10 Analysis of line 9:				
a Excess from 2008	763,347.			
b Excess from 2009	658,650.			
c Excess from 2010				
d Excess from 2011	252,146.			
e Excess from 2012	834,757.			

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

NOT APPLICABLE

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►		
b	Check box to indicate whether the foundation is a private operating foundation described in section					4942(j)(3) or	4942(j)(5)
2 a	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)(ii)						
(3)	Largest amount of support from an exempt organization						
(4)	Gross investment income						

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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).)

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail 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)				
a Paid during the year				
ATCH 16				
Total			► 3a	2,200,155.
b Approved for future payment				
ATCH 17				
Total			► 3b	1,415,000.

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 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	260,260.	
4	Dividends and interest from securities			14	629,075.	
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	1,820.	
8	Gain or (loss) from sales of assets other than inventory			18	1,321,082.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b	ATCH 18					
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				2,212,237.	

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign
Here

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

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name WENDY S. GOLDNER	Preparer's signature 	Date 10-9-14	Check <input type="checkbox"/> if self-employed	PTIN P00950323
	Firm's name ► ROCKEFELLER & CO., INC.	Firm's EIN ► 13-3006584			
	Firm's address ► 30 ROCKEFELLER PL. - RM 5600 NEW YORK, NY	10112	Phone no. 212-549-5100		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
21,721.		GOLDMAN SACHS CORE FIXED INC PROPERTY TYPE: SECURITIES 22,172.				P	10/31/2012	10/03/2013 -451.
928,403.		GOLDMAN SACHS CORE FIXED INC PROPERTY TYPE: SECURITIES 889,814.				P	01/07/2004	10/03/2013 38,589.
100,000.		PUBLIC RADO PROPERTY TYPE: OTHER 100,000.				P	05/10/2010	05/04/2013
288,082.		ROOT CAPITAL PROPERTY TYPE: OTHER				P	05/10/2010	05/06/2013
535,129.		GS VINTAGE FUND II PROPERTY TYPE: SECURITIES 47,526.				P	05/07/2002	03/28/2013 240,556.
9,558.		GS CAP PRNTERS 2000 PROPERTY TYPE: SECURITIES				P		535,129. 9,558.
85,290.		GENERATION IM GLOBAL EQ FUND PROPERTY TYPE: SECURITIES				P		85,290.
512.		MICROVEST SHORT DURATION PROPERTY TYPE: SECURITIES				P		512.
1,173.		MICROVEST SHORT DURATION PROPERTY TYPE: SECURITIES				P		1,173.
26,976.		ROCK SUSTAIN & IMPACT FUND PROPERTY TYPE: SECURITIES				P		26,976.
27,831.		ROCK SUSTAIN & IMPACT FUND PROPERTY TYPE: SECURITIES				P		27,831.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis			
		WIF #4 PROPERTY TYPE: SECURITIES 2,455.				P	-2,455.	
73,977.		WIF #4 PROPERTY TYPE: SECURITIES				P	73,977.	
16,046.		WIF #5 PROPERTY TYPE: SECURITIES				P	16,046.	
534,397.		WIF #5 PROPERTY TYPE: SECURITIES				P	534,397.	
105,750.		WIF #6 PROPERTY TYPE: SECURITIES 39,463.				P	-39,463.	
2,343.		WIF #6 PROPERTY TYPE: SECURITIES				P	105,750.	
47,556.		WIF #7 PROPERTY TYPE: SECURITIES 56,790.				P	-56,790.	
168.		WIF #7 PROPERTY TYPE: SECURITIES 325,610.				P	-325,610.	
		WIF #8 PROPERTY TYPE: SECURITIES				P	2,343.	
		WIF #8 PROPERTY TYPE: SECURITIES				P	47,556.	
		SECURITIES LITIGATION PROPERTY TYPE: SECURITIES				P	168.	
TOTAL GAIN(LOSS)							<u>1,321,082.</u>	

