

Form **990-PF**

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

OMB No. 1545-0052

2011

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011, or tax year beginning , 2011, and ending

Name of foundation Rockefeller Brothers Fund, Inc.		A Employer identification number 13-1760106
Number and street (or P.O. box number if mail is not delivered to street address) 475 Riverside Drive		B Telephone number (see the instructions) (212) 812-4200
City or town New York	State ZIP code NY 10115	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, column (c), line 16) \$ 751,804,582.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)	3,312,350.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	725,916.	725,916.		
	4 Dividends and interest from securities	25.	12,006,113.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	4,412,746.			
	b Gross sales price for all assets on line 6a	245,777,952.			
	7 Capital gain net income (from Part IV, line 2)		27,822,755.		
	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/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	1,147,683.	-3,756,578.			
12 Total. Add lines 1 through 11.	9,598,720.	36,798,206.			
A D M I N I S T R A T I V E O P E R A T I N G A N D E X P E N S E S	13 Compensation of officers, directors, trustees, etc	1,272,228.	110,293.		1,161,935.
	14 Other employee salaries and wages	4,245,686.	85,570.		4,093,180.
	15 Pension plans, employee benefits	2,729,573.	93,112.		2,135,722.
	16a Legal fees (attach schedule) . Schedule .3.	292,099.	54,712.		243,384.
	b Accounting fees (attach sch) . Schedule .3.	149,649.	83,738.		20,411.
	c Other prof fees (attach sch) . Schedule .3.	4,213,509.	1,627,493.		2,073,625.
	17 Interest	0.			
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	875,106.			
	19 Depreciation (attach sch) and depletion . . Schedule .4.	2,506,926.	41,858.		
	20 Occupancy	3,261,984.	1,256,930.		1,995,762.
	21 Travel, conferences, and meetings	932,371.	11,518.		920,172.
	22 Printing and publications	119,470.	0.		113,178.
	23 Other expenses (attach schedule) See Line 23 Stmt	928,424.	25,619.		861,011.
	24 Total operating and administrative expenses. Add lines 13 through 23	21,527,025.	3,390,843.		13,618,380.
	25 Contributions, gifts, grants paid	27,984,255.			28,345,906.
26 Total expenses and disbursements. Add lines 24 and 25	49,511,280.	3,390,843.		41,964,286.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-39,912,560.				
b Net Investment Income (if negative, enter -0-)		33,407,363.			
c Adjusted net Income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		2,056,170.	1,124,814.	1,124,814.
	2	Savings and temporary cash investments		31,206,276.	26,628,072.	26,628,072.
	3	Accounts receivable ▶ 982,001.				
		Less: allowance for doubtful accounts ▶ 0.		1,735,303.	982,001.	982,001.
	4	Pledges receivable ▶ 15,040,972.				
		Less: allowance for doubtful accounts ▶ 0.		13,539,872.	15,040,972.	15,040,972.
	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 sch) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		14,472.	5,989.	5,989.
	10a	Investments – U.S. and state government obligations (attach schedule) Schedule 5		14,319,063.	15,474,712.	15,474,712.
		b Investments – corporate stock (attach schedule)				
		c Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment: basis ▶ 510,000.				
	Less: accumulated depreciation (attach schedule) Schedule 6. ▶ 0.		510,000.	510,000.	510,000.	
12	Investments – mortgage loans					
13	Investments – other (attach schedule) Schedule 7		716,504,733.	684,685,095.	684,685,095.	
14	Land, buildings, and equipment: basis ▶ 33,260,146.					
	Less: accumulated depreciation (attach schedule) Schedule 8. ▶ 25,907,219.		9,492,146.	7,352,927.	7,352,927.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).		789,378,035.	751,804,582.	751,804,582.	
LIABILITIES	17	Accounts payable and accrued expenses		7,683,774.	9,377,723.	
	18	Grants payable		7,349,377.	6,990,106.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ <u>Deferred Taxes</u>)		1,294,207.	2,709,005.	
	23	Total liabilities (add lines 17 through 22)		16,327,358.	19,076,834.	
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		754,441,665.	712,363,499.	
	25	Temporarily restricted		10,714,012.	12,469,249.	
	26	Permanently restricted		7,895,000.	7,895,000.	
		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, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		773,050,677.	732,727,748.		
31	Total liabilities and net assets/fund balances (see instructions).		789,378,035.	751,804,582.		

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	773,050,677.
2	Enter amount from Part I, line 27a	2	-39,912,560.
3	Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	2,463,231.
4	Add lines 1, 2, and 3	4	735,601,348.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	2,873,600.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	732,727,748.

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 shares MLC Company)	(b) How acquired P — Purchase O — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Schedule 1			
b			
c			
d			
e			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(f) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	27,822,755.
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 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 (column (b) divided by column (c))
	2010	41,573,616.	699,305,732.	0.059450
	2009	52,300,115.	647,412,111.	0.080783
	2008	48,477,527.	829,638,960.	0.058432
	2007	41,088,800.	922,756,652.	0.044528
	2006	36,930,163.	815,936,975.	0.045261

2 Total of line 1, column (d)	2	0.288454
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	0.057691
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	742,833,551.
5 Multiply line 4 by line 3	5	42,854,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	334,074.
7 Add lines 5 and 6	7	43,188,884.
8 Enter qualifying distributions from Part XII, line 4	8	42,332,134.

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)

1 a 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 Instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	668,147.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	668,147.
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	668,147.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6 a	796,376.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	796,376.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	128,229.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 128,229. Refunded		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
<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>		
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 . . . ▶ \$ _____ (2) On foundation managers . . . ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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
4 a 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, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ _____ See States Registered In _____		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2011 or the taxable year beginning in 2011 (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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>www.rbf.org</u>				
14	The books are in care of ▶ <u>Leah A. D'Angelo</u> Telephone no. ▶ <u>(212) 812-4228</u> Located at ▶ <u>475 Riverside Drive</u> <u>New York</u> <u>NY</u> ZIP + 4 ▶ <u>10115</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, 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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b	X
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 2011?	1 c	X
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20__ , 20__ , 20__ , 20__ .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2011 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 2011.)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4 b	X

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

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

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

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?

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

6 a 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?

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

7 a 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?

5 b		X
6 b		X
7 b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 10		1,272,228.	288,350.	23,998.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Benjamin R. Shute 475 Riverside Drive, Suite 900 New York NY 10115	Program Director 35.00	252,090.	72,500.	4,294.
Charles Granguist 475 Riverside Drive, Suite 900 New York NY 10115	Executive Director 35.00	218,306.	64,900.	4,152.
Michael F. Northrop 475 Riverside Drive, Suite 900 New York NY 10115	Program Director 35.00	200,223.	67,400.	4,526.
Ben Rodriguez-Cubenas 475 Riverside Drive, Suite 900 New York NY 10115	Program Director 35.00	176,009.	38,000.	5,623.
Shenyu Belsky 475 Riverside Drive, Suite 900 New York NY 10115	Program Director 35.00	169,287.	35,000.	6,085.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Greenrock Corporation 200 Lake Road Sleepy Hollow NY 10591	Facilities Maintenance	1,229,832.
Investure, LLC 126 Garrett Street, Suite J Charlottesville VA 22902	Investment Management	2,046,926.
Ventucom, LLC 110 Wall Street, 11th Floor New York NY 10005	IT Services	354,050.
Patterson, Belknap, Webb & Tyler 1133 Avenue of the Americas New York NY 10036	Legal Services	253,235.
BNY Mellon Asset Servicing P.O. Box 371791 Pittsburgh PA 15251	Investment Custody	176,041.
Total number of others receiving over \$50,000 for professional services		2

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 <u>Pocantico Historic Area</u> (See Schedule 11)	3,428,352.
2 <u>Assistance to Charitable Organizations</u> (See Schedule 11)	857,313.
3 <u>Pocantico Conference Center</u> (See Schedule 11)	388,190.
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>None</u>	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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	1 a	751,969,695.
b Average of monthly cash balances	1 b	2,176,042.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	754,145,737.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	754,145,737.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,312,186.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	742,833,551.
6 Minimum investment return. Enter 5% of line 5	6	37,141,678.

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	37,141,678.
2 a Tax on investment income for 2011 from Part VI, line 5	2 a	668,147.
b Income tax for 2011. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	668,147.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	36,473,531.
4 Recoveries of amounts treated as qualifying distributions	4	2,380.
5 Add lines 3 and 4	5	36,475,911.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	36,475,911.

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	1 a	41,964,286.
b Program-related investments — total from Part IX-B.	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	367,848.
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,332,134.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,332,134.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				36,475,911.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	8,847,022.			
d From 2009	18,879,509.			
e From 2010	6,486,566.			
f Total of lines 3a through e	34,213,097.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 42,332,134.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2011 distributable amount				36,483,798.
e Remaining amount distributed out of corpus	5,848,336.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	40,061,433.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	950,000.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	39,111,433.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	8,847,022.			
c Excess from 2009	18,879,509.			
d Excess from 2010	6,486,566.			
e Excess from 2011	4,898,336.			

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 2011, enter the date of the ruling.					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

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 of the person to whom applications should be addressed:

See Schedule 12

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

See Schedule 12

c Any submission deadlines:

See Schedule 12

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

See Schedule 12

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**

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

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

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

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

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

Part I only

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

ROCKEFELLER BROTHERS FUND, INC.

13-1760106

Number, street, and room or suite no. If a P.O. box, see instructions.

Social security number (SSN)

475 RIVERSIDE DRIVE, SUITE 900

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK, NY 10115

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

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

• The books are in the care of ▶ Leah A. D'Angelo

Telephone No. ▶ 212-812-4228

FAX No. ▶ _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year 20 11 or
▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	NONE
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box, **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

<p>Type or print</p> <p>File by the due date for filing your return. See instructions.</p>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	ROCKEFELLER BROTHERS FUND, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		13-1760106	
	475 RIVERSIDE DRIVE, SUITE 900		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
NEW YORK, NY 10115				

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ Leah A. D'Angelo
- Telephone No. ▶ 212-812-4228 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box, and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until 11/15, 20 12 .
- 5 For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ *Dorcas E. Hent* Title ▶ AUTHORIZED AGENT Date ▶ 08-01-12

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Misc. Investment Income	4,086.	-4,900,175.	
Income from Subleases (See Schedule 2)	1,143,597.	1,143,597.	
Total	<u>1,147,683.</u>	<u>-3,756,578.</u>	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
See Line 18 Stmt				
Property Tax	77,201.			
Tax on Investment Income	797,905.			
Total	<u>875,106.</u>			

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
See Line 23 Stmt				
Postage	10,554.			10,554.
Messenger Services	2,338.			2,338.
Dues & Subscriptions	11,410.			0.
Misc. Office Expenses	208,779.	22,124.		156,271.
Office Supplies	35,909.			35,909.
Maintenance & Repairs	91,013.			91,013.
Telephone & Internet	115,469.	3,495.		111,974.
Staff Development	90,040.			90,040.
General Insurance	234,623.			234,623.
Equipment Leases & Rentals	42,876.			42,876.
Temporary Help	14,745.			14,745.
Collections Maintenance	57,157.			57,157.
Printing & Stationary	13,511.			13,511.
Total	<u>928,424.</u>	<u>25,619.</u>		<u>861,011.</u>

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

See Part III, line 3 Stmt	
Unrealized Appreciation on Investments	<u>2,463,231.</u>
Total	<u>2,463,231.</u>

Form 990-PF, Page 2, Part III, Line 5

Other Decreases Stmt

See Part III, line 5 Stmt	
Net Periodic Benefit Cost	<u>1,458,800.</u>

Form 990-PF, Page 2, Part III, Line 5

Continued

Other Decreases Stmt

Deferred Excise Tax Expense 1,414,800.

Total 2,873,600.

Form 990-PF, Page 4, Part VII-A, Line 8a

States Registered In

NY - New York

CA - California

MA - Massachusetts

INDEX OF SCHEDULES	Schedule of Contributions, Gifts, Grants Received	Schedule B
	Schedule of Expenditures - Taxes Part I, line 18	Schedule 1A
	Schedule of Expenditures - Other Expenses Part I, line 23	Schedule 1A
	Analysis of Changes in Fund Balance Part III, line 3 & line 5	Schedule 1A
	Schedule of Dividends and Interest from Securities Part I, line 4	Schedule 1B
	Schedule of Capital Gain Net Income/(Loss) Part 1, line 6a	Schedule 1
	Schedule of Other Income Part I, line 11	Schedule 2
	Schedule of Expenditures Part I, line 16	Schedule 3
	Schedule of Depreciation Part I, line 19	Schedule 4
	Schedule of Investments Part II, line 10(a), (b) & (c)	Schedule 5
	Schedule of Investments - Land, Buildings, and Equipment Part II, line 11	Schedule 6
	Schedule of Investments - Other Part II, line 13	Schedule 7
	Schedule of Land, Buildings & Equipment Part II, line 14	Schedule 8
	Grants Subject to Expenditure Responsibility Part VII-B, line 5 (c)	Schedule 9
	Compensation of Officers, Directors & Trustees Part VIII, line 1	Schedule 10
	Summary of Direct Charitable Activities Part IX-A	Schedule 11
	Information Regarding Grant Programs Part XV, line 2 (a-d)	Schedule 12
	Grants and Contributions Paid During the Year or Approved for Future Payment Part XV, line 3 (a) & (b)	Schedule 13

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10115

SCHEDULE 1B
FORM 990-PF
YEAR 2011

Schedule of Dividends & Interest from Securities *

Part I, line 4

Dividends	25
Interest	0
Total line 4, col. (a)	\$25
Add: Dividends & Interest per Limited Partnerships K-1s	12,006,088
Total line 4, col. (b)	<u>\$12,006,113</u>

ROCKEFELLER BROTHERS FUND, INC.

