

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>		A Employer identification number <b>71-0285871</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>225 EAST MARKHAM STREET</b>	Room/suite <b>200</b>	B Telephone number <b>(501) 376-6854</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LITTLE ROCK, AR 72201</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ <b>147,122,064.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	89,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	348,632.	348,632.		STATEMENT 1
	4 Dividends and interest from securities	2,469,994.	2,469,994.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,775,472.			
	b Gross sales price for all assets on line 6a	49,334,485.			
	7 Capital gain net income (from Part IV, line 2)		10,775,472.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less: Cost of goods sold				
b Gross profit or (loss)					
11 Other income	42,311.	42,311.		STATEMENT 3	
12 Total. Add lines 1 through 11	13,725,409.	13,636,409.		0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	582,934.	84,293.	0.	498,642.
	14 Other employee salaries and wages	467,872.	0.	0.	467,872.
	15 Pension plans, employee benefits	254,798.	15,092.	0.	239,706.
	16a Legal fees <b>STMT 4</b>	12,637.	0.	0.	12,637.
	b Accounting fees <b>STMT 5</b>	59,557.	13,000.	0.	46,557.
	c Other professional fees <b>STMT 6</b>	902,317.	564,428.	0.	337,889.
	17 Interest	18,106.	18,106.	0.	0.
	18 Taxes <b>STMT 7</b>	327,527.	33,427.	0.	0.
	19 Depreciation and depletion	74,888.	0.	0.	
	20 Occupancy	135,342.	0.	0.	135,342.
	21 Travel, conferences, and meetings	47,274.	707.	0.	46,567.
	22 Printing and publications	44,701.	0.	0.	44,701.
	23 Other expenses <b>STMT 8</b>	532,329.	117,915.	0.	491,134.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,460,282.	846,968.	0.	2,321,047.
	25 Contributions, gifts, grants paid	4,005,832.			3,106,129.
26 Total expenses and disbursements. Add lines 24 and 25	7,466,114.	846,968.	0.	5,427,176.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,259,295.				
b Net investment income (if negative, enter -0-)		12,789,441.			
c Adjusted net income (if negative, enter -0-)			0.		

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

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	130,346,962.
2	Enter amount from Part I, line 27a	2	6,259,295.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	7,442,234.
4	Add lines 1, 2, and 3	4	144,048,491.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	317,230.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	143,731,261.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	<b>SEE ATTACHED STATEMENTS</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	49,334,485.	38,559,013.	10,775,472.	
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				
b				
c				
d				
e			10,775,472.	
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	10,775,472.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

**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))
2012	6,614,196.	124,458,087.	.053144
2011	7,658,054.	125,708,607.	.060919
2010	7,415,301.	118,410,948.	.062623
2009	8,037,938.	106,264,684.	.075641
2008	9,439,112.	127,553,697.	.074001
2	Total of line 1, column (d)		2 .326328
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 .065266
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 132,374,024.
5	Multiply line 4 by line 3		5 8,639,523.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 127,894.
7	Add lines 5 and 6		7 8,767,417.
8	Enter qualifying distributions from Part XII, line 4		8 5,427,176.

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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments (6a-6d), total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political campaign influence, political expenditures, unrelated business income, liquidation, and state reporting.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.WRFOUNDATION.ORG/WWW.GUIDESTAR.ORG
14 The books are in care of ANDREA M. DOBSON Telephone no. (501) 376-6854 Located at 225 EAST MARKHAM STREET, STE 200, LITTLE ROCK, AR ZIP+4 72201
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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.)
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?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?

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

5a During the year did the foundation pay or incur any amount to:

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

5b  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 15**  Yes  No

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

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

6b  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

7b  Yes  No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		582,934.	100,171.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CORY ANDERSON - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	VICE-PRESIDENT 40.00	147,393.	21,272.	0.
TAKEMA BRADBERRY - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	ASSISTANT 40.00	79,703.	18,014.	0.
RACHEL ROSENBERG - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	PROGRAM ASSISTANT 40.00	66,335.	8,234.	0.
APRIL STEWARD - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	ASSISTANT TO THE COFO 40.00	53,381.	7,727.	0.
ANDREW FORD - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR	ASSISTANT 40.00	51,913.	8,987.	0.
<b>Total</b> number of other employees paid over \$50,000 <input type="checkbox"/>				<b>0</b>

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

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

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

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3	<b>0.</b>

Form 990-PF (2013)

**Part X** **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	129,560,605.
b	Average of monthly cash balances	1b	4,829,267.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	134,389,872.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	134,389,872.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,015,848.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	132,374,024.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	6,618,701.

**Part XI** **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

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

**Part XII** **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,427,176.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,427,176.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	5,427,176.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII Undistributed Income** (see instructions)

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

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

**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.

NONE

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

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

**a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

ONLINE AT WWW.WRFOUNDATION.ORG, (501)376-6854  
225 EAST MARKHAM STREET, SUITE 200, LITTLE ROCK, AR 72201

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

SEE STATEMENT 19

**c** Any submission deadlines:

SEE STATEMENT 19

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

SEE STATEMENT 19

**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 20	3,106,129.
<b>Total</b> .....				<b>3a</b> 3,106,129.
<b>b Approved for future payment</b>				
SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201			SEE STATEMENT 20	2,321,697.
<b>Total</b> .....				<b>3b</b> 2,321,697.





THE WINTHROP ROCKEFELLER FOUNDATION

**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 KR CAPITAL-SHORT TERM (SEE STATEMENT 15A)	P		
b KR CAPITAL-LONG TERM (SEE STATEMENT 15A)	P		
c ING-SHORT TERM (SEE STATEMENT 15B)	P		
d ING-LONG TERM (SEE STATEMENT 15B)	P		
e PIMCO-SHORT TERM (SEE STMT 15C)	P		
f PIMCO-LONG TERM (SEE STMT 15C)	P		
g ADVISORY-SHORT TERM (SEE STMT 15D)	P		
h ADVISORY-LONG TERM (SEE STMT 15D)	P		
i HERNDON-SHORT TERM (SEE STMT 15F)	P		
j HERNDON-LONG TERM (SEE STMT 15F)	P		
k COMMUNITY-SHORT TERM (SEE STMT 15G)	P		
l COMMUNITY-LONG TERM (SEE STMT 15G)	P		
m RANGER-SHORT TERM (SEE STMT 15H)	P		
n RANGER-LONG TERM (SEE STMT 15H)	P		
o P/T: MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUN	P		

