

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

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

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

| | | |
|--|---|--|
| Name of foundation THE WINTHROP ROCKEFELLER FOUNDATION | | A Employer identification number 71-0285871 |
| Number and street (or P O box number if mail is not delivered to street address) 225 EAST MARKHAM STREET NO 200 | Room/suite | B Telephone number (see instructions) (501) 376-6854 |
| City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72201 | | C If exemption application is pending, check here <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) _____ (Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 89,000 | | | |
| | 2 Check <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 | | |
| | 4 Dividends and interest from securities | 1,742,904 | 1,742,904 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 326,111 | | | |
| | 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) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | 124,443 | 124,443 | 0 | | |
| 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 (attach schedule) | 16,778 | 0 | 0 | 16,778 |
| | b Accounting fees (attach schedule) | 55,075 | 13,000 | 0 | 42,075 |
| | c Other professional fees (attach schedule) | 685,507 | 497,469 | 0 | 188,038 |
| | 17 Interest | 28,743 | 28,743 | 0 | 0 |
| | 18 Taxes (attach schedule) (see instructions) | 107,770 | 59,543 | 0 | 0 |
| | 19 Depreciation (attach schedule) 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 (attach schedule) | 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 (See instructions) | | Beginning of year | End of year | |
|--|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 19,266,303 | 20,891,868 | 20,891,868 |
| | 3 Accounts receivable ▶ <u>3,155</u> | | | |
| | 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 (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ | | | |
| | Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | |
| | b Investments—corporate stock (attach schedule) | 80,646,686 | 80,488,871 | 80,488,871 |
| | c Investments—corporate bonds (attach schedule) | 27,707,754 | 21,586,060 | 21,586,060 |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ | | | |
| Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| 12 Investments—mortgage loans | | | | |
| 13 Investments—other (attach schedule) | | | | |
| 14 Land, buildings, and equipment basis ▶ <u>484,201</u> | | | | |
| Less accumulated depreciation (attach schedule) ▶ <u>362,576</u> | 152,440 | 121,625 | 121,625 | |
| 15 Other assets (describe ▶ _____) | 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 (attach schedule) | | | |
| | 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 (see instructions) | 130,432,393 | 126,801,069 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 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) ▶ _____ | 3 | 1,265,785 |
| 4 Add lines 1, 2, and 3 | 4 | 126,871,850 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 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 See Additional Data Table | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

| | | | |
|---|---|----------|---------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 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) (see instructions) If (loss), enter -0- in Part I, line 8 | | 3 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|--|--|---|
| 2015 | 8,451,846 | 134,529,115 | 0.062825 |
| 2014 | 6,509,196 | 140,313,722 | 0.046390 |
| 2013 | 5,427,176 | 132,374,024 | 0.040999 |
| 2012 | 6,614,196 | 124,458,087 | 0.053144 |
| 2011 | 7,658,054 | 125,708,607 | 0.060919 |

| | | |
|--|----------|-------------|
| 2 Total of line 1, column (d) | 2 | 0.264277 |
| 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 | 0.052855 |
| 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)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and credits/payments. Total tax due is 86,732.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distribution to donor advised funds, public inspection requirements, and books in care of.

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in or authority over a bank, securities, or other financial account in a 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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

| | | |
|-----------|-----|----|
| | | |
| 5b | Yes | |
| 6b | | No |
| 7b | | |

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

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

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

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

| (a) Name and address of each employee paid more than \$50,000 | Title, and average hours per week (b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| CORY ANDERSON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | VICE-PRESIDENT 50 00 | 181,041 | 24,350 | 0 |
| ANDREW FORD 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | INTERIM SENIOR ASSOC 40 00 | 91,731 | 13,708 | 0 |
| MICHAEL CASTENS 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | GRANT AND OPERATIONS 40 00 | 71,626 | 13,502 | 0 |
| LISA DIXON 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | PROGRAM ASSOCIATE 40 00 | 52,912 | 18,079 | 0 |
| RUSSELL CAREY 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | 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 (see instructions). 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 021102112 | 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 727015144 | ANNUAL REPORT DESIGN | 83,315 |
| PROPER SOUTHERN STRATEGIES 4723 CRESTWOOD DRIVE LITTLE ROCK, AR 72207 | CONSULTANT SUPPORTING ASSET DEVELOPMENT | 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 (see instructions)

| 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 _____ _____ _____ | | |
| 3 All other program-related investments See instructions _____ _____ | | |
| 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 (see instructions). | 1c | 0 |
| 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 (see instructions). | 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 20___, 20___, 20___ | | 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 ▶ \$ <u>7,871,985</u> | | | | |
| 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 |
| 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 instructions | | | 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 (see instructions). | 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)

