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

OMB No. 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

12/01, 2012, and ending

11/30, 2013

Name of foundation

WOODCOCK FOUNDATION

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

ROCK CO 30 ROCKEFELLER PLAZA

Room/suite

5600

City or town, state, and ZIP code

NEW YORK, NY 10112

Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name 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

16) \$ 37,919,936.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

34-1606085

B Telephone number (see instructions)

(212) 549-5370

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

	(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.		ATCH 1
4 Dividends and interest from securities	629,075.	629,075.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,321,082.			
b Gross sales price for all assets on line 6a	2,804,912.			
7 Capital gain net income (from Part IV, line 2)		1,321,082.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
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				
16a 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				
20 Occupancy	72,365.			72,365.
21 Travel, conferences, and meetings	18,040.			18,040.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	221,517.	51,659.		169,858.
24 Total operating and administrative expenses. Add lines 13 through 23	1,271,202.	817,747.		439,269.
25 Contributions, gifts, grants paid	3,615,155.			2,200,155.
26 Total expenses and disbursements. Add lines 24 and 25	4,886,357.	817,747.	0	2,639,424.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,674,120.			
b Net investment income (if negative, enter -0-)		1,378,379.		
c Adjusted net income (if negative, enter -0-)				

*ATCH 5

Form 990-PF (2012) 13

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
Assets	1	Cash - non-interest-bearing		1,634,598.	1,790,171.	1,790,171.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 15.				
		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 9
		Less: allowance for doubtful accounts ▶		300,000.	250,000.	250,000.
	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 (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 ▶ 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		1,350,000.	1,415,000.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		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?

☐ 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 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 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.			8 2,639,424.

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

1 a 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)			
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.		1	13,784.
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	13,784.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,784.
6 Credits/Payments:			
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 <input checked="" type="checkbox"/> 9,030. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers. <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? If "No," attach explanation.	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)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Form 990-PF (2012)

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)	ATCH 12	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	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		15		
and enter the amount of tax-exempt interest received or accrued during the year					
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?		16	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 ▶					

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)?		<input checked="" type="checkbox"/> X
Organizations relying on a current notice regarding disaster assistance check here ▶		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
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)		<input checked="" type="checkbox"/> 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/> 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?		<input checked="" type="checkbox"/> 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:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 GENDER 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 ▶	

Form 990-PF (2012)

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	1a	36,177,788.
b	Average of monthly cash balances	1b	745,075.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	36,922,863.
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	
3	Subtract line 2 from line 1d	3	36,922,863.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	553,843.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,369,020.
6	Minimum investment return. Enter 5% of line 5	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	
c	Add lines 2a and 2b	2c	13,784.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,804,667.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,804,667.
6	Deduction from distributable amount (see instructions)	6	
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	1a	2,639,424.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,639,424.
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)	5	13,784.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	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.

Form 990-PF (2012)

Page 9

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)	338,441.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,508,900.			
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.				

Form 990-PF (2012)

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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 16				
Total			▶ 3a	2,200,155.
b Approved for future payment ATCH 17				
Total			▶ 3b	1,415,000.

Enter gross amounts unless otherwise indicated.

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

- | | | | | |
|--|--|--------------|------------|-----------|
| <p>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?</p> | | | Yes | No |
| <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> | | | | |
| <p>(1) Cash</p> | | 1a(1) | | X |
| <p>(2) Other assets</p> | | 1a(2) | | X |
| <p>b Other transactions:</p> | | | | |
| <p>(1) Sales of assets to a noncharitable exempt organization</p> | | 1b(1) | | X |
| <p>(2) Purchases of assets from a noncharitable exempt organization</p> | | 1b(2) | | X |
| <p>(3) Rental of facilities, equipment, or other assets</p> | | 1b(3) | | X |
| <p>(4) Reimbursement arrangements</p> | | 1b(4) | | X |
| <p>(5) Loans or loan guarantees</p> | | 1b(5) | | X |
| <p>(6) Performance of services or membership or fundraising solicitations</p> | | 1b(6) | | X |
| <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> | | 1c | | X |
| <p>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.</p> | | | | |

[illegible]

- 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.