13-1760106

475 Riverside Drive, Suite 900

New York, New York 10115

SCHEDULE I**FORM 990-PF****YEAR 2011**Schedule of Capital Gains and Losses

Part I, line 6a

	Gain or (Loss)
Colchester Global Fund	\$ 30,020
Contrarian Capital	110,078
Eton Park Overseas	2,431,748
Investure Alternative Fund	350,358
Investure Cash Fund	(19,105)
Investure Fixed Income	1,509,647
Net Realized Gain per Books (Total Part I, line 6a, col.(a))	\$ 4,412,746
Add: Actual Net Capital Gain per limited partnerships (Schedule K-1 basis) (See attached schedule)	23,550,107
Less: Gain/(loss) from Partnerships previously reflected in books, <u>for which K-1 values are now reflected on Form 990PF:</u>	
Colchester Global Fund	(30,020)
Contrarian Capital	(110,078)
	(140,098)
Total Part IV, line 2	\$ 27,822,755

Schedule of Limited Partnerships' Gains and Losses per Schedules K-1

Part IV

	Capital Gain	Capital Loss	Net Capital Gain/(Loss)
Ampersand 2001 Limited Partnership	3,568,027		3,568,027
C/R Brazil Ethanol		(1,245,736)	(1,245,736)
Carlyle Riverstone TE Knight, LP	923,043		923,043
Carlyle Riverstone TE Partners III, LP	1,654,967		1,654,967
Colchester Global Bond Fund	259,645		259,645
Contrarian Capital Fund I, LP		(116,949)	(116,949)
CSFB Strategic Partners II	34,202	(813)	33,389
CSFB Strategic Partners III	910,032		910,032
CSFB Strategic Partners III VC	131,289		131,289
Cypress Merchant Banking Partners II (Cayman), LP	11,027	(530,702)	(519,675)
Cypress Merchant Banking Partners II, LP	255,577		255,577
DLJ Strategic Partners, LP	142,472	(886)	141,586
Investure Emerging Mkt Fund LP	4,412,444	(1,520,898)	2,891,546
Investure Global Equity Fund LP	8,084,754		8,084,754
Investure Evergreen Fund LP	1,197,942		1,197,942
J.H. Whitney III		(64,171)	(64,171)
J.H. Whitney IV	3,633		3,633
Kayne Anderson Energy Fund III	46,420		46,420
Lehman Brothers NB Co-Investment Partners - Cayman, LP	22,149		22,149
Lehman Brothers NB Co-Investment Partners, LP	895,127		895,127
Lehman Brothers NB Secondary Opportunities Fund	789,747		789,747
Lexington Capital Partners II, LP	108,803		108,803
Lexington Capital Partners IV, LP	543,275		543,275
Morgan Stanley Real Estate Fund V International - TE, LP		(517,540)	(517,540)
Morgan Stanley Real Estate Fund VI		(428,068)	(428,068)
Natural Gas Partners VIII	99,408		99,408
New Enterprise Associates 10		(171,070)	(171,070)
NGP Energy Technology Partners		(38,335)	(38,335)
Palamon European Equity 'B', LP	1,666,585		1,666,585
Private Advisors Ineome Fund, LP		(275,987)	(275,987)
Private Advisors Small Company Buyout Fund II, LP	1,069,076		1,069,076
Prospect Venture Partners	117,570		117,570
Siguler Guff	442,068		442,068
TCV IV	152,276		152,276
Three Arch Capital IV	310,175		310,175
Three Arch Capital, LP		(387,002)	(387,002)
TIFF Partners I	7,120		7,120
TIFF Partners II		(47,338)	(47,338)
TIFF Partners IV	549,354		549,354
Trinity Ventures VII	296,106		296,106
Trinity Ventures VIII	28,850		28,850
Weston Presidio Capital III		(58,796)	(58,796)
Weston Presidio Capital IV		(39,537)	(39,537)
Weston Presidio V, L.P.	260,772		260,772
	28,993,935	(5,443,828)	23,550,107

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10115

SCHEDULE 2
FORM 990-PF
YEAR 2011

Schedule of Other Income/(Loss) *

Part I, line 11

Miscellaneous Investment Income	4,086
Income from Subleases	1,143,597
Total line 11, col. (a)	\$1,147,683
Add: Other Income/(Loss) per Limited Partnerships K-1s (See attached schedule)	(4,904,261)
Total line 11, col. (b)	<u>(\$3,756,578)</u>

ROCKEFELLER BROTHERS FUND, INC.
 13-1760106
 475 Riverside Drive, Suite 900
 New York, New York 10115

SCHEDULE 2
 FORM 990-PF
 YEAR 2011

Schedule of Other Income/(Loss)
 Part I, line 11, col. (b)

	Other Income/(Loss)	Deductions Related to Portfolio Income	Net Other Income/(Loss)
<u>Net Income/(Loss) received from the following Partnerships: *</u>			
Alinda Infrastructure Fund I, LP	(4,267)	(38,921)	(43,188)
Ampersand 2001 Limited Partnership		(32,042)	(32,042)
Cabot Industrial Value Fund II		(780)	(780)
C/R UK Ethanol Holdings TE, LP	6,514		6,514
C/R Ontario Ethanol Holdings TE, LP		(5)	(5)
C/R Renewable Energy Infrastructure Fund I, L.P.	28,137	(85,583)	(57,446)
Carlyle Riverstone TE Partners III, LP		(164,942)	(164,942)
Colchester Global Bond Fund	1,138,775	(1,665)	1,137,110
Contrarian Capital Fund I, LP	60,307		60,307
CSFB Strategic Partners II	628	(15,808)	(15,180)
CSFB Strategic Partners III	41,663	(116,252)	(74,589)
CSFB Strategic Partners III VC	15,728	(98,062)	(82,334)
Cypress Merchant B Partners II (Cayman) LP		(21)	(21)
Cypress Merchant Banking Partners II, LP		(4,524)	(4,524)
DLJ Strategic Partners, LP	(1,180)	(16,619)	(17,799)
Investure Emerging Mkt Fund LP	10,611	(394,645)	(384,034)
Investure Global Equity Fund LP	(356,674)	(2,703,821)	(3,060,495)
Investure Evergreen Fund LP	628,531	(1,811,595)	(1,183,064)
J.H. Whitney III		(747)	(747)
J.H. Whitney IV	(39)	(2,737)	(2,776)
Kayne Anderson Energy Fund III	496,858	(58,706)	438,152
Kayne Anderson Energy Fund IV	621,913	(625,561)	(3,648)
Lehman Brothers NB Co-Investment Partners - Cayman, LP	(16)	(797)	(813)
Lehman Brothers NB Co-Investment Partners, LP	760	(98,846)	(98,086)
Lehman Brothers NB Secondary Opportunities Fund	13,975	(207,741)	(193,766)
Lexington Capital Partners II, LP	(9,335)	(7,888)	(17,223)
Lexington Capital Partners IV, LP	30,156	(38,124)	(7,968)
Morgan Stanley Real Estate Fund V International - TE, LP	333,527	(31,360)	302,167
Morgan Stanley Real Estate Fund VI	5,513	(5,642)	(129)
Natural Gas Partners VIII	1,839	(90,650)	(88,811)
New Enterprise Associates IO		(31,959)	(31,959)
NGP Energy Technology Partners		(11,389)	(11,389)
Palauon European Equity 'B', LP	3,823	(58,617)	(54,794)
Private Advisors Income Fund, LP	254,699	(149,877)	104,822
Private Advisors Small Company Buyout Fund II, LP	38,018	(237,268)	(199,250)
Prospect Venture Partners		(27,907)	(27,907)
Siguler Guff	3,839	(718,769)	(714,930)
TCV IV		(3,014)	(3,014)
Three Arch Capital IV		(105,741)	(105,741)
Three Arch Capital, LP		(31,829)	(31,829)
TIFF Partners I		(8,560)	(8,560)
TIFF Partners II	2,876	(17,214)	(14,338)
TIFF Partners IV	4,769	(107,543)	(102,774)
Trinity Ventures VI		(844)	(844)
Trinity Ventures VII		(835)	(835)
Trinity Ventures VIII		(471)	(471)
Weston Presidio Capital III		(2,102)	(2,102)
Weston Presidio Capital IV		(14,919)	(14,919)
Weston Presidio V, L.P.	1	(93,268)	(93,267)
	<u>\$ 3,371,949</u>	<u>\$ (8,276,210)</u>	
			<u>(4,904,261)</u>

* Partnership income/(loss) reported for investment income tax purposes on basis of Schedules K-1.

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10015

SCHEDULE 3
FORM 990-PF
YEAR 2011

SCHEDULE OF EXPENDITURES

Part I, line 16(a,b,c)

<u>Legal Fees (Patterson, Belknap, Webb & Tyler):</u>	\$	253,235
<u>Legal Fees (Employee Benefits Related):</u>		2,595
<u>Legal Fees (Cypress Advisors):</u>		7,311
<u>Legal Fees (Debevoise & Plimpton):</u>		9,136
<u>Legal Fees (Dechert):</u>		13,865
<u>Legal Fees (Fried Frank):</u>		6,157

Total line 16a \$ 292,099

Accounting Fees (KPMG LLP):

Total line 16b \$ 149,649

Other Professional Fees:

Investment Management Fees	\$2,156,977
Custody Fees	176,041
Consultants' Fees	570,871
Facilities Maintenance	1,309,620

Total line 16c \$ 4,213,509

ROCKEFELLER BROTHERS FUND, INC.
 13-1780108
 476 Riverside Drive, Suite 900
 New York, New York 10116

SCHEDULE 4
 FORM 990-PF
 YEAR 2011

SCHEDULE OF DEPRECIATION

Part I, line 19.

Description	ASSETS					ACCUMULATED DEPRECIATION		
	Beginning of Year	P/Y Adj.	2011 Acquisitions	2011 Dispositions	End of Year	Reserve, beginning of Year	2011 Depreciation (Part I, line 19)	Reserve, end of Year
Office Equipment	2,154,055		27,601	0	2,181,656	1,359,730	164,839	1,524,569
Computer Equipment & Software	1,839,765		20,032	2,050	1,857,747	1,751,885	89,612	1,821,497
Fine Art	4,780		0	-	4,780	0		0
Leasehold Improvements-437 Madison Ave	3,049,452		0	-	3,049,452	1,653,192	31,277	1,584,469
Leasehold Improvements-Interchurch Center	7,155,993		2,488	-	7,158,481	1,252,951	698,322	1,761,273
Leasehold Improvements	18,688,394		319,636	-	19,008,030	17,482,535	1,732,876	19,215,411
	<u>32,892,439</u>	<u>-</u>	<u>369,767</u>	<u>2,050</u>	<u>33,280,146</u>	<u>23,400,293</u>	<u>2,508,926</u>	<u>25,907,219</u>
								<u>7,352,927</u>

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10016

SCHEDULE 5
FORM 990-PF
YEAR 2011

Schedule of Investments

Part II, lines 10 (a,b,c), col. (b)

	<u>line 10a</u> U.S. & State Gov't Obligations	<u>line 10b</u> Corporate Stock	<u>line 10c</u> Corporate Bonds
Investure Fixed Income	\$ 15,474,712	\$ -	\$ -
Totals	<u>\$ 15,474,712</u>	<u>\$ -</u>	<u>\$ -</u>

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10115

SCHEDULE B
FORM 990-PF
YEAR 2011

Investments-Land, Buildings, Equipment

Part II, line 11

<u>Description</u>	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Real Estate	510,000	0	510,000	510,000
Total Part II, line 11	510,000	0	510,000	510,000

Schedule of Investments- Other

Part II, line 13, col. (b)

Description:	End Of Year	
	Book Value	Fair Market Value
COLCHESTER GLOBAL BOND	\$ 14,934,482	\$ 14,934,482
INVESTURE FIXED INCOME	179,469	179,469
INVESTURE EMERGING MARKETS	41,089,904	41,089,904
CONTRARIAN	311,606	311,606
CONVEXITY OFFSHORE	25,785,791	25,785,791
ETON PARK OVERSEAS FUND	9,918,294	9,918,294
FIR TREE INT'L FUND I	29,002,070	29,002,070
FIR TREE INT'L FUND II	11,427,176	11,427,176
INVESTURE ALTERNATIVE FUND	103,618,426	103,618,426
INVESTURE GLOBAL EQUITY FUND	158,285,099	158,285,099
IGEF - MARKETABLE	8,221,061	8,221,061
IGEF - SUSTAINABILITY	20,672,587	20,672,587
OSS CAPITAL MANAGEMENT	1,254,233	1,254,233
PRIVATE ADVISORS INCOME FUND	6,194,532	6,194,532
Ampersand 2001	2,041,715	2,041,715
Cabot Industrial Value Fund II	6,679,218	6,679,218
CSFB Strategic Partners II	561,460	561,460
CSFB Strategic Partners III	7,877,157	7,877,157
CSFB Strategic Partners III VC	2,997,231	2,997,231
DLJ Strategic Partners I	470,399	470,399
Europa II	1,872,707	1,872,707
Investure Evergreen Fund, LP	126,773,615	126,773,615
JMB IV	14,129	14,129
KA Energy Fund III & IV	6,405,039	6,405,039
Lexington Partners II	593,262	593,262
Lexington Partners IV	1,158,557	1,158,557
Morgan Stanley RE Fund V & VI	5,962,461	5,962,461
NB Co-Investment Partners LP	6,865,181	6,865,181
NB Secondary Opportunities Fund LP	5,611,947	5,611,947
NEA 10	1,837,083	1,837,083
NGP ETP	340,182	340,182
NGP VIII	7,746,784	7,746,784
Orion European Real Estate II	806,899	806,899
Palamon European Equity	3,489,083	3,489,083
Private Advisors Small Company Buyout Fund II, LP	8,328,077	8,328,077
Prospect II	720,743	720,743
Riverstone/Carlyle Global Energy III	19,545,443	19,545,443
Riverstone/Carlyle Renewable I	3,063,873	3,063,873
Siguler Guff Small Buyout Opportunities Fund LP	13,199,133	13,199,133
TCV IV	648,310	648,310
Three Arch Capital Limited Partnership	2,056,435	2,056,435
Three Arch Partners IV Limited Partnership	2,482,772	2,482,772
TIFF Partners I, LLC	87,930	87,930
TIFF Partners II, LLC	329,943	329,943
TIFF Partners IV, LLC	3,125,638	3,125,638
Trinity VI	22,584	22,584
Trinity VII	929,794	929,794
Trinity VIII	893,259	893,259
Weston Presidio III	1,497,579	1,497,579
Weston Presidio IV	2,515,112	2,515,112

