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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	2,137,761.	1,054,333.	1,054,333.
	2	Savings and temporary cash investments			
	3	Accounts receivable ► 1,009.			
		Less allowance for doubtful accounts ►	18.	1,009.	1,009.
	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.		250,000.	ATCH 9 200,000.
		Less allowance for doubtful accounts ►	250,000.	250,000.	200,000.
Assets	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	5,296,265.	12,776,100.	14,051,797.
	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)	25,420,934.	28,938,321.	32,497,275.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	33,104,978.	43,019,763.	47,804,414.
	17	Accounts payable and accrued expenses			
	18	Grants payable	785,000.	750,000.	
Liabilities	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)	785,000.	750,000.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	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	30,143,607.	31,352,069.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,209,085.	8,055,015.	
	29	Retained earnings, accumulated income, endowment, or other funds	31,352,692.	39,407,084.	
	30	Total net assets or fund balances (see instructions)	33,104,978.	43,019,763.	
	31	Total liabilities and net assets/fund balances (see instructions)			

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	31,352,692.
2	Enter amount from Part I, line 27a	2	7,914,704.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	39,267,396.
5	Decreases not included in line 2 (itemize) ►	5	623.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,266,773.

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	1,872,488.	
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))
2013	2,537,417.	37,471,612.	0.067716
2012	2,625,640.	36,369,020.	0.072194
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
2 Total of line 1, column (d)			2 0.332166
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 0.066433
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 37,131,170.
5 Multiply line 4 by line 3			5 2,466,735.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 19,895.
7 Add lines 5 and 6			7 2,486,630.
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 3,491,685.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)			
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .		
' Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)		
5	Tax based on Investment Income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a <input type="checkbox"/> 47,000.	
b	Exempt foreign organizations - tax withheld at source	6b <input type="checkbox"/>	
c	Tax paid with application for extension of time to file (Form 8868)	6c <input type="checkbox"/>	
d	Backup withholding erroneously withheld	6d <input type="checkbox"/>	
7	Total credits and payments Add lines 6a through 6d	7 47,000.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 145.	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 <input type="checkbox"/>	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 26,960.	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ►	11 26,960. Refunded <input type="checkbox"/>	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
	(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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?	
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
	NY, _____	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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).	ATTACH 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? Website address ► WWW.WOODCOCKFDN.ORG		13	X	
14	The books are in care of ► WENDY GOLDNER Telephone no ► 212-549-5370 Located at ► C/O ROCK & CO - 10 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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-221) 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?	<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)?		1b		X
c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		1c		X
2	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 2014?				
a	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<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)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
b	If "Yes," did it have excess business holdings in 2014 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 2014)		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		4b		X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input checked="" type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ATCH 13	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	X
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		59,248.	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
STACY FAELLA	DIRECTOR 40.00	68,969.	21,313.	0
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

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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
NONE		
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 GENDER EQUALITY IS AN INITIATIVE TO MOTIVATE AND MOBILIZE MILLENNIALS TO MAKE GENER EQUALITY A PRIORITY AND TAKE ACTION TO SUPPORT LEADERS AND ORGANIZATIONS.	1,700.
2 ARC HIGHWAY DESIGN COMPETITION IS AN INTERDISCIPLINARY PARTNERSHIP WORKING TO FACILITATE NEW THINKING, METHODS, MATERIALS, AND SOLUTIONS FOR WILDLIFE CROSSING STRUCTURES.	33,173.
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 ACUMEN CAPITAL MARKETS I	465,000.
2 FARMLAND RENEWAL	100,000.
All other program-related investments See instructions	
3 ATCH 15	250,000.
Total. Add lines 1 through 3 ►	815,000.

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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	35,845,937.
b	Average of monthly cash balances	1b	1,850,682.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	37,696,619.
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	37,696,619.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	565,449.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	37,131,170.
6	Minimum investment return. Enter 5% of line 5	6	1,856,559.

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	1,856,559.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	19,895.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	19,895.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,836,664.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,836,664.
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	1,836,664.

