

Return of Private Foundation

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

2016

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2016 or tax year beginning , and ending

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation THE WINTHROP ROCKEFELLER FOUNDATION | | A Employer identification number 71-0285871 |
| Number and street (or P.O. box number if mail is not delivered to street address) 225 EAST MARKHAM STREET | Room/suite 200 | B Telephone number (501) 376-6854 |
| City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72201 | | C If exemption application is pending, check here ... <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) ▶ \$ 129,731,558. | 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 | 489,160. | 489,160. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 1,742,904. | 1,742,904. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b Gross sales price for all assets on line 6a | 67,968,038. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 326,111. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | 124,443. | 124,443. | 0. | STATEMENT 3 | |
| 12 Total. Add lines 1 through 11 | 2,771,618. | 2,682,618. | 0. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 681,503. | 116,274. | 0. | 565,230. |
| | 14 Other employee salaries and wages | 622,367. | 0. | 0. | 622,367. |
| | 15 Pension plans, employee benefits | 311,158. | 21,718. | 0. | 289,440. |
| | 16a Legal fees | 16,778. | 0. | 0. | 16,778. |
| | b Accounting fees | 55,075. | 13,000. | 0. | 42,075. |
| | c Other professional fees | 685,507. | 497,469. | 0. | 188,038. |
| | 17 Interest | 28,743. | 28,743. | 0. | 0. |
| | 18 Taxes | 107,770. | 59,543. | 0. | 0. |
| | 19 Depreciation and depletion | 56,710. | 0. | 0. | |
| | 20 Occupancy | 133,590. | 0. | 0. | 133,590. |
| | 21 Travel, conferences, and meetings | 99,080. | 4,011. | 0. | 95,069. |
| | 22 Printing and publications | 86,953. | 0. | 0. | 86,953. |
| | 23 Other expenses | 1,137,032. | 25,059. | 0. | 1,127,987. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 4,022,266. | 765,817. | 0. | 3,167,527. |
| | 25 Contributions, gifts, grants paid | 3,575,680. | | | 4,454,545. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 7,597,946. | 765,817. | 0. | 7,622,072. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -4,826,328. | | | | |
| b Net investment income (if negative, enter -0-) | | 1,916,801. | | | |
| 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 | | 19,266,303. | 20,891,868. | 20,891,868. |
| | 3 | Accounts receivable | 3,155. | | | |
| | | Less: allowance for doubtful accounts | | 2,976. | 3,155. | 3,155. |
| | 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 | 80,646,686. | 80,488,871. | 80,488,871. |
| | c | Investments - corporate bonds | STMT 12 | 27,707,754. | 21,586,060. | 21,586,060. |
| | 11 | Investments - land, buildings, and equipment: basis | | | | |
| | Less: accumulated depreciation | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other | | | | | |
| 14 | Land, buildings, and equipment: basis | 484,201. | | | | |
| | Less: accumulated depreciation | 362,576. | 152,440. | 121,625. | 121,625. | |
| 15 | Other assets (describe) | STATEMENT 13) | 6,445,235. | 6,639,979. | 6,639,979. | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 134,221,394. | 129,731,558. | 129,731,558. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | 305,921. | 325,274. | |
| | 18 | Grants payable | | 3,483,080. | 2,605,215. | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable | | | | |
| | 22 | Other liabilities (describe) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 3,789,001. | 2,930,489. | | |
| 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 | | 130,432,393. | 126,801,069. | |
| | 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 | Total net assets or fund balances | | 130,432,393. | 126,801,069. | | |
| 31 | Total liabilities and net assets/fund balances | | 134,221,394. | 129,731,558. | | |

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 | 130,432,393. |
| 2 | Enter amount from Part I, line 27a | 2 | -4,826,328. |
| 3 | Other increases not included in line 2 (itemize) SEE STATEMENT 9 | 3 | 1,265,785. |
| 4 | Add lines 1, 2, and 3 | 4 | 126,871,850. |
| 5 | Decreases not included in line 2 (itemize) SEE STATEMENT 10 | 5 | 70,781. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 126,801,069. |

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 | SEE ATTACHED STATEMENTS | | | |
| 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 | 67,968,038. | | 67,641,927. | 326,111. |

| 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 | | | 326,111. |

| | | | |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------|
| 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 | 326,111. |
| 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)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2015 | 8,451,846. | 134,529,115. | .062825 |
| 2014 | 6,509,196. | 140,313,722. | .046390 |
| 2013 | 5,427,176. | 132,374,024. | .040999 |
| 2012 | 6,614,196. | 124,458,087. | .053144 |
| 2011 | 7,658,054. | 125,708,607. | .060919 |

| | | | |
|---|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--------------|
| 2 | Total of line 1, column (d) | 2 | .264277 |
| 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 | .052855 |
| 4 | Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | 4 | 123,286,602. |
| 5 | Multiply line 4 by line 3 | 5 | 6,516,313. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 19,168. |
| 7 | Add lines 5 and 6 | 7 | 6,535,481. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 7,871,985. |

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

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

| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 19,168. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 Add lines 1 and 2 | | 3 | 19,168. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 19,168. |
| 6 Credits/Payments: | | | |
| a 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | 105,900. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 105,900. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 86,732. | |
| 11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 86,732. Refunded <input type="checkbox"/> | 11 | 0. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | X | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | X | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> <u>AR</u> | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i> | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | X |

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?
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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?
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 2016 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 2016.)
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 2016?