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
475 Riverside Drive, Suite 900
New York, New York 10015

SCHEDULE 7
FORM 990-PF
YEAR 2011

Schedule of Investments- Other

Part II, line 13, col. (b)

	End Of Year	
	Book Value	Fair Market Value
Weston Presidio V	4,073,197	4,073,197
Whitney Equity Partners IV	166,435	166,435
<hr/>		
Total line 13, col. (b)	\$ 684,685,095	\$ 684,685,095

ROCKEFELLER BROTHERS FUND, INC.
13-1750106
475 Riverside Drive, Suite 900
New York, New York 10015

SCHEDULE B
FORM 990-PF
YEAR 2011

SCHEDULE OF LAND, BUILDINGS & EQUIPMENT

Part II, line 14, col. (b) & (c)

<u>Description</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Basis</u>
Office Equipment	\$2,181,656	\$1,524,569	\$657,087
Computer Equipment & Software	1,857,747	1,821,497	36,250
Fine Art	4,780	0	4,780
Leasehold Improvements	<u>29,215,963</u>	<u>22,561,153</u>	<u>6,654,810</u>
	<u>\$33,260,146</u>	<u>\$25,907,219</u>	

Total line 14 \$7,352,927

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
4E
Pashko Vasa, 16
Prishtina 10000
Kosovo
2. Date and Amount of Grant:
12/21/2011 \$126,055
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
Not currently known as reports from Grantee are due 12/1/2012. Monitoring of the grant indicates that implementation is proceeding satisfactorily.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
See No. 4 above.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
ARAB HUMAN RIGHTS FUND STICHTING
Bahrain Street, Nakheel Building, Caracas District
Beirut
Lebanon
2. Date and Amount of Grant:
9/28/2011 \$73,000
3. Purpose of Grant:
For building internal capacity.
4. Amount Expended by Grantee:
\$45,529.13. Grantor received from Grantee narrative and financial reports certifying that \$45,529.13 of the grant was expended for the purpose for which it was made. A report on the balance of \$27,470.87 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/28/2012, Grantor received from Grantee narrative and financial reports certifying that \$45,529.13 of the grant was expended for the purpose for which it was made. A report on the balance of \$27,470.87 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
THE ASSOCIATION FOR THE DEVELOPMENT AND ENHANCEMENT OF
WOMEN
8/10 Mathaf El Manyal Street, 5th Floor, Apartment 12
Cairo
Egypt
2. Date and Amount of Grant:
Not yet paid \$75,000
3. Purpose of Grant:
For its Youth Political Participation project.
4. Amount Expended by Grantee:
Payment not yet made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
Not applicable. See No. 4 above.
6. Date of Reports received from Grantee:
See No. 4 above.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
BOKRA FOR MEDIA PRODUCTION, MEDIA STUDIES AND HUMAN RIGHTS
12 Hoda El-Shaarwy Street
Cairo
Egypt
2. Date and Amount of Grant:
12/21/2011 \$65,260
3. Purpose of Grant:
For its Web TV project.
4. Amount Expended by Grantee:
\$4,911. Grantor received from Grantee narrative and financial reports certifying that \$4,911 was expended for the purpose for which it was made. A report on the balance of \$60,349 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/28/2012, Grantor received from Grantee narrative and expenditure reports certifying that \$4,911 of the grant was expended for the purpose for which it was made. A report on the balance of \$60,349 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
CBNTER FOR RESEARCH, DOCUMENTATION AND PUBLICATION
Str. Abdyl Frasherri 38
Pristina 10000
Kosovo
2. Date and Amount of Grant:
10/19/2011 \$25,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
\$3,876.14. Grantor received from Grantee narrative and financial reports certifying that \$3,876.14 of the grant was expended for the purpose for which it was made. A report on the balance of \$19,821.37 will be due in 2013. The total funds received by Grantee (\$23,697.51) equal less than the amount listed on the Fund's 2011 990 PF because of bank fee deductions and currency fluctuations.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/23/2012, Grantor received from Grantee narrative and financial reports certifying that \$3,876.14 of the grant was expended for the purpose for which it was made. A report on the balance of \$19,821.37 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
CENTER FOR RESEARCH, DOCUMENTATION AND PUBLICATION
Str. Abdyl Frasheri 38
Prishtina 10000
Kosovo
2. Date and Amount of Grant:
6/30/2010 \$58,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant less \$136.03 attributable to bank fee deductions and currency fluctuations was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/23/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant less \$136.03 attributable to bank fee deductions and currency fluctuations was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
THE CENTURY FOUNDATION, INC.
41 East 70th Street
New York, NY 10021
2. Date and Amount of Grant:
4/20/2011 \$20,000
3. Purpose of Grant:
For its Myanmar Track II project.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 8/31/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
CHINA DIALOGUE TRUST
Suite 306 Grayston Centre
28 Charles Square
London NI 6HT
United Kingdom
2. Date and Amount of Grant:
10/5/2011 \$60,000
3. Purpose of Grant:
To support its web-based work focusing on energy and climate; and environment and health.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 7/11/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
ENCOMPASS - CENTRE FOR SOCIAL AND PSYCHOLOGICAL STUDIES AND SERVICES
Gazmend Zajmi Str. ½, Apt. 18
Prishtina 10060
Kosovo
2. Date and Amount of Grant:
12/1/2010 \$50,000
3. Purpose of Grant:
For its project, ATOMI.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 6/18/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
FORWARD WORKS
2H, Yat Sing Mansion, Lei King Wan, Sai Wan Ho
Hong Kong
China
2. Date and Amount of Grant:
11/30/2011 \$55,000
3. Purpose of Grant:
To support the preparatory work to establish its Greenovation Hub.
4. Amount Expended by Grantee:
\$54,845.64. Grantor received from Grantee narrative and financial reports certifying that \$54,845.64 of the grant was expended for the purpose for which it was made. A report on the balance of \$154.36 will be due in November 2012 in conjunction with final reporting on the grant.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 9/25/2012, Grantor received from Grantee narrative and financial reports certifying that \$54,845.64 of the grant was expended for the purpose for which it was made. A report on the balance of \$154.36 will be due in November 2012 in conjunction with final reporting on the grant.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
GLOBAL FUND FOR COMMUNITY FOUNDATIONS
Registered Office Community House
Citilink Business Park
Albert Street
Belfast BT12 4HQ
Northern Ireland
2. Date and Amount of Grant:
6/23/2011 \$30,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 5/31/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
GUANGDONG HARMONY FOUNDATION
Room 806, Haizhu Science Park
Sun Yat-sen University
No. 135 Xingang Road
Guangzhou 510275
China
2. Date and Amount of Grant:
12/13/2011 \$8,240
3. Purpose of Grant:
To support the participation of two representatives in the University of Hawaii's East-West Center's China-United States Strategic Philanthropy Partnership workshop.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 3/27/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
HORIZON RESEARCH CONSULTANCY GROUP LIMITED
Rm. 1108, Xinhengji Guoji Dasha
No. 3, Maizidian West Road
Beijing 100016
China
2. Date and Amount of Grant:
12/7/2011 \$80,000
3. Purpose of Grant:
For its Black Apple Youth Project: Promoting University Students' Social Entrepreneurship and Social Engagement.
4. Amount Expended by Grantee:
\$25,207. Grantor received from Grantee narrative and financial reports certifying that \$25,207 of the grant was expended for the purpose for which it was made. A report on the balance of \$54,793 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 10/17/2012, Grantor received from Grantee narrative and financial reports certifying that \$25,207 of the grant was expended for the purpose for which it was made. A report on the balance of \$54,793 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
HORIZON RESEARCH CONSULTANCY GROUP LIMITED
Rm. 1108, Xinhengji Guoji Dasha
No. 3, Maizidian West Road
Beijing 100016
China
2. Date and Amount of Grant:
12/1/2010 \$80,000
3. Purpose of Grant:
For its Black Apple Youth Project: Promoting University Students' Social Entrepreneurship and Social Engagement.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 11/25/2011, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
HORIZON RESEARCH CONSULTANCY GROUP LIMITED
Rm. 1108, Xinhengji Guoji Dasha
No. 3, Maizidian West Road
Beijing 100016
China
2. Date and Amount of Grant:
12/22/2009 \$60,000
3. Purpose of Grant:
For the Youth Social Entrepreneurship program.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 10/17/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
INITIATIVE FOR KOSOVA COMMUNITY
Gjon Serreçi n.n.
Ferizaj 70000
Kosovo
2. Date and Amount of Grant:
12/6/2010 \$30,000
3. Purpose of Grant:
For its project to replace environmentally damaging economic activities with sustainable development activities.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/27/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
INSTITUTE FOR DEVELOPMENT POLICY
Rrustem Statovci str. 78
Pristina
Kosovo
2. Date and Amount of Grant:
12/21/2011 \$145,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
\$39,347.50. Grantor received from Grantee narrative and financial reports certifying that \$39,347.50 of the grant was expended for the purpose for which it was made. A report on the balance of \$105,652.50 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/29/2012, Grantor received from Grantee narrative and financial reports certifying that \$39,347.50 of the grant was expended for the purpose for which it was made. A report on the balance of \$105,652.50 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
INVESTOR WATCH
286 Sandycombe Road
Kew Gardens
Surrey TW9 3NG
United Kingdom
2. Date and Amount of Grant:
12/21/2011 \$45,000
3. Purpose of Grant:
For its Carbon Tracker Initiative.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 9/4/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
INVESTOR WATCH
286 Sandycombe Road
Kew Gardens
Surrey TW9 3NG
United Kingdom
2. Date and Amount of Grant:
7/22/2010 \$90,000
3. Purpose of Grant:
For its Investor Disclosure Project's analytic work on energy-related initial public offerings.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 1/13/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
JOY IN ACTION
1602 C4, No. 489
Jiixin Garden, Xingangzhong Road
Haizhu District
Guangzhou 510310
China
2. Date and Amount of Grant:
11/23/2011 \$30,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
\$11,595.48. Grantor received from Grantee narrative and financial reports certifying that \$11,595.48 of the grant was expended for the purpose for which it was made. A report on the balance of \$18,404.52 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 9/7/2012, Grantor received from Grantee narrative and financial reports certifying that \$11,595.48 of the grant was expended for the purpose for which it was made. A report on the balance of \$18,404.52 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
JOY IN ACTION
1602 C4, No. 489
Jiixin Garden, Xingangzhong Road
Haizhu District
Guangzhou 510310
China
2. Date and Amount of Grant:
12/1/2010 \$30,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 1/11/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
KOSOVO LAW INSTITUTE
Rr. Gjon Kastrioti p.n.
Prishtina 10000
Kosovo
2. Date and Amount of Grant:
12/6/2010 \$30,000
3. Purpose of Grant:
For its project to strengthen judicial sector accountability in Kosovo.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 8/21/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
RAMON MAGSAYSAY AWARD FOUNDATION
1680 Roxas Boulevard
Manila 1004
Philippines
2. Date and Amount of Grant:
8/19/2010 \$150,000
3. Purpose of Grant:
To support the 2010 Ramon Magsaysay Awards.
4. Amount Expended by Grantee:
\$135,000. Grantor received from Grantee narrative and financial reports certifying that \$135,000 of the grant was expended for the purpose for which it was made. A report on the balance of \$15,000 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 10/11/2010 and 9/15/2011, Grantor received from Grantee narrative and financial reports certifying that \$135,000 of the grant was expended for the purpose for which it was made. A report on the balance of \$15,000 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
NASEEJ FOUNDATION - RESOURCES FOR COMMUNITY YOUTH
DEVELOPMENT IN THE ARAB WORLD
P.O Box 9363
Amman 11191
Jordan
2. Date and Amount of Grant:
12/19/2011 \$100,000
3. Purpose of Grant:
For its Egypt operation and activities.
4. Amount Expended by Grantee:
\$0. Grantor received from Grantee narrative and financial reports certifying that none of the grant was expended through 12/31/2011 for the purpose for which it was made. A report on the balance will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/22/2012, Grantor received from Grantee narrative and financial reports certifying that none of the grant was expended through 12/31/2011 for the purpose for which it was made. A report on the balance will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
NASEEJ FOUNDATION - RESOURCES FOR COMMUNITY YOUTH
DEVELOPMENT IN THE ARAB WORLD
P.O Box 9363
Amman 11191
Jordan
2. Date and Amount of Grant:
7/27/2011 \$100,000
3. Purpose of Grant:
For two meetings of youth activists from the Arab world.
4. Amount Expended by Grantee:
\$46,652.55. Grantor received from Grantee narrative and financial reports certifying that \$46,652.55 of the grant was expended for the purpose for which it was made. A report on the balance of \$53,347.45 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/28/2012, Grantor received from Grantee narrative and expenditure reports certifying that \$46,652.55 of the grant was expended for the purpose for which it was made. A report on the balance of \$53,347.45 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
ORGANIZATION FOR SOCIAL, CULTURAL, AWARENESS AND
REHABILITATION
Ittifaq Market
Main Asadabad Bazaar
Asadabad, Kunar
Afghanistan
2. Date and Amount of Grant:
12/21/2011 \$12,000
3. Purpose of Grant:
For its Kunar Center for Nonviolence.
4. Amount Expended by Grantee:
\$6,400. Grantor received from Grantee narrative and financial reports certifying that \$6,400 of the grant was expended for the purpose for which it was made. A report on the balance of \$5,600 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/27/2012, Grantor received from Grantee narrative and expenditure reports certifying that \$6,400 of the grant was expended for the purpose for which it was made. A report on the balance of \$5,600 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
THE MARY ROBINSON FOUNDATION
Trinity College
6 South Leinster Street
Dublin 2
Ireland
2. Date and Amount of Grant:
12/1/2010 \$50,000
1/21/2011 \$50,000
3. Purpose of Grant:
For general support.
4. Amount Expended by Grantee:
\$50,000. Grantor received from Grantee narrative and financial reports certifying that \$50,000 of the grant was expended for the purpose for which it was made. A report on the balance of \$50,000 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 2/28/2012, Grantor received from Grantee narrative and expenditure reports certifying that \$50,000 of the grant was expended for the purpose for which it was made. A report on the balance of \$50,000 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
SHANGRI-LA INSTITUTE FOR SUSTAINABLE COMMUNITIES
709, Building A, SOHO New Town, No. 88 Jianguo Road, Chaoyang District
Beijing 100022
China
2. Date and Amount of Grant:
3/23/2011 \$80,000
3. Purpose of Grant:
For its Climate Change Education Project.
4. Amount Expended by Grantee:
\$68,472.01. Grantor received from Grantee narrative and financial reports certifying that \$68,472.01 of the grant was expended for the purpose for which it was made. A report on the balance of \$11,527.99 will be due in 2013.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 3/14/2012, Grantor received from Grantee narrative and expenditure reports certifying that \$68,472.01 of the grant was expended for the purpose for which it was made. A report on the balance of \$11,527.99 will be due in 2013.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

ROCKEFELLER BROTHERS FUND, INC.

GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY - 2011

1. Name and Address of Recipient:
SOCIETY FOR HARMONIOUS DEVELOPMENT
B2, 335 Castle Peak Road
Ding Kau
Hong Kong
China
2. Date and Amount of Grant:
12/21/2010 \$35,000
3. Purpose of Grant:
For its youth engagement project in Guangzhou.
4. Amount Expended by Grantee:
The entire amount. Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
5. Whether Grantee – to the knowledge of Grantor – made any diversion of funds from the purpose of the grant:
No.
6. Date of Reports received from Grantee:
On 9/7/2012, Grantor received from Grantee narrative and financial reports certifying that the entire amount of the grant was expended for the purpose for which it was made.
7. Dates and Results of the Verification of Grantee's Report(s):
Not required.

Compensation of Officers, Directors, and Trustees

Part VIII, (1)

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account and Other Allowances</u>
Steven C. Rockefeller c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	3 hrs.	- 0 -	None	None
David Rockefeller c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Advisory Trustee	1 hr.	- 0 -	None	None
Richard G. Rockefeller c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee Chairman	4 hrs.	- 0 -	None	None
Robert B. Oxnam c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Advisory Trustee	(1) 1 hr.	- 0 -	None	None
Anne Bartley c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	None
Vali Nasr c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829
Jonathan F. Fanton c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Advisory Trustee	(1) 1 hr.	- 0 -	None	None
James E. Moltz c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	(1) 1 hr.	1,000	None	None
R. Nicholas Burns c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829

Compensation of Officers, Directors, and Trustees

Part VIII. (1)

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account and Other Allowances</u>
Valerie Wayne c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee, Vice-Chair	1 hr.	- 0 -	None	None
James Gustave Speth c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	(a) 1 hr.	- 0 -	None	None
Joseph A. Pierson c/o Rockefeller Brother Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829
Miranda M. Kaiser c/o Rockefeller Brother Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	None
Wendy O'Neill c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	None
Timothy O'Neill c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	3,000	None	None
Wendy Gordon c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	None
Justin Rockefeller c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	None

Compensation of Officers, Directors, and Trustees

Part VIII. (1)

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours per Week Devoted to Position</u>	<u>Compensation</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account and Other Allowances</u>
Arlene Shuler c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829
Marsha Simms c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829
Kavita Ramdas c/o Rockefeller Brothers Fund 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee	1 hr.	- 0 -	None	829
Stephen B. Heintz 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Trustee, President	40 hrs.	520,000	75,900	5,330
Nancy L. Muirhead 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Corporate Secretary	40 hrs.	189,988	67,600	4,411
Elizabeth C. Campbell 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Vice President For Programs	40 hrs.	299,490	69,900	4,425
Geraldine F. Watson 475 Riverside Drive, Suite 900 New York, N.Y. 10115	Vice President, Finance and Operations	40 hrs.	258,750	74,950	4,858
			<u>\$ 1,272,228</u>	<u>\$ 288,350</u>	<u>\$ 23,998</u>

(1) Until June 15, 2011.

(2) Resigned during 2011.

ROCKEFELLER BROTHERS FUND, INC. 13-1760106
475 Riverside Drive, Suite 900
New York, NY 10115

Schedule 11
FORM 990-PF
Year 2011

Summary of Direct Charitable Activities

PART IX-A

Line 1 Pocantico Historic Area

In 1991, the Rockefeller Brothers Fund entered into an agreement with the National Trust for Historic Preservation in the United States under which the Fund is responsible for the renovation, maintenance, and operation of this historic site which is to be used both for a program of public visitation and for a philanthropic program. In 2011, the public visitation program, organized by Historic Hudson Valley, hosted 30,397 visitors. In its capacity as steward of the Pocantico Historic Area, in 2011 the Rockefeller Brothers Fund continued its efforts to preserve and conserve the collections and buildings in its care.

Amount: \$3,428,352

Line 2 Assistance to Charitable Organizations:

During 2011, 14 members of the staff of Rockefeller Brothers Fund provided technical assistance to charitable organizations, governmental bodies and committees, and 19 members of the staff served on 72 charitable organizations' boards, public commissions, or task forces.

Amount: \$857,313

Line 3 Pocantico Conference Center

The Pocantico Conference Center of the Rockefeller Brothers Fund, located within the Pocantico Historic Area (see Line 1, above), began operations in April of 1994. The purpose of the Pocantico Conference Center is to provide a setting where nonprofit organizations and public sector institutions can bring together people of diverse backgrounds and perspectives to engage in discussions of critical issues related to the Fund's philanthropic program, leading to new levels of understanding and creative resolution of problems. In 2011, 65 conferences and 16 public programs were hosted at the Conference Center. Pocantico Conferences, usually multi-day events, are designed by RBF staff, grantees and/or outside groups whose objectives are consistent with the program interests of the Fund.

Amount: \$388,190

ROCKEFELLER BROTHERS FUND, INC. 13-1780106
475 Riverside Drive, Suite 900
New York, NY 10115

Schedule 12
FORM 990-PF
Year 2011

PART XV, Line 2a

Grant Inquiries are accepted throughout the year at www.rbf.org. The online Grant Inquiry is the starting point for applying for a grant from the Rockefeller Brothers Fund.

PART XV, Line 2b

Founded in 1940, the Rockefeller Brothers Fund advances social change that contributes to a more just, sustainable, and peaceful world. The Fund's grantmaking is organized in three thematic programs that support work in the United States and at the global level: Democratic Practice, Sustainable Development, and Peacebuilding; and in three pivotal place programs that address these themes in specific contexts: New York City, Southern China, and the Western Balkans.

The Rockefeller Brothers Fund is highly engaged in the fields in which the RBF provides support. Staff members actively identify organizations that are well-positioned to meet programmatic goals. While the Fund remains open to unsolicited requests, applicants should be aware that the likelihood of an unsolicited request becoming a grant is low. The online grant inquiry is the starting point for requesting a grant.

Applications for funding are considered throughout the year for most programs, except for the Charles E. Culpeper Arts and Culture grants. The first step for prospective applicants is to submit an online grant inquiry. The review process may take up to three months from the time the inquiry is received.

Staff review each inquiry for fit within current program guidelines, funding priorities, and budget constraints. If there is interest in considering a grant, staff will contact the applicant for additional information, including a detailed proposal. Applicants should not send a full proposal unless requested to do so by Fund staff. The review process may take up to three months from the time the inquiry is received.

Once a grant is approved, grantees will receive an agreement letter from the Fund outlining the terms of the grant, including the expected reporting requirements and payment schedule. The first payment on the grant is generally issued upon return of the countersigned award letter to the Fund.

RBF staff members monitor grants throughout their life cycle. Each grantee is required to submit narrative and financial reports at specified intervals during the grant as well as at its conclusion. Grant reports become part of the Fund's permanent records.

PART XV, Line 2c

The Charles E. Culpeper Arts & Culture Grants honor the legacy of Charles E. Culpeper by supporting the artists and arts and cultural organizations that make New York City one of the world's most dynamic creative capitals. Managed by the Fund's Pivotal Place: New York City program, these grants support the creative process, build the capacity of small and mid-size arts and cultural institutions, and promote the pursuit of the creative life.

The standard online grant inquiry process does not apply for these grants. Applications may only be submitted online. Because of the response to the 2011 request for proposals, the Fund will not be issuing requests for proposals in 2012 and 2013.

ELIGIBILITY

- Organizations based within the five boroughs of New York City
- Organizations with 501(c)(3) tax status or projects of sponsoring organizations with 501(c)(3) tax status
- For capacity-building grants, organizations with annual operating budgets between \$200,000 and \$4 million
- Generally, no capital campaigns, festivals, publications, films, meetings, cash reserve funds, or endowments
- Support for arts education has been phased out

TIPS FOR SUCCESSFUL APPLICATIONS

Requests for one-year Building Capacity in Arts and Cultural Organizations grants should outline discrete, time-bound projects that contribute to the overall efficiency of the organization. Requests should describe how the project will help the organization more effectively pursue its mission and overall work. Past grants have enabled organizations to increase earned income revenue by implementing new technology and launch individual donor fundraising campaigns. Building Capacity in Arts and Cultural Organizations grants are non-renewable, one-year grants.

Supporting the Creative Process grants support residencies, fellowships, commissioning, and other programs that help individual artists create new work and further their artistic careers. Creative process grants are targeted toward programs that benefit New York City artists, emerging artists, and artists of color. Supporting the Creative Process grants are non-renewable, one-year grants. Requests for support should describe how the project will directly support the production of new work by individual artists.

PART XV, Line 2d

The Rockefeller Brothers Fund awards grants throughout the year to support a variety of charitable projects in the United States and abroad that seek to expand knowledge, clarify values and critical choices, nurture creative expression, and shape public policy.

To be eligible for a grant, organizations should be considered tax-exempt or seeking support for a project that would qualify as educational or charitable. The Fund's grantmaking is organized around three thematic programs and three place-based programs. The RBF awards a limited number of Philanthropic Stewardship and Special Opportunities grants that support nonprofit infrastructure organizations and help to further the Fund's mission. The Fund does not accept unsolicited applications in these areas.

Please also see What We Do Not Fund at www.rbf.org/content/what-we-do-not-fund.

RBF Program Statement

The Rockefeller Brothers Fund advances social change that contributes to a more just, sustainable, and peaceful world. Through its grantmaking, the Fund supports efforts to expand knowledge, clarify values and critical choices, nurture creative expression, and shape public policy. The Fund's programs are intended to develop leaders, strengthen institutions, engage citizens, build community, and foster partnerships that include government, business, and civil society. Respect for cultural diversity and ecological integrity pervades the Fund's activities.

As an institutional citizen of an interdependent world, the Fund is active globally, nationally, and locally in its home city of New York. Grant programs are organized around three themes: Democratic Practice; Peacebuilding; and Sustainable Development. The Fund recognizes that achievement of progress in each of these program areas is often interconnected with developments in the others. As a private foundation, the Fund strives to promote philanthropic excellence and to enhance the effectiveness of the nonprofit sector.

As specified in the guidelines for each grant program, the Fund supports activities in a variety of geographic contexts. It also has identified several specific locations on which to concentrate cross-programmatic attention. The Fund refers to these as "RBF pivotal places": sub-national areas, nation-states, or cross-border regions which have special importance with regard to the Fund's substantive concerns and whose future will have disproportionate significance for the future of a surrounding region, an ecosystem, or the world. The Fund currently works in three pivotal places: New York City, Southern China, and Western Balkans.

The Pocantico Center of the Rockefeller Brothers Fund is located at the heart of the Rockefeller estate outside New York City and was created when the Fund leased the area from the National Trust for Historic Preservation in 1991. The conference center provides a unique setting where the RBF and other nonprofit organizations and public sector institutions can bring together people of diverse backgrounds and perspectives to engage critical issues, reach new levels of understanding, and develop creative solutions to pressing problems.

In the years since its founding in 1940, the Fund has developed a distinctive style of grantmaking that is reflected in the following characteristics:

Long View. Grantmaking is primarily concerned with fundamental problems and is designed to contribute to the achievement of long-term goals and to make a lasting impact.

Commitment. Extended commitments are frequently made to specific issues and geographic regions and even to particular grantees.

Synergy. Rather than considering opportunities on a stand-alone basis, the Fund looks for connections among the activities it supports and the themes it pursues, both within and across program areas and in specific geographic locations.

Initiative. The Fund initiates or participates in the development of many of the projects that it supports.

Engagement. In addition to providing financial support, the Fund often works closely with grantee organizations to help strengthen their capacity and advance their work

Collaboration. The Fund actively seeks opportunities to collaborate with other funders.

Convening. The Fund devotes time and resources, including the use of its Pocantico Conference Center, to convening groups of diverse stakeholders and encouraging collaboration among government agencies, corporations, and nongovernmental organizations.

