

For calendar year 2017, or tax year beginning 12-01-2017, and ending 11-30-2018

Name of foundation Woodcock Foundation		A Employer identification number 34-1606085	
% WENDY GOLDNER			
Number and street (or P O box number if mail is not delivered to street address) RTC NA PO Box 5016	Room/suite	B Telephone number (see instructions) (212) 549-5370	
City or town, state or province, country, and ZIP or foreign postal code New York, NY 101855016		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 71,219,164	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

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)	1,801,210			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	375,627	317,331		
	4 Dividends and interest from securities . . .	1,103,957	1,103,957		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,242,357			
	b Gross sales price for all assets on line 6a 3,837,253				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	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)	-17,281	-17,281		
	12 Total. Add lines 1 through 11	2,021,156	1,404,007		
	13 Compensation of officers, directors, trustees, etc	205,990			
	14 Other employee salaries and wages	214,141			214,141
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	49,606	0	0	49,606
	b Accounting fees (attach schedule)	91,655	91,655	0	0
	c Other professional fees (attach schedule)	1,151,123	1,143,272		7,851
	17 Interest	86,722	86,722		
	18 Taxes (attach schedule) (see instructions) . . .	150,197	64,913		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	32,102			32,102
	21 Travel, conferences, and meetings	18,944			
	22 Printing and publications				
	23 Other expenses (attach schedule)	69,643	7,141		1,124
	24 Total operating and administrative expenses. Add lines 13 through 23	2,070,123	1,393,703	0	304,824
	25 Contributions, gifts, grants paid	7,683,614			7,683,614
	26 Total expenses and disbursements. Add lines 24 and 25	9,753,737	1,393,703	0	7,988,438
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,732,581			
	b Net investment income (if negative, enter -0-)		10,304		
c Adjusted net income(if negative, enter -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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	6,553,217	2,477,022	2,477,022
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>240,218</u>			
		Less allowance for doubtful accounts ▶ _____	26,652	240,218	240,218
	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) ▶ <u>1,615,026</u>			
		Less allowance for doubtful accounts ▶ _____	1,448,938	1,615,026	1,949,301
	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)	10,603,781	7,903,030	8,828,493
	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 ▶ _____)	50,677,099	49,341,810	57,724,130	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	69,309,687	61,577,106	71,219,164	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
27		Capital stock, trust principal, or current funds	40,712,770	69,309,687	
28		Paid-in or capital surplus, or land, bldg, and equipment fund	29,252,390		
29		Retained earnings, accumulated income, endowment, or other funds	-655,473	-7,732,581	
30		Total net assets or fund balances (see instructions)	69,309,687	61,577,106	
31		Total liabilities and net assets/fund balances (see instructions) .	69,309,687	61,577,106	

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	69,309,687
2	Enter amount from Part I, line 27a	2	-7,732,581
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	61,577,106
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	61,577,106

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	-1,242,357
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 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))
2016	5,329,739	59,742,881	0 089211
2015	2,693,547	46,859,920	0 057481
2014	3,471,790	37,131,170	0 093501
2013	2,537,417	37,471,612	0 067716
2012	2,625,640	36,369,020	0 072194
2 Total of line 1, column (d)			2 0 380103
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 076021
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 73,958,335
5 Multiply line 4 by line 3			5 5,622,387
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 103
7 Add lines 5 and 6			7 5,622,490
8 Enter qualifying distributions from Part XII, line 4			8 8,488,438

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	103
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	103
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	103
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	73,178
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	73,178
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	73,075
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 73,075 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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	Yes	
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.woodcockfdn.org	13	Yes	
14	The books are in care of WENDY GOLDNER Telephone no (212) 549-5370			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16	At any time during calendar year 2017, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country LU	16	Yes Yes

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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 2017? <input type="checkbox"/>	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/>	2b		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	3b		
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 2017?	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))?	<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b	No	
	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?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	No	

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

(a) Name and address	Title, and average hours per week (b) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STACEY FAELLA 315 WEST 36TH STREET NEW YORK, NY 10018	EXECUTIVE DIRECTOR 40 0	109,752	36,944	
ALEXANDER GOLDMAN 315 WEST 36TH STREET NEW YORK, NY 10018	0 0	37,161	1,785	
ERIC HORVATH 315 WEST 36TH STREET NEW YORK, NY 10018	0 0	7,915	1,976	