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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

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

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

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

7b

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

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 | | 681,503. | 121,802. | 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 50.00 | 181,041. | 24,350. | 0. |
| ANDREW FORD - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR | INTERIM SENIOR ASSOCIATE, EDUCATION 40.00 | 91,731. | 13,708. | 0. |
| MICHAEL CASTENS - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR | GRANT AND OPERATIONS MANAGER 40.00 | 71,626. | 13,502. | 0. |
| LISA DIXON - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR | PROGRAM ASSOCIATE 40.00 | 52,912. | 18,079. | 0. |
| RUSSELL CAREY - 225 EAST MARKHAM STREET, STE. 200, LITTLE ROCK, AR | PROGRAM ASSOCIATE 40.00 | 53,642. | 11,634. | 0. |
| Total number of other employees paid over \$50,000 | | | | 0 |

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 |
|-----------------------------------------------------------------------------------|----------------------------------------|------------------|
| CAMBRIDGE ASSOCIATES 125 HIGH STREET, BOSTON, MA 02110-2112 | INVESTMENT ADVISORY SERVICES | 229,276. |
| THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE ST., CHICAGO, IL 60603 | INVESTMENT CUSTODY/MANAGEMENT SERVICES | 113,196. |
| SUSAN HARRIMAN 3 BELLA VIEW DRIVE, LITTLE ROCK, AR 72212 | EXECUTIVE MANAGEMENT CONSULTING | 94,500. |
| DOXA TOTAL DESIGN STRATEGY, INC - 311 DICKSON STREET, SUITE 202, FAYETTEVILLE, AR | ANNUAL REPORT DESIGN CONSULTANT | 83,315. |
| PROPER SOUTHERN STRATEGIES 4723 CRESTWOOD DRIVE, LITTLE ROCK, AR 72207 | SUPPORTING ASSET DEV | 51,697. |
| Total number of others receiving over \$50,000 for professional services | | 1 |

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 | |
| | 374,204. |
| 2 SEE STATEMENT 18 | |
| | 206,242. |
| 3 SEE STATEMENT 18 | |
| | 191,948. |
| 4 SEE STATEMENT 18 | |
| | 134,784. |

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 INCREASED INVESTMENT IN SOUTHERN BANCORP | |
| | 249,913. |
| 2 | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |
| | |
| Total. Add lines 1 through 3 | 249,913. |

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 | 116,017,672. |
| b | Average of monthly cash balances | 1b | 9,146,391. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 125,164,063. |
| 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 | 125,164,063. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,877,461. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 123,286,602. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 6,164,330. |

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 | 6,164,330. |
| 2a | Tax on investment income for 2016 from Part VI, line 5 | 2a | 19,168. |
| b | Income tax for 2016. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 19,168. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 6,145,162. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 28,212. |
| 5 | Add lines 3 and 4 | 5 | 6,173,374. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 6,173,374. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|-----------------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 7,622,072. |
| b | Program-related investments - total from Part IX-B | 1b | 249,913. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 7,871,985. |
| 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 | 19,168. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 7,852,817. |

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 2015 | (c) 2015 | (d) 2016 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7 | | | | 6,173,374. |
| 2 Undistributed income, if any, as of the end of 2016: | | | | |
| a Enter amount for 2015 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2016: | | | | |
| a From 2011 | 1,391,133. | | | |
| b From 2012 | 420,036. | | | |
| c From 2013 | | | | |
| d From 2014 | | | | |
| e From 2015 | 1,847,793. | | | |
| f Total of lines 3a through e | 3,658,962. | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ | 7,871,985. | | | |
| a Applied to 2015, 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 2016 distributable amount | | | | 6,173,374. |
| e Remaining amount distributed out of corpus | 1,698,611. | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 5,357,573. | | | |
| 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 2015. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 89,000. | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 | 1,302,133. | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a | 3,966,440. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2012 | 420,036. | | | |
| b Excess from 2013 | | | | |
| c Excess from 2014 | | | | |
| d Excess from 2015 | 1,847,793. | | | |
| e Excess from 2016 | 1,698,611. | | | |

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 2016, 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)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|------------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201 | | | SEE STATEMENT 20 | 4,454,545. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 4,454,545. |
| b Approved for future payment | | | | |
| SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201 | | | SEE STATEMENT 20 | 1,694,634. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 1,694,634. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or loss from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, and Other revenue.

(See worksheet in line 13 instructions to verify calculations.)