1a 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|-----------------|-----------------|-----------------|-----------------|------------------|
| | (a) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 ONLINE AT WWWWRFOUNDATIONORG
 225 EAST MARKHAM STREET SUITE 200
 LITTLE ROCK, AR 72201
 (501) 376-6854

b The form in which applications should be submitted and information and materials they should include
 SEE STATEMENT 19

c Any submission deadlines
 SEE STATEMENT 19

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 SEE STATEMENT 19

Part XV **Supplementary Information** (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|-----------|
| a <i>Paid during the year</i> SEE STATEMENT 20 VARIOUS LITTLE ROCK, AR 72201 | | | SEE STATEMENT 20 | 4,454,545 |
| | | | | |
| Total ▶ 3a | | | | 4,454,545 |
| b <i>Approved for future payment</i> 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

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

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) (See instructions).

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

Part XVII

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 columns Yes, No and rows 1a(1), 1a(2), 1b(1) through 1b(6), 1c.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [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.

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

Sign Here Signature of officer or trustee: ***** Date: 2017-09-21 Title: *****

May the IRS discuss this return with the preparer shown below (see instr)? [x] Yes [] No

Table for Paid Preparer Use Only with fields for name, signature, date, self-employed, PTIN, firm name, EIN, and address.

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

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|---|---------------------------------------|-----------------------------------|
| ADVISORY-SHORT TERM (SEE STMT 15D) | P | | |
| ADVISORY-LONG TERM (SEE STMT 15D) | P | | |
| BLACKROCK-SHORT TERM (SEE STMT 15I) | P | | |
| BLACKROCK-SHORT TERM (SEE STMT 15I) | P | | |
| RANGER-SHORT TERM (SEE STMT 15H) | P | | |
| RANGER-LONG TERM (SEE STMT 15H) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 513,337 | | 611,925 | -98,588 |
| 1,283,823 | | 1,088,555 | 195,268 |
| 62,159 | | 72,367 | -10,208 |
| 9,037,841 | | 10,087,196 | -1,049,355 |
| 1,656,379 | | 1,578,551 | 77,828 |
| 2,248,617 | | 1,511,810 | 736,807 |
| 60,563 | | 60,086 | 477 |
| 1,700,000 | | 1,625,764 | 74,236 |
| 42,549 | | 42,692 | -143 |
| 54,322 | | 54,488 | -166 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | -98,588 |
| | | | 195,268 |
| | | | -10,208 |
| | | | -1,049,355 |
| | | | 77,828 |
| | | | 736,807 |
| | | | 477 |
| | | | 74,236 |
| | | | -143 |
| | | | -166 |

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

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|--|---|---|-------------------------------------|
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI COMMON DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| MFB NTGI-QM COM DAILY (SEE STMT 15E) | P | | |
| ARTISAN- LONG TERM (SEE STMT 15K) | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 164,437 | | 129,147 | 35,290 |
| 1,157,451 | | 898,802 | 258,649 |
| 1,945,678 | | 1,934,910 | 10,768 |
| 1,234 | | | 1,234 |
| 45,053 | | | 45,053 |
| | | 27,461 | -27,461 |
| | | 1,577 | -1,577 |
| 102,769 | | | 102,769 |
| 87,987 | | | 87,987 |
| 200,000 | | 218,831 | -18,831 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 35,290 |
| | | | 258,649 |
| | | | 10,768 |
| | | | 1,234 |
| | | | 45,053 |
| | | | -27,461 |
| | | | -1,577 |
| | | | 102,769 |
| | | | 87,987 |
| | | | -18,831 |

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

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|--|---|---|-------------------------------------|
| GMO- SHORT TERM (SEE STMT 15J) | P | | |
| GMO- LONG TERM (SEE STMT 15J) | P | | |
| CBRE- SHORT TERM (SEE STMT 15B) | P | | |
| CBRE- LONG TERM (SEE STMT 15B) | P | | |
| PIMCO- SHORT TERM (SEE STMT 15C) | P | | |
| PIMCO- LONG TERM (SEE STMT 15C) | P | | |
| HERNDON- SHORT TERM (SEE STMT 15F) | P | | |
| HERNDON- LONG TERM (SEE STMT 15F) | P | | |
| COMMUNITY- SHORT TERM (SEE STMT 15M) | P | | |
| COMMUNITY- LONG TERM (SEE STMT 15M) | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 608,975 | | 595,496 | 13,479 |
| 12,701,836 | | 13,774,579 | -1,072,743 |
| 2,272,582 | | 2,253,522 | 19,060 |
| 2,068,886 | | 1,528,559 | 540,327 |
| 2,905,921 | | 3,063,637 | -157,716 |
| 5,982,071 | | 6,062,108 | -80,037 |
| 3,033,094 | | 3,074,836 | -41,742 |
| 4,572,447 | | 3,310,464 | 1,261,983 |
| 87,718 | | 87,557 | 161 |
| 4,412,282 | | 4,389,403 | 22,879 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 13,479 |
| | | | -1,072,743 |
| | | | 19,060 |
| | | | 540,327 |
| | | | -157,716 |
| | | | -80,037 |
| | | | -41,742 |
| | | | 1,261,983 |
| | | | 161 |
| | | | 22,879 |