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

Total number of others receiving over \$50,000 for professional services. ►**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 GENDER EQUALITY IS AN INITIATIVE TO MOTIVATE AND MOBILIZE MILLENNIALS TO MAKE GENDER EQUALITY A PRIORITY AND TAKE ACTION TO SUPPORT LEADERS AND ORGANIZATIONS	170,000
2 ARC HIGHWAY DESIGN COMPETITION IS AN INTERDISCIPLINARY PARTNERSHIP WORKING TO FACILITATE NEW THINKING, METHODS, MATERIALS, AND SOLUTIONS FOR WILDLIFE CROSSING STRUCTURES	3,830
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 CALIFORNIA HARVESTERS, INC	250,000
2 VINEYARD FISH & FLEET	250,000
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	500,000

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	71,240,105
b	Average of monthly cash balances.	1b	3,844,499
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	75,084,604
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	75,084,604
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,126,269
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	73,958,335
6	Minimum investment return. Enter 5% of line 5.	6	3,697,917

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	3,697,917
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	103
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	103
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,697,814
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,697,814
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	3,697,814

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	7,988,438
b	Program-related investments—total from Part IX-B.	1b	500,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	8,488,438
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	103
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,488,335

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,697,814
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 2015, 2014, 2013		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	834,757			
b From 2013.	733,889			
c From 2014.	1,655,021			
d From 2015.	401,407			
e From 2016.	2,394,441			
f Total of lines 3a through e.	6,019,515			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>8,488,438</u>				
a Applied to 2016, but not more than line 2a			0	
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 2017 distributable amount.				3,697,814
e Remaining amount distributed out of corpus	4,790,624			
5 Excess distributions carryover applied to 2017 (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	10,810,139			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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 2012 not applied on line 5 or line 7 (see instructions).	834,757			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	9,975,382			
10 Analysis of line 9				
a Excess from 2013.	733,889			
b Excess from 2014.	1,655,021			
c Excess from 2015.	401,407			
d Excess from 2016.	2,394,441			
e Excess from 2017.	4,790,624			

Part XIV Private 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 2017, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see 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 email 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	7,683,614
b <i>Approved for future payment</i> FoodCorps 514 E 12th Street Suite 11 New York, NY 10009			General	100,000
Spark MicroGrants 116 West Houston Street New York, NY 10012			General	200,000
Total			▶ 3b	300,000

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments. . . .				
3 Interest on savings and temporary cash investments 14 375,628				
4 Dividends and interest from securities. . . . 14 1,103,957				
5 Net rental income or (loss) from real estate				
a Debt-financed property.				
b Not debt-financed property.				
6 Net rental income or (loss) from personal property				
7 Other investment income. 14				
8 Gain or (loss) from sales of assets other than inventory 18 -1,259,639				
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a INVESTMENT PARTNERSHIPS OTHER INCOME _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). . 219,946				
13 Total. Add line 12, columns (b), (d), and (e). 13 219,946				

(See worksheet in line 13 instructions to verify calculations)

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?		Yes	No
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) is based on all information of which preparer has any knowledge.		
	*****	2019-10-15	*****
	Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Wendy S Goldner				P00950323
	Firm's name ▶ ROCKEFELLER & CO LLC				Firm's EIN ▶
Firm's address ▶ 45 ROCKEFELLER PLAZA 5TH FLOOR New York, NY 10111					Phone no (212) 549-5100

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
SHORT TERM - SEE ATTACHED STATEMENT A			
LONG TERM - SEE ATTACHED STATEMENT D			
LONG TERM - SEE ATTACHED STATEMENT E			
GS CAPITAL PARTNERS 2000, LP		2000-08-31	2018-02-22
FARRALON CAPITAL EXCESS DISTRIBUTIONS			
ST FROM PARTNERSHIPS			
LT FROM PARTNERSHIPS			
GAIN ON LITIGATION			
GS VINTAGE II OFFSHORE LP		2000-01-01	2018-11-30

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)
212,178		188,360	29,766
867,648		631,833	229,282
161,579		52,628	108,962
26,481		4,206,188	-4,179,707
248,035			248,035
354,437			354,437
1,863,403			1,863,403
3,440			3,440
100,052		27	100,025