ATTACHMENT 1FORM 990FF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST	1.	1.
GS CAPITAL PARTNERS 2000, LP	103,370.	103,370.
WOODCOCK INVEST PART #5	6,501.	6,501.
WOODCOCK INVEST PART #7	20,290.	20,290.
WOODCOCK INVEST PART #4	77,438.	77,438.
WOODCOCK INVEST PART #8		
GENERATION IM GLOBAL EQUITY FUND		
WOODCOCK INVEST PART #4 - TAX EXEMPT	605.	605.
WOODCOCK INVEST PART #5 - TAX EXEMPT	15,506.	15,506.
ROOT CAPITAL	2,000.	2,000.
HEALTHPOINT SERVICES GLOBAL, LLC	1,000.	1,000.
MICROVEST II, LP	6.	6.
ACUMEN FUND, LP	4,983.	4,983.
PUBLIC RADIO	2,042.	2,042.
MICROVEST SHORT DURATION FUND	26,513.	26,513.
CHARCO NO 5	5.	5.
TOTAL	<u><u>260,260.</u></u>	<u><u>244,149.</u></u>

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

ATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST		
GS CAPITAL PARTNERS 2000, LP	108,219.	108,219.
WOODCOCK INVEST PART #5	53,261.	53,261.
WOODCOCK INVEST PART #6	54,398.	54,398.
WOODCOCK INVEST PART #7	123,495.	123,495.
WOODCOCK INVEST PART #8	116,714.	116,714.
WOODCOCK INVEST PART #4	65,028.	65,028.
GENERATION IM GLOBAL EQUITY FUND	24,386.	24,386.
MICROVEST II, LP	56,889.	56,889.
ROCK SUSTAIN & IMPACT FUND, LP	11,210.	11,210.
MICROVEST SHORT DURATION FUND	13,941.	13,941.
CHARCO NO 4	1,527.	1,527.
CHARCO NO 5	4.	4.
	3.	3.
TOTAL	<u><u>629,075.</u></u>	<u><u>629,075.</u></u>

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION
MICRO VEST SHORT DURATION
ROCK SUSTAIN & IMPACT FUND
CHARCO NO 5

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICRO VEST SHORT DURATION	796.	796.
ROCK SUSTAIN & IMPACT FUND	1,020.	1,020.
CHARCO NO 5	4.	
TOTALS	<u>1,820.</u>	<u>1,820.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ROCK & CO - TAX & ACCOUNTING F	73,391.	73,391.	73,391.	
TOTALS	<u>73,391.</u>	<u>73,391.</u>	<u>73,391.</u>	

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WOODCOCK FIN'L MGT - INVEST MG GS CAPITAL PARTNERS 2000, LP -	72,259.	72,259.
WOODCOCK INVESTMENT FUND # 5 -	15,537.	15,537.
WOODCOCK INVESTMENT FUND # 6 -	152,628.	152,628.
WOODCOCK INVESTMENT FUND # 7 -	48,762.	48,762.
WOODCOCK INVESTMENT FUND # 8 -	91,401.	91,401.
WOODCOCK INVESTMENT FUND # 4 -	22,468.	22,468.
GENERATION IM GLOBAL EQUITY FD	13,883.	13,883.
MICROVEST II, LP	35,775.	35,775.
ACUMEN FUND, LP	14,145.	14,145.
ROCK SUSTAIN & IMPACT FUND, LP	24,519.	24,519.
CUSTODY FEES	21,621.	21,621.
MICRO VEST SHORT DURATION	3,000.	3,000.
	8,079.	8,079.
TOTALS	<u>524,077.</u>	<u>524,077.</u>