The goals and strategies in each of our programs are implemented through a variety of approaches to grantmaking. In some programs, as is noted in the guidelines, the Fund proactively identifies grantee partners and thus has limited ability to respond to unsolicited proposals. Grantseekers are encouraged to study the guidelines closely. Prospective grantees are also urged to consult the section "How to Apply" at www.rbf.org for specific guidance on the application process.

RBF PROGRAMS

DEMOCRATIC PRACTICE PROGRAM GUIDELINES

For democracy to flourish and deliver on its promises—including political participation, human rights, access to justice, a good education, an improved quality of life, a healthy environment, and personal security—its citizens must be informed, engaged, empowered, and assertive. Similarly, institutions of governance must be inclusive, transparent, accountable, and responsive.

The frequent failure of both new and established democracies to deliver on democracy's promises undermines the commitment to democratic practices. Wealthy and powerful actors exercise undue influence, and voices that historically have been excluded remain unheard in decision-making processes.

The United States continues to face a number of democratic deficits: a decline in many traditional forms of civic engagement; reduced participation in the formal institutions of democracy, including but not limited to voting; and declining trust in all institutions, especially institutions of government. These deficits are being exacerbated by deeply rooted economic challenges, and American society is becoming increasingly polarized, socially, economically, and politically.

At the same time, the process of globalization has similarly produced democratic deficits in global governance. Global power and wealth inequities have deepened, while the significance of decisions made by transnational institutions such as multilateral organizations, multinational corporations, and international financial institutions has increased. In this patchwork of institutions and practices, global governance decisions are made with inadequate inclusiveness, accountability, and transparency, often preempting or distorting legitimate national and local decision-making processes.

The Fund's Democratic Practice program has two parts: strengthening democracy in the United States and strengthening democratic practice in global governance. Based on a careful assessment of local needs and priorities, the Fund also pursues one or more of the democratic principles underlying the program in its "pivotal places." Recognizing that there is no single model of effective democratic practice, the Fund emphasizes flexibility and adaptability to different contexts in these pivotal places.

DEMOCRACY IN THE UNITED STATES

Persistent and deep divisions undermine the nation's, social, economic, and political vitality. The gap between rich and poor, both economic and social, continues to widen, with the top one percent of American wage earners receiving nearly a quarter of the nation's total income. Exorbitant amounts of private money spent on political campaigns and lobbying profoundly distort the political system. Those without the financial resources to influence public policy are further marginalized, and private interests are frequently prioritized over the public good, fostering public cynicism and a distrust of elected officials. According to the Center for Responsive Politics, in 2008 successful candidates for the House of Representatives spent an average of \$1.3 million on their campaigns; successful candidates for the Senate spent an average of \$8.5 million. Moreover, there were 14,800 registered lobbyists working to influence Congress and federal agencies—27 for every member of Congress—with a total of \$3.3 billion spent on lobbying.

The quality of our political culture is deteriorating. There are few examples of bipartisanship and constructive compromise in political debate. While participation in national elections has increased, it remains below that of most advanced democracies and turnout for local elections is persistently low. Furthermore, millions of eligible voters have been kept from voting by registration or identification problems and many others have been discouraged by poor administration of polling places, or worse, by overt efforts at voter suppression. For years, government has been derided as a source of the nation's ills, rather than a positive force for national progress. The capacities of government institutions have been weakened, and confidence in them has declined.

In the media, confrontation often passes for dialogue, crowding out nuanced views and a middle ground. Traditional media organizations face financial challenges that are reducing the number of public voices and limiting journalism's ability to hold government and business accountable. Resources for investigative journalism are shrinking. New media offer opportunities to broaden and redefine journalism but may foster a cacophony of voices without editorial mediation, leaving the public with no way to judge the accuracy or reliability of the information.

All of our nation's democracy deficits are particularly acute among, and disproportionately affect, young people, especially low-income youth, youth of color, and non-college youth. These young people are profoundly disconnected from work, school, and civic institutions. Despite the persistent, systemic problems facing low-income youth and youth of color, there is still reason for optimism about the future of their civic participation. Young people are using new technologies, particularly Internet, video, and social networking tools, to facilitate organizing and build community. Voting rates among young people have increased substantially over the last ten years, especially among African-American youth in the 2008 presidential elections. Finally, the numbers of young people involved in volunteerism is encouraging, though service opportunities too rarely penetrate beyond college campuses and middle- and upper-class communities.

Goal: Strengthening the Vitality of Democracy in the U.S.

In the United States, the Fund seeks to strengthen and to broaden participation in the practices and institutions of democratic governance through the following strategies.

Strategies:

- Combating the corrupting influence of money in politics by supporting the adoption of public financing of electoral campaigns and selected other reforms that increase access to and participation in elections and enhance the integrity of representative democracy.
- Fostering greater understanding of and appreciation for the role of the public sector in society. Support also will be provided on a limited basis to organizations that promote the improved performance of key public sector institutions.
- Promoting the transparency, accountability, and responsiveness of government institutions and the transparency and accountability of corporate political spending, with special attention to the

potential of new technologies to enhance transparency and strengthen accountability, and to the importance of investigative journalism.

- Strengthening networks of support for youth-led organizations in which youth define their concerns; develop and harness their own approaches to pursue social change; and form effective and stable constituencies. Organizations led by low-income youth, youth of color, and non-college youth will receive special attention.

GLOBAL GOVERNANCE

Globalization—the dramatic increase in cross-border flows of capital, goods, and people and their values and ideas—is producing deeper interdependencies and changes in power relations. It is a defining process of the 21st century, offering both challenges and opportunities.

Global governance is an incomplete patchwork of institutions, rules, and processes that transcend the authority of individual nations. The elements of global governance are many, including formal agreements among nations; the architecture and practices of international and intergovernmental institutions and international courts; the policies, behaviors, and actions of states and multinational corporations; and the work and influence of civil society organizations.

Economic interests have largely overshadowed democratic practices, social equity, and environmental concerns in the evolution of global governance institutions and processes. Powerful international trade and financial institutions remain opaque and exclusive, while the power and reach of multinational corporations often escape oversight or effective regulation. Thus, while the impact of global governance on peoples' lives is growing, democracy in global governance faces acute deficits. Transparency and accountability in global decision making are often critically deficient. Representation in global governance processes remains limited; underrepresented populations and weaker states have restricted voice and standing, curtailing their access and participation. Injustices persist, as rights are unevenly recognized and ad hoc coordination often substitutes for meaningful democratic processes. Together, these deficits challenge the ability of nations and groups to protect their commonwealth, ensure necessary social and environmental protections, and promote ethical and effective stewardship of common resources.

At the same time, globalization has opened up new opportunities for building cross-border coalitions that are finding innovative ways to address and resolve global problems. Novel combinations of public, private, intergovernmental, and nongovernmental organizations are asserting their concerns, forging new democratic practices, and advancing systemic changes in global processes, rules, and institutions.

Goal: Strengthening the Vitality of Democracy in Global Governance

In its work to strengthen democracy in global governance, the Fund focuses on the areas of climate change, development finance, and trade. The Fund is particularly interested in civil society organizations that represent and advance developing country concerns as they seek to increase equity and foster sustainability.

Strategies:

- Enhancing transparency and accountability of global governance institutions and decision-making processes.
- Expanding access to and participation in global governance institutions and decision-making processes. Priority is given to initiatives led by or in support of constituencies underrepresented in global governance.
- Advancing new ideas, advocacy approaches, and institutional arrangements aimed at more effective and democratic decision making in global governance and more just and sustainable outcomes.

SUSTAINABLE DEVELOPMENT PROGRAM GUIDELINES

Human activity is causing climate change, rapid loss of biodiversity, and accelerating degradation of Earth's life support systems. These developments threaten the livelihoods, health, and security of people in all nations and cultures as well as the well-being of the greater community of life. The RBF's sustainable development grantmaking endeavors to address these challenges by supporting development that meets the needs of the present without compromising the ability of future generations to meet their own needs. The program supports global stewardship that is ecologically based, economically sound, socially just, culturally appropriate, and consistent with intergenerational equity. The Fund encourages government, business, and civil society to work collaboratively on climate change, to acknowledge the moral and ethical consequences of inaction, and to make it an integral part of all development planning and activity. Recognizing the global nature of many environmental problems, the Fund also promotes international cooperation in addressing these challenges.

The Sustainable Development program maintains a significant focus on the United States in light of its disproportionate impact on the global economy, politics, and the environment. The program's work is also advanced in collaboration with the Fund's "pivotal place" programs—New York City, Southern China, and the Western Balkans—and with the Democratic Practice program's Global Governance portfolio. Pivotal place programs support work in specific countries or regions to build the knowledge, policies, organizational capacity, and leadership needed to advance sustainable development in locally appropriate ways. The Fund's Global Governance portfolio supports broad participation in forging the international agreements and institutional arrangements needed to encourage investment in sustainable development. Fund staff work to ensure that global developments inform work in specific places and that locally grounded efforts generate lessons and innovations needed for global impact.

With the recognition that the impact of unchecked climate change threatens all other conservation efforts, the Sustainable Development program focuses its U.S. grantmaking on building a green economy at the federal, state, and local levels.

Goal: Advancing Solutions to Climate Change

Strategies:

- Building public and policymaker understanding and support for a range of actions to address the threat of climate change.
- Supporting implementation efforts to build a clean energy economy at the federal, state, and local levels.
- Supporting efforts to reduce reliance on carbon-intensive energy sources.
- Supporting targeted efforts to advance international progress on climate change.

PEACEBUILDING PROGRAM GUIDELINES

Numerous and diverse factors drive contemporary conflicts, from strained relations between governments and groups of people to threats that transcend borders such as environmental crises, the flow of weapons, and violent extremism. In today's interdependent world, regional or local conflicts often have consequences that undermine the security and well-being of distant communities. Transforming conflict to build just and durable peace requires the global community to think differently about how it responds to the complex nature of 21st century challenges. Governments, multilateral organizations, and civil society must work in concert to develop a new framework for conflict prevention and peacebuilding that engages international, regional, state, and local actors in addressing the human security challenges of local populations.

As the world evolves rapidly toward a multipolar reality in which a growing array of nations pursue their national interests from positions of shifting political and economic power, the United States continues to play an important role in global efforts to create a more just, sustainable, and peaceful world. U.S. policies and behaviors that demonstrate respect for the competencies and perspectives of both traditional allies and emerging powers can help create a greater sense of shared responsibility and advance collective problem-solving to prevent, manage, and resolve conflicts. Civil society organizations have a significant role to play in promoting non-violent responses to conflict and cultivating the political climate necessary for official peacebuilding and diplomatic negotiations to succeed. They also are important advocates for a more robust multilateral system that is effective at brokering peace agreements.

The Fund's Peacebuilding program aspires to strengthen grassroots constituencies for peace and to connect them with policymaking on the regional and international levels. It aims to understand the conditions that lead to violence and the processes that support durable peace in order to identify innovative solutions to the most pressing drivers of insecurity. The program's grantmaking focuses on conflicts that have a disproportionate influence on international peace and security. It works closely with the Fund's Pivotal Place programs, especially in the Western Balkans, and with the Global Governance portfolio of the Democratic Practice program. The Fund places particular importance on elevating the role of women and young leaders in international peacebuilding and conflict transformation efforts.

Goal: Advancing Just and Durable Peace

The Fund will pursue the following interrelated strategies with respect to select conflicts.

Strategies:

- Supporting innovative and collaborative approaches and policies for conflict prevention, management, and transformation at the multilateral, regional, and national levels.
- Strengthening constituencies and political will for conflict transformation and durable peace.
- Exploring solutions to emerging transnational threats and drivers of conflict (specific focus to be developed).

The program is currently focusing a significant portion of its grantmaking on the wider Middle East.

PIVOTAL PLACE: NEW YORK CITY PROGRAM GUIDELINES

The Rockefeller Brothers Fund has been active in New York City since its founding there in 1940. New York City's extraordinarily diverse population, economic prominence, and cultural vitality combine to make the city pivotal to the future of its region, the nation, and the world. New York City has the potential to be a model 21st century sustainable urban community that nourishes neighborhoods and civic life, encourages immigrant civic and political participation, supports individual achievement and artistic expression, generates widely shared prosperity, and preserves and enhances its built and natural environments. Linked as it is to the region, the nation, and the world, New York City can become a beacon of excellence and a force for positive change both within and well beyond its boundaries.

Two of the Fund's three program areas—sustainable development and democratic practice—are reflected in the RBF's engagement with New York City as a pivotal place. The Charles E. Culpeper Arts & Culture Grants are a distinctive feature of the Pivotal Place: New York City program.

DEMOCRATIC PRACTICE

In the absence of national immigrant integration policies much can be accomplished at the local level to remove barriers to immigrant and new citizen civic and political engagement. The Fund will focus on immigrant communities throughout its Democratic Practice grantmaking in New York City by pursuing the following goal and strategies:

Goal: Advancing the Civic and Political Participation of Immigrant Communities

Strategies:

- Strengthening the organizational capacity of a limited number of key community-based and immigrant-led groups to advance citywide social and political equity issues.
- Supporting collaborations and new networks among immigrants, established community groups, and public institutions to improve local government accountability, access, and services. A special interest of the Fund is to strengthen citywide multi-group collaboration and strategic alliances to advance public education advocacy efforts that promote accountability, transparency, and equal access for all public institutions.

- Connecting immigrant groups with citywide, national, and international networks and campaigns for joint action on immigration issues, mutual support, and leadership development. Special attention will be given to projects that align with RBF-related thematic areas.

SUSTAINABLE DEVELOPMENT

New York City is poised to become a model of urban sustainable development and environmental stewardship for the next century. However, the city faces complex development challenges driven by projections of significant population growth, limited space, and the imperatives of climate change mitigation and adaptation. Against these challenges, PlaNYC and the adoption of state and local legislation to advance green economic development in the city offer promising new avenues for the development of sustainable New York communities.