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	2,676,685.
b	Program-related investments - total from Part IX-B	1b	815,000.
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	3,491,685.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	19,895.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	3,471,790.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,836,664.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
b Total for prior years 20 12, 20 11, 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009	658,650.			
b From 2010	252,146.			
c From 2011	834,757.			
d From 2012	733,889.			
e From 2013		2,479,442.		
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 3,491,685.				
a Applied to 2013, 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 2014 distributable amount				1,836,664.
e Remaining amount distributed out of corpus	1,655,021.			
5 Excess distributions carryover applied to 2014 (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		4,134,463.		
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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		658,650.		
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a		3,475,813.		
10 Analysis of line 9				
a Excess from 2010	252,146.			
b Excess from 2011	834,757.			
c Excess from 2012	733,889.			
d Excess from 2013	1,655,021.			
e Excess from 2014				

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

NOT APPLICABLE

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 address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 16				
-----	-----	-----	-----	-----
Total			► 3a	2,394,448.
b Approved for future payment				
ATCH 17				
-----	-----	-----	-----	-----
Total			► 3b	750,000.

Part XVI-A • Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments			14	169,626.	
3 Interest on savings and temporary cash investments			14	595,062.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .			14	147,722.	
7 Other investment income			18	1,872,488.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,784,898.	
13 Total Add line 12, columns (b), (d), and (e)				13	2,784,898.
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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

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.

Sign
Here

► WINTHROP, RUTHERFURD

10/17/2018 TRUSTEE

Signature of officer or trustee

174

1 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 <i>Wendy S Goldner</i>	Date 10-17-16	Check <input type="checkbox"/> if self-employed	PTIN P00950323
	Firm's name ► ROCKEFELLER & CO., INC.	Firm's EIN ► 13-3006584			
	Firm's address ► 10 ROCKEFELLER PLZ, 3RD FL NY, NY	10020	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			
740,037.		SHORT TERM - SEE STATEMENT PROPERTY TYPE: SECURITIES 698,792.				P	41,245.	
2,215,917.		LONG TERM - SEE STATEMENT PROPERTY TYPE: SECURITIES 384,841.				P	1,831,076.	
167.		GAIN ON LITIGATION SETTLEMENTS PROPERTY TYPE: SECURITIES				P	167.	
TOTAL GAIN(LOSS)							<u>1,872,488.</u>	

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2014

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

WOODCOCK FOUNDATION

Employer identification number

34-1606085

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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 990-PF, 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 WOODCOCK FOUNDATION

Employer identification number
34-1606085**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	PWG 2000 CRUT 10 ROCKEFELLER PLAZA 3RD FLOOR NEW YORK, NY 10085	\$ 8,670,961.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization WOODCOCK FOUNDATION

Employer identification number

34-1606085

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 WOODCOCK FOUNDATION

Employer identification number

34-1606085

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** 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
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(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
	(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
	(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

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 GS CAPITAL PARTNERS 2000, LP	73.	73.
WOODCOCK INVEST PART #7	188.	188.
WOODCOCK INVEST PART #8	4,989.	4,989.
CHARCO NO 4 - TAX EXEMPT	24,311.	24,311.
CHARCO NO 5 - TAX EXEMPT	49.	49.
ROOT CAPITAL	18,011.	18,011.
MICROVEST II, LP	2,000.	2,000.
ACUMEN FUND, LP	2,045.	2,045.
MICROVEST SHORT DURATION FUND	14,141.	14,141.
CHARCO NO 5	44,947.	44,947.
CHARCO NO 4	48,312.	48,312.
WIF # 8 - TAX EXEMPT	9,665.	9,665.
	895.	895.
TOTAL	<u><u>169,626.</u></u>	<u><u>150,671.</u></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	155,227.	155,227.
GS CAPITAL PARTNERS 2000, LP	7,540.	7,540.
WOODCOCK INVEST PART #6	126,871.	126,871.
WOODCOCK INVEST PART #7	138,862.	138,862.
WOODCOCK INVEST PART #8	47,045.	47,045.
GENERATION IM GLOBAL EQUITY FUND	58,688.	58,688.
MICROVEST II, LP	11,940.	11,940.
ROCK SUSTAIN & IMPACT FUND, LP	15,249.	15,249.
CHARCO NO 4	12,425.	12,425.
CHARCO NO 5	21,215.	21,215.
TOTAL	<u>595,062.</u>	<u>595,062.</u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GS CAP PTNRS 200	2,101.	2,101.
CHARCO NO 4	96,282.	96,282.
WIF #7	45,339.	45,339.
FEDERAL EXCISE TAX REFUND	4,000.	
	<hr/> <u>147,722.</u>	<hr/> <u>143,722.</u>
		TOTALS