FORM 990PF, PART I - INTEREST EXPENSEATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WOODCOCK INVESTMENT FUND # 4 -	20,620.	20,620.
WOODCOCK INVESTMENT FUND # 5 -	17,302.	17,302.
WOODCOCK INVESTMENT FUND # 8 -	3,941.	3,941.
WOODCOCK INVESTMENT FUND # 7 -	281.	281.
TOTALS	<u>42,144.</u>	<u>42,144.</u>

FORM 990PF, PART I - TAXESATTACHMENT 7

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	37,596.	37,596.
FEDERAL EXCISE TAXES	12,186.	
STATE EXCISE TAXES	2,000.	
 TOTALS	 <u>51,782.</u>	 <u>37,596.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>ANNUAL FILING FEE- NY ATTY GEN</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PHONE	750.	479.	750.	479.
POSTAGE		995.		995.
SUPPLIES		2,470.		2,470.
MEALS		13,631.		13,631.
INSURANCE		1,553.		1,553.
MEMBERSHIPS		3,000.		3,000.
OTHER MISCELLANEOUS EXPENSES		8,070.		8,070.
CONSULTANT		137,500.		137,500.
COMPUTER EXPENSE		300.		300.
FURNISHING EXPENSE		1,860.		1,860.
GENERATION IM GLOBAL		18,412.		18,412.
WIF #8		187.		187.
WIF #7		6,560.		6,560.
WIF #5		6,902.		6,902.
WIF #4		8,144.		8,144.
GS CAP PTNRS 2000		9,270.		9,270.
ACUMEN FUND LP		1,434.		1,434.
TOTALS	221,517.		51,659.	169,858.

ATTACHMENT 9FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: HEALTHPOINT SERVICES GLOBAL
ORIGINAL AMOUNT: 50,000.
INTEREST RATE: 2.000000
DATE OF NOTE: 05/04/2010
MATURITY DATE: 11/04/2014
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST
PURPOSE OF LOAN: TO BUILD LOW COST HIGH QUALITY HEALTH CARE CLINICS

BEGINNING BALANCE DUE 50,000.

ENDING BALANCE DUE 50,000.

ENDING FAIR MARKET VALUE 50,000.

BORROWER: ROOT CAPITAL
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 2.000000
DATE OF NOTE: 05/06/2010
MATURITY DATE: 09/30/2016
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST
PURPOSE OF LOAN: FINANCING INTERNATIONAL AGRICULTURAL ENTREPRENEURS

BEGINNING BALANCE DUE 100,000.

ENDING BALANCE DUE 100,000.

ENDING FAIR MARKET VALUE 100,000.

ATTACHMENT 9 (CONT'D)

BORROWER: PUBLIC RADIO FUND
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 3.000000
DATE OF NOTE: 05/04/2010
MATURITY DATE: 05/03/2013
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE WITH ACCRUED INTEREST
PURPOSE OF LOAN: EXPAND PUBLIC RADIO IN THE UNITED STATES

BEGINNING BALANCE DUE 100,000.

BORROWER: LUMNI INC
ORIGINAL AMOUNT: 50,000.
INTEREST RATE: 6.000000
DATE OF NOTE: 05/24/2011
MATURITY DATE: 05/27/2016
REPAYMENT TERMS: PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST
PURPOSE OF LOAN: GIVE STUDENTS THE ABILITY TO INVEST IN THEIR EDUCA

BEGINNING BALANCE DUE 50,000.

ENDING BALANCE DUE 50,000.

ENDING FAIR MARKET VALUE 50,000.

