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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE WINTHROP ROCKEFELLER FOUNDATION		A Employer identification number 71-0285871	
Number and street (or P O box number if mail is not delivered to street address) 225 EAST MARKHAM STREET NO 200		B Telephone number (see instructions) (501) 376-6854	
City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72201		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 147,122,064	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	89,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	348,632	348,632		
	4 Dividends and interest from securities.	2,469,994	2,469,994		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,775,472			
	b Gross sales price for all assets on line 6a 49,334,485				
	7 Capital gain net income (from Part IV, line 2) . . .		10,775,472		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	42,311	42,311	0	
	12 Total. Add lines 1 through 11	13,725,409	13,636,409	0	
	13 Compensation of officers, directors, trustees, etc	582,934	84,293	0	498,642
	14 Other employee salaries and wages	467,872	0	0	467,872
	15 Pension plans, employee benefits	254,798	15,092	0	239,706
	16a Legal fees (attach schedule)	12,637	0	0	12,637
	b Accounting fees (attach schedule)	59,557	13,000	0	46,557
	c Other professional fees (attach schedule)	902,317	564,428	0	337,889
	17 Interest	18,106	18,106	0	0
	18 Taxes (attach schedule) (see instructions)	327,527	33,427	0	0
	19 Depreciation (attach schedule) and depletion . . .	74,888	0	0	
	20 Occupancy	135,342	0	0	135,342
	21 Travel, conferences, and meetings	47,274	707	0	46,567
	22 Printing and publications	44,701	0	0	44,701
	23 Other expenses (attach schedule)	532,329	117,915	0	491,134
	24 Total operating and administrative expenses. Add lines 13 through 23	3,460,282	846,968	0	2,321,047
	25 Contributions, gifts, grants paid	4,005,832			3,106,129
	26 Total expenses and disbursements. Add lines 24 and 25	7,466,114	846,968	0	5,427,176
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,259,295			
	b Net investment income (if negative, enter -0-)		12,789,441		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	14,224,341	20,856,375	20,856,375
	3	Accounts receivable ▶ <u>357</u>			
		Less allowance for doubtful accounts ▶ _____	889	357	357
	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) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	80,922,169 	91,206,956	91,206,956
	c	Investments—corporate bonds (attach schedule).	32,240,702 	29,827,027	29,827,027
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ <u>510,378</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>331,635</u>	245,035	178,743	178,743
	15	Other assets (describe ▶ _____)	 5,189,347 	 5,052,606 	 5,052,606
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	132,822,483	147,122,064	147,122,064
	17	Accounts payable and accrued expenses	260,207	274,491	
	18	Grants payable	2,215,314	3,116,312	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,475,521	3,390,803	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	130,346,962	143,731,261	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	130,346,962	143,731,261	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	132,822,483	147,122,064	

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	130,346,962
2	Enter amount from Part I, line 27a	2	6,259,295
3	Other increases not included in line 2 (itemize) ▶ 	3	7,442,234
4	Add lines 1, 2, and 3	4	144,048,491
5	Decreases not included in line 2 (itemize) ▶ 	5	317,230
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	143,731,261

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,775,472
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	6,614,196	124,458,087	0 053144
2011	7,658,054	125,708,607	0 060919
2010	7,415,301	118,410,948	0 062623
2009	8,037,938	106,264,684	0 075641
2008	9,439,112	127,553,697	0 074001

2	Total of line 1, column (d).	2	0 326328
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 065266
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	132,374,024
5	Multiply line 4 by line 3.	5	8,639,523
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	127,894
7	Add lines 5 and 6.	7	8,767,417
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	5,427,176

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	255,789
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	255,789
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	255,789
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	238,848
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	30,000
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	268,848
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	13,059
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 13,059 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
AR			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW WRFOUNDATION ORG/WWW GUIDESTAR ORG	13	Yes	
14	The books are in care of ▶ ANDREA M DOBSON Telephone no ▶ (501) 376-6854 Located at ▶ 225 EAST MARKHAM STREET STE 200 LITTLE ROCK AR ZIP +4 ▶ 72201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

✓

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

✓

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

✓

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

✓

YesNo

(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)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

Yes

✓

No

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?