Goal: Building Sustainable Communities

Following on a history of support for community and waterfront development and brownfield remediation, the Fund seeks to engage low-income communities and communities of color in the development of an equitable clean energy economy in New York City.

Strategies:

- Promoting civic engagement in vital, green, and sustainable communities with an emphasis on restoring the city's waterfront for community use.
- Supporting implementation efforts to build a clean energy economy in New York City, particularly in the buildings sector. Grantmaking under this strategy is carried out in collaboration with the Fund's Sustainable Development program.

CHARLES E. CULPEPER ARTS & CULTURE GRANTS

The Charles E. Culpeper Arts & Culture Grants honor the legacy of Charles E. Culpeper by supporting the artists and arts and cultural organizations that make New York City one of the world's most dynamic creative capitals. These grants support the creative process, build the capacity of small and mid-size arts and cultural institutions, and promote the pursuit of the creative life.

The standard online grant inquiry process does not apply for these grants. Applications may only be submitted online at www.rhf.org. Because of the response to the 2011 request for proposals, the Fund will not be issuing requests for proposals in 2012 and 2013.

Grantee organizations must wait a minimum of three years from their grant final payment before reapplying.

Goal: Supporting the Creative Process

The Fund seeks to foster an environment in which artists and the creative process can flourish through the following strategy:

Strategy:

- Supporting organizations that assist individual artists and the creative process, providing infrastructure to sustain the artistic life, and offering artists additional opportunities to develop skills complementary to their creative talents.

Goal: Building Capacity in Cultural Organizations

The Fund seeks to sustain and advance small and mid-size cultural organizations, particularly those that are community-based and/or culturally specific, with annual budgets under \$4 million, through the following strategies:

Strategies:

- Giving non-renewable, capacity-building grants as added vitality in the immediate term.

PIVOTAL PLACE: SOUTHERN CHINA PROGRAM GUIDELINES

In March 2004, the Rockefeller Brothers Fund decided to concentrate its Asian grantmaking in Southern China, one of the fastest growing and most dynamic regions of the world. This focus builds on the Fund's history of philanthropy in East and Southeast Asia and continues over a century of Rockefeller family philanthropy in China which includes the founding of the Peking Union Medical College in 1917.

The Fund's geographic area of interest encompasses the nine diverse and increasingly interconnected provinces of the Pan Pearl River Delta—Guangdong, Guangxi, Hunan, Yunnan, Sichuan, Guizhou, Fujian, Hainan, and Jiangxi—and, to a lesser extent, Hong Kong and Macau. This region accounts for one-third of China's population and 40 percent of its GDP. It has played a pivotal role in China's extraordinary progress over the last 30 years, progress which includes, among many achievements, the elevation of hundreds of millions of people out of extreme poverty and the growth of China's economy into the second largest in the world. In practice, RBF grantmaking also connects work in southern China with Beijing-based institutions and stakeholders because of their importance in addressing regional and national sustainable development challenges.

Southern China's rapid development, however, has been accompanied by profound challenges including environmental degradation and growing disparities between rich and poor, urban and rural which, if not addressed, threaten the sustainability of development in the region, the country, and the world. With innovative government policy, a vibrant marketplace, and growing public participation, China has the potential to lead the world in sustainable approaches to development. The RBF's southern China grantmaking seeks to assist indigenous Chinese efforts to: 1) prevent and mitigate environmental pollution and improve the well-being of the Chinese people; 2) further sustainable energy practices and climate change solutions; and 3) strengthen community leadership for sustainable development.

At the core of all of the RBF's work in southern China is a fundamental belief in the wisdom, creativity,

and resourcefulness of the Chinese people. The Fund will encourage multidisciplinary approaches to problem solving that integrate social, economic, environmental, and cultural concerns; and it will seek to foster collaboration at all levels and across sectors—government, business, civil society, and academia.

SUSTAINABLE DEVELOPMENT

Goal: Mitigating Environmental Pollution and Its Impact on Public Health

Strategies:

- Building knowledge, capacity, and cross-sector, cross-discipline collaborations.
- Strengthening public participation in environmental governance by promoting accountability, transparency, and access to information.
- Encouraging responsible corporate behavior in protecting the environment and public health.

Goal: Advancing Solutions to Climate Change

Strategies:

- Supporting a broad range of initiatives to assist China's efforts to reduce greenhouse gas emissions, with a strong emphasis on work at the provincial and local levels to promote energy conservation and clean energy production.
- Building understanding and facilitating cooperation between the United States and China in pursuing effective policy and action on energy and climate challenges.

Goal: Strengthening Community Leadership to Support Sustainable Development

Strategies:

- Nurturing indigenous philanthropy.
- Strengthening the capacity of key civil society institutions, including the development of emerging leaders.

PIVOTAL PLACE: WESTERN BALKANS PROGRAM GUIDELINES

The Rockefeller Brothers Fund (RBF) has been engaged in grantmaking in the Western Balkans since 2001. At that time, in light of the region's long history of instability and the recent conclusion of the Balkan wars of the 1990s, the prospect of a peaceful, democratic, and prosperous Europe hinged, in part, on the Balkans' successful transition to a post-Communist and post-conflict era. During its first years in the Western Balkans, the Fund's grantmaking aimed to nurture healthy democratic processes, support regional initiatives to debunk persistent myths and prejudices, and encourage development of a vibrant civil society. The Fund's work in the Balkans, and especially in Serbia, Montenegro, and Kosovo, builds on its 20-year experience in Central and Eastern Europe, supporting transition processes and helping to create conditions for their accession to the European Union.

The countries of the Western Balkans are now focused on realizing their own European integration aspirations, as accession brings with it the promise of stability and rule of law—necessary prerequisites for long-term peace, prosperity, and democracy. To support that vision, the Fund will help create the enabling

legal, fiscal, and political environment for EU membership, giving special attention to democratic practice and sustainable development requirements. Engagement and leadership of youth in building a sustainable future for the region, facing the past, and establishing a truth and reconciliation process will continue to be part of the RBF's support in the region.

The RBF will continue to work closely with civil society groups, governmental institutions, and other funding organizations to highlight the richness of the region's ethnic, gender, age, cultural, and racial diversity and to promote the values of a tolerant and inclusive society.

The RBF is pursuing the following goals and strategies across the Western Balkans region:

DEMOCRATIC PRACTICE

Goal: Improving the Performance, Transparency, and Accountability of Government

Strategies:

- Enhancing the capacity of civil society to monitor the quality of public sector governance and service delivery
- Strengthening the investigative and educational practices of media and nongovernmental organizations
- Strengthening the capacity of government and nongovernmental institutions to conduct sound policy analysis

Goal: Building Civil Society Capacity and Effectiveness to Strengthen Participatory Democracy

Strategies:

- Strengthening the organizational and financial capacity of the civic sector
- Stimulating indigenous philanthropy and solidarity in society

SUSTAINABLE DEVELOPMENT

Goal: Building a Culture and Practice of Sustainable Development

Strategies:

- Contributing to participatory and inclusive approaches to the design and implementation of strategies for sustainable development
- Supporting educational reforms to include sustainable development concepts and practices as part of curriculum
- Introducing and encouraging energy efficiency and environmental protection approaches in economic and infrastructure development

PEACEBUILDING

Goal: Strengthening Constituencies for Reconciliation and Enduring Peace

Strategies:

- Supporting efforts to establish and disseminate the truth about atrocities and mass violations of

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human rights during the years of conflict in the region.

- Contributing to regional initiatives that engage diverse states and communities in conflict transformation to create conditions for enduring peace.

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NOTE: There are no relationships between any individual grantee and any foundation manager or substantial contributor.

Recipient and Purpose	Tax Status	Beginning Balance	Approved In 2011	Lapsed In 2011	Paid In 2011	Ending Balance
1Sky Education Fund 6930 Carroll Avenue Suite 1000 Takoma Park, MD 20912 <i>For general support.</i>	2	\$0	\$300,000	\$0	\$300,000	\$0
2030, Inc. 607 Cerrillos Road Santa Fe, NM 87505 <i>For general support.</i>	2	\$125,000	\$0	\$0	\$125,000	\$0
2030, Inc. 607 Cerrillos Road Santa Fe, NM 87505 <i>For general support.</i>	2	\$0	\$500,000	\$0	\$300,000	\$200,000
3S mm Jola Piletica 9/36 Podgorica, 81000 Montenegro <i>For its work monitoring public services and its investigative reporting program.</i>	7	\$60,000	\$0	\$0	\$60,000	\$0
4E Pashko Vasa, 16 Prishtina, 10000 Kosovo <i>For general support.</i>	8	\$0	\$126,055	\$0	\$126,055	\$0
ActionAid 33-39 Bowling Green Lane London, EC1R 0BJ United Kingdom <i>For its Bretton Woods Project.</i>	7	\$0	\$150,000	\$0	\$75,000	\$75,000
ActionAid USA ActionAid International USA 1420 K Street, NW Suite 900 Washington, D.C. 20005 <i>For its work on international climate finance.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
Afghanistan Watch P.O. Box 10083, Dehburri Post Office Kabul Afghanistan <i>For its project, Consolidating the Body of Research on Causes and Solutions to Natural Resource Conflicts.</i>	7	\$0	\$50,000	\$0	\$50,000	\$0

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The Museum for African Art 36-01 43rd Avenue Long Island City, NY 11101 <i>For capacity building.</i>	2	\$50,000	\$0	\$0	\$0	\$50,000
Alliance for Justice 11 Dupont Circle, NW, 2nd Floor Washington, D.C. 20036 <i>For its Fair Elections project.</i>	2	\$0	\$30,000	\$0	\$30,000	\$0
School of American Ballet, Inc. 70 Lincoln Center Plaza New York, NY 10023 <i>For its strategic plan's outreach and recruitment activities.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
American Council on Renewable Energy P.O. Box 33518 Washington, D.C. 20033 <i>To support its initiative with the U.S. Department of Defense to increase deployment of renewable energy and improve energy security.</i>	2	\$0	\$175,000	\$0	\$175,000	\$0
American Councils for International Education, Inc. 1828 L Street, NW Suite 1200 Washington, D.C. 20036 <i>For its Kosova American Education Fund.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
American Independent News Network 1825 Connecticut Avenue, NW Suite 625 Washington, D.C. 20009 <i>For general support.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0
American Prospect, Inc. 1710 Rhode Island Avenue, NW 12th Floor Washington, D.C. 20036 <i>For its special report, The Attack on Government.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
American Prospect, Inc. 1710 Rhode Island Avenue, NW 12th Floor Washington, D.C. 20036 <i>For its special report on money and politics.</i>	2	\$0	\$30,000	\$0	\$30,000	\$0

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American University 4400 Massachusetts Avenue, NW Washington, D.C. 20016-8061 <i>For the Investigative Reporting Workshop of its School of Communication.</i>	1	\$0	\$60,000	\$0	\$60,000	\$0
The American University in Cairo 420 Fifth Avenue, 3rd Floor New York, NY 10018 <i>For the second phase of its Building a Better Egypt project.</i>	1	\$0	\$200,000	\$0	\$100,000	\$100,000
American University in Kosovo Foundation, Inc. 481 8th Avenue, Suite 922 New York, NY 10001 <i>For its Center for Energy and Natural Resource Development and summer school program on European integration and peacebuilding, post-conflict reconstruction, and development.</i>	2	\$25,000	\$0	\$0	\$25,000	\$0
American University of Beirut 3 Dag Hammarskjold Plaza, 8th Floor New York, NY 10017-2303 <i>For the Issam Fares Institute for Public Policy and International Affairs.</i>	1	\$0	\$150,000	\$0	\$75,000	\$75,000
Americans for Campaign Reform Five Bicentennial Square Concord, NH 03301 <i>For general support.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Americas Society, Inc. 680 Park Avenue New York, NY 10021 <i>For a summit and related research and events on Latino immigration.</i>	2	\$0	\$76,000	\$0	\$76,000	\$0
AmericaSpeaks, Inc. 1050 17th Street, NW, Suite 350 Washington, D.C. 20009 <i>For its Enabling Accountable and Responsive Engagement program.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
Amigos del Museo del Barrio, Inc. 1230 Fifth Avenue New York, NY 10029 <i>For the curatorial department endowment.</i>	2	\$250,000	\$0	\$0	\$0	\$250,000

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Arab Human Rights Fund Stichting Bahrain Street, Nakheel Building, Caracas District Beirut Lebanon <i>For building internal capacity.</i>	8	\$0	\$73,000	\$0	\$73,000	\$0
Arab Reform Initiative 71 Rue Fondary Paris, 75015 France <i>For general support.</i>	7	\$0	\$150,000	\$0	\$150,000	\$0
University of Arkansas Winthrop Rockefeller Center 2 dba Winthrop Rockefeller Institute 1 Rockefeller Drive Morrilton, AR 72110 <i>For its Winthrop Rockefeller Centennial Initiative.</i>		\$0	\$38,000	\$0	\$38,000	\$0
Asia Society 725 Park Avenue New York, NY 10021-5088 <i>For its U.S.-Iran dialogue.</i>	2	\$0	\$150,000	\$0	\$75,000	\$75,000
Asian Cultural Council, Inc. 6 West 48th Street, 12th Floor New York, NY 10036-1802 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0
Aslan Cultural Council, Inc. 6 West 48th Street, 12th Floor New York, NY 10036-1802 <i>For general support.</i>	2	\$0	\$1,300	\$0	\$1,300	\$0
Aspen Global Change Institute, Inc. 100 East Francis Street Aspen, CO 81611 <i>For its Climate Communications project.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
The Aspen Institute, Inc. One Dupont Circle, NW Suite 700 Washington, D.C. 20036 <i>For its Congressional Program.</i>	2	\$82,000	\$0	\$0	\$82,000	\$0