ATTACHMENT 9 (CONT'D)

BORROWER:	CLEARBON INC
ORIGINAL AMOUNT:	50,000.
INTEREST RATE:	6.000000
MATURITY DATE:	08/30/2015
REPAYMENT TERMS:	ACCRUED INTEREST PLUS OUTSTANDING PRINCIPAL QTRLY
PURPOSE OF LOAN:	FINANCING
ENDING BALANCE DUE	<u>50,000.</u>
ENDING FAIR MARKET VALUE	<u>50,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	<u>300,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	<u>250,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	<u>250,000.</u>

FORM 990PF, PART II - CORPORATE STOCKDESCRIPTION

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	------------------------------	-----------------------

TEMPLETON GLOBAL BOND FUND
GOLDMAN SACHS CORE FIXED INCOME
GOLDMAN SACHS ENHANCED INCOME
PIMCO LOW DURATION FUND

TOTALS

TEMPLETON GLOBAL BOND FUND	605,429.	575,357.
GOLDMAN SACHS CORE FIXED INCOME	612,968.	594,756.
GOLDMAN SACHS ENHANCED INCOME	1,462,841.	1,452,774.
PIMCO LOW DURATION FUND	<u>2,681,238.</u>	<u>2,622,887.</u>

ATTACHMENT 10

FORM 990PF, PART III - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERATION IM GLOBAL EQUITIES	3,186,486.	4,322,783.
GS CAPITAL PARTNERS 2000, LP	4,944,352.	722,702.
GS VINTAGE FUND II OFFSHORE		846,900.
MICROVEST II LP		420,439.
ACUMEN FUND, LP		215,000.
WOODCOCK INVESTMENT FUND #4	386,283.	
WOODCOCK INVESTMENT FUND #5	53,855.	
WOODCOCK INVESTMENT FUND #6		
WOODCOCK INVESTMENT FUND #7		7,693,007.
WOODCOCK INVESTMENT FUND #8	3,365,530.	8,662,927.
ROCKEFELLER SUSTAINABILITY & I	6,476,500.	1,151,898.
MICROVEST SHORT FURATION FUND	1,377,556.	1,496,804.
CHARCO NO. 4	1,042,208.	522,276.
CHARCO NO. 5	2,285,762.	2,234,738.
	4,546,376.	4,959,881.
TOTALS	<u>28,187,184.</u>	<u>33,256,863.</u>

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: WOODCOCK INVESTMENT FUND NO 6 LLC
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 20-2704647
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
NONE

CONTROLLED ENTITY'S NAME: WOODCOCK INVESTMENT FUND NO 8 LLC
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 20-2704807
TRANSFER AMOUNT: 400,000.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DISTRIBUTION OF CAPITAL

CONTROLLED ENTITY'S NAME: WOODCOCK INVESTMENT FUND NO 4 LLC
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 41-2109679
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
NONE

CONTROLLED ENTITY'S NAME: WOODCOCK INVESTMENT FUND NO 5 LLC
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 41-2109683
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
NONE

CONTROLLED ENTITY'S NAME: WOODCOCK INVESTMENT FUND NO 7 LLC
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 20-2704750
TRANSFER AMOUNT:
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
NONE

CONTROLLED ENTITY'S NAME: CHARCO NO 5
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 46-1583080
TRANSFER AMOUNT: 1,500,000.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DISTRIBUTION OF CAPITAL

ATTACHMENT 13FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: HEALTHPOINT SERVICES GLOBAL INC
GRANTEE'S ADDRESS: 55 PARK AVENUE
CITY, STATE & ZIP: NEW YORK, NY 10016
GRANT DATE: 05/04/2010
GRANT AMOUNT:
GRANT PURPOSE: TO FINANCE AND BUILD LOW COST, HIGH QUALITY HEALTH CARE CLINICS IN RURAL INDIA AND OTHER COUNTRIES.
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: AUGUST 28, 2012
VERIFICATION DATE:
RESULTS OF VERIFICATION:
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE INVESTEE AND HAS NOT INDEPENDENTLY VERIFIED THE REPORTS.