FORM 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	71,601.	71,601.	71,601.	
TOTALS		<u>71,601.</u>	<u>71,601.</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	85, 697.	85, 697.
GS CAPITAL PARTNERS 2000, LP -	10, 265.	10, 265.
WOODCOCK INVESTMENT FUND # 6 -	56, 104.	56, 104.
WOODCOCK INVESTMENT FUND # 7 -	92, 308.	92, 308.
WOODCOCK INVESTMENT FUND # 8 -	10, 263.	10, 263.
GENERATION IM GLOBAL EQUITY FD	37, 816.	37, 816.
MICROVEST II, LP	12, 280.	12, 280.
ACUMEN FUND, LP	18, 325.	18, 325.
CUSTODY FEES	2, 503.	2, 503.
MICRO VEST SHORT DURATION	12, 471.	12, 471.
CHARCO 4	17, 467.	17, 467.
CHARCO 5	91, 320.	91, 320.
TOTALS	<u>446, 819.</u>	<u>446, 819.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WOODCOCK INVESTMENT FUND # 8 -		
CHARCO 4	17,046.	17,046.
CHARCO 5	14,561.	14,561.
WIF # 7	16.	16.
TOTALS	<u>31,624.</u>	<u>31,624.</u>

FORM 990PF, PART I - TAXESATTACHMENT 7

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	24,575.	24,575.
FEDERAL EXCISE TAXES - CURRENT	47,000.	
FEDERAL EXCISE TAXES - PRIOR	45,023.	
TOTALS	<u>116,598.</u>	<u>24,575.</u>

FORM 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	318.		318.
POSTAGE	227.		227.
SUPPLIES	2,325.		2,325.
MEALS	5,529.		5,529.
MEMBERSHIPS	3,000.		3,000.
OTHER MISCELLANEOUS EXPENSES	11,430.		
CONSULTANT	26,000.		11,430.
MICROVEST SHORT DURATION FUND	5,096.		26,000.
ACUMEN FUND LP	7,181.		7,181.
CHARCO 5	66,656.		66,656.
GENERATION IM GLOBAL EQ FD	30,013.		30,013.
ROCK SUSTAIN 7 IMPACT FUND LP	28,884.		28,884.
TOTALS	187,409.	138,580.	48,829.

ATTACHMENT 8

FORM 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: 12/04/2015
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.

BORROWER: ROOT CAPITAL
ORIGINAL AMOUNT: 100,000.
INTEREST RATE: 1.750000
DATE OF NOTE: 05/06/2010
MATURITY DATE: 09/30/2017
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:	LUMNI INC
ORIGINAL AMOUNT:	50,000.
INTEREST RATE:	6.000000
DATE OF NOTE:	05/24/2011
MATURITY DATE:	12/31/2016
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.	
BORROWER: CLEARBON INC	
ORIGINAL AMOUNT:	50,000.
INTEREST RATE:	6.000000
MATURITY DATE:	09/27/2017
REPAYMENT TERMS:	ACCRUED INTEREST PLUS OUTSTANDING PRINCIPAL QTRLY
PURPOSE OF LOAN:	FINANCING
BEGINNING BALANCE DUE 50,000.	
ENDING BALANCE DUE 50,000.	
ENDING FAIR MARKET VALUE 50,000.	
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE <u>250,000.</u>	
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE <u>250,000.</u>	
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE <u>200,000.</u>	

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
TEMPLETON GLOBAL BOND FUND	2,421,819.	2,157,987.
BLACKROCK LOW DURATION BOND	2,428,772.	2,399,165.
PARAMETRIC	3,823,506.	4,337,938.
BLACKROCK TOTAL RETURN FUND	2,510,365.	2,478,074.
APERIO	1,591,638.	2,678,633.
 TOTALS	 <u>12,776,100.</u>	 <u>14,051,797.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
GENERATION IM GLOBAL EQUITIES	4,125,664.	4,875,948.
GS CAPITAL PARTNERS 2000, LP	4,384,523.	470,514.
GS VINTAGE FUND II OFFSHORE		364,570.
MICROVEST II LP	415,188.	451,728.
ACUMEN FUND, LP	183,860.	465,000.
WOODCOCK INVESTMENT FUND #6	753,006.	3,254,070.
WOODCOCK INVESTMENT FUND #7	8,566,271.	10,292,010.
WOODCOCK INVESTMENT FUND #8	1,467,112.	1,198,683.
ROCKEFELLER SUSTAINABILITY & I	1,068,512.	1,605,211.
MICROVEST SHORT FURATION FUND	816,296.	822,714.
CHARCO NO. 4	2,623,660.	2,353,735.
CHARCO NO. 5	3,651,854.	4,437,183.
FARALLON CAPITAL PARTNERS, LP	782,375.	1,805,909.
FARMLAND RENEWAL, LLC	100,000.	100,000.
TOTALS	28,938,321.	32,497,275.