✓

YesNo

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

Yes

✓

No

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

✓

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

✓

No

b

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

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CORY ANDERSON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	VICE-PRESIDENT 40 00	147,393	21,272	0
TAKEMA BRADBERRY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	ASSISTANT 40 00	79,703	18,014	0
RACHEL ROSENBERG 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	PROGRAM ASSISTANT 40 00	66,335	8,234	0
APRIL STEWARD 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	ASSISTANT TO THE COF 40 00	53,381	7,727	0
ANDREW FORD 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201	ASSISTANT 40 00	51,913	8,987	0
Total number of other employees paid over \$50,000.				0

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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
KR CAPITAL ADVISORS INC	INVESTMENT MANAGEMENT	134,735
445 PARK AVENUE STE 1501 NEW YORK, NY 10022		
THE NORTHERN TRUST COMPANY	INVESTMENT CUSTODY/ MANAGEMENT SERVICES	114,071
50 SOUTH LASALLE ST CHICAGO, IL 60675		
HEWITT ENNISKNUPP INC AN AON COMPANY	INVESTMENT OVERSIGHT AND ADVISING	86,158
39584 TREASURY CENTER CHICAGO, IL 60694		
ADVISORY RESEARCH INC	INVESTMENT MANAGEMENT	69,930
1659 PAYSHERE CIRCLE CHICAGO, IL 60674		
RANGER INVESTMENTS	INVESTMENT MANAGEMENT	66,073
300 CRESCENT COURT SUITE 1100 DALLAS, TX 75201		
Total number of others receiving over \$50,000 for professional services.		3

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 18	205,263
2 SEE STATEMENT 18	97,931
3 SEE STATEMENT 18	69,552
4 SEE STATEMENT 18	117,779

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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	129,560,605
b	Average of monthly cash balances.	1b	4,829,267
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	134,389,872
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	134,389,872
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,015,848
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	132,374,024
6	Minimum investment return. Enter 5% of line 5.	6	6,618,701

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	6,618,701
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	255,789
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	255,789
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	6,362,912
4	Recoveries of amounts treated as qualifying distributions.	4	96,062
5	Add lines 3 and 4.	5	6,458,974
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	6,458,974

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	5,427,176
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
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	5,427,176
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,427,176
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				6,458,974
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	2,717,413			
b From 2009.	2,272,839			
c From 2010.	1,380,544			
d From 2011.	1,391,133			
e From 2012.	420,036			
f Total of lines 3a through e.	8,181,965			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,427,176				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				5,427,176
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,031,798			1,031,798
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,150,167			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	89,000			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	1,596,615			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,464,552			
10 Analysis of line 9				
a Excess from 2009. . . .	2,272,839			
b Excess from 2010. . . .	1,380,544			
c Excess from 2011. . . .	1,391,133			
d Excess from 2012. . . .	420,036			
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon.					
a	"Assets" alternative test—enter					
	(1) Value of all assets.					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization.					
	(4) Gross investment income.					

Part XVSupplementary Information (Complete this part only if the organization 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))

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 address of the person to whom applications should be addressed

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

b

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

SEE STATEMENT 19

c

Any submission deadlines

SEE STATEMENT 19

d

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

SEE STATEMENT 19

Form 990-PF (2013)

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

[illegible]

Part XVII

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

1

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

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2014-08-14

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒

Yes

☐

No

Paid Preparer Use Only

Print/Type preparer's name MARY ELLEN VANGILDER	Preparer's Signature	Date 2014-08-14	Check if self-employed ☐	PTIN P00626271
Firm's name	JPMS COX PLLC	Firm's EIN	20-1776739	
Firm's address	11300 CANTRELL ROAD SUITE 301 LITTLE ROCK, AR 72212			Phone no (501) 227-5800

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
KR CAPITAL-SHORT TERM (SEE STATEMENT 15A)	P		
KR CAPITAL-LONG TERM (SEE STATEMENT 15A)	P		
ING-SHORT TERM (SEE STATEMENT 15B)	P		
ING-LONG TERM (SEE STATEMENT 15B)	P		
PIMCO-SHORT TERM (SEE STMT 15C)	P		
PIMCO-LONG TERM (SEE STMT 15C)	P		
ADVISORY-SHORT TERM (SEE STMT 15D)	P		
ADVISORY-LONG TERM (SEE STMT 15D)	P		
HERNDON-SHORT TERM (SEE STMT 15F)	P		
HERNDON-LONG TERM (SEE STMT 15F)	P		
COMMUNITY-SHORT TERM (SEE STMT 15G)	P		
COMMUNITY-LONG TERM (SEE STMT 15G)	P		
RANGER-SHORT TERM (SEE STMT 15H)	P		
RANGER-LONG TERM (SEE STMT 15H)	P		
P/T MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND S/T(SEE STMT 16A)	P		
P/T MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND L/T(SEE STMT 16A)	P		
P/T D S V II, LP (SEE STMT 16B)	P		
P/T FFAF, LLC S/T (SEE STMT 16C)	P		
P/T FFAF, LLC L/T (SEE STMT 16C)	P		
MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
PROGRAM RELATED INVESTMENTS FUND FOR ARKANSAS' FUTURE LIQUIDATION PROCEEDS	P		
MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,481,071		1,287,646	193,425
8,776,770		5,596,943	3,179,827
1,117,185		1,097,472	19,713
1,164,050		808,933	355,117
510,782		528,848	-18,066
489,218		484,557	4,661
1,853,446		1,697,715	155,731
4,218,961		2,321,674	1,897,287
7,114,488		6,531,333	583,155
4,145,578		3,110,752	1,034,826
124,659		128,247	-3,588
1,125,341		1,135,735	-10,394
5,203,001		4,858,733	344,268
2,908,254		2,023,499	884,755
		1,540	-1,540
		4,535	-4,535
52,820			52,820
		86	-86
851			851
477,091		489,260	-12,169
22,909		23,516	-607
2,937			2,937
4,386,391		3,881,389	505,002
3,188,609		2,500,943	687,666
		4,655	-4,655
		41,002	-41,002
428,615			428,615
10,946			10,946
530,512			530,512