(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 1,481,071.		1,287,646.	193,425.
b 8,776,770.		5,596,943.	3,179,827.
c 1,117,185.		1,097,472.	19,713.
d 1,164,050.		808,933.	355,117.
e 510,782.		528,848.	-18,066.
f 489,218.		484,557.	4,661.
g 1,853,446.		1,697,715.	155,731.
h 4,218,961.		2,321,674.	1,897,287.
i 7,114,488.		6,531,333.	583,155.
j 4,145,578.		3,110,752.	1,034,826.
k 124,659.		128,247.	-3,588.
l 1,125,341.		1,135,735.	-10,394.
m 5,203,001.		4,858,733.	344,268.
n 2,908,254.		2,023,499.	884,755.
o		1,540.	-1,540.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			193,425.
b			3,179,827.
c			19,713.
d			355,117.
e			-18,066.
f			4,661.
g			155,731.
h			1,897,287.
i			583,155.
j			1,034,826.
k			-3,588.
l			-10,394.
m			344,268.
n			884,755.
o			-1,540.

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	
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). If (loss), enter "-0-" in Part I, line 8 .....	3	

THE WINTHROP ROCKEFELLER FOUNDATION

**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 P/T: MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUN	P		
b P/T: D.S.V. II, LP (SEE STMT 16B)	P		
c P/T: FFAF, LLC S/T (SEE STMT 16C)	P		
d P/T: FFAF, LLC L/T (SEE STMT 16C)	P		
e MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
f MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
g PROGRAM RELATED INVESTMENTS: FUND FOR ARKANSAS' F	P		
h MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
i MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
j MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
k MFB NTGI COMMON DAILY (SEE STMT 15E)	P		
l MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
m MFB NTGI-QM COM DAILY (SEE STMT 15E)	P		
n CAPITAL GAINS DIVIDENDS			
o			

(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		4,535.	-4,535.
b	52,820.		52,820.
c		86.	-86.
d	851.		851.
e	477,091.	489,260.	-12,169.
f	22,909.	23,516.	-607.
g	2,937.		2,937.
h	4,386,391.	3,881,389.	505,002.
i	3,188,609.	2,500,943.	687,666.
j		4,655.	-4,655.
k		41,002.	-41,002.
l	428,615.		428,615.
m	10,946.		10,946.
n	530,512.		530,512.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-4,535.
b			52,820.
c			-86.
d			851.
e			-12,169.
f			-607.
g			2,937.
h			505,002.
i			687,666.
j			-4,655.
k			-41,002.
l			428,615.
m			10,946.
n			530,512.
o			

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } .....	2	10,775,472.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 .....	3	N/A

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ 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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

Name of the organization

THE WINTHROP ROCKEFELLER FOUNDATION

Employer identification number

71-0285871

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ..... ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)



Name of organization <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	Employer identification number <b>71-0285871</b>
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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	<u>TRUST U/W WINTHROP ROCKEFELLER</u>  <u>2230 COTTONDALE LANE, SUITE 6</u>  <u>LITTLE ROCK, AR 72202</u>	\$ <u>89,000.</u>	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.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	Employer identification number  <b>71-0285871</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization  <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	Employer identification number  <b>71-0285871</b>
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**Part III** *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
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
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ADVISORY RESEARCH	11.	11.	11.
BLACKROCK	4,166.	4,166.	4,166.
BOND INDEX	217,648.	217,648.	217,648.
COMMUNITY	2,095.	2,095.	2,095.
HERNDON	15.	15.	15.
KR CAPITAL	17.	17.	17.
NORTHERN TRUST - CASH	5.	5.	5.
NORTHERN TRUST - CASH	4,647.	4,647.	4,647.
PASSTHROUGH - DIAMOND STATE VENTURES II, LLC	83,772.	83,772.	83,772.
PASSTHROUGH - FUND FOR ARKANSAS' FUTURE	25.	25.	25.
PASSTHROUGH - MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, LP	26.	26.	26.
PIMCO	30,989.	30,989.	30,989.
RANGER	10.	10.	10.
RUSSELL 1000	270.	270.	270.
SOUTHERN BANCORP	4,936.	4,936.	4,936.
TOTAL TO PART I, LINE 3	348,632.	348,632.	348,632.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ADVISORY RESEARCH	77,352.	6,837.	70,515.	70,515.	70,515.
ARTISAN INTERNATIONAL	151,014.	0.	151,014.	151,014.	151,014.
BLACKROCK	793,698.	444,198.	349,500.	349,500.	349,500.
COMMUNITY CAPITAL	316,743.	22,746.	293,997.	293,997.	293,997.
GMO	269,955.	0.	269,955.	269,955.	269,955.
HERNDON	168,184.	2,991.	165,193.	165,193.	165,193.
ING CLARION	204,105.	0.	204,105.	204,105.	204,105.
KR CAPITAL	266,068.	23.	266,045.	266,045.	266,045.
NORTHERN TRUST - BOND INDEX	10.	0.	10.	10.	10.
NORTHERN TRUST - CASH	2,876.	2,872.	4.	4.	4.
PASSTHROUGH - MONDRIAN FOCUSED EMERGING MARKTS	247,766.	0.	247,766.	247,766.	247,766.

PIMCO	273,354.	50,845.	222,509.	222,509.	222,509.
RANGER	17,695.	0.	17,695.	17,695.	17,695.
RUSSELL 1000	211,686.	0.	211,686.	211,686.	211,686.
TO PART I, LINE 4	3,000,506.	530,512.	2,469,994.	2,469,994.	2,469,994.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NT BOND FUND TRUST MISCELLANEOUS INVESTMENT INCOME	10,316.	10,316.	0.
MISCELLANEOUS INCOME	77.	77.	0.
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, LP	31,918.	31,918.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	42,311.	42,311.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WRIGHT, LINDSEY, & JENNINGS - GENERAL BUSINESS COUNSEL	11,404.	0.	0.	11,404.
HALL, ESTILL, HARDWICK, GABLE - HR LEGAL COUNSEL	1,233.	0.	0.	1,233.
TO FM 990-PF, PG 1, LN 16A	12,637.	0.	0.	12,637.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPMS COX - AUDIT AND TAX PREPARATION SERVICES	50,539.	13,000.	0.	37,539.
LOVE AND ASSOCIATES - QUARTERLY INTERNAL AUDIT REVIEWS	2,395.	0.	0.	2,395.
GUENTHER ACCOUNTING SOLUTIONS - PAYROLL PROCESSING AND TIMEKEEPING	4,800.	0.	0.	4,800.