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			(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	
			23,818
			235,815
			108,951
			-4,179,707
			248,035
			354,437
			1,863,403
			3,440
			100,025

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JEREMY GUTH	TRUSTEE 16 0	0	0	0
RTC NA PO Box 5016 New York, NY 101855016				
LINDSAY D SHEA	TRUSTEE 2 11	0	0	0
RTC NA PO Box 5016 New York, NY 101855016				
OLGA M DAVIDSON	TRUSTEE 20 0	0	0	0
RTC NA PO Box 5016 New York, NY 101855016				
STUART DAVIDSON	TRUSTEE 2 0	0	0	0
RTC NA PO Box 5016 New York, NY 101855016				
WINTHROP RUTHERFURD ATTN RHD	TRUSTEE 0 98	93,888	0	0
C O KOZUSKO HARRIS DUNCAN 25201 CHAGRIN BLVD SUITE 370 BEACHWOOD, OH 44122				
MARGOT BRANDENBURG	TRUSTEE 9 0	103,689	0	0
RTC NA P O Box 5016 New York, NY 101855016				
SABRINA GUTH	TRUSTEE 2 0	0	0	0
RTC NA P O Box 5016 New York, NY 101855016				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Acumen Fund74 Trinity Place 9th Floor New York, NY 10006	NONE	PC	GENERAL	167,000
Center for Large Landscape Conservation P O Box 1587 Bozeman, MT 59771	NONE	PC	GENERAL	157,935
FoodCorps514 E 12th Street Suite 11 New York, NY 10009	None	PC	GENERAL	100,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Fair Food Network112-B Main Street Ann Arbor, MI 48104	None	PC	GENERAL	100,000
Free Press100 Main Street P O Box 28 Northhampton, MA 01061	None	PC	GENERAL	250,000
Alianza Americas 1638 S Blue Island Avenue Chicago, IL 60608	None	PC	GENERAL	50,000
Total ▶ 3a				7,683,614


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Friends of Nature Conservancy of Canada 140 Pearl Street Suite 100 Buffalo, NY 14202	None	PC	GENERAL	34,000
Mistakis Institute for the Rockies 2500 University Drive NW Calgary, Alberta T2N 1N4T CA	None	PC	GENERAL	20,000
Food & Environment Reporting Network 1133 Broadway Suite 706 New York, NY 10010	None	PC	GENERAL	75,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
King Baudouin Foundation United States 10 Rockefeller Plaza 10th Floor New York, NY 10020	None	PC	GENERAL	50,000
PHI349 East 149th Street Tenth Floor New York, NY 10001	None	PC	GENERAL	167,000
Arts Council of Windham County PO Box 68 Williamsville, VT 05362	None	PC	GENERAL	5,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
REDF631 Howard St Suite 320 San Francisco, CA 94105	None	PC	GENERAL	167,000
Appalachian Voices191 Howard Street Boone, NC 28607	None	PC	GENERAL	3,900
The Yellowstone to Yukon Conservation Initiative P O Box 157 BOZEMAN, MT 59771	None	PC	GENERAL	220,500
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Center for NuLeaddership on Urban Solutions 510 Gates Avenue 1st Floor Brooklyn, NY 11216	NONE	PC	GENERAL	50,000
IDEOorg100 Forest Ave Palo Alto, CA 94301	None	PC	General	100,000
Rockefeller Philanthropy Advisors 6 West 48th Street 10th Floor New York, NY 10036	None	EOF	General	250,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Canadian Environmental Grantmaker's Network 615 Yonge Street Suite 502 Toronto, Ontario M4Y 1Z5 CA	None	PC	General	25,000
New Venture Fund 1201 Connecticut Ave Suite 300 Washington, DC 20036	None	PC	General	50,000
Columbia Land ConservancyP O Box 299 49 Main Street Chatham, NY 12037	NONE	PC	GENERAL	20,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
College of the Atlantic Development Office COA 105 Eden St Bar Harbor, ME 04609	NONE	PC	GENERAL	100,000
Movement Strategy Center 436 14th St 5th fl Oakland, CA 94612	NONE	PC	GENERAL	30,000
Spark101A Clay St 188 San Francisco, CA 94111	NONE	PC	GENERAL	25,000
Total 				7,683,614
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Eastern Maine Medical Center 43 Whiting Hill Road Suite 300 Brewer, ME 044121006	NONE	PC	GENERAL	250,000
UltraViolet Education Fund P O Box 34756 Washington, DC 20043	NONE	PC	GENERAL	50,000
Community and Family Services International Torres Building 2442 Park Avenue Pasay City, Metro Manila RP	NONE	PC	GENERAL	165,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Friends of Acadia43 Cottage Street PO Box 45 Bar Harbor, ME 04609	NONE	PC	GENERAL	500,000
Institute for Agriculture and Trade Policy 2105 First Ave S Minneapolis, MN 55404	NONE	PC	GENERAL	25,000
Island Institute410 Main Street Rockland, ME 04841	NONE	PC	GENERAL	100,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Island Readers and Writers 246 Main Street Southwest Harbor, ME 04679	NONE	PC	GENERAL	100,000
Kennesaw State University Foundation 3391 Town point Drive MD9101 Kennesaw, GA 30144	NONE	PC	GENERAL	1,000
Kenyon CollegeAccounting Office 209 Chase Avenue Gambier, OH 43022	NONE	PC	GENERAL	100,000
Total ► 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Maine Coast Heritage Trust One Bowdoin Mill Island Suite 210 Topsham, ME 04086	NONE	PC	GENERAL	1,250,000
Maine Farmland Trust97 Main Street Belfast, ME 049156536	NONE	PC	GENERAL	500,000
Maine Organic Farmers and Gardeners Association PO Box 170 294 Crosby Brook Road Unity, ME 04988	NONE	PC	GENERAL	1,000,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Environmental Treasure 202-174 Stanley Avenue Ottawa, Ontario K1M 1P3 CA	NONE	PC	GENERAL	175,000
National Young Farmers Coalition PO Box 1074 Hudson, NY 12534	NONE	PC	GENERAL	60,000
North Star Fund 305 7th Avenue 5th Floor New York, NY 100016008	NONE	PC	GENERAL	5,000
Total ► 3a				7,683,614