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			193,425
			3,179,827
			19,713
			355,117
			-18,066
			4,661
			155,731
			1,897,287
			583,155
			1,034,826
			-3,588
			-10,394
			344,268
			884,755
			-1,540
			-4,535
			52,820
			-86
			851
			-12,169
			-607
			2,937
			505,002
			687,666
			-4,655
			-41,002
			428,615
			10,946
			530,512

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHERECE WEST-SCANTLEBURY	PRESIDENT & CEO 40 00	258,502	36,917	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
ANDREA DOBSON	COFO 40 00	194,808	37,999	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
JERRY ADAMS	DIRECTOR 1 68	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
RENE BRYCE-LAPORTE	DIRECTOR 2 69	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
VICKI SAVIERS	DIRECTOR 0 56	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
LISENNE ROCKEFELLER	VICE-CHAIRMAN 0 42	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
DAVID RAINEY	DIRECTOR 2 13	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
DIANA GONZALES WORTHEN	DIRECTOR 1 58	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
ANDRE GUERRERO	DIRECTOR 1 60	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
YVETTE MURPHY-ERBY	DIRECTOR 2 29	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
TOYCE NEWTON	CHAIR 4 89	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
PLEDGER E MONK III	DIRECTOR 3 04	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
PHILLIP N BALDWIN	DIRECTOR 2 87	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
REGAN GRUBER MOFFITT	BOARD SECRETARY 40 00	113,909	21,418	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
SUSAN HARRIMAN	DIRECTOR 1 48	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
XOCHITL DELGADO-SOLORZANO	BOARD LIAISON 40 00	15,715	3,837	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				
FREDDIE BLACK	DIRECTOR 2 64	0	0	0
225 EAST MARKHAM STREET STE 200 LITTLE ROCK,AR 72201				

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.	OMB No 1545-0047 2013
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Name of the organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
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Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRUST UW WINTHROP ROCKEFELLER 2230 COTTONDALE LANE SUITE 6 LITTLE ROCK, AR 72202	\$ 89,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE WINTHROP ROCKEFELLER FOUNDATION	Employer identification number 71-0285871
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

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

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4 Relationship of transferor to transferee		

TY 2013 Accounting Fees Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JPMS COX - AUDIT AND TAX PREPARATION SERVICES	50,539	13,000	0	37,539
LOVE AND ASSOCIATES - QUARTERLY INTERNAL AUDIT REVIEWS	2,395	0	0	2,395
GUENTHER ACCOUNTING SOLUTIONS - PAYROLL PROCESSING AND TIMEKEEPING SERVICES	4,800	0	0	4,800
COMPLETE PAYROLL SERVICES - PAYROLL PROCESSING AND TIMEKEEPING SERVICES	1,823	0	0	1,823

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

TY 2013 Expenditure Responsibility Statement

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
GRANDSLAM PERFORMANCE ASSOCIATES LLC	1672 E JOYCE BOULEVARD SUITE 1 FAYETTEVILLE, AR 72703	2013-09-30	10,000	SEE STATEMENT 22	10,000				

**TY 2013 Investments Corporate
Bonds Schedule****Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NTGI BOND FUND - SEE STATEMENT 21	9,502,385	9,502,385
PIMCO FIXED INCOME FUND - SEE STATEMENT 21	9,486,579	9,486,579
CCM FIXED INCOME FUND - SEE STATEMENT 21	10,838,063	10,838,063