ATTACHMENT 12FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

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:
DISTRIBUTION OF CAPITAL

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:
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:
DISTRIBUTION OF CAPITAL

CONTROLLED ENTITY'S NAME: CHARCO NO 4
CONTROLLED ENTITY'S ADDRESS: 1 ROCKEFELLER PLAZA SUITE 1520
CITY, STATE & ZIP: NEW YORK, NY 10020
EIN: 46-1582761
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:
DISTRIBUTION OF CAPITAL

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:
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: SEPTEMBER 30, 2014
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 IN THE MISSING MIDDLE
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS: SEPTEMBER 30, 2014
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
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: SEPTEMBER 30, 2014
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: CLEARBON INC
GRANTEE'S ADDRESS: 60 29TH STREET #131

CONT'D ON NEXT PAGE

ATTACHMENT 13 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: SAN FRANCISCO, CA 94110
GRANT DATE: 02/08/2013
GRANT AMOUNT: 50,000.
GRANT PURPOSE: TO RAISE RESIDENT AWARENESS ABOUT SUPPORTING LOCAL BUSINESSES
AMOUNT EXPENDED: 50,000.
ANY DIVERSION? NO
DATES OF REPORTS: 09302015
VERIFICATION DATE: 09/30/2015
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: FARMLAND RENEWAL
GRANTEE'S ADDRESS: 1649 COUNTY ROAD 7A
CITY, STATE & ZIP: COPAKE, NY 12516
GRANT DATE: 07/08/2015
GRANT AMOUNT: 100,000.
GRANT PURPOSE: CONSERVING FARMLAND, MAKING IT ACCESSIBLE TO FARMERS AT AN AFFORDABLE RATE
AMOUNT EXPENDED: 100,000.
ANY DIVERSION? NO
DATES OF REPORTS: 09302015
VERIFICATION DATE: 09/30/2015
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: ACUMEN CAPITAL MARKETS
GRANTEE'S ADDRESS: 74 TRINITY PLACE 9TH FLOOR
CITY, STATE & ZIP: NEW YORK, NY 10006
GRANT DATE: 09/01/2009
GRANT AMOUNT: 465,000.
GRANT PURPOSE: TO CHANGE THE WAY THE WORLD TACKLES POVERTY
AMOUNT EXPENDED: 465,000.
ANY DIVERSION? NO
DATES OF REPORTS: 09/30/2015
VERIFICATION DATE: 09/30/2015
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.

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 11,655.	
JEREMY GUTH RTC, NA P O BOX 5016 NEW YORK, NY 10185-5016	TRUSTEE 16.00	
LINDSAY D SHEA RTC, NA P O BOX 5016 NEW YORK, NY 10185-5016	TRUSTEE 2.11	
OLGA M DAVIDSON RTC, NA P O BOX 5016 NEW YORK, NY 10185-5016	TRUSTEE 20.00	
STUART DAVIDSON RTC, NA P O BOX 5016 NEW YORK, NY 10185-5016	TRUSTEE 2.00	
WINTHROP RUTHERFURD ATTN RHD C O KOZUSKO HARRIS DUNCAN 25201 CHAGRIN BLVD SUITE 370 BEACHWOOD, OH 44122	TRUSTEE 47,593.	
GRAND TOTALS		<u>59,248.</u>

ATTACHMENT 15FORM 990PF, PART IX-B - SUMMARY OF OTHER PROGRAM-RELATED INVESTMENTS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
HEALTHPOINT SERVICES GLOBAL	50,000.
CLEARBON INC	50,000.
LUMNI INC	50,000.
ROOT CAPITAL	100,000.
TOTAL	<u>250,000.</u>

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ACUMEN FUND	NONE	GENERAL	229,500.	
74 TRINITY PLACE 9TH FLOOR NEW YORK, NY 10006	N/A			
CENTER FOR LARGE LANDSCAPE CONSERVATION P O BOX 1587 BOZEMAN, MT 59771	NONE	GENERAL	83,810.	
FOODCORPS	NONE	GENERAL	100,000.	
514 E 12TH STREET SUITE 11 NEW YORK, NY 10009				
FAIR FOOD NETWORK 112-B MAIN STREET ANN ARBOR, MI 48104	NONE	GENERAL	100,000.	
FREE PRESS 100 MAIN STREET P O BOX 28 NORTHHAMPTON, MA 01061	NONE	GENERAL	220,000.	
CONFLUENCE PHILANTHROPY 475 RIVERSIDE DRIVE SUITE 900 NEW YORK, NY 10115	NONE	GENERAL	5,000.	