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content: N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: N/A

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: [Date] Title: COFO May the IRS discuss this return with the preparer shown below (see instr.)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: MICHELLE MANN Preparer's signature: [Signature] Date: 09/12/17 Check [] if self-employed PTIN: P01064483 Firm's name: JPMS COX, PLLC Firm's EIN: 20-1776739 Firm's address: 11300 CANTRELL ROAD, SUITE 301 LITTLE ROCK, AR 72212 Phone no.: 501-227-5800

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 ADVISORY-SHORT TERM (SEE STMT 15D) | P | | |
| b ADVISORY-LONG TERM (SEE STMT 15D) | P | | |
| c BLACKROCK-SHORT TERM (SEE STMT 15I) | P | | |
| d BLACKROCK-SHORT TERM (SEE STMT 15I) | P | | |
| e RANGER-SHORT TERM (SEE STMT 15H) | P | | |
| f RANGER-LONG TERM (SEE STMT 15H) | P | | |
| g MFB NTGI-QM COM DAILY (SEE STMT 15E) | 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-QM COM DAILY (SEE STMT 15E) | P | | |
| l MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| m MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| n MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| o MFB NTGI-QM COM DAILY (SEE STMT 15E) | 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 513,337. | | 611,925. | -98,588. |
| b 1,283,823. | | 1,088,555. | 195,268. |
| c 62,159. | | 72,367. | -10,208. |
| d 9,037,841. | | 10,087,196. | -1,049,355. |
| e 1,656,379. | | 1,578,551. | 77,828. |
| f 2,248,617. | | 1,511,810. | 736,807. |
| g 60,563. | | 60,086. | 477. |
| h 1,700,000. | | 1,625,764. | 74,236. |
| i 42,549. | | 42,692. | -143. |
| j 54,322. | | 54,488. | -166. |
| k 164,437. | | 129,147. | 35,290. |
| l 1,157,451. | | 898,802. | 258,649. |
| m 1,945,678. | | 1,934,910. | 10,768. |
| n 1,234. | | | 1,234. |
| o 45,053. | | | 45,053. |

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 | | | -98,588. |
| b | | | 195,268. |
| c | | | -10,208. |
| d | | | -1,049,355. |
| e | | | 77,828. |
| f | | | 736,807. |
| g | | | 477. |
| h | | | 74,236. |
| i | | | -143. |
| j | | | -166. |
| k | | | 35,290. |
| l | | | 258,649. |
| m | | | 10,768. |
| n | | | 1,234. |
| o | | | 45,053. |

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|--|
| 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 MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| b MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| c MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| d MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| e ARTISAN- LONG TERM (SEE STMT 15K) | P | | |
| f GMO- SHORT TERM (SEE STMT 15J) | P | | |
| g GMO- LONG TERM (SEE STMT 15J) | P | | |
| h CBRE- SHORT TERM (SEE STMT 15B) | P | | |
| i CBRE- LONG TERM (SEE STMT 15B) | P | | |
| j PIMCO- SHORT TERM (SEE STMT 15C) | P | | |
| k PIMCO- LONG TERM (SEE STMT 15C) | P | | |
| l HERNDON- SHORT TERM (SEE STMT 15F) | P | | |
| m HERNDON- LONG TERM (SEE STMT 15F) | P | | |
| n COMMUNITY- SHORT TERM (SEE STMT 15M) | P | | |
| o COMMUNITY- LONG TERM (SEE STMT 15M) | 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 | | 27,461. | -27,461. |
| b | | 1,577. | -1,577. |
| c | 102,769. | | 102,769. |
| d | 87,987. | | 87,987. |
| e | 200,000. | 218,831. | -18,831. |
| f | 608,975. | 595,496. | 13,479. |
| g | 12,701,836. | 13,774,579. | -1,072,743. |
| h | 2,272,582. | 2,253,522. | 19,060. |
| i | 2,068,886. | 1,528,559. | 540,327. |
| j | 2,905,921. | 3,063,637. | -157,716. |
| k | 5,982,071. | 6,062,108. | -80,037. |
| l | 3,033,094. | 3,074,836. | -41,742. |
| m | 4,572,447. | 3,310,464. | 1,261,983. |
| n | 87,718. | 87,557. | 161. |
| o | 4,412,282. | 4,389,403. | 22,879. |

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 | | | -27,461. |
| b | | | -1,577. |
| c | | | 102,769. |
| d | | | 87,987. |
| e | | | -18,831. |
| f | | | 13,479. |
| g | | | -1,072,743. |
| h | | | 19,060. |
| i | | | 540,327. |
| j | | | -157,716. |
| k | | | -80,037. |
| l | | | -41,742. |
| m | | | 1,261,983. |
| n | | | 161. |
| o | | | 22,879. |

| | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 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 MESIROW- LONG TERM (SEE STMT 15L) | P | | |
| b BRECKINRIDGE- SHORT TERM (SEE STMT 15A) | P | | |
| c OAKVIEW- SHORT TERM (SEE STMT 15G) | P | | |
| d RAVENEUR- SHORT TERM (SEE STMT 15N) | P | | |
| e P/T: MONDRIAN- ST (SEE STMT 16A) | P | | |
| f P/T: MONDRIAN- LT (SEE STMT 16A) | P | | |
| g P/T: DIAMOND STATE VENTURES II LT (SEE STMT 16B) | P | | |
| h P/T: RENAISSANCE ST (SEE STMT 16H) | P | | |
| i P/T: RENAISSANCE LT (SEE STMT 16H) | P | | |
| j P/T: NEWTYN ST (SEE STMT 16I) | P | | |
| k P/T: NEWTYN LT (SEE STMT 16I) | P | | |
| l CAPITAL GAINS DIVIDENDS | | | |
| m | | | |
| n | | | |
| 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 6,872,773. | | 6,700,000. | 172,773. |
| b 622,702. | | 623,633. | -931. |
| c 753,671. | | 761,382. | -7,711. |
| d 468,743. | | 491,910. | -23,167. |
| e | | 52,241. | -52,241. |
| f | | 922,734. | -922,734. |
| g 99,381. | | | 99,381. |
| h 2,441. | | | 2,441. |
| i 1,785. | | | 1,785. |
| j 33,080. | | | 33,080. |
| k | | 5,704. | -5,704. |
| l 103,451. | | | 103,451. |
| m | | | |
| n | | | |
| o | | | |