COMPLETE PAYROLL SERVICES - PAYROLL PROCESSING AND TIMEKEEPING SERVICES	1,823.	0.	0.	1,823.
TO FORM 990-PF, PG 1, LN 16B	59,557.	13,000.	0.	46,557.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT OVERSIGHT	84,918.	84,918.	0.	0.
MANAGEMENT FEES - REITS	51,694.	51,694.	0.	0.
INVESTMENT MGMT FEES - KR CAPITAL	134,735.	134,735.	0.	0.
INVESTMENT MGMT FEES - NORTHERN TRUST	80.	80.	0.	0.
INVESTMENT MGMT FEES - ADVISORY RESEARCH	69,930.	69,930.	0.	0.
CUSTODIAL BANK FEES	100,022.	100,022.	0.	0.
ADVISORY FEES - KR CAPITAL	242.	242.	0.	0.
TRUSTEE FEES- NT BOND INDEX FUND	4,831.	4,831.	0.	0.
PROGRAM EVALUATION	8,313.	0.	0.	8,313.
CONSULTING FEES	33,985.	0.	0.	33,985.
CONSULTING FEES - PROGRAM	123,063.	0.	0.	123,063.
COMMUNICATIONS SUPPORT - PROGRAM	82,934.	0.	0.	82,934.
INVESTMENT MGMT FEES - HERNDON	50,786.	50,786.	0.	0.
INVESTMENT MGMT FEES - RANGER	66,073.	66,073.	0.	0.
AR GLR & OTL	89,594.	0.	0.	89,594.
PROFESSIONAL FEES-BOND INDEX	1,117.	1,117.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	902,317.	564,428.	0.	337,889.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX	294,100.	0.	0.	0.	
FOREIGN TAXES	33,342.	33,342.	0.	0.	
OTHER TAXES	85.	85.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	327,527.	33,427.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	17,081.	0.	0.	17,081.	
POSTAGE	3,591.	0.	0.	3,591.	
DUES & SUBSCRIPTIONS	66,396.	0.	0.	66,396.	
OFFICE EXPENSES	78,220.	0.	0.	78,220.	
PROGRAM EXPENSES	149,279.	0.	0.	149,279.	
ACCRUAL TO CASH CONVERSION PASSTHROUGH PORTFOLIO DEDUCTIONS	0.	0.	0.	81,366.	
CONVENTIONS AND MEETINGS	14,108.	9,462.	0.	0.	
PROFESSIONAL DEVELOPMENT	7,315.	0.	0.	7,315.	
PASSTHROUGH LOSSES - FUND FOR ARKANSAS FUTURE	43,345.	0.	0.	43,345.	
COMMITTEE SUPPORT - TRUSTEE	46,449.	46,449.	0.	0.	
BANK CHARGES	3,433.	0.	0.	3,433.	
BOARD APPRECIATION	61.	0.	0.	61.	
TRUSTEE OPERATIONS EXPENSE	621.	0.	0.	621.	
COMPUTER TRAINING	34,252.	0.	0.	34,252.	
PASSTHROUGH LOSSES - DIAMOND STATE VENTURES	6,174.	0.	0.	6,174.	
TO FORM 990-PF, PG 1, LN 23	62,004.	62,004.	0.	0.	
	532,329.	117,915.	0.	491,134.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/(LOSSES) ON INVESTMENTS	7,394,956.
FUND FOR ARKANSAS' FUTURE, LLC	46,338.
CASH VERSUS ACCRUAL BASIS ON INTEREST	940.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,442,234.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
DIAMOND STATE VENTURES II, L.P.	55,197.
MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, L.P.	262,033.
TOTAL TO FORM 990-PF, PART III, LINE 5	317,230.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ARTISAN - SEE STATEMENT 21	15,355,166.	15,355,166.
KR CAPITAL - SEE STATEMENT 21	11,865,329.	11,865,329.
GMO INT'L FUND - SEE STATEMENT 21	15,443,864.	15,443,864.
ING CLARION REITS - SEE STATEMENT 21	6,790,386.	6,790,386.
ADVISORY RESEARCH EQUITIES - SEE STATEMENT 21	4,266,292.	4,266,292.
HERNDON CAPITAL EQUITIES - SEE STATEMENT 21	7,410,680.	7,410,680.
BLACKROCK EQUITY - SEE STATEMENT 21	14,084,820.	14,084,820.
RANGER EQUITIES - SEE STATEMENT 21	4,086,206.	4,086,206.
RUSSELL 1000 GROWTH EQUITIES	11,904,213.	11,904,213.
TOTAL TO FORM 990-PF, PART II, LINE 10B	91,206,956.	91,206,956.



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FORM 990-PF	CORPORATE BONDS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NTGI BOND FUND - SEE STATEMENT 21	9,502,385.	9,502,385.
PIMCO FIXED INCOME FUND - SEE STATEMENT 21	9,486,579.	9,486,579.
CCM FIXED INCOME FUND - SEE STATEMENT 21	10,838,063.	10,838,063.
TOTAL TO FORM 990-PF, PART II, LINE 10C	29,827,027.	29,827,027.

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FORM 990-PF	OTHER ASSETS	STATEMENT	13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM RELATED INVESTMENTS	4,984,000.	4,892,168.	4,892,168.
ACCRUED INTEREST RECEIVABLE	183,692.	138,188.	138,188.
WRCT IN LIEU OF GRANT RECEIVABLE	22,250.	22,250.	22,250.
OTHER ASSETS	-595.	0.	0.
TO FORM 990-PF, PART II, LINE 15	5,189,347.	5,052,606.	5,052,606.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 14  
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SHERECE WEST-SCANTLEBURY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	PRESIDENT & CEO 40.00	258,502.	36,917.	0.
ANDREA DOBSON 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	COFO 40.00	194,808.	37,999.	0.
JERRY ADAMS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.68	0.	0.	0.
RENE BRYCE-LAPORTE 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.69	0.	0.	0.
VICKI SAVIERS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 0.56	0.	0.	0.
LISENNE ROCKEFELLER 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	VICE-CHAIRMAN 0.42	0.	0.	0.
DAVID RAINEY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.13	0.	0.	0.
DIANA GONZALES WORTHEN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.58	0.	0.	0.
ANDRE GUERRERO 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.60	0.	0.	0.
YVETTE MURPHY-ERBY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.29	0.	0.	0.
TOYCE NEWTON 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	CHAIR 4.89	0.	0.	0.