Signature of officer or trustee

Date _____

Title

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 ☐ 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

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		Gain or (loss)	
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
		ROOT CAPITAL PROPERTY TYPE: OTHER				P	05/10/2010	05/06/2013
288,082.		GS VINTAGE FUND II PROPERTY TYPE: SECURITIES 47,526.				P	05/07/2002	03/28/2013
							240,556.	
535,129.		GS CAP PRITNERS 2000 PROPERTY TYPE: SECURITIES				P		
							535,129.	
9,558.		GENERATION IM GLOBAL EQ FUND PROPERTY TYPE: SECURITIES				P		
							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		Gain or (loss)	
		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.	
		WIF #6 PROPERTY TYPE: SECURITIES 39,463.				P	-39,463.	
105,750.		WIF #6 PROPERTY TYPE: SECURITIES				P	105,750.	
		WIF #7 PROPERTY TYPE: SECURITIES 56,790.				P	-56,790.	
		WIF #7 PROPERTY TYPE: SECURITIES 325,610.				P	-325,610.	
2,343.		WIF #8 PROPERTY TYPE: SECURITIES				P	2,343.	
47,556.		WIF #8 PROPERTY TYPE: SECURITIES				P	47,556.	
168.		SECURITIES LITIGATION PROPERTY TYPE: SECURITIES				P	168.	
TOTAL GAIN(LOSS)							<u>1,321,082.</u>	

ATTACHMENT 1FORM 990PF, 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		
WOODCOCK INVEST PART #5	103,370.	103,370.
WOODCOCK INVEST PART #7	6,501.	6,501.
WOODCOCK INVEST PART #4	20,290.	20,290.
WOODCOCK INVEST PART #8	77,438.	77,438.
GENERATION IM GLOBAL EQUITY FUND		
WOODCOCK INVEST PART #4 - TAX EXEMPT	605.	
WOODCOCK INVEST PART #5 - TAX EXEMPT	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>260,260.</u>	<u>244,149.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	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.	4.
TOTALS	<u>1,820.</u>	<u>1,820.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 6FORM 990PF, PART I - INTEREST EXPENSE

<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>

ATTACHMENT 7FORM 990PF, PART I - TAXES

<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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ANNUAL FILING FEE- NY ATTY GEN	750.	750.	
PHONE	479.		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>
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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>
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FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

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

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERATION IM GLOBAL EQUITIES		
GS CAPITAL PARTNERS 2000, LP	3,186,486.	4,322,783.
GS VINTAGE FUND II OFFSHORE	4,944,352.	722,702.
MICROVEST II LP		846,900.
ACUMEN FUND, LP	386,283.	420,439.
WOODCOCK INVESTMENT FUND #4	53,855.	215,000.
WOODCOCK INVESTMENT FUND #5		
WOODCOCK INVESTMENT FUND #6		
WOODCOCK INVESTMENT FUND #7	3,365,530.	7,693,007.
WOODCOCK INVESTMENT FUND #8	6,476,500.	8,662,927.
ROCKEFELLER SUSTAINABILITY & I	1,377,556.	1,151,898.
MICROVEST SHORT FURATION FUND	1,042,208.	1,496,804.
CHARCO NO. 4	522,276.	529,784.
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>

ATTACHMENT 12FORM 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

ATTACHMENT 13 (CONT'D)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 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
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
LINDSAY D SHEA ROCK CO 30 ROCKEFELLER PLAZA 5600 NEW YORK, NY 10112	TRUSTEE	0 0 0
OLGA M DAVIDSON ROCK CO 30 ROCKEFELLER PLAZA 5600 NEW YORK, NY 10112	TRUSTEE	0 0 0
STUART DAVIDSON ROCK CO 30 ROCKEFELLER PLAZA 5600 NEW YORK, NY 10112	TRUSTEE	0 0 0