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 | | | 172,773. |
| b | | | -931. |
| c | | | -7,711. |
| d | | | -23,167. |
| e | | | -52,241. |
| f | | | -922,734. |
| g | | | 99,381. |
| h | | | 2,441. |
| i | | | 1,785. |
| j | | | 33,080. |
| k | | | -5,704. |
| l | | | 103,451. |
| m | | | |
| n | | | |
| 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 | 326,111. |
| 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.

OMB No. 1545-0047

2016

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't 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) (2016)

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

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | TRUST U/W WINTHROP ROCKEFELLER 2230 COTTONDALE LANE, SUITE 6 LITTLE ROCK, AR 72202 | \$ 89,000. | 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 THE WINTHROP ROCKEFELLER FOUNDATION | Employer identification number 71-0285871 |
|------------------------------------------------------------------------|---------------------------------------------------------|

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 THE WINTHROP ROCKEFELLER FOUNDATION | Employer identification number 71-0285871 |
|------------------------------------------------------------------------|---------------------------------------------------------|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. 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 |
|-----------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

2016

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name **THE WINTHROP ROCKEFELLER FOUNDATION** Employer identification number **71-0285871**

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

| Part I Required Annual Payment | | | |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1 | Total tax (see instructions) | 1 | 19,168. |
| 2a | Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 | 2a | |
| 2b | Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method | 2b | |
| 2c | Credit for federal tax paid on fuels (see instructions) | 2c | |
| 2d | Total. Add lines 2a through 2c | 2d | |
| 3 | Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty | 3 | 19,168. |
| 4 | Enter the tax shown on the corporation's 2015 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 | 4 | 98,683. |
| 5 | Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 | 5 | 19,168. |

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

| | |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| 6 | <input type="checkbox"/> The corporation is using the adjusted seasonal installment method. |
| 7 | <input checked="" type="checkbox"/> The corporation is using the annualized income installment method. |
| 8 | <input checked="" type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax. |

Part III Figuring the Underpayment

| | (a) | (b) | (c) | (d) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|
| 9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year | 05/15/16 | 06/15/16 | 09/15/16 | 12/15/16 |
| 10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column. | | | | |
| 11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions | 85,900. | 10,000. | 10,000. | |
| Complete lines 12 through 18 of one column before going to the next column. | | | | |
| 12 Enter amount, if any, from line 18 of the preceding column | | 85,900. | 95,900. | 105,900. |
| 13 Add lines 11 and 12 | | 95,900. | 105,900. | 105,900. |
| 14 Add amounts on lines 16 and 17 of the preceding column | | | | |
| 15 Subtract line 14 from line 13. If zero or less, enter -0- | 85,900. | 95,900. | 105,900. | 105,900. |
| 16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- | | | | |
| 17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 | | | | |
| 18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column | 85,900. | 95,900. | 105,900. | |

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.
LHA For Paperwork Reduction Act Notice, see separate instructions. Form 2220 (2016)

Part IV Figuring the Penalty

| | (a) | (b) | (c) | (d) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|-----|-------|
| 19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions | 19 | | | |
| 20 Number of days from due date of installment on line 9 to the date shown on line 19 | 20 | | | |
| 21 Number of days on line 20 after 4/15/2016 and before 7/1/2016 | 21 | | | |
| 22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{366}$ | 22 | \$ | \$ | \$ |
| 23 Number of days on line 20 after 06/30/2016 and before 10/1/2016 | 23 | | | |
| 24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{366}$ | 24 | \$ | \$ | \$ |
| 25 Number of days on line 20 after 9/30/2016 and before 1/1/2017 | 25 | | | |
| 26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{366}$ | 26 | \$ | \$ | \$ |
| 27 Number of days on line 20 after 12/31/2016 and before 4/1/2017 | 27 | | | |
| 28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ | 28 | \$ | \$ | \$ |
| 29 Number of days on line 20 after 3/31/2017 and before 7/1/2017 | 29 | | | |
| 30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ | 30 | \$ | \$ | \$ |
| 31 Number of days on line 20 after 6/30/2017 and before 10/1/2017 | 31 | | | |
| 32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ | 32 | \$ | \$ | \$ |
| 33 Number of days on line 20 after 9/30/2017 and before 1/1/2018 | 33 | | | |
| 34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ | 34 | \$ | \$ | \$ |
| 35 Number of days on line 20 after 12/31/2017 and before 3/16/2018 | 35 | | | |
| 36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ | 36 | \$ | \$ | \$ |
| 37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36 | 37 | \$ | \$ | \$ |
| 38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns | 38 | | | \$ 0. |