THE WINTHROP ROCKEFELLER FOUNDATION

71-0285871

PLEDGER E. MONK, III 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 3.04	0.	0.	0.
PHILLIP N. BALDWIN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.87	0.	0.	0.
REGAN GRUBER MOFFITT 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	BOARD SECRETARY 40.00	113,909.	21,418.	0.
SUSAN HARRIMAN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 1.48	0.	0.	0.
XOCHITL DELGADO-SOLORZANO 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	BOARD LIAISON 40.00	15,715.	3,837.	0.
FREDDIE BLACK 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201	DIRECTOR 2.64	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>582,934.</u>	<u>100,171.</u>	<u>0.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

GRANDSLAM PERFORMANCE ASSOCIATES, LLC

GRANTEE'S ADDRESS

1672 E. JOYCE BOULEVARD, SUITE 1  
FAYETTEVILLE, AR 72703

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,000.	09/30/13	10,000.

PURPOSE OF GRANT

SEE STATEMENT 22

**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

▶ Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment  
 Sequence No. **128**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	Identifying number (see instructions) <b>71-0285871</b>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

**2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation)  <b>MESIROW HINSDALE AVENUE FUND, LTD.</b>	<b>4a</b> Identifying number, if any  
<b>5</b> Address (including country) <b>WALKER HOUSE 87 MARY STREET, GEORGE TOWN          GRAND CAYMAN, KY1-9005 CAYMAN ISLANDS</b>	<b>4b</b> Reference ID number  <b>MLBWY5.99999.SL</b>
<b>6</b> Country code of country of incorporation or organization <b>CJ</b>	
<b>7</b> Foreign law characterization (see instructions) <b>CORPORATION</b>	
<b>8</b> Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

# STATEMENT 20

**The Winthrop Rockefeller Foundation  
Grant Activity  
for the period ended December 31, 2013**

Grant Description	Foundation Status of Recipient	Title	2013 Grants Approved	2013 Grants Paid	Future payments on grants approved in 2013
<b>alt.Consulting - Pine Bluff, AR</b>  To support alt.Consulting's small business lending operations in the Arkansas Delta.	PC	<b>Expanding Micro and Small Business Lending in the Arkansas Delta</b>		\$ 62,730	
<b>Argenta Community Development Corporation - Little Rock, AR</b>  To support the development of resident leadership, increased affordable housing options, and increased youth development opportunities in North Little Rock's Holt and Baring Cross communities.	PC	<b>Housing and Community Development Infrastructure Support</b>		\$ 29,300	
<b>Arkansas Advanced Initiative for Math and Science, Inc.- Little Rock, AR</b> To support the development and provision of high-quality advanced placement Math and Science programs in high-need Arkansas high schools.	PC	<b>AAIMS AP Expansion Program</b>		\$ 147,000	
<b>Arkansas Advocates for Children and Families - Little Rock, AR</b> To support the management and implementation of the Arkansas Campaign for Grade-Level Reading.	PC	<b>Arkansas Campaign for Grade-Level Reading</b>	\$ 265,000	\$ 150,000	\$ 115,000
<b>Arkansas Advocates for Children and Families - Little Rock, AR</b> To support AACF's mission to support low income children and families through research, education, communications, coalition-building, and policy advocacy.	PC	<b>Mission Critical</b>	\$ 200,000	\$ 100,000	\$ 100,000
<b>Arkansas Association of Two-Year Colleges - Little Rock, AR</b> To support a study of longitudinal outcomes data from the Arkansas Career Pathways Initiative.	PC	<b>Breaking the Poverty Cycle in Arkansas</b>	\$ 80,000	\$ 60,000	\$ 20,000
<b>Arkansas Baptist College - Little Rock, AR</b>  <i>College/University</i> To support Arkansas Baptist College's participation in Achieving the Dream to increase institutional effectiveness for student success.	NC	<b>Project Impact: Increasing Institutional Effectiveness at Arkansas Baptist College</b>	\$ 200,000		\$ 200,000
<b>Arkansas Coalition for Excellence - Little Rock, AR</b> to support ACE's mission to strengthen Arkansas nonprofits.	PC	<b>Strengthening Nonprofit Excellence in Arkansas</b>	\$ 250,000	\$ 75,000	\$ 175,000
<b>Arkansas Coalition of Housing and Neighborhood Growth for Empowerment (ACHANGE)</b> To support the development of affordable housing policies, a stronger affordable housing advocacy network, service provider best practices, and affordable housing options across the state.	PC	<b>Housing and Community Development Infrastructure Support</b>		\$ 28,000	
<b>Arkansas Community Foundation - Little Rock, AR</b>  To support AR Kids Read's expansion in the Little Rock, North Little Rock, and Pulaski County Special School Districts as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	<b>Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - AR Kids Reads!</b>	\$ 131,000	\$ 65,500	\$ 65,500
<b>Arkansas Community Foundation - Little Rock, AR</b>	PC	<b>Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - Eudora Reads!</b>	\$ 107,200	\$ 35,800	\$ 71,400