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NuDay SyriaPO Box 4521 Windham, NH 03087	NONE	PC	GENERAL	20,000
Planned Parenthood Federation of America Inc 123 Williams Street New York, NY 10038	NONE	PC	GENERAL	100
Scenic Hudson Inc One Civic Center Plaza Suite 200 Poughkeepsie, NY 12601	NONE	PC	GENERAL	20,000
Total ► 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Soapbox The Feminist Foundation 106 Suffolk Street Suite 2A New York, NY 10018	NONE	PC	GENERAL	5,000
Solidago Foundation 150 Main Street Suite 24 North Hampton, MA 01060	NONE	PC	GENERAL	20,000
Solutions Journalism Network 79 Madison Avenue Suite 224 New York, NY 10016	NONE	PC	GENERAL	60,000
Total ► 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Spark MicroGrantsc/o Knotel 116 West Houston Street New York, NY 10012	NONE	PC	GENERAL	200,000
Texas Civil Rights Project 1405 Montopolis Drive Austin, TX 78741	NONE	PC	GENERAL	100
The 1833 Society2 Concord Street Peterborough, NH 03458	NONE	PC	GENERAL	250,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Center for Reproductive Rights 120 Wall Street New York, NY 10005	NONE	PC	GENERAL	500,000
The Cornucopia ProjeectPO Box 379 Hancock, NH 03449	NONE	PC	GENERAL	90,000
The Nature Conservancy 4245 Fairfax Drive Suite 100 Arlington, VT 222031606	NONE	PC	GENERAL	20,000
Total ▶ 3a				7,683,614

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHARITABLE CONTRIBUTIONS - K-1 45 Rockefeller Plaza 5th Floor New York, NY 10111	NONE	PC	GENERAL	79
Total 				7,683,614
3a				

TY 2017 Accounting Fees Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROCK & CO - TAX & ACCOUNTING F	91,655	91,655		