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

| | | (a) | (b) | (c) | (d) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----------------|----------------|----------------|-----------------|
| | | First 3 months | First 5 months | First 8 months | First 11 months |
| 1 Enter taxable income for the following periods: | | | | | |
| a Tax year beginning in 2013 | 1a | | | | |
| b Tax year beginning in 2014 | 1b | | | | |
| c Tax year beginning in 2015 | 1c | | | | |
| 2 Enter taxable income for each period for the tax year beginning in 2016. See the instructions for the treatment of extraordinary items | 2 | | | | |
| 3 Enter taxable income for the following periods: | | First 4 months | First 6 months | First 9 months | Entire year |
| a Tax year beginning in 2013 | 3a | | | | |
| b Tax year beginning in 2014 | 3b | | | | |
| c Tax year beginning in 2015 | 3c | | | | |
| 4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a | 4 | | | | |
| 5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b | 5 | | | | |
| 6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c | 6 | | | | |
| 7 Add lines 4 through 6 | 7 | | | | |
| 8 Divide line 7 by 3.0 | 8 | | | | |
| 9a Divide line 2 by line 8 | 9a | | | | |
| b Extraordinary items (see instructions) | 9b | | | | |
| c Add lines 9a and 9b | 9c | | | | |
| 10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, line 2 or comparable line of corp's return | 10 | | | | |
| 11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a | 11a | | | | |
| b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b | 11b | | | | |
| c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c | 11c | | | | |
| 12 Add lines 11a through 11c | 12 | | | | |
| 13 Divide line 12 by 3.0 | 13 | | | | |
| 14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) | 14 | | | | |
| 15 Enter any alternative minimum tax for each payment period. See instructions | 15 | | | | |
| 16 Enter any other taxes for each payment period. See instr. | 16 | | | | |
| 17 Add lines 14 through 16 | 17 | | | | |
| 18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions | 18 | | | | |
| 19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- | 19 | | | | |

**

Part II Annualized Income Installment Method

| | | (a) | (b) | (c) | (d) |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|------------------------|
| | | First <u>2</u> months | First <u>4</u> months | First <u>7</u> months | First <u>10</u> months |
| 20 | Annualization periods (see instructions) | | | | |
| 21 | Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items | | | | |
| 22 | Annualization amounts (see instructions) | 6.000000 | 3.000000 | 1.714290 | 1.200000 |
| 23a | Annualized taxable income. Multiply line 21 by line 22 | | | | |
| 23b | Extraordinary items (see instructions) | | | | |
| 23c | Add lines 23a and 23b | | | | |
| 24 | Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return | | | | |
| 25 | Enter any alternative minimum tax for each payment period (see instructions) | | | | |
| 26 | Enter any other taxes for each payment period. See instr. | | | | |
| 27 | Total tax. Add lines 24 through 26 | | | | |
| 28 | For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions | | | | |
| 29 | Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- | | | | |
| 30 | Applicable percentage | 25% | 50% | 75% | 100% |
| 31 | Multiply line 29 by line 30 | | | | |

Part III Required Installments

| | | 1st installment | 2nd installment | 3rd installment | 4th installment |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------|-----------------|-----------------|
| | | Note: Complete lines 32 through 38 of one column before completing the next column. | | | |
| 32 | If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31 | 0. | 0. | 0. | 0. |
| 33 | Add the amounts in all preceding columns of line 32. See instructions | | | | |
| 34 | Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- | | | | |
| 35 | Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter | 4,792. | 4,792. | 4,792. | 4,792. |
| 36 | Subtract line 38 of the preceding column from line 37 of the preceding column | | 4,792. | 9,584. | 14,376. |
| 37 | Add lines 35 and 36 | 4,792. | 9,584. | 14,376. | 19,168. |
| 38 | Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions | 0. | 0. | 0. | 0. |

Form 2220 (2016)

** ANNUALIZED INCOME INSTALLMENT METHOD USING OPTION 1

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 INTEREST INCOME | 205. | 205. | 205. |
| AQR STYLE PREMIA INTEREST INCOME | 9. | 9. | 9. |
| BLACKROCK INTEREST INCOME | 3,600. | 3,600. | 3,600. |
| BRECKINRIDGE CAPITAL ADVISORS INTEREST | 53,333. | 53,333. | 53,333. |
| BROWN INTEREST INCOME | 13. | 13. | 13. |
| CBRE INTEREST INCOME | 76. | 76. | 76. |
| CCM INTEREST | 3,320. | 3,320. | 3,320. |
| GMO INTEREST INCOME | 45. | 45. | 45. |
| HENDRON INTEREST INCOME | 83. | 83. | 83. |
| INTEREST INCOME - NT CASH 344 | 2,426. | 2,426. | 2,426. |
| INTEREST ON CHECKING ACCOUNT | 5,571. | 5,571. | 5,571. |
| MONDRIAN INTEREST INCOME | 4. | 4. | 4. |
| NORTHERN TRUST STIF INTEREST INCOME | 4,119. | 4,119. | 4,119. |
| NT BARCLAYS AGG INTEREST INCOME | 243,713. | 243,713. | 243,713. |
| NTGI GROWTH RUSSELL 1000 INTEREST INCOME | 979. | 979. | 979. |
| OAKVIEW INTEREST INCOME | 1,276. | 1,276. | 1,276. |
| PASSTHROUGH INTEREST INCOME | 149,300. | 149,300. | 149,300. |
| PIMCO INTEREST INCOME | 3,472. | 3,472. | 3,472. |
| PRI INCOME | 16,352. | 16,352. | 16,352. |
| RANGER INTEREST INCOME | 66. | 66. | 66. |
| RAVENEUR INTEREST INCOME | 79. | 79. | 79. |
| RUSSELL 1000 VALUE INTEREST | 1,119. | 1,119. | 1,119. |
| TOTAL TO PART I, LINE 3 | 489,160. | 489,160. | 489,160. |