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

| List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo, day, yr) | (d) Date sold (mo, day, yr) |
|--|---|---------------------------------------|-----------------------------------|
| MESIROW- LONG TERM (SEE STMT 15L) | P | | |
| BRECKINRIDGE- SHORT TERM (SEE STMT 15A) | P | | |
| OAKVIEW- SHORT TERM (SEE STMT 15G) | P | | |
| RAVENEUR- SHORT TERM (SEE STMT 15N) | P | | |
| P/T MONDRIAN- ST (SEE STMT 16A) | P | | |
| P/T MONDRIAN- LT (SEE STMT 16A) | P | | |
| P/T DIAMOND STATE VENTURES II LT (SEE STMT 16B) | P | | |
| P/T RENAISSANCE ST (SEE STMT 16H) | P | | |
| P/T RENAISSANCE LT (SEE STMT 16H) | P | | |
| P/T NEWTYN ST (SEE STMT 16I) | P | | |

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

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| 6,872,773 | | 6,700,000 | 172,773 |
| 622,702 | | 623,633 | -931 |
| 753,671 | | 761,382 | -7,711 |
| 468,743 | | 491,910 | -23,167 |
| | | 52,241 | -52,241 |
| | | 922,734 | -922,734 |
| 99,381 | | | 99,381 |
| 2,441 | | | 2,441 |
| 1,785 | | | 1,785 |
| 33,080 | | | 33,080 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| | | | 172,773 |
| | | | -931 |
| | | | -7,711 |
| | | | -23,167 |
| | | | -52,241 |
| | | | -922,734 |
| | | | 99,381 |
| | | | 2,441 |
| | | | 1,785 |
| | | | 33,080 |

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

| List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr) | (d) Date sold (mo , day, yr) |
|---|--|--|--|
| P/T NEWTYN LT (SEE STMT 16I) | P | | |
| CAPITAL GAINS DIVIDENDS | P | | |

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

| (e) Gross sales price | Depreciation allowed (f) (or allowable) | Cost or other basis (g) plus expense of sale | Gain or (loss) (h) (e) plus (f) minus (g) |
|------------------------------|---|--|---|
| | | 5,704 | -5,704 |
| 103,451 | | | 103,451 |

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

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|--|
| (i) F M V as of 12/31/69 | Adjusted basis (j) as of 12/31/69 | Excess of col (i) (k) over col (j), if any | |
| | | | -5,704 |
| | | | 103,451 |

| Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation | | | | |
|--|---|---|---|---------------------------------------|
| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| SHERECE WEST-SCANTLEBURY | PRESIDENT & CEO 50 00 | 301,924 | 48,886 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| ANDREA DOBSON | COFO 50 00 | 240,617 | 47,690 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| JERRY ADAMS | DIRECTOR 1 11 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| RENE BRYCE-LAPORTE | DIRECTOR 1 34 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| VICKI SAVIERS | DIRECTOR 1 42 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| LISENNE ROCKEFELLER | DIRECTOR 0 67 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| DAVID RAINEY | DIRECTOR 1 79 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| KILOLO KIJAKAZI | DIRECTOR 1 07 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| ROSA VELAZQUEZ | DIRECTOR 0 81 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| REGAN GRUBER MOFFITT | BOARD SECRETARY AND VICE PRESIDENT 50 00 | 138,962 | 25,226 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| SUSAN HARRIMAN | DIRECTOR 0 20 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| FREDDIE BLACK | DIRECTOR 1 47 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| HELEN DORADO ALESSI | DIRECTOR 0 49 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| CALVIN WHITE | DIRECTOR 1 23 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |
| MIKE MALONE | DIRECTOR 0 94 | 0 | 0 | 0 |
| 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | | | | |

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

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|---|--|--|---|
| CHRIS VINCENT 225 EAST MARKHAM STREET STE 200 LITTLE ROCK, AR 72201 | DIRECTOR 1 12 | 0 | 0 | 0 |

TY 2016 Accounting Fees Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for 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 |