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

ATTACHMENT 16 (CONT'D).

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FEMINIST.COM 18 LIVINGSTON COURT WOODSTOCK, NY 12498	NONE GENERAL		10,000.
MILISTAKIS INSTITUTE FOR THE ROCKIES 2500 UNIVERSITY DRIVE NW T2N 1N4T CALGARY ALBERTA CANADA	NONE GENERAL		20,000.
FOOD & ENVIRONMENT REPORTING NETWORK 1133 BROADWAY SUITE 706 NEW YORK, NY 10010	NONE GENERAL		50,000.
KING BAUDOUIN FOUNDATION UNITED STATES 10 ROCKEFELLER PLAZA 10TH FLOOR NEW YORK, NY 10020	NONE GENERAL		100,000.
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 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	REDF	GENERAL		
SAN FRANCISCO, CA 94105 631 HOWARD ST. SUITE 320	NONE			167,000.
THE CALVERT FOUNDATION 7315 WISCONSIN AVENUE SUITE 1100W BETHESDA, MD 20814	NONE			50,000.
THE YELLOWSTONE TO YUKON CONSERVATION INITIATIVE P O BOX 157 BOZEMAN, MT 59771	NONE			240,000.
WOODCOCK FOUNDATION FAP 30 ROCKEFELLER PLAZA ROOM 5600 NEW YORK, NY 10112		FOUNDATION ADMINISTERED PROGRAMS		34,873.
IDEO.ORG 100 FOREST AVE PALO ALTO, CA 94301	NONE			212,500.
ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET 10TH FLOOR NEW YORK, NY 10036	NONE			250,000.

ATTACHMENT 16 (CONT'D)

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

ATTACHMENT 16. (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	AND	FOUNDATION STATUS OF RECIPIENT		
RYERSON UNIVERSITY 350 VICTORIA STREET M5B 2K3 TORONTO ONTARIO CANADA	NONE	GENERAL	15,000.	
NEW VENTURE FUND 1201 CONNECTICUT AVE SUITE 300 WASHINGTON, DC 20036	NONE	GENERAL	220,000.	
WESTERN TRANSPORTATION INSTITUTE 960 TECHNOLOGY BLVD SUITE B BOZEMAN, MT 59718	NONE	GENERAL	19,765.	
ROCKEFELLER FAMILY FUND, INC. 475 RIVERSIDE DR SUITE 900 NEW YORK, NY 10115	NONE	GENERAL	50,000.	

TOTAL CONTRIBUTIONS PAID	2,394,448.
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FORM 990PF. PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAIR FOOD NETWORK 112-B MAIN STREET ANN ARBOR, MI 48104	NONE	GENERAL	100,000.	
FOOD & ENVIRONMENT REPORTING NETWORK 1133 BROADWAY SUITE 706 NEW YORK, NY 10010	NONE	GENERAL	75,000.	
THE CALVERT FOUNDATION 7315 WISCONSIN AVENUE SUITE 1100W BETHESDA, MD 20814	NONE	GENERAL	100,000.	
Y2Y GRANTMAKING P O BOX 157 BOZEMAN, MN 59771	NONE	GENERAL, STRATEGIC FUND, AND THE CONSULTING SERVICES OF HARVEY LOCKE	240,000.	
FOODCORPS 514 E 12TH STREET SUITE 11 NEW YORK, NY 10009	NONE	GENERAL	100,000.	
MILISTAKIS INSTITUTE FOR THE ROCKIES 2500 UNIVERSITY DRIVE NW T2N 1N4T CALGARY ALBERTA CANADA	NONE	WORK FOR TONY CLEVENGER AND 2 ROCK CREEK CORRIDOR PROJECTS	20,000.	

ATTACHMENT 17

ATTACHMENT 17

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

ATTACHMENT 17 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SPARK	NONE	GENERAL	15,000.
101A CLAY ST, #188 SAN FRANCISCO, CA 94111	NONE	GENERAL	100,000.
KING BAUDOUIN FOUNDATION UNITED STATES 10 ROCKEFELLER PLAZA 16TH FLOOR NEW YORK, NY 10020			
		TOTAL CONTRIBUTIONS APPROVED	<u>750,000.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
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INVESTMENT PARTNERSHIPS OTHER INCOME

TOTALS