WOODCOCK FOUNDATION

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

34-1606085

ATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
WINTHROP RUTHERFURD ATTN RHD C O KOZUSKO HARRIS DUNCAN 25201 CHAGRIN BLVD SUITE 370 BEACHWOOD, OH 44122	TRUSTEE 50.30	43,909. 0
GRAND TOTALS		<u>88,880.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<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 14,705.
STACY FAELLA 30 ROCKEFELLER PLAZA RM 5600 NEW YORK, NY 10112	40.00	69,301.	0 0
TOTAL COMPENSATION		<u>164,301.</u>	<u>14,705.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACUMEN 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 NORTHAMPTON, MA 01061	NONE		GENERAL	225,000.
CLINTON GLOBAL INITIATIVE 610 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	NONE		GENERAL	28,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORCE FILM FOUNDATION 430 EAST 10TH STREET 3RD FLOOR NEW YORK, NY 10009	NONE		GENERAL	25,000.
MIISTAKIS INSTITUTE FOR THE ROCKIES 2500 UNIVERSITY DRIVE NW T2N 1N4T CALGARY ALBERTA CANADA	NONE		GENERAL	55,000.
COLORADO CONSERVATION TRUST 1420 OGDEN STREET SUITE 104 DENVER, CO 80218	NONE		GENERAL	10,000.
EVERGREEN 550 BAYVIEW AVENUE M4W 3X8 TORONTO ONTARIO CANADA	NONE		GENERAL	2,665.
PHI 349 EAST 149TH STREET TENTH FLOOR NEW YORK, NY 10001	NONE		GENERAL	167,000.
PRO MUJER 240 WEST 35TH STREET SUITE 404 NEW YORK, NY 10001	NONE		GENERAL	50,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REDF 631 HOWARD ST. SUITE 320 SAN FRANCISCO, CA 94105	NONE		GENERAL	166,000.
THE CALVERT FOUNDATION 7315 WISCONSIN AVENUE SUITE 1100W BETHESDA, MD 20814	NONE		GENERAL	100,000.
THE YELLOWSTONE TO YUKON CONSERVATION INITIATIVE P O BOX 157 BOZEMAN, MT 59771	NONE		GENERAL	226,000.
WOODCOCK FOUNDATION FAP 30 ROCKEFELLER PLAZA ROOM 5600 NEW YORK, NY 10112	FOUNDATION ADMINISTERED PROGRAMS		GENERAL	314,990.
NATURE CONSERVANCY IN MAINE 14 MAINE STREET SUITE 401 BRUNSWICK, ME 04011	NONE		GENERAL	75,000.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET 10TH FLOOR NEW YORK, NY 10036	NONE		GENERAL	300,000.

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

ATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RYERSON UNIVERSITY 350 VICTORIA STREET M5B 2K3 TORONTO ONTARIO CANADA	NONE	GENERAL	20,000.
TOTAL CONTRIBUTIONS PAID			2,200,155.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MONTANA STATE UNIVERSITY 416 COBLEIGH HALL BOZEMAN, MT 59717	NONE	WORK OF TONEY CLEVINGER	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.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
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.
MISTAKIS INSTITUTE FOR THE ROCKIES 2500 UNIVERSITY DRIVE NW T2N 1N4T CALGARY ALBERTA CANADA	NONE		WORK FOR TONY CLEVENGER AND 2 ROCK CREEK CORRIDOR PROJECTS	30,000.
PRO MUJER 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 990PE, 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
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>

WOODCOCK FOUNDATION

34-1606085

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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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

34-1606085

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales 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 wrksh.)	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:	16	()
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	

Schedule D (Form 1041) 2012

Employer identification number

[illegible]

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

0180