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The Aspen Institute, Inc. One Dupont Circle, NW Suite 700 Washington, D.C. 20036 <i>For its Congressional Program.</i>	2	\$0	\$400,000	\$0	\$79,949	\$320,051
The Association for the Development and Enhancement of Women 8/10 Mathaf El Manyal Street, 5th Floor, Apartment 12 Cairo Egypt <i>For its Youth Political Participation project.</i>	8	\$0	\$75,000	\$0	\$0	\$75,000
Association for Women's Total Advancement and Development 19 Road 151, 6th Floor Maadi Cairo Egypt <i>For its Solokiat project.</i>	7	\$0	\$107,000	\$0	\$0	\$107,000
Atlantic Council of the U.S., Inc. 1101 15th Street, NW 11th Floor Washington, D.C. 20005 <i>For its South Asia Center.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Balkan Community Initiatives Fund Majke Jevrosime 19/1 Belgrade - Stari Grad, 106502 Serbia <i>For general support.</i>	7	\$175,000	\$0	\$0	\$175,000	\$0
Balkan Investigative Reporting Network Mesa e Studenteve, Kati I Prishtina, 10000 Kosovo <i>For general support.</i>	7	\$29,019	\$0	\$0	\$29,019	\$0
Balkan Investigative Reporting Regional Network Obala Kulina Bana 10/2 Sarajevo, 71000 Bosnia and Herzegovina <i>For general support.</i>	7	\$70,000	\$0	\$0	\$70,000	\$0
Ballet Hispanico of New York 167 West 89th Street New York, NY 10024 <i>For its Instituto Coreografico.</i>	2	\$0	\$120,000	\$0	\$70,000	\$50,000

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Ballet Theatre Foundation, Inc. 890 Broadway, 3rd Floor New York, NY 10003-1278 <i>For new choreography commissions.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The Bank Information Center 1100 H Street, NW Suite 650 Washington, D.C. 20005 <i>For general support.</i>	2	\$88,000	\$0	\$0	\$88,000	\$0
The Bank Information Center 1100 H Street, NW Suite 650 Washington, D.C. 20005 <i>For its Combating Climate Change and Supporting Renewable Energy Development project in Kosovo.</i>	2	\$0	\$90,000	\$0	\$70,000	\$20,000
Be The Change, Inc. 2 Canal Park Cambridge, MA 02141 <i>For the Save Service in America Campaign.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Beijing Chaoyang District Yongxu Global Environmental Institute Building No. 5, Suite 1-401 New World Villa Chongwen District Beijing, 100062 China <i>For its project, China-U.S. Cooperation: Low Carbon Planning and Energy Efficiency.</i>	7	\$210,940	\$0	\$0	\$210,940	\$0
Beijing Climate Information Consulting Center dba China Youth Climate Action Network Room 1221, Unit 4, Building 4, Dahezhuangyuan, No. 3 Suzhou Street, Haidian District Beijing, 100080 China <i>To support its Low Impact Campus Project.</i>	7	\$0	\$50,000	\$0	\$50,000	\$0
Beijing Normal University 19 Xijiekou Wai Street, Haidian District Beijing, 100875 China <i>For the Philanthropy Legacy Leadership Project.</i>	6	\$0	\$120,000	\$0	\$120,000	\$0

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Beijingshi Chaoyangqu Zhengtongjinghe Energy Conservation Institute Room 266, 2nd Floor, No. 218, Tangli Road, Chaoyang District Beijing China <i>For its environmental performance assessment project.</i>	7	\$0	\$75,000	\$0	\$75,000	\$0
Better World Fund 1800 Massachusetts Avenue, NW Suite 400 Washington, D.C. 20036 <i>For the 25x25's Clean Local Energy for America Now initiative of its project, the Energy Future Coalition.</i>	2	\$0	\$65,000	\$0	\$65,000	\$0
Blacksmith Institute, Inc. 2014 Fifth Avenue New York, NY 10035 <i>To build the capacity of its in-country China team.</i>	2	\$0	\$60,000	\$0	\$60,000	\$0
Blue Earth Alliance P.O. Box 4490 Seattle, WA 98194 <i>For its project, Facing Climate Change.</i>	2	\$0	\$12,000	\$0	\$12,000	\$0
Bokra for Media Production, Media Studies and Human Rights 12 Hoda El-Shaarwy Street Cairo Egypt <i>For its Web TV project.</i>	9	\$0	\$65,260	\$0	\$65,260	\$0
William J. Brennan, Jr., Center for Justice, Inc. 161 Avenue of the Americas 12th Floor New York, NY 10013 <i>For its litigation of the McComish v. Bennett Supreme Court case.</i>	2	\$0	\$80,000	\$0	\$80,000	\$0
William J. Brennan, Jr., Center for Justice, Inc. 161 Avenue of the Americas 12th Floor New York, NY 10013 <i>For its Democracy Program's Money and Politics Project.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0

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Cairo Institute for Human Rights Studies 21 Abd El-Megid El-Remaly Street 7th Floor, Flat No. 71 Bab El Louk Cairo Egypt <i>For phase two of its project, Toward a Notion of Rights and Rule of Law.</i>	7	\$0	\$100,000	\$0	\$0	\$100,000
California State Protocol Foundation 11355 West Olympic Boulevard Los Angeles, CA 90064 <i>To support its Governor's Conference on Extreme Climate Risks and California's Future.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
The Regents of the University of California 215 Moses Hall, Room 2308 Berkeley, CA 94720-2308 <i>For the Renewable and Appropriate Energy Laboratory of its College of Natural Resources, for a study to assess energy investment options for Kosovo.</i>	1	\$0	\$50,000	\$0	\$50,000	\$0
The Campaign Finance Institute 1425 K Street, NW Suite 350 Washington, D.C. 20005 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0
Campaign Legal Center, Inc. 215 E Street, NE Washington, D.C. 20002 <i>For preparing and coordinating friend-of-the-court briefs in the McComish v. Bennett Supreme Court case.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
CEE Bankwatch Network Na Rozcesti 1434/6 Liben Prague 9, 19000 Czech Republic <i>For work to advocate for clean energy policies in institutions of global governance.</i>	7	\$0	\$60,000	\$0	\$60,000	\$0
Center for Climate Strategies 1800 K Street, NW, Suite 714 Washington, D.C. 20006 <i>For general support.</i>	2	\$350,000	\$0	\$0	\$350,000	\$0

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Center for Climate Strategies 1800 K Street, NW, Suite 714 Washington, D.C. 20006 <i>To support its provincial-level, low-carbon economic development action planning work in Guangdong and in China.</i>	2	\$0	\$400,000	\$0	\$200,000	\$200,000
Center for Climate Strategies 1800 K Street, NW, Suite 714 Washington, D.C. 20006 <i>For general support.</i>	2	\$0	\$250,000	\$0	\$250,000	\$0
Center for Community Change 1536 U Street, NW Washington, D.C. 20009 <i>For a pilot of its Movement Building Fellowship program.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Center for Economic and Policy Research 1611 Connecticut Ave, NW Suite 400 Washington, D.C. 20009 <i>For general support.</i>	2	\$0	\$170,000	\$0	\$85,000	\$85,000
Center for Effective Philanthropy, Inc. 675 Massachusetts Avenue Seventh Floor Cambridge, MA 02139 <i>For general support for 2010 and 2011.</i>	2	\$25,000	\$0	\$0	\$25,000	\$0
Center for Euro-Atlantic Studies Trajka Stamenkovic 2 Belgrade, 11000 Serbia <i>For its Serbian security sector reform and integration project.</i>	7	\$0	\$30,000	\$0	\$30,000	\$0
Center for Governmental Studies 10951 West Pico Boulevard, Suite 120 Los Angeles, CA 90064 <i>For its research on alternatives to public campaign finance trigger mechanisms.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Center for Investigative Reporting, Inc. 2130 Center St., Suite 103 Berkeley, CA 94704-2565 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0

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Center for Political Accountability 1233 20th Street, NW, Suite 205 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$70,000	\$0	\$70,000	\$0
Center for Political Accountability 1233 20th Street, NW, Suite 205 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$30,000	\$0	\$30,000	\$0
Center for Public Integrity 910 17th Street, NW 7th Floor Washington, D.C. 20006 <i>For its project, the Investigative News Network.</i>	2	\$0	\$140,000	\$0	\$70,000	\$70,000
Center for Public Integrity 910 17th Street, NW 7th Floor Washington, D.C. 20006 <i>For general support.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0
Center for Research, Documentation and Publication Str. Abdyl Frasherri 38 Prishtina, 10000 Kosovo <i>For general support.</i>	8	\$0	\$25,000	\$0	\$25,000	\$0
Center for Responsive Politics 1101 14th Street, NW Suite 1030 Washington, D.C. 20005 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$75,000	\$75,000
Center for Strategic and International Studies, Inc. 1800 K Street, NW Suite 400 Washington, D.C. 20006 <i>For its project, Time for Change: Developing a 21st Century Transatlantic Strategy for the Western Balkans.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The Centre for Humanitarian Dialogue 114 Rue de Lausanne Geneva, CH-1202 Switzerland <i>For general support.</i>	7	\$0	\$200,000	\$0	\$100,000	\$100,000

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The Century Foundation, Inc. 41 East 70th Street New York, NY 10021 <i>For its Myanmar Track II project.</i>	3	\$0	\$20,000	\$0	\$20,000	\$0
Ceres, Inc. 99 Chauncey Street Boston, MA 02111-1703 <i>For its project, Mobilizing Business and Investor Leaders to Advance Clean Energy Policies.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
chashama, Inc. 201 East 42nd Street 32nd Floor New York, NY 10017 <i>For its Gallery Program and its Windows Program project at The Donnell Library.</i>	2	\$0	\$65,000	\$0	\$65,000	\$0
Chengdu Roots and Shoots Environmental Culture Exchange Centre Yongfeng Road Nr. 18, 22nd Building, Nr. 1404, Gaoxin District Chengdu, 610041 China <i>To support its New Youth: Urban Environment and Health Project.</i>	7	\$0	\$20,000	\$0	\$20,000	\$0
Chez Bushwick, Inc. 304 Boerum Street Suite 23 Brooklyn, NY 11206 <i>To implement its strategic plan.</i>	2	\$0	\$200,000	\$0	\$50,000	\$150,000
China Dialogue Trust Suite 306 Grayston Centre 28 Charles Square London, N1 6HT United Kingdom <i>To support its Web-based work focusing on energy and climate; and environment and health.</i>	8	\$60,000	\$0	\$0	\$60,000	\$0
Chinese Academy of Sciences 52 Sanlihe Road Beijing, 100864 China <i>For its project, Forum on Health, Environment and Development.</i>	6	\$150,000	\$0	\$0	\$150,000	\$0

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The Chinese University of Hong Kong Shatin, NT Hong Kong China <i>To support its Civil Society Visiting Fellows Program.</i>	6	\$100,000	\$0	\$0	\$100,000	\$0
Christian Aid P.O. Box 100 London, SE1 7RT United Kingdom <i>For continued support of its global Southern Advocacy and Outreach program.</i>	7	\$100,000	\$0	\$0	\$100,000	\$0
The Circle Foundation, Inc. 1779 Massachusetts Avenue, NW, Suite 510 Washington, D.C. 20036 <i>For its Program on International Policy Attitudes.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
City Year, Inc. 287 Columbus Avenue Boston, MA 02116 <i>For its project to support the growth of citizen service in Bosnia and Herzegovina.</i>	2	\$0	\$20,000	\$0	\$20,000	\$0
Civic Association CRTA-The Center for Research, Transparency and Accountability 24, Cetinjska Street Belgrade, 11000 Serbia <i>For its public sector service delivery monitoring project.</i>	7	\$0	\$95,000	\$0	\$95,000	\$0

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Civic Association Kuda.Org Brace Mogin 2 P.O. Box 22 Novi Sad, 21113 Serbia <i>For general support.</i>	7	\$0	\$70,000	\$0	\$35,000	\$35,000
Civic Exchange Hoseinee House, Room 701 69 Wyndham Street Hong Kong China <i>For its project, Health Impacts of Marine Emissions in the Pearl River Delta.</i>	7	\$100,000	\$0	\$0	\$100,000	\$0
Civil Society Institute, Inc. 1 Bridge Street, Suite 200 Newton, MA 02458 <i>For the Global Warming Legal Action Project.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Clean Air Initiative for Asian Cities Center, Inc. Unit 3504-3505, Robinsons-Equitable Tower, ADB Avenue Pasig City, NCR 1605 Philippines <i>For its Air Quality Management in South China project.</i>	7	\$0	\$150,000	\$0	\$150,000	\$0
Clean Economy Development Center 1707 N Street, NW, 2nd Floor Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Clean Economy Network Education Fund 1101 14th Street, NW Suite 1200 Washington, D.C. 20005 <i>For its Clean Economic Development Center project.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0
Clean Economy Network Education Fund 1101 14th Street, NW Suite 1200 Washington, D.C. 20005 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0

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Clean Energy States Alliance, Inc. 50 State Street Montpelier, VT 05602 <i>For its project to accelerate offshore wind development.</i>	2	\$0	\$200,000	\$0	\$140,000	\$60,000
Climate Prosperity Project, Inc. 1429 21st Street, NW Washington, D.C. 20036 <i>For general support.</i>	2	\$250,000	\$0	\$0	\$250,000	\$0
Climate Prosperity Project, Inc. 1429 21st Street, NW Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$250,000	\$0	\$250,000	\$0
The Climate Registry 523 West 6th Street Los Angeles, CA 90014 <i>To provide technical support to the Innovation Center for Energy and Transportation's project, The China Energy and Climate Registry.</i>	2	\$40,000	\$0	\$0	\$40,000	\$0
Colonnades Theatre Lab, Inc. c/o Surpin, Mayerson and Edelson, LLP 1880 Century Park East, Suite 618 Los Angeles, CA 90067 <i>For the final phase of its Truth in Translation project, Facing the Past to Survive the Future.</i>	2	\$0	\$90,000	\$0	\$90,000	\$0
Colorado State University Foundation 410 University Services Center Fort Collins, CO 80523-9100 <i>For Colorado State University's Center for the New Energy Economy.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Trustees of Columbia University in the City of New York Office of Research Administration 1210 Amsterdam Avenue Room 254 Engineering Terrace, Mail Code: 2205 New York, NY 10027 <i>To make its Columbia Center for Children's Environmental Health's research results accessible for broader audiences.</i>	1	\$0	\$50,000	\$0	\$50,000	\$0