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

TY 2016 Expenditure Responsibility Statement

Name: THE WINTHROP ROCKEFELLER FOUNDATION

EIN: 71-0285871

| Grantee's Name | Grantee's Address | Grant Date | Grant Amount | Grant Purpose | Amount Expended By Grantee | Any Diversion By Grantee? | Dates of Reports By Grantee | Date of Verification | Results of Verification |
|--------------------------------------|---|------------|--------------|--------------------|----------------------------|---------------------------|-----------------------------|----------------------|-------------------------|
| BATESVILLE AREA CHAMBER OF COMMERCE | 409 VINE STREET BATESVILLE, AR 72501 | 2016-06-24 | 35,000 | SEE STATMENT 21 | 18,139 | | | | |
| MARY REYNOLDS BABCOCK FOUNDATION INC | 2920 REYNOLDA ROAD WINSTONSALEM, NC 27106 | 2016-09-29 | 166,666 | SEE STATMENT 21 | 77,171 | | | | |

TY 2016 Investments Corporate Bonds Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|---------------------------------------|-------------------------------|--------------------------------------|
| 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 |

TY 2016 Investments Corporate Stock Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|---|-------------------------------|--------------------------------------|
| ARTISAN | 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 |

TY 2016 Legal Fees Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| LEGAL SERVICES | 16,778 | 0 | 0 | 16,778 |

TY 2016 Other Assets Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871**Other Assets Schedule**

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - 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 |

TY 2016 Other Decreases Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| 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 |

TY 2016 Other Expenses Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for 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 |

Other Expenses Schedule

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| 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 |

TY 2016 Other Income Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871**Other Income Schedule**

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---------------------|--------------------------------|-----------------------|---------------------|
| BLACKROCK | 1,867 | 1,867 | |
| NT BOND INDEX | 4,475 | 4,475 | |
| CCM | 1,747 | 1,747 | |
| RUSSELL 1000 VALUE | 3,718 | 3,718 | |
| PASSTHROUGH | 107,236 | 107,236 | |
| RUSSELL 1000 GROWTH | 5,400 | 5,400 | |

TY 2016 Other Increases Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| 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 |

TY 2016 Other Professional Fees Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--|---------------|----------------------------------|--------------------------------|--|
| CASH ACCOUNT MANAGEMENT FEES | 130 | 130 | 0 | 0 |
| INVESTMENT OVERSIGHT | 229,276 | 229,276 | 0 | 0 |
| MANAGEMENT FEE - REITS | 4,017 | 4,017 | 0 | 0 |
| HERNDON MANAGEMENT FEE | 24,667 | 24,667 | 0 | 0 |
| RANGER INV MGMT FEES | 31,706 | 31,706 | 0 | 0 |
| CBRE MANAGEMENT FEE | 38,150 | 38,150 | 0 | 0 |
| TRUSTEE FEES - NT BOND INDEX | 4,780 | 4,780 | 0 | 0 |
| CUSTODIAL BANK FEES | 98,632 | 98,632 | 0 | 0 |
| PROFESSIONAL FEES - NT BOND INDEX | 1,050 | 1,050 | 0 | 0 |
| NT INVESTMENT MANAGEMENT FEES | 19,297 | 19,297 | 0 | 0 |
| ADVISORY RESEARCH MANAGEMENT FEE | 37,164 | 37,164 | 0 | 0 |
| BRECKINRIDGE INVESTMENT MANAGEMENT FEES | 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 |

TY 2016 Taxes Schedule**Name:** THE WINTHROP ROCKEFELLER FOUNDATION**EIN:** 71-0285871

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|---------------|----------------------------------|--------------------------------|--|
| FEDERAL EXCISE TAX | 48,227 | 0 | 0 | 0 |
| FOREIGN TAXES | 59,543 | 59,543 | 0 | 0 |

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
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

Form 990-PF

- 527 political organization
- 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 other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

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

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

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|---|
| 1 | TRUST UW WINTHROP ROCKEFELLER 2230 COTTONDALE LANE SUITE 6 LITTLE ROCK, AR 72202 | \$ 89,000 | Person <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) |
| | | \$ | 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 | | | |
|---------------------------------|---|---|------------------------------|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| _____ _____ _____ | (see instructions) Use duplicate copies of Part II if additional space is needed _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |
| _____ _____ _____ | _____ _____ _____ | _____ \$ _____ | _____ |

| | |
|--|---|
| 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 information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ | _____ |
| _____ | _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ | _____ |
| _____ | _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ | _____ |
| _____ | _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | _____ | _____ | _____ |
| | _____ | _____ | _____ |

| | |
|---|--|
| (e) Transfer of gift Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ | _____ |
| _____ | _____ |