GRANTEE'S NAME: PUBLIC RADIO FUND LLC
GRANTEE'S ADDRESS: 834 MARSHALL ROAD
CITY, STATE & ZIP: BOULDER, CO 80305
GRANT DATE: 05/04/2010
GRANT AMOUNT:
GRANT PURPOSE: TO EXPAND PUBLIC RADIO IN THE US BY PREPARING STATIONS FOR ADDITIONAL INVESTMENT, FINANCING,
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: NOVEMBER 28, 2012
VERIFICATION DATE:
RESULTS OF VERIFICATION:
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE INVESTEE AND HAS NOT INDEPENDENTLY VERIFIED THE REPORTS.

GRANTEE'S NAME: ROOT CAPITAL
GRANTEE'S ADDRESS: 955 MASSACHUSETTS AVENUE 5TH FLOOR
CITY, STATE & ZIP: CAMBRIDGE, MA 02139
GRANT DATE: 05/06/2010
GRANT AMOUNT:
GRANT PURPOSE: PROVIDE FINANCING TO INTERNATIONAL AGRICULTURAL ENTREPRENEURS WHO FALL IS THE MISSING MIDDLE
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: AUGUST 27, 2012
VERIFICATION DATE:
RESULTS OF VERIFICATION:
THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORTS FROM THE INVESTEE AND HAS NOT INDEPENDENTLY VERIFIED THE REPORTS.

GRANTEE'S NAME: LUMNI INC
GRANTEE'S ADDRESS: 251 CRANDON BLVD SUITE 327

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: KEY BISCAYNE, FL 33149
GRANT DATE: 05/24/2011
GRANT AMOUNT:
GRANT PURPOSE: TO GIVE STUDENTS THE OPPORTUNITY TO INVEST IN THEIR EDUCATION USING THE VALUE OF FUTURE EARNINGS
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: AUGUST 30, 2012
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14NAME AND ADDRESS TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION COMPENSATION

VIRGINIA MONTGOMERY ATTN RHD
C O KOZUSKO HARRIS DUNCAN
25201 CHAGRIN BLVD SUITE 370
BEACHWOOD, OH 44122

TRUSTEE 71.60 44,971. 0 0

JEREMY GUTH
ROCK CO 30 ROCKEFELLER PLAZA
5600
NEW YORK, NY 10112

TRUSTEE 0 0 0 0

LINDSAY D SHEA
ROCK CO 30 ROCKEFELLER PLAZA
5600
NEW YORK, NY 10112

TRUSTEE 0 0 0 0

OLGA M DAVIDSON
ROCK CO 30 ROCKEFELLER PLAZA
5600
NEW YORK, NY 10112

TRUSTEE 0 0 0 0

STUART DAVIDSON
ROCK CO 30 ROCKEFELLER PLAZA
5600
NEW YORK, NY 10112

TRUSTEE 0 0 0 0

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

COMPENSATION

WINTHROP RUTHERFURD ATTN RHD
C O KOZUSKO HARRIS DUNCAN
25201 CHAGRIN BLVD SUITE 370
BEACHWOOD, OH 44122

TRUSTEE
43,909.
50.30

GRAND TOTALS

0
88,880.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

34-1606085

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHANIE MILLER 30 ROCKEFELLER PLAZA RM 5600 NEW YORK, NY 10112	GRANTS DIRECTOR 40.00	95,000.	0
STACY FAELLA 30 ROCKEFELLER PLAZA RM 5600 NEW YORK, NY 10112	69,301.	40.00	0
	<u>TOTAL COMPENSATION</u>	<u>164,301.</u>	<u>14,705.</u>

ATTACHMENT 15

FORM 900PF. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACOMEN FUND 74 TRINITY PLACE 9TH FLOOR NEW YORK, NY 10006	NONE N/A	GENERAL	125,000.	