## STATEMENT 20

To support the implementation of Eudora Reads as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.					
<b>Arkansas Community Housing Corporation, Inc. - Little Rock, AR</b>  To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC	<b>Arkansas Community Institute: VITA and EITC as Tools for Poverty Reduction</b>	\$ 31,000	\$ 12,000	\$ 19,000
<b>Arkansas Economic Acceleration Foundation - Little Rock, AR</b> To support Accelerate Arkansas's strategic plan to strengthen the state's knowledge-based economy.	PC	<b>Accelerate Arkansas' Knowledge Based Economy</b>		\$ 50,000	
<b>Arkansas Educational Television Commission - Conway, AR</b>  State Agency To provide outreach support to the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative grantees.	PC	<b>Arkansas Grade-Level Reading Campaign Community Engagement Initiative</b>	\$ 150,000	\$ 75,000	\$ 75,000
<b>Arkansas Foodbank - Little Rock, AR</b>  To pilot a place-based, community-focused process that results in a locally driven system of hunger relief for food insecure children, families, and seniors in Dermott, Eudora, and Lake Village, Arkansas.	PC	<b>Local Partner Development Initiative: Community-based Responses to Hunger</b>		\$ 61,560	
<b>Arkansas Humanities Council - Little Rock, AR</b>  To support the Raising Education Achievement and Competence in the Humanities (REACH) mini-grant program for professional development of humanities teachers in Arkansas.	PC	<b>Raising Education Achievement and Competence in the Humanities Program</b>		\$ 75,000	
<b>Arkansas Public Policy Panel - Little Rock, AR</b> To support APPP's mission to engage low wealth communities in community development and public policy advocacy.	PC	<b>Mission Critical</b>	\$ 319,000	\$ 75,500	\$ 243,500
<b>Arkansas Public Policy Panel - Little Rock, AR</b> To support Arkansas United Community Coalition's mission to promote immigrant integration at the local and state levels, and build the capacity of immigrants and other multicultural communities to be agents of positive change in Arkansas.	PC	<b>United Arkansas Community Coalition</b>	\$ 100,000	\$ 42,170	\$ 57,830
<b>Arkansas State University Mountain Home - Mountain Home, AR</b> <i>College/University</i> To support the expansion of 15 Volunteer Income Tax Assistance (VITA) sites as a model for more efficient and effective VITA site implementation.	NC	<b>Volunteer Income Tax Assistance Expansion</b>	\$ 25,000	\$ 25,000	\$ -
<b>Arkansas State University Mountain Home - Mountain Home, AR</b> <i>College/University</i> To support the development of an African-American male-focused recruitment and retention program, and a state-level "best practices" learning community specific to the issue of marginalized males and higher education.	NC	<b>Marginalized Males Workforce and Education Consortium</b>		\$ 50,000	
<b>Big Brothers Big Sisters of North Central Arkansas, Inc. - Jonesboro, AR</b> To support a community-based program in Jonesboro, Arkansas that increases college retention and graduation rates among marginalized males.	PC	<b>African American Male Empowerment Network (AAMEN) - Marginalized Males Workforce and Education Consortium</b>	\$ 88,600	\$ 44,300	\$ 44,300

# STATEMENT 20

**The Winthrop Rockefeller Foundation  
Grant Activity  
for the period ended December 31, 2013**

Grant Description	Foundation Status of Recipient	Title	2013 Grants Approved	2013 Grants Paid	Future payments on grants approved in 2013
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<b>Arkansas Advocates for Children and Families - Little Rock, AR</b> To support the management and implementation of the Arkansas Campaign for Grade-Level Reading.	PC	Arkansas Campaign for Grade-Level Reading	\$ 265,000	\$ 150,000	\$ 115,000
<b>Arkansas Advocates for Children and Families - Little Rock, AR</b> To support AACF's mission to support low income children and families through research, education, communications, coalition-building, and policy advocacy.	PC	Mission Critical	\$ 200,000	\$ 100,000	\$ 100,000
<b>Arkansas Association of Two-Year Colleges - Little Rock, AR</b> To support a study of longitudinal outcomes data from the Arkansas Career Pathways Initiative.	PC	Breaking the Poverty Cycle in Arkansas	\$ 80,000	\$ 60,000	\$ 20,000
<b>Arkansas Baptist College - Little Rock, AR</b>  <i>College/University</i> To support Arkansas Baptist College's participation in Achieving the Dream to increase institutional effectiveness for student success.	NC	Project Impact: Increasing Institutional Effectiveness at Arkansas Baptist College	\$ 200,000		\$ 200,000
<b>Arkansas Coalition for Excellence - Little Rock, AR</b> to support ACE's mission to strengthen Arkansas nonprofits.	PC	Strengthening Nonprofit Excellence in Arkansas	\$ 250,000	\$ 75,000	\$ 175,000
<b>Arkansas Coalition of Housing and Neighborhood Growth for Empowerment (ACHANGE)</b> To support the development of affordable housing policies, a stronger affordable housing advocacy network, service provider best practices, and affordable housing options across the state.	PC	Housing and Community Development Infrastructure Support		\$ 28,000	
<b>Arkansas Community Foundation - Little Rock, AR</b>  To support AR Kids Read's expansion in the Little Rock, North Little Rock, and Pulaski County Special School Districts as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - AR Kids Reads!	\$ 131,000	\$ 65,500	\$ 65,500
<b>Arkansas Community Foundation - Little Rock, AR</b>	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - Eudora Reads!	\$ 107,200	\$ 35,800	\$ 71,400



## STATEMENT 20

To support the implementation of Eudora Reads as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.					
<b>Arkansas Community Housing Corporation, Inc. - Little Rock, AR</b>  To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC	<b>Arkansas Community Institute: VITA and EITC as Tools for Poverty Reduction</b>	\$ 31,000	\$ 12,000	\$ 19,000
<b>Arkansas Economic Acceleration Foundation - Little Rock, AR</b> To support Accelerate Arkansas's strategic plan to strengthen the state's knowledge-based economy.	PC	<b>Accelerate Arkansas' Knowledge Based Economy</b>		\$ 50,000	
<b>Arkansas Educational Television Commission - Conway, AR</b>  State Agency To provide outreach support to the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative grantees.	PC	<b>Arkansas Grade-Level Reading Campaign Community Engagement Initiative</b>	\$ 150,000	\$ 75,000	\$ 75,000
<b>Arkansas Foodbank - Little Rock, AR</b>  To pilot a place-based, community-focused process that results in a locally driven system of hunger relief for food insecure children, families, and seniors in Dermott, Eudora, and Lake Village, Arkansas.	PC	<b>Local Partner Development Initiative: Community-based Responses to Hunger</b>		\$ 61,560	
<b>Arkansas Humanities Council - Little Rock, AR</b>  To support the Raising Education Achievement and Competence in the Humanities (REACH) mini-grant program for professional development of humanities teachers in Arkansas.	PC	<b>Raising Education Achievement and Competence in the Humanities Program</b>		\$ 75,000	
<b>Arkansas Public Policy Panel - Little Rock, AR</b> To support APPP's mission to engage low wealth communities in community development and public policy advocacy.	PC	<b>Mission Critical</b>	\$ 319,000	\$ 75,500	\$ 243,500
<b>Arkansas Public Policy Panel - Little Rock, AR</b> To support Arkansas United Community Coalition's mission to promote immigrant integration at the local and state levels, and build the capacity of immigrants and other multicultural communities to be agents of positive change in Arkansas.	PC	<b>United Arkansas Community Coalition</b>	\$ 100,000	\$ 42,170	\$ 57,830
<b>Arkansas State University Mountain Home - Mountain Home, AR</b> <i>College/University</i> To support the expansion of 15 Volunteer Income Tax Assistance (VITA) sites as a model for more efficient and effective VITA site implementation.	NC	<b>Volunteer Income Tax Assistance Expansion</b>	\$ 25,000	\$ 25,000	\$ -
<b>Arkansas State University Mountain Home - Mountain Home, AR</b> <i>College/University</i> To support the development of an African-American male-focused recruitment and retention program, and a state-level "best practices" learning community specific to the issue of marginalized males and higher education.	NC	<b>Marginalized Males Workforce and Education Consortium</b>		\$ 50,000	
<b>Big Brothers Big Sisters of North Central Arkansas, Inc. - Jonesboro, AR</b> To support a community-based program in Jonesboro, Arkansas that increases college retention and graduation rates among marginalized males.	PC	<b>African American Male Empowerment Network (AAMEN) - Marginalized Males Workforce and Education Consortium</b>	\$ 88,600	\$ 44,300	\$ 44,300