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ARTISAN - SEE STATMENT 21	15,355,166	15,355,166
KR CAPITAL - SEE STATEMENT 21	11,865,329	11,865,329
GMO INT'L FUND - SEE STATEMENT 21	15,443,864	15,443,864
ING CLARION REITS - SEE STATEMENT 21	6,790,386	6,790,386
ADVISORY RESEARCH EQUITIES - SEE STATEMENT 21	4,266,292	4,266,292
HERNDON CAPITAL EQUITIES - SEE STATEMENT 21	7,410,680	7,410,680
BLACKROCK EQUITY - SEE STATEMENT 21	14,084,820	14,084,820
RANGER EQUITIES - SEE STATEMENT 21	4,086,206	4,086,206
RUSSELL 1000 GROWTH EQUITIES	11,904,213	11,904,213

TY 2013 Legal Fees Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WRIGHT, LINDSEY, & JENNINGS - GENERAL BUSINESS COUNSEL	11,404	0	0	11,404
HALL, ESTILL, HARDWICK, GABLE - HR LEGAL COUNSEL	1,233	0	0	1,233

TY 2013 Other Assets Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENTS	4,984,000	4,892,168	4,892,168
ACCRUED INTEREST RECEIVABLE	183,692	138,188	138,188
WRCT IN LIEU OF GRANT RECEIVABLE	22,250	22,250	22,250
OTHER ASSETS	-595	0	0

TY 2013 Other Decreases Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Description	Amount
DIAMOND STATE VENTURES II, L.P.	55,197
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, L.P.	262,033

TY 2013 Other Expenses Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	17,081	0	0	17,081
POSTAGE	3,591	0	0	3,591
DUES & SUBSCRIPTIONS	66,396	0	0	66,396
OFFICE EXPENSES	78,220	0	0	78,220
PROGRAM EXPENSES	149,279	0	0	149,279
ACCRUAL TO CASH CONVERSION	0	0	0	81,366
PASSTHROUGH PORTFOLIO DEDUCTIONS	14,108	9,462	0	0
CONVENTIONS AND MEETINGS	7,315	0	0	7,315
PROFESSIONAL DEVELOPMENT	43,345	0	0	43,345
PASSTHROUGH LOSSES - FUND FOR ARKANSAS FUTURE	46,449	46,449	0	0
COMMITTEE SUPPORT - TRUSTEE	3,433	0	0	3,433
BANK CHARGES	61	0	0	61
BOARD APPRECIATION	621	0	0	621
TRUSTEE OPERATIONS EXPENSE	34,252	0	0	34,252
COMPUTER TRAINING	6,174	0	0	6,174
PASSTHROUGH LOSSES - DIAMOND STATE VENTURES	62,004	62,004	0	0

TY 2013 Other Income Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NT BOND FUND TRUST MISCELLANEOUS INVESTMENT INCOME	10,316	10,316	
MISCELLANEOUS INCOME	77	77	
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, LP	31,918	31,918	

TY 2013 Other Increases Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Description	Amount
UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	7,394,956
FUND FOR ARKANSAS' FUTURE, LLC	46,338
CASH VERSUS ACCRUAL BASIS ON INTEREST	940

TY 2013 Other Professional Fees Schedule

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT OVERSIGHT	84,918	84,918	0	0
MANAGEMENT FEES - REITS	51,694	51,694	0	0
INVESTMENT MGMT FEES - KR CAPITAL	134,735	134,735	0	0
INVESTMENT MGMT FEES - NORTHERN TRUST	80	80	0	0
INVESTMENT MGMT FEES - ADVISORY RESEARCH	69,930	69,930	0	0
CUSTODIAL BANK FEES	100,022	100,022	0	0
ADVISORY FEES - KR CAPITAL	242	242	0	0
TRUSTEE FEES- NT BOND INDEX FUND	4,831	4,831	0	0
PROGRAM EVALUATION	8,313	0	0	8,313
CONSULTING FEES	33,985	0	0	33,985
CONSULTING FEES - PROGRAM	123,063	0	0	123,063
COMMUNICATIONS SUPPORT - PROGRAM	82,934	0	0	82,934
INVESTMENT MGMT FEES - HERNDON	50,786	50,786	0	0
INVESTMENT MGMT FEES - RANGER	66,073	66,073	0	0
AR GLR & OTL	89,594	0	0	89,594
PROFESSIONAL FEES-BOND INDEX	1,117	1,117	0	0

TY 2013 Taxes Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	294,100	0	0	0
FOREIGN TAXES	33,342	33,342	0	0
OTHER TAXES	85	85	0	0