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 DIVIDEND INCOME | 48,172. | 4,027. | 44,145. | 44,145. | 44,145. |
| AQR STYLE PREMIA DIVIDEND INCOME | 25,493. | 0. | 25,493. | 25,493. | 25,493. |
| ARIEL INT'L DIVIDEND INCOME | 251,028. | 0. | 251,028. | 251,028. | 251,028. |

| | | | | | |
|------------------------------------------------|-------------------|-----------------|-------------------|-------------------|-------------------|
| ARTISN INTERNATIONAL DIVIDEND INCOME | 179,465. | 0. | 179,465. | 179,465. | 179,465. |
| BLACKROCK DIVIDEND INCOME | 76,173. | 31,187. | 44,986. | 44,986. | 44,986. |
| BRECKINRIDGE DIVIDENDS | 66. | 0. | 66. | 66. | 66. |
| BROWN DIVIDEND INCOME | 30,819. | 30,810. | 9. | 9. | 9. |
| CBRE DIVIDEND INCOME | 169,094. | 36,279. | 132,815. | 132,815. | 132,815. |
| CCM DIVIDENDS | 171,425. | 0. | 171,425. | 171,425. | 171,425. |
| GMO DIVIDEND INCOME | 51,237. | 0. | 51,237. | 51,237. | 51,237. |
| HERNDON DIVIDEND INCOME | 68,547. | 191. | 68,356. | 68,356. | 68,356. |
| KR CAPITAL DIVIDEND INCOME | 10,744. | 0. | 10,744. | 10,744. | 10,744. |
| MONDRIAN DIVIDEND INCOME | 2. | 0. | 2. | 2. | 2. |
| NT CASH DIVIDEND INCOME | 2,006. | 313. | 1,693. | 1,693. | 1,693. |
| NTAM R1000 VALUE FUND DIVIDEND | 232,052. | 0. | 232,052. | 232,052. | 232,052. |
| NTGI RUSSELL 1000 GROWTH DIVIDEND INCOME | 134,724. | 0. | 134,724. | 134,724. | 134,724. |
| OAKVIEW VALUE DIVIDEND INCOME | 31,150. | 0. | 31,150. | 31,150. | 31,150. |
| PASSTHROUGH DIVIDEND INCOME | 340,719. | 0. | 340,719. | 340,719. | 340,719. |
| PIMCO DIVIDEND INCOME | 9,770. | 0. | 9,770. | 9,770. | 9,770. |
| RANGER DIVIDENDS | 13,614. | 644. | 12,970. | 12,970. | 12,970. |
| RAVENEUR DIVIDENDS | 55. | 0. | 55. | 55. | 55. |
| TO PART I, LINE 4 | <u>1,846,355.</u> | <u>103,451.</u> | <u>1,742,904.</u> | <u>1,742,904.</u> | <u>1,742,904.</u> |

| FORM 990-PF | OTHER INCOME | STATEMENT | 3 |
|-------------|--------------|-----------|---|
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| BLACKROCK | 1,867. | 1,867. | 0. |
| NT BOND INDEX | 4,475. | 4,475. | 0. |
| CCM | 1,747. | 1,747. | 0. |
| RUSSELL 1000 VALUE | 3,718. | 3,718. | 0. |
| PASSTHROUGH | 107,236. | 107,236. | 0. |
| RUSSELL 1000 GROWTH | 5,400. | 5,400. | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <u>124,443.</u> | <u>124,443.</u> | <u>0.</u> |

| FORM 990-PF | LEGAL FEES | | | STATEMENT | 4 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| LEGAL SERVICES | 16,778. | 0. | 0. | 16,778. | |
| TO FM 990-PF, PG 1, LN 16A | 16,778. | 0. | 0. | 16,778. | |

| FORM 990-PF | ACCOUNTING FEES | | | STATEMENT | 5 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| ACCOUNTING | 7,479. | 0. | 0. | 7,479. | |
| AUDIT | 36,839. | 13,000. | 0. | 23,839. | |
| TAX PREPARATION | 10,757. | 0. | 0. | 10,757. | |
| TO FORM 990-PF, PG 1, LN 16B | 55,075. | 13,000. | 0. | 42,075. | |