## STATEMENT 20

<b>Boys and Girls Clubs of Benton County - Bentonville, AR</b> To support the implementation and evaluation of its academic achievement program in Benton County, Arkansas.	PC	Closing the Gap		\$ 48,379	
<b>Boys, Girl, Adults Community Development Center - Marvell, AR</b> To support the implementation of Marvell-Elaine Reads as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - Marvel Reads!	\$ 156,000	\$ 89,000	\$ 67,000
<b>Boys, Girl, Adults Community Development Center - Marvell, AR</b> To support BGACDC's mission to build community competency in youth development, intergenerational community development, economic development, housing, and leadership development.	PC	Mission Critical	\$ 210,000	\$ 50,000	\$ 160,000
<b>Catholic Diocese of Little Rock - Springdale, AR</b> To support Catholic Charities Immigration Services' mission to assist immigrant residents in attaining citizenship, economic independence, and social integration.	PC	Strong, Stable Support for Arkansas Immigrant Families	\$ 150,000	\$ 50,000	\$ 100,000
<b>Central Arkansas Development Council - Benton, AR</b> To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC	Volunteer Income Tax Assistance Expansion	\$ 50,000	\$ 50,000	\$ -
<b>City of Jonesboro - Jonesboro, AR</b> <i>City</i> To support the implementation of the North Jonesboro Neighborhood Initiative strategic plan.	NC	North Jonesboro Neighborhood Initiative		\$ 41,550	
<b>Delta Citizens Alliance - Greenville, MS</b> To support comprehensive community change processes in the Arkansas Delta.	PC	Building Sustainable Communities in the Arkansas Delta		\$ 25,000	
<b>Desha County - McGehee Desha Alumni Community Center - Arkansas City, AR</b> <i>County Agency</i> To support MDACC's mission to provide educational programs and workforce training to residents of Desha County and neighboring counties.	NC	Incubating Ideas, Strengthening Organizations			
<b>Endeavor Foundation - Springdale, AR</b> To support the implementation of One Community Reads! UnaComunidad Leyendo! as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - One Community Reads, UnaComunidad Leyendo!	\$ 116,081	\$ 58,933	\$ 57,148
<b>Healthy Connections, Inc. - Mena, AR</b> To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC		\$ 19,000	\$ 19,000	
<b>Henderson State University - Arkadelphia, AR</b> <i>College/University</i> To support the development of an African-American male-focused recruitment and retention program, and a state-level "best practices" learning community specific to the issue of marginalized males and higher education.	NC	Marginalized Males Workforce and Education Consortium		\$ 45,000	
<b>Hispanic Community Services, Inc. - Jonesboro, AR</b> To build the capacity of Hispanic Community Services to carry out its mission to support immigrant integration in northeast Arkansas.	PC	Capacity for Change	\$ 85,000	\$ 30,000	\$ 55,000

## STATEMENT 20

<b>Boys and Girls Clubs of Benton County - Bentonville, AR</b> To support the implementation and evaluation of its academic achievement program in Benton County, Arkansas.	PC	Closing the Gap		\$ 48,379	
<b>Boys, Girl, Adults Community Development Center - Marvell, AR</b> To support the implementation of Marvell-Elaine Reads as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - Marvel Reads!	\$ 156,000	\$ 89,000	\$ 67,000
<b>Boys, Girl, Adults Community Development Center - Marvell, AR</b> To support BGACDC's mission to build community competency in youth development, intergenerational community development, economic development, housing, and leadership development.	PC	Mission Critical	\$ 210,000	\$ 50,000	\$ 160,000
<b>Catholic Diocese of Little Rock - Springdale, AR</b> To support Catholic Charities Immigration Services' mission to assist immigrant residents in attaining citizenship, economic independence, and social integration.	PC	Strong, Stable Support for Arkansas Immigrant Families	\$ 150,000	\$ 50,000	\$ 100,000
<b>Central Arkansas Development Council - Benton, AR</b> To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC	Volunteer Income Tax Assistance Expansion	\$ 50,000	\$ 50,000	\$ -
<b>City of Jonesboro - Jonesboro, AR</b> <i>City</i> To support the implementation of the North Jonesboro Neighborhood Initiative strategic plan.	NC	North Jonesboro Neighborhood Initiative		\$ 41,550	
<b>Delta Citizens Alliance - Greenville, MS</b> To support comprehensive community change processes in the Arkansas Delta.	PC	Building Sustainable Communities in the Arkansas Delta		\$ 25,000	
<b>Desha County - McGehee Desha Alumni Community Center - Arkansas City, AR</b> <i>County Agency</i> To support MDACC's mission to provide educational programs and workforce training to residents of Desha County and neighboring counties.	NC	Incubating Ideas, Strengthening Organizations			
<b>Endeavor Foundation - Springdale, AR</b> To support the implementation of One Community Reads! UnaComunidad Leyendo! as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.	PC	Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - One Community Reads, UnaComunidad Leyendo!	\$ 116,081	\$ 58,933	\$ 57,148
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<b>Hispanic Community Services, Inc. - Jonesboro, AR</b> To build the capacity of Hispanic Community Services to carry out its mission to support immigrant integration in northeast Arkansas.	PC	Capacity for Change	\$ 85,000	\$ 30,000	\$ 55,000