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

TY 2017 Depreciation Schedule

Name: Woodcock Foundation

EIN: 34-1606085

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

TY 2017 Expenditure Responsibility Statement

Name: Woodcock Foundation

EIN: 34-1606085

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Root Capital	955 Massachusetts Avenue 5th Floor Cambridge, MA 02139	2010-05-06		Provide financing to international agricultural entrepreneurs who fill the missing middle		NO	September 30, 2016		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Lumni Inc	251 Crandon Blvd Suite 327 Key Biscayne, FL 33149	2011-05-24		To give students the opportunity to invest in their education using the value of future earnings		NO	September 30, 2016		The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
CLEARBON INC	60 29th Street 131 San Francisco, CA 94110	2013-02-08		To raise resident awareness about supporting local businesses		NO	09302016	2016-09-30	The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Farmland Renewal	1649 County Road 7A Copake, NY 12516	2015-07-08		Conserving farmland, making it accessible to farmers at an affordable rate		NO	09302016	2016-09-30	The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
ACUMEN CAPITAL MARKETS	74 TRINITY PLACE 9TH FLOOR NEW YORK, NY 10006	2009-09-01		To change the way the world tackles poverty		NO	09/30/2016	2016-09-30	The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
California Harvesters Inc	16350 Driver Road Bakersfield, CA 93308	2018-06-13		Financing		NO			The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
The Calvert Foundation	7315 Wisconsin Avenue Suite 1000W Bethesda, MD 20814			Support Women Investing in Women Initiative		NO			The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Rural Community Assistance Corporation	3120 Freeboard Drive Suite 201 West Sacramento, CA 95691	2018-09-27				NO			The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Sixup Community Fund I LLC	77 Van Ness Avenue Suite 101 San Francisco, CA 94102			Financing		NO			The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports
Vineyard Fish & Fleet				Support Martha's Vineyard Preservation Trust		NO			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	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
The Meloy Fund	1310 North Courthouse Road Suite 1 Arlington, VA 22201			Invest in fish-related enterprises		NO			The foundation has no reason to doubt the accuracy or reliability of the reports from the investee and has not independently verified the reports

TY 2017 Investments Corporate Stock Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEMPLETON GLOBAL BOND FUND		
BLACKROCK LOW DURATION BOND	2,593,130	2,508,703
PARAMETRIC	979	1,626
BLACKROCK TOTAL RETURN FUND	2,763,623	2,601,300
APERIO	2,545,298	3,716,864

TY 2017 Legal Fees Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KHD LEGAL FEES	49,606			49,606

TY 2017 Other Assets Schedule

Name: Woodcock Foundation

EIN: 34-1606085

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
GENERATION IM GLOBAL EQUITIES	5,324,384	6,184,734	8,823,616
GS CAPITAL PARTNERS 2000, LP	4,279,095	0	0
GS VINTAGE FUND II OFFSHORE	25	0	0
MICROVEST II LP	321,877	291,478	291,536
ACUMEN FUND, LP	162,096	0	0
WOODCOCK INVESTMENT FUND #6	8,067,722	8,671,284	10,622,562
WOODCOCK INVESTMENT FUND #7	15,038,801	15,417,537	15,937,533
WOODCOCK INVESTMENT FUND #8	5,814,682	5,941,797	5,037,495
ROCKEFELLER SUSTAINABILITY & I	1,191,643	1,268,181	2,709,750
MICROVEST SHORT DURATION FUND	872,124	887,935	886,128
CHARCO NO 4	2,681,033	3,666,258	3,457,498
CHARCO NO 5	5,018,284	5,264,192	7,606,513
FARALLON CAPITAL PARTNERS, LP	186,970	0	1,035,143
FARMLAND RENEWAL, LLC	83,568	80,102	100,000
IMPACT VENTURES III, LP	127,595	161,112	135,256
OASIS FUND S C A LP	1,507,200	1,507,200	1,081,100

TY 2017 Other Expenses Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL FILING FEES	1,065	1,065		
POSTAGE	226			
SUPPLIES	3,715			
TELEPHONE	49			
MEMBERSHIPS	16,715			
OTHER MISCELLANEOUS EXPENSES	18,940			
CONSULTANT	5,000			
FOUNDATION INSURANCE	1,124			1,124
BANK FEES	201	201		
MEALS	16,733			

Other Expenses Schedule				
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONDEDUCTIBLE EXPENSES	5,875	5,875		