| FORM 990-PF | OTHER PROFESSIONAL FEES | | | STATEMENT | 6 |
|------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| CASH ACCOUNT MANAGEMENT FEES | 130. | 130. | 0. | 0. | |
| INVESTMENT OVERSIGHT MANAGEMENT FEE - REITS | 229,276. | 229,276. | 0. | 0. | |
| HERNDON MANAGEMENT FEE | 4,017. | 4,017. | 0. | 0. | |
| RANGER INV MGMT FEES | 24,667. | 24,667. | 0. | 0. | |
| CBRE MANAGEMENT FEE | 31,706. | 31,706. | 0. | 0. | |
| TRUSTEE FEES - NT BOND INDEX | 38,150. | 38,150. | 0. | 0. | |
| CUSTODIAL BANK FEES | 4,780. | 4,780. | 0. | 0. | |
| PROFESSIONAL FEES - NT BOND INDEX | 98,632. | 98,632. | 0. | 0. | |
| NT INVESTMENT MANAGEMENT FEES | 1,050. | 1,050. | 0. | 0. | |
| ADVISORY RESEARCH MANAGEMENT FEE | 19,297. | 19,297. | 0. | 0. | |
| BRECKINRIDGE INVESTMENT MANAGEMENT FEES | 37,164. | 37,164. | 0. | 0. | |
| | 1,293. | 1,293. | 0. | 0. | |

| | | | | |
|------------------------------|----------|----------|----|----------|
| OAKVIEW MANAGEMENT FEE | 7,307. | 7,307. | 0. | 0. |
| OUTCOMES ASSESSMENT | 30,109. | 0. | 0. | 30,109. |
| OTHER CONSULTING | 9,120. | 0. | 0. | 9,120. |
| GRANTEE TECHNICAL ASSISTANCE | 148,809. | 0. | 0. | 148,809. |
| TO FORM 990-PF, PG 1, LN 16C | 685,507. | 497,469. | 0. | 188,038. |

| | | | |
|-------------|-------|-----------|---|
| 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 | 48,227. | 0. | 0. | 0. |
| FOREIGN TAXES | 59,543. | 59,543. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 107,770. | 59,543. | 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 |
|----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES | 72. | 0. | 0. | 72. |
| INSURANCE | 17,329. | 0. | 0. | 17,329. |
| POSTAGE | 617. | 0. | 0. | 617. |
| DUES & SUBSCRIPTIONS | 76,993. | 0. | 0. | 76,993. |
| OFFICE EXPENSE | 86,830. | 0. | 0. | 86,830. |
| PROGRAM EXPENSES | 401,232. | 0. | 0. | 401,232. |
| ACCRUAL TO CASH | 0. | 0. | 0. | 21,950. |
| PASSTHROUGH PORTFOLIO DEDUCTIONS | 30,995. | 25,059. | 0. | 0. |
| COMPUTER TRAINING | 225. | 0. | 0. | 225. |
| CONVENTIONS AND MEETINGS | 151,899. | 0. | 0. | 151,899. |
| PROFESSIONAL DEVELOPMENT | 28,222. | 0. | 0. | 28,222. |
| TRUSTEE OPERATIONS EXPENSE | 55,380. | 0. | 0. | 55,380. |
| PASSTHROUGH LOSSES | 287,238. | 0. | 0. | 287,238. |
| TO FORM 990-PF, PG 1, LN 23 | 1,137,032. | 25,059. | 0. | 1,127,987. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

| DESCRIPTION | AMOUNT |
|-----------------------------------------------------|------------|
| UNREALIZED GAINS/(LOSSES) ON INVESTMENTS | 573,890. |
| FUND FOR ARKANSAS' FUTURE, LLC | 3,870. |
| MONDRIAN FOCUSED EMERGING MARKETS EQUITY FUND, L.P. | 626,302. |
| DIAMOND STATE VENTURES III, L.P. | 48,405. |
| SJF VENTURES IV, LP | 8,863. |
| OWL VENTURES II, LP | 4,455. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 1,265,785. |

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

| DESCRIPTION | AMOUNT |
|----------------------------------------------|---------|
| CASH VERSUS ACCRUAL BASIS ON INTEREST | 2,306. |
| DIAMOND STATE VENTURES II, L.P. | 35,554. |
| LAZARD, LTD | 1,460. |
| RENAISSANCE INSTITUTIONAL EQUITIES FUND, LLC | 10,024. |
| NEWTYN TE PARTNERS, LP | 21,437. |
| TOTAL TO FORM 990-PF, PART III, LINE 5 | 70,781. |

FORM 990-PF CORPORATE STOCK STATEMENT 11

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|-------------|-------------------|
| ARTISAN | 12,132,030. | 12,132,030. |
| GMO EQUITY | 0. | 0. |
| CBRE REITS | 3,820,089. | 3,820,089. |
| ADVISORY RESEARCH EQUITY | 4,056,928. | 4,056,928. |
| HERNDON EQUITY | 0. | 0. |
| RANGER EQUITY | 2,174,203. | 2,174,203. |
| NTGI RUSSELL 1000 GROWTH EQUITY | 9,628,249. | 9,628,249. |
| RUSSELL 1000 VALUE EQUITIES | 10,474,416. | 10,474,416. |
| OAKVIEW EQUITY | 4,325,053. | 4,325,053. |
| KABOUTER INT'L OPP OFFSHORE FUND EQUITY | 3,464,188. | 3,464,188. |
| BROWN SUSTAINABLE GROWTH EQUITY | 4,361,067. | 4,361,067. |
| ARIEL INT'L FUND EQUITY | 11,892,607. | 11,892,607. |
| BLACKROCK EQUITY | 3,880,777. | 3,880,777. |
| AQR STYLE PREMIA EQUITY | 1,490,098. | 1,490,098. |
| FORT GLOBAL OFFSHORE FUND EQUITY | 964,065. | 964,065. |
| COATUE | 1,016,037. | 1,016,037. |