## STATEMENT 20

<b>Hope Enterprise Corporation - Jackson, MS</b> <i>Public Charity</i> To expand the capacity of Hope Community Credit Union to provide affordable financial products and services to underserved and low-income residents in Arkansas.	PC	<b>Strategic Steps to Stability and Sustainability</b>	\$ 200,000	\$ 75,000	\$ 125,000
<b>Houseaboutit - North Little Rock, AR</b> To support the implementation of targeted community and economic development plans for rural communities across the Arkansas Delta.	PC	<b>Small Cities Economic Empowerment Project</b>		\$ 1,203	
<b>Interfaith Workers Justice - Chicago, IL</b> To support the implementation of Northwest Arkansas Workers' Justice Center's three-year strategic plan to educate, mobilize, and empower immigrant workers.	PC	<b>Foundation for Progress: Empowering and Uniting Working Hands</b>	\$ 145,000	\$ 50,100	\$ 94,900
<b>The Jones Center for Families, Inc. - Springdale, AR</b> To provide operating support to the Jones Center for Families as leverage for a \$20 million endowment grant from the Walton Family Foundation and Endeavor Foundation.	PC	<b>Jones Center Operating Support</b>	\$ 100,000	\$ 50,000	\$ 50,000
<b>Just Communities of Arkansas - Little Rock, AR</b> To support JCA's mission to promote racial and cultural equity across Arkansas.	PC	<b>Mission Critical - Just Communities of Arkansas</b>		\$ 72,800	
<b>Kiwanis Activities, Inc. - Little Rock, AR</b> To support the development of a community-based program and a state-level "best practices" learning community to increase college retention and graduation rates for marginalized males in the state of Arkansas.	PC	<b>Marginalized Males Workforce and Education Consortium</b>		\$ 50,000	
<b>Life Skills for Youth, Inc. - Little Rock, AR</b> To improve the college preparedness of African American and Latino youth residing in Southwest Little Rock through participation in the Marginalized Males Workforce and Education Consortium.	PC	<b>Marginalized Males Workforce and Education Consortium</b>		\$ 41,432	
<b>McGehee Desha Alumni Community Center, Inc. - McGehee, AR</b> To support McGehee Desha Alumni Community Center, Inc.'s mission to provide educational programs and workforce training in Desha County.	PC	<b>Strengthening Southeast Arkansas Communities</b>	\$ 35,000	\$ 5,000	\$ 30,000
<b>Migration Policy Institute - Washington, DC</b> To update A Profile of Immigrants in Arkansas, the WRF-funded study released in 2007 that provided the first comprehensive picture of the demographics and economic impact of immigrant families in the state.	PC	<b>An Update on Immigrants in Arkansas: Demographic Trends, Economic Impacts and Policy Implications</b>		\$ 156,600	
<b>Mississippi County Arkansas Economic Opportunity Commission - Blytheville, AR</b> To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.	PC	<b>Volunteer Income Tax Assistance Expansion</b>	\$ 25,000	\$ 25,000	\$ -
<b>New Futures for Youth, Inc. - Little Rock, AR</b> To expand the ability of New Futures for Youth to effectively integrate youth and community development funding opportunities in central Arkansas.	PC	<b>Youth Transitions Collaborative Approach</b>	\$ 100,000	\$ 50,000	\$ 50,000

## STATEMENT 20

<p><b>Our House, Inc. - Little Rock, AR</b></p> <p>To develop a strategic plan and support the staffing necessary to expand the impact of Our House's educational programs for <u>homeless children and adults.</u></p>	PC	<p><b>Building a Model for Moving Homeless Children and Families Out of Poverty through Education</b></p>		\$ 41,345		
<p><b>Phoenix Youth and Family Services, Inc. - Crossett, AR</b></p> <p>To support PYFS's mission to strengthen economic outcomes in Southeast Arkansas through expanded educational and job training programming for youth and young adults.</p>	PC	<p><b>Mission Critical - Phoenix Youth and Family Services, Inc.</b></p>		\$ 100,000		
<p><b>Rural Community Alliance - Fox, AR</b></p> <p>To support RCA's mission to develop grass-roots led community revitalization projects in low-wealth rural communities, provide training to its members, and support youth <u>development projects.</u></p>	PC	<p><b>Sustaining Change for Rural Communities</b></p>		\$ 75,000		
<p><b>Rural Community Alliance - Elaine Community Opportunity Seekers - Fox, AR</b></p> <p>To establish a community theater in Elaine, Arkansas as a community engagement and <u>economic development strategy.</u></p>	PC	<p><b>Theater as a Tool for Community and Economic Development</b></p>		\$ 1,400		
<p><b>The Schott Foundation for Public Education - Cambridge, MA</b></p> <p>To continue support for Arkansas's participation in the national Opportunity to Learn Campaign.</p>	PC	<p><b>Arkansas Opportunity to Learn Campaign</b></p>	\$ 150,000	\$ 50,000	\$ 100,000	
<p><b>Second Baptist Church - Little Rock, AR</b></p> <p>To support the implementation of MLK Reads at Martin Luther King Elementary School as part of the Arkansas Campaign for Grade-Level Reading Community Solutions Initiative.</p>	PC	<p><b>Arkansas Campaign for Grade-Level Reading Community Solutions Initiative - MLK Reads!</b></p>	\$ 78,000	\$ 40,500	\$ 37,500	
<p><b>The Stand Foundation, Inc. - North Little Rock, AR</b></p> <p>To support the development of a campus based leadership training program for <u>marginalized males in higher education.</u></p>	PC	<p><b>Marginalized Males Workforce and Education Consortium</b></p>	\$ 82,800	\$ 22,900	\$ 59,900	
<p><b>United Way of Northwest Arkansas, Inc. - Lowell, AR</b></p> <p>To increase the effectiveness of Volunteer Income Tax Assistance (VITA) services and increase uptake of the Earned Income Tax Credit.</p>	PC	<p><b>Volunteer Income Tax Assistance Expansion</b></p>	\$ 25,000	\$ -	\$ 25,000	
<p><b>University of Arkansas at Little Rock - Little Rock, AR</b> <i>University / College</i></p> <p>To support a pilot Summer Bridge project for entering freshman males of color at the <u>University of Arkansas at Little Rock.</u></p>	NC	<p><b>Marginalized Males Workforce and Education Consortium</b></p>	\$ 110,000	\$ 63,000	\$ 47,000	
<p><b>University of Arkansas at Little Rock - Little Rock, AR</b> <i>University / College</i></p> <p>To expand Reading Recovery, a research-based K-3 comprehensive literacy intervention as part of the Arkansas <u>Campaign for Grade-Level Reading.</u></p>	NC	<p><b>Arkansas Campaign for Grade-Level Reading: Reading Recovery</b></p>		\$ 180,000		
<p><b>University of Arkansas College of Education and Health Professionals - Fayetteville, AR</b> <i>University / College</i></p> <p>To support the development of a strategic approach to transforming the state's Priority Schools through innovative interventions.</p>	NC	<p><b>Building a Blueprint for Innovative Change</b></p>	\$ 75,000	\$ 60,000	\$ 15,000	
<p><b>University of Arkansas, School of Social Work - Fayetteville, AR</b> <i>University / College</i></p>	NC	<p><b>Youth Individual Development Accounts: Empowerment through Education</b></p>		\$ 17,400		