TY 2017 Other Income Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WIF #8	-30,559	-30,559	
FARMLAND RENEWAL LLC	-9,325	-9,325	
WIF #7	3,357	3,357	
MICROVEST II LP	47	47	
CHARCO NO 5	-56,587	-56,587	
MICROVEST SHORT DURATION FUND LP	-25,399	-25,399	
ACUMEN FUND LP	-132	-132	
FARALLON CAPITAL PARTNERS, LP	48,406	48,406	
GENERATION IM GLOBAL	-10,494	-10,494	
CHARCO 4	63,405	63,405	

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

TY 2017 Other
Notes/Loans Receivable
Long Schedule

Name: Woodcock Foundation
EIN: 34-1606085

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
ACUMEN FUND		482,935	150,557				0 %		PROVIDE CAPITAL FOR SOCIAL INNOVATION	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
ROOT CAPITAL		100,000	100,000	2010-05	2017-09	PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST	175 %		FINANCING INTERNATIONAL AGRICULTURAL ENTREPRENEURS	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
LUMNI INC		50,000	56,271	2011-05	2016-12	PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST	6 %		GIVE STUDENTS THE ABILITY TO INVEST IN THEIR EDUCA	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
CLEARBON INC		50,000	50,000		2020-12	ACCRUED INTEREST PLUS OUTSTANDING PRINCIPAL QTRLY	6 %		FINANCING	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
CALIFORNIA HARVESTERS INC		250,000	250,000	2018-06	2025-06	MONTHLY PAYMENTS OF ACCRUED INTEREST AND PRINCIPAL	7 %		FINANCING	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
CALVERT FOUNDATION		250,000	250,000		2019-12	PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST	6 %			SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
RURAL COMMUNITY ASSISTANCE CORPORATION		250,000	250,000	2018-09	2028-09		2 %			SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
SIXUP COMMUNITY FUND I LLC		250,000	250,000		2022-09	ACCRUED INTEREST PLUS OUTSTANDING PRINCIPAL QTRLY	250 %		FINANCING	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
VINEYARD FISH & FLEET		242,232	228,595		2024-04	PRINCIPAL AMOUNT DUE WITH SIMPLE INTEREST	3 %		SUPPORT MARTHA'S VINEYARD PRESERVATION TRUST	SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	
THE MELOY FUND		17,500	29,603				0 %			SUPPORT WOMEN INVESTING IN WOMEN INITIATIVE INVEST IN FISH-RELATED ENTERPRISES	

TY 2017 Other Professional Fees Schedule

Name: Woodcock Foundation

EIN: 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WOODCOCK FIN'L MGT - INVEST MG	220,569	220,569		
GS CAPITAL PARTNERS 2000, LP -	152	152		
WOODCOCK INVESTMENT FUND # 6 -	146,824	146,824		
WOODCOCK INVESTMENT FUND # 7 -	247,380	247,380		
WOODCOCK INVESTMENT FUND # 8 -	80,894	80,894		
GENERATION IM GLOBAL EQUITY FD	54,621	54,621		
MICROVEST II, LP	10,516	10,516		
ACUMEN FUND, LP	29,680	29,680		
CUSTODY FEES	11,562	11,562		
MICRO VEST SHORT DURATION	16,387	16,387		
CHARCO 4	84,282	84,282		
CHARCO 5	185,217	185,217		
ROCK SUSTAIN & IMPACT FUND	36,702	36,702		
FARALLON CAPITAL PARTNERS LP	11,294	11,294		
PHILANTHROPIC FEES	7,851			7,851

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THE MELOY FUND	1,669	1,669		
IMPACT VENTURES III	5,523	5,523		

TY 2017 Taxes Schedule**Name:** Woodcock Foundation**EIN:** 34-1606085

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	64,913	64,913		
FEDERAL EXCISE TAXES - CURRENT	22,000			
FEDERAL EXCISE TAXES - PRIOR	51,388			
STATE TAXES	11,896			

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	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 2017
	Name of the organization Woodcock Foundation	Employer identification number 34-1606085

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 other 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 33¹/₃% 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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Woodcock Foundation	Employer identification number 34-1606085
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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	PWG JHJ GUTH CLT 17 45 ROCKEFELLER PLAZA 5TH FLOOR NEW YORK, NY10085	\$ 1,560,325	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	Polly W Guth CLT 16 45 Rockefeller Plaza 5th Floor New York, NY10111	\$ 240,812	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
.		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization Woodcock Foundation	Employer identification number 34-1606085
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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
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(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	