| | | |
|------------------------------------------------|--------------------|--------------------|
| LAKWOOD | 1,107,260. | 1,107,260. |
| RAVENEUR | 21,495. | 21,495. |
| SENTINEL DOME | 1,054,793. | 1,054,793. |
| COMPLUS ASIA | 1,547,076. | 1,547,076. |
| VARADERO | 1,536,590. | 1,536,590. |
| HOLLIS PARK | 1,541,850. | 1,541,850. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 80,488,871. | 80,488,871. |

FORM 990-PF CORPORATE BONDS STATEMENT 12

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|------------------------------------------------|--------------------|--------------------|
| NORTHERN TRUST BARCLAYS AGG BOND FUND | 10,242,204. | 10,242,204. |
| PIMCO TOTAL RETURN FUND | 0. | 0. |
| CCM FIXED INCOME FUND | 5,747,516. | 5,747,516. |
| BRECKINRIDGE CAPITAL FIXED INCOME | 5,596,340. | 5,596,340. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 21,586,060. | 21,586,060. |

FORM 990-PF OTHER ASSETS STATEMENT 13

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|----------------------------|------------------------|-------------------|
| PROGRAM RELATED INVESTMENTS | 6,251,230. | 6,472,933. | 6,472,933. |
| ACCRUED INTEREST RECEIVABLE | 171,755. | 144,796. | 144,796. |
| WRCT IN LIEU OF GRANT RECEIVABLE | 22,250. | 22,250. | 22,250. |
| TO FORM 990-PF, PART II, LINE 15 | 6,445,235. | 6,639,979. | 6,639,979. |

 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 50.00 | 301,924. | 48,886. | 0. |
| ANDREA DOBSON 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | COFO 50.00 | 240,617. | 47,690. | 0. |
| JERRY ADAMS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1.11 | 0. | 0. | 0. |
| RENE BRYCE-LAPORTE 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1.34 | 0. | 0. | 0. |
| VICKI SAVIERS 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1.42 | 0. | 0. | 0. |
| LISENNE ROCKEFELLER 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 0.67 | 0. | 0. | 0. |
| DAVID RAINEY 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1.79 | 0. | 0. | 0. |
| KILOLO KIJAKAZI 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1.07 | 0. | 0. | 0. |
| ROSA VELAZQUEZ 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 0.81 | 0. | 0. | 0. |
| REGAN GRUBER MOFFITT 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | BOARD SECRETARY AND VICE PRESIDENT 50.00 | 138,962. | 25,226. | 0. |
| SUSAN HARRIMAN 225 EAST MARKHAM STREET, STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 0.20 | 0. | 0. | 0. |

THE WINTHROP ROCKEFELLER FOUNDATION

71-0285871

| | | | | |
|----------------------------------------------|----------|-----------------|-----------------|-----------|
| FREDDIE BLACK | DIRECTOR | | | |
| 225 EAST MARKHAM STREET, STE 200 | 1.47 | 0. | 0. | 0. |
| LITTLE ROCK, AR 72201 | | | | |
| HELEN DORADO ALESSI | DIRECTOR | | | |
| 225 EAST MARKHAM STREET, STE 200 | 0.49 | 0. | 0. | 0. |
| LITTLE ROCK, AR 72201 | | | | |
| CALVIN WHITE | DIRECTOR | | | |
| 225 EAST MARKHAM STREET, STE 200 | 1.23 | 0. | 0. | 0. |
| LITTLE ROCK, AR 72201 | | | | |
| MIKE MALONE | DIRECTOR | | | |
| 225 EAST MARKHAM STREET, STE 200 | 0.94 | 0. | 0. | 0. |
| LITTLE ROCK, AR 72201 | | | | |
| CHRIS VINCENT | DIRECTOR | | | |
| 225 EAST MARKHAM STREET, STE 200 | 1.12 | 0. | 0. | 0. |
| LITTLE ROCK, AR 72201 | | | | |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | <u>681,503.</u> | <u>121,802.</u> | <u>0.</u> |

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

BATESVILLE AREA CHAMBER OF COMMERCE

GRANTEE'S ADDRESS

409 VINE STREET
BATESVILLE, AR 72501

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 35,000. | 06/24/16 | 18,139. |

PURPOSE OF GRANT

SEE STATMENT 21

GRANTEE'S NAME

MARY REYNOLDS BABCOCK FOUNDATION, INC.

GRANTEE'S ADDRESS

2920 REYNOLDA ROAD
WINSTON-SALEM, NC 27106

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 166,666. | 09/29/16 | 77,171. |

PURPOSE OF GRANT

SEE STATMENT 21