**STATEMENT 20**

To research the impact of access to individual development accounts on post-secondary educational outcomes for low-income high school students in Northwest Arkansas					
<b>Youth Strategies - Springdale, AR</b>	<b>PC</b>	<b>Strengthening Workforce Support Services</b>		\$ 20,000	
To connect immigrant youth in Northwest Arkansas to education and workforce services.					
<b>Unrestricted Grants</b>			\$ 86,727	\$ 86,727	
Adjustments			\$ 61,719		\$ 61,719
Refunds			\$ (1,294)		
<b>TOTAL</b>			4,005,833	3,106,129	2,321,697
Tie to grant details			\$ 4,005,832	\$ 3,106,128	\$ 2,321,697
Difference			\$ (1)	\$ (1)	\$ -

Note: Adjustments represents amounts approved for the Arkansas Campaign for Grade-Level Reading that were not allocated to an organization

June 18, 2014

Ms. Andrea M. Dobson  
Chief Operating & Financial Officer  
The Winthrop Rockefeller Foundation

RE: WRF Grant agreement 7-1325

Grandslam Performance Associates LLC received a grant for \$10,000 to support membership in EngageNWA. Under this grant, EngageNWA used your funds to coordinate a collaborative effort of business, philanthropy and community organizations in Northwest Arkansas to provide all area residents with access to strong support networks, education and employment opportunities.

Enclosed is the first of two "expenditure responsibility" report with respect to the only installment of the September 30, 2013 grant 7-132594 received by the Grandslam Performance Associates from The Winthrop Rockefeller Foundation of \$10,000 on [October 4, 2013].

We trust that the enclosed reports satisfy our obligation to you with respect to this grant under the "expenditure responsibility" provisions of Section 4945 of the Internal Revenue Code.

If you should need any additional information regarding our use of the grant, please let us know.

Sincerely yours,



Jay Amargos  
Chief Operating Officer

Enclosure

**Grandslam Performance Associates, LLC**

**First with Respect to  
Grant 7-1325 received from  
The Winthrop Rockefeller Foundation  
During the period July 1, 2013 through December 31, 2013**

Grandslam Performance Associates, LLC Pursuant to Treasury Regulations, Section 53.4945-5(c) and (d), [Grandslam Performance Associates, LLC] submits the following information with respect to grant 7-1325 received by it from The Winthrop Rockefeller Foundation on [10/4/2013]:

- i. Name and Address of Grantee:  
  
Grandslam Performance Associates, LLC  
1672 E. Joyce Boulevard, Suite 1  
Fayetteville, AR 72703
- ii. Dates and Amount of Grant:  

Grant received September 30, 2013	\$ 10,000
Payment received [10/4/2013]	<u>(\$10,000)</u>
Contributions receivable	<u>\$ 0</u>
- iii. The purpose of the grant was to support work by Grandslam Performance Associates, LLC to coordinate a collaborative effort of business, philanthropy and community organizations in Northwest Arkansas to provide all area residents with access to strong support networks, education and employment opportunities.
- iv. During the period ended December 31, 2013, \$5,164 had been spent under the terms of the grant. There remains a balance of \$4,836 to be expended in 2014 under the terms of the grant.
- v. None of the grant proceeds were diverted from the purpose of the grant.
- vi. This report is dated June 18, 2014. Other reports and materials were submitted April 29, 2014.
- vii. The grantee has submitted detailed supporting documentation for the use of the funds. The Winthrop Rockefeller Foundation deemed further verification of the grantee's report unnecessary.

Dated: June 18, 2014



**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

▶ **Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).**  
 ▶ **Attach to your income tax return for the year of the transfer or distribution.**

Attachment  
 Sequence No. **128**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	Identifying number (see instructions) <b>71-0285871</b>
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**1** If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

**2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation)  <b>MESIROW HINSDALE AVENUE FUND, LTD.</b>	<b>4a</b> Identifying number, if any  
<b>5</b> Address (including country) <b>WALKER HOUSE 87 MARY STREET, GEORGE TOWN          GRAND CAYMAN, KY1-9005 CAYMAN ISLANDS</b>	<b>4b</b> Reference ID number  <b>MLBWY5.99999.SL</b>
<b>6</b> Country code of country of incorporation or organization <b>CJ</b>	
<b>7</b> Foreign law characterization (see instructions) <b>CORPORATION</b>	
<b>8</b> Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/01/2013		6,700,000.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After .9900 %

10 Type of nonrecognition transaction (see instructions) 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**  
▶ **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

	Enter filer's identifying number	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	<b>THE WINTHROP ROCKEFELLER FOUNDATION</b>	<b>71-0285871</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	<b>225 EAST MARKHAM STREET, NO. 200</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	<b>LITTLE ROCK, AR 72201</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**ANDREA M. DOBSON**

• The books are in the care of ▶ **225 EAST MARKHAM STREET, STE 200 - LITTLE ROCK, AR 72201**  
Telephone No. ▶ **(501) 376-6854** Fax No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶  calendar year **2013** or  
▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>268,848.</b>
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>238,848.</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>30,000.</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.