CAREER GEAR 120 BROADWAY SUITE 3660 NEW YORK, NY 10271	NONE	GENERAL	10,000.
--	------	---------	---------

FOODCORPS 514 E 12TH STREET SUITE 11 NEW YORK, NY 10009	NONE	GENERAL	100,000.
---	------	---------	----------

FAIR FOOD NETWORK 112-B MAIN STREET ANN ARBOR, MI 48104	NONE	GENERAL	200,000.
---	------	---------	----------

FREE PRESS 100 MAIN STREET P O BOX 28 NORTHHAMPTON, MA 01061	NONE	GENERAL	225,000.
---	------	---------	----------

CLINTON GLOBAL INITIATIVE 610 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	NONE	GENERAL	28,500.
--	------	---------	---------

ATTACHMENT 16

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

ATTACHMENT 16 (CONT'D)

FORCE FILM FOUNDATION
430 EAST 10TH STREET 3RD FLOOR
NEW YORK, NY 10009

MIISTAKIS INSTITUTE FOR THE ROCKIES

2500 UNIVERSITY DRIVE NW T2N 1N4T
CALGARY

ALBERTA

CANADA

COLORADO CONSERVATION TRUST

1420 OGDEN STREET SUITE 104
DENVER, CO 80218

EVERGREEN

550 BAYVIEW AVENUE M4W 3X8
TORONTO
ONTARIO
CANADA

PHI

349 EAST 149TH STREET TENTH FLOOR
NEW YORK, NY 10001

PRO MUJER

240 WEST 35TH STREET SUITE 404
NEW YORK, NY 10001

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

NONE
GENERAL

25,000.
GENERAL

NONE
GENERAL

55,000.
GENERAL

NONE
GENERAL

10,000.
GENERAL

NONE
GENERAL

2,665.
GENERAL

NONE
GENERAL

167,000.
GENERAL

NONE
GENERAL

50,000.
GENERAL

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS

REDF
631 HOWARD ST. SUITE 320
SAN FRANCISCO, CA 94105
THE CALVERT FOUNDATION
7315 WISCONSIN AVENUE SUITE 1100W
BETHESDA, MD 20814
THE YELLOWSTONE TO YUKON CONSERVATION INITIATIVE
P O BOX 157
BOZEMAN, MT 59771
WOODCOCK FOUNDATION FAP
30 ROCKEFELLER PLAZA ROOM 5600
NEW YORK, NY 10112
NATURE CONSERVANCY IN MAINE
14 MAINE STREET SUITE 401
BRUNSWICK, ME 04011
ROCKEFELLER PHILANTHROPY ADVISORS
6 WEST 48TH STREET 10TH FLOOR
NEW YORK, NY 10036

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REDF	NONE	GENERAL	166,000.
THE CALVERT FOUNDATION	NONE	GENERAL	100,000.
THE YELLOWSTONE TO YUKON CONSERVATION INITIATIVE	NONE	GENERAL	226,000.
WOODCOCK FOUNDATION FAP	FOUNDATION ADMINISTERED PROGRAMS	GENERAL	314,990.
NATURE CONSERVANCY IN MAINE	NONE	GENERAL	75,000.
ROCKEFELLER PHILANTHROPY ADVISORS	NONE	GENERAL	300,000.

ATTACHMENT 16 (CONT'D.)

FORM 990PF. PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT		
MONTANA STATE UNIVERSITY 416 COBLEIGH HALL BOZEMAN, MT 59717	NONE		WORK OF TONEY CLEVENGER	45,000.
FAIR FOOD NETWORK 112-B MAIN STREET ANN ARBOR, MI 48104	NONE	GENERAL		200,000.
FREE PRESS 100 MAIN STREET P O BOX 28 NORTHAMPTON, MA 01601	NONE	GENERAL		150,000.
THE CALVERT FOUNDATION 7315 WISCONSIN AVENUE SUITE 1100W BETHESDA, MD 20814	NONE	GENERAL		50,000.
PHI 349 EAST 149TH STREET TENTH FLOOR NEW YORK, NY 10001	NONE	GENERAL		166,000.
CENTER FOR LARGE LANDSCAPE CONSERVATION P O BOX 1587 BOZEMAN, MT 59771	NONE		WILDLIFE MITIGATION EFFORTS IN AND AROUND JACKSON HOLE, WY	60,000.

ATTACHMENT 17

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	ATTACHMENT 17 (CONT'D.)
				GENERAL, STRATEGIC FUND, AND THE CONSULTING SERVICES OF HARVEY LOCKE
Y2Y GRANTMAKING P O BOX 157 BOZEMAN, MN 59771	NONE	GENERAL, STRATEGIC FUND, AND THE CONSULTING SERVICES OF HARVEY LOCKE	205,000.	
FOODCORPS 514 E 12TH STREET SUITE 11 NEW YORK, NY 10009	NONE	GENERAL	100,000.	
MIISTAKIS INSTITUTE FOR THE ROCKIES 2500 UNIVERSITY DRIVE NW T2N 1N1 CALGARY ALBERTA CANADA	NONE	WORK FOR TONY CLEVENGER AND 2 ROCK CREEK CORRIDOR PROJECTS	30,000.	
PRO MOJER 240 WEST 35TH STREET SUITE 404 NEW YORK, NY 10001	NONE	GENERAL	100,000.	
FORCE FILM FOUNDATION 430 EAST 10TH STREET 3RD FLOOR NEW YORK, NY 10009	NONE	GENERAL		
KING BAUDOUIN FOUNDATION UNITED STATES 10 ROCKEFELLER PLAZA 16TH FLOOR NEW YORK, NY 10020	NONE	GENERAL	50,000.	

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW VENTURE FUND 1201 CONNECTICUT AVENUE SUITE 300 WASHINGTON, DC 20036	NONE	COMMUNICATIONS EFFORTS OF THE MAKE IT WORK CAMPAIGN	100,000.
WESTERN TRANSPORTATION INSTITUTE 960 TECHNOLOGY BLVD SUITE B BOZEMAN, MT 59718	NONE	ARC WHITE PAPER AND DESIGN PARAMETERS WORKSHOPS	48,000.
ROCKEFELLER FAMILY FUND	NONE	TO ENGAGE MILLENNIALS AND OTHER RISING AMERICAN ELECTORATE GROUPS IN SUPPORT OF A WOMEN'S ECONOMIC AGENDA	100,000.
RYERSON UNIVERSITY 350 VICTORIA STREET M5B 2K3 TORONTO ONTARIO CANADA	NONE	WORK ON THE ARC XING PROJECT	10,000.
APPLE ARTS 259 WEST 30TH STREET SUITE 11 NEW YORK, NY 10001	NONE	GENERAL	1,000.
		TOTAL CONTRIBUTIONS APPROVED	<u>1,415,000.</u>

ATTACHMENT 17 (CONT.D)

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INVESTMENT PARTNERSHIPS OTHER INCOME				
TOTALS				

**SCHEDULE D
(Form 1041)**

**Department of the Treasury
Internal Revenue Service**

Capital Gains and Losses

- Attach to Form 1041, Form 5227, or Form 990-T.
- Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No. 1545-0092

2012

Name of estate or trust

WOODCOCK FOUNDATION

Employer identification number

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-43,724.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4 ()	
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-43,724.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,364,806.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	1,364,806.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		-43,724.
14	Net long-term gain or (loss):			
	a Total for year	14a		1,364,806.
	b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
	c 28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		1,321,082.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

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

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Department of the Treasury
Internal Revenue Service

- Attach to Schedule D to list additional transactions for lines 1a and 6a.
- Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

Employer identification number
34-1606085

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

**(a) Description of property (Example:
100 sh. 7% preferred of "Z" Co.)**

(b) Date
acquired
mo. day yr.)

(c) Date sold
(mo., day, yr.)

(d) Sales price

(e) Cost or other basis
(see instructions)

(f) Gain or (loss)
Subtract (e) from (d)

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -43,724.

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

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

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

Employer identification number

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

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,364,806.

Schedule D-1 (Form 1041) 2012