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Trustees of Columba University in the City of New York Office of Research Administration 1210 Amsterdam Avenue Room 254 Engineering Terrace, Mail Code: 2205 New York, NY 10027 <i>For the Composer Portraits series at the School of the Arts' Miller Theatre.</i>	1	\$0	\$35,000	\$0	\$35,000	\$0
Committee Against Anti Asian Violence 2473 Valentine Avenue Bronx, NY 10458 <i>For general operating support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Committee for Economic Development 2000 L Street, NW, Suite 700 Washington, D.C. 20036 <i>For its Money in Politics Initiative.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0
Common Cause Education Fund 1133 19th Street, NW, 9th Floor Washington, D.C. 20036 <i>For the research, policy development, and public education elements of its program to protect and advance public financing of elections.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Community Building Mitrovica Mbreterasha Teuta Mitrovica, 40000 Kosovo <i>For general support.</i>	7	\$0	\$20,000	\$0	\$20,000	\$0
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012 <i>For its project, the Funders Network on Transforming the Global Economy.</i>	2	\$0	\$31,500	\$0	\$31,500	\$0
Confluence Philanthropy, Inc. 23 Black Brook Road Pound Ridge, NY 10576 <i>For general support.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
Consensus Building Institute, Inc. 238 Main Street, Suite 400 Cambridge, MA 02142 <i>For its work on a U.S.-Pakistan Leaders Forum.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0

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Conservation Law Foundation, Inc. 62 Summer Street Boston, MA 02110 <i>For its Coal-Free New England Campaign.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
The Constitution Project 1200 18th Street, NW Suite 1000 Washington, D.C. 20036 <i>For general support.</i>	2	\$49,282	\$0	\$0	\$49,282	\$0
Consultative Group on Biological Diversity Presidio Building 1016 P.O. Box 29361 San Francisco, CA 94129-0361 <i>For general support and support for its Climate and Energy Funders Group.</i>	2	\$0	\$34,500	\$0	\$34,500	\$0
Convergence 1333 New Hampshire Avenue, NW 6th Floor Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Cornell University Ithaca, NY 14853 <i>For program support for the Cornell Global Labor Institute.</i>	1	\$0	\$125,000	\$0	\$125,000	\$0
Corporate Ethics International P.O. Box 82021 Portland, OR 97282 <i>For its Tar Sands Campaign.</i>	2	\$300,000	\$0	\$0	\$300,000	\$0
Council on Foreign Relations, Inc. 58 East 68th Street New York, NY 10021 <i>For its Contingency Planning Roundtable Series.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Council on Foundations, Inc. 2121 Crystal Drive Suite 700 Arlington, VA 22202 <i>For general support for 2012.</i>	2	\$0	\$39,500	\$0	\$39,500	\$0

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Crag Law Center 917 SW Oak Street Suite 417 Portland, OR 97205 <i>For the iMatter Campaign of its project, Our Children's Trust.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Creative Time, Inc. 59 East 4th Street, Suite 6E New York, NY 10003 <i>For its Community Residency Program.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Crisis Action, Inc. 866 United Nations Plaza Suite 4018 New York, NY 10017 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$83,000	\$67,000
Crisis Management Initiative Eteläranta 12, 2nd Floor Helsinki, 00130 Finland <i>For its Middle East and North Africa program.</i>	7	\$0	\$200,000	\$0	\$100,000	\$100,000
Cypress Hills Local Development Corporation, Inc. 625 Jamaica Avenue Brooklyn, NY 11208 <i>For its youth organizing group, Future of Tomorrow.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Dance USA 1111 16th Street, NW Suite 300 Washington, D.C. 20036 <i>For strategic plan development for its New York City branch, Dance/NYC.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
The DC Project, Inc. 1850 M Street, NW Suite 1150 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$300,000	\$0	\$300,000	\$0
Democracy 21 Education Fund 2000 Massachusetts Avenue, NW Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0

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Democracy Matters Institute, Inc. P.O. Box 157 Hamilton, NY 13346 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Demos: A Network for Ideas and Action, Ltd. 220 Fifth Avenue, Second Floor New York, NY 10001 <i>For Public Works: The Demos Center for the Public Sector.</i>	2	\$250,000	\$0	\$0	\$125,000	\$125,000
Demos: A Network for Ideas and Action, Ltd. 220 Fifth Avenue, Second Floor New York, NY 10001 <i>For its U.S. in the World Initiative for preparations for a Pocantica conference on improving media coverage of fear-inducing events and news developments.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
Demos: A Network for Ideas and Action, Ltd. 220 Fifth Avenue, Second Floor New York, NY 10001 <i>For its project, CivWorld and its Interdependence Movement activities around the 10th anniversary of September 11.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0
Demos: A Network for Ideas and Action, Ltd. 220 Fifth Avenue, Second Floor New York, NY 10001 <i>For research for a book on the global and national politics of debt and austerity policies.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
DokuFest Mimar Sinan 12 Prizren, 20000 Kosovo <i>For its 2011 documentary and short film festival.</i>	7	\$0	\$30,000	\$0	\$30,000	\$0
Domestic Workers United, Inc. 1201 Broadway, Suite 907-908 New York, NY 10001 <i>For general operating support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0

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Earth Island Institute, Inc. 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375 <i>For its project, the Energy Action Coalition.</i>	2	\$200,000	\$0	\$0	\$200,000	\$0
Earth Island Institute, Inc. 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375 <i>For its project, EcoEquity.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Earth Island Institute, Inc. 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375 <i>For its Ultimate Civics project.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0
Eastern Mennonite University 1200 Park Road Harrisonburg, VA 22802 <i>For its 3D Security initiative.</i>	2	\$0	\$70,000	\$0	\$70,000	\$0
ecoAmerica 1900 L Street, NW Suite 607 Washington, D.C. 20036 <i>For its Change of Atmosphere conference.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0
Education for Employment Foundation - Egypt 11 Lebanon Street Mohandeseen Giza Egypt <i>For its advocacy and policy program.</i>	7	\$0	\$75,000	\$0	\$0	\$75,000
Electrification Coalition Foundation 1111 19th Street, NW, Suite 406 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Energy Research Institute of the National Development and Reform Commission B14-15 Floor, Guohong Mansion Mu Xidi Beili Jia No. 11 Xicheng District Beijing, 100038 China <i>For its project to enhance the capacity of provincial and local leaders in the implementation of energy and climate policies.</i>	7	\$0	\$100,000	\$0	\$100,000	\$0

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Energy Transition Institute, Inc. 811 Robin Hood Road Annapolis, MD 21405 <i>For its provincial energy efficiency knowledge shoring and training project.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Enterprise Community Partners, Inc. One Whitehall Street 11th Floor New York, NY 10004 <i>For its Green Communities program.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0
Environmental Defence Canada, Inc. 116 Spadina Avenue, Suite 300 Toronto, ON M5V 2K6 Canada <i>For a research project on Ontario's clean energy policies.</i>	7	\$0	\$75,000	\$0	\$75,000	\$0
Environmental Grantmakers Association 475 Riverside Drive New York, NY 10115 <i>For general support.</i>	2	\$0	\$19,242	\$0	\$4,636	\$14,606
Environmental Grantmakers Association 475 Riverside Drive New York, NY 10115 <i>For a scoping study on climate change migrants in New York City.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Environmental Integrity Project 1 Thomas Circle, Suite 900 Washington, D.C. 20005 <i>For general support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Environmental Investigation Agency P.O. Box 53343 Washington, D.C. 20009 <i>For its Atmospheric Campaign.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Environmental Support Center, Inc. 1500 Massachusetts Avenue, NW, Suite 25 Washington, D.C. 20005 <i>To support production of its report, Everyone's Climate Movement.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0

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European Foundation Centre 7B Avenue de la Toison D'or Brussels, 1060 Belgium <i>For its 2011 and 2012 annual Grantmakers East Forum.</i>	7	\$0	\$20,000	\$0	\$20,000	\$0
Evangelical Environmental Network P.O. Box 2791 Washington, D.C. 20013-2791 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
FIERCE 147 West 24th Street 6th Floor New York, NY 10011 <i>For general support.</i>	2	\$0	\$60,000	\$0	\$60,000	\$0
Fiji Theater Company, Inc. 47 Great Jones Street, 6th Floor New York, NY 10012 <i>For capacity building.</i>	2	\$25,000	\$0	\$0	\$25,000	\$0
The Focus Project 1742 Connecticut Avenue, NW Washington, D.C. 20009 <i>For general support.</i>	2	\$0	\$130,000	\$0	\$70,000	\$60,000
Focus the Nation 240 N. Broadway, Suite 212 Portland, OR 97227 <i>For general support.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Forum for Civic Initiatives Aktash Quarter Rexhep Mala Prishtina, 10000 Kosovo <i>For its civil society training program on the processes and frameworks of international financial institutions and multinational corporations.</i>	7	\$25,000	\$0	\$0	\$25,000	\$0
Forum for Civic Initiatives Aktash Quarter Rexhep Mala Prishtina, 10000 Kosovo <i>For general support.</i>	7	\$0	\$100,000	\$0	\$100,000	\$0

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Forward Works 2H, Yat Sing Mansion, Lei King Wan, Sai Wan Ho Hong Kong, China <i>To support the preparatory work to establish its Greenovation Hub.</i>	8	\$0	\$55,000	\$0	\$55,000	\$0
Foundation Center 79 Fifth Avenue, 8th Floor New York, NY 10003 <i>For general support for 2011 and 2012.</i>	2	\$30,000	\$0	\$0	\$30,000	\$0
Franklin Furnace Archive, Inc. 80 Hanson Place, Suite 301 Brooklyn, NY 11217-1506 <i>For its project, Portraits in Dramatic Time, a premiere production of the 2011 Lincoln Center Festival.</i>	2	\$0	\$35,000	\$0	\$35,000	\$0
Friends of the Earth 1100 15th Street, NW, Suite 1100 Washington, D.C. 20005 <i>For continued support of its initiative, Advancing and Protecting Sustainability Standards in Development Finance.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
EcoPeace Middle East Environmental NGO Forum 85 Nahalat Binyamin Street Tel Aviv, 66102 Israel <i>For its project, Why Water Can't Wait-Joint Israeli and Palestinian Campaign to Adopt a Model Water Accord.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Fund for Active Citizenship Serdara Jola Piletica 18/I-1 Podgorica, 81000 Montenegro <i>For its small grants program.</i>	7	\$60,000	\$0	\$0	\$60,000	\$0
Fund for Constitutional Government 122 Maryland Avenue, NE Washington, D.C. 20002 <i>For general support of its project, OpenTheGovernment.org.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
The Fund for Public Advocacy, Inc. One Centre Street, 15th Floor New York, NY 10007 <i>For its project, the Coalition for Accountability in Political Spending.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0

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Future Generations HC 73 Box 100 Rt. 33 W at North Mountain Franklin, WV 26807 <i>For its project, Engaging Community Resilience for Security, Development, and Peacebuilding in Afghanistan.</i>	2	\$0	\$150,000	\$0	\$75,000	\$75,000
The President and Directors Georgetown College (Georgetown University) 37th and O Streets, NW Washington, D.C. 20057 <i>For the Georgetown Climate Center.</i>	1	\$0	\$500,000	\$0	\$200,000	\$300,000
Global Exchange 2017 Mission Street Suite 303 San Francisco, CA 94110 <i>To facilitate the participation of civil society leaders and experts in the United Nations General Assembly's interactive dialogue on Harmony with Nature.</i>	2	\$0	\$21,500	\$0	\$21,500	\$0
Global Fund for Community Foundations Registered Office Community House Citilink Business Park Albert Street Belfast, BT12 4HQ Northern Ireland <i>For general support.</i>	8	\$0	\$30,000	\$0	\$30,000	\$0
Global Fund for Women, Inc. 222 Sutter Street, Suite 500 San Francisco, CA 94108 <i>For its work to support and strengthen women-led organizations in Egypt.</i>	2	\$0	\$125,000	\$0	\$125,000	\$0
Global Philanthropy Partnership 1916 N. Mohawk Street, Suite 7 Chicago, IL 60614 <i>For its Urban Sustainability Directors Network.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Grantmakers in the Arts 4055 21st Avenue West, Suite 100 Seattle, WA 98119-1247 <i>For organizational membership.</i>	2	\$0	\$1,100	\$0	\$1,100	\$0

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Grants Managers Network, Inc. 1101 14th Street, NW Suite 420 Washington, D.C. 20005 <i>For general support for 2012.</i>	2	\$0	\$2,250	\$0	\$2,250	\$0
groundWork Trust P.O. Box 237S Pietermaritzburg, 3200 South Africa <i>For its Climate Justice and Energy Campaign.</i>	7	\$0	\$150,000	\$0	\$75,000	\$75,000
Guangdong Harmony Foundation Room 806, Haizhu Science Park Sun Yat-sen University No. 135 Xingang Road Guangzhou, 510275 China <i>To support the participation of two representatives in the University of Hawaii's East-West Center's China-United States Strategic Philanthropy Partnership workshop.</i>	8	\$0	\$8,240	\$0	\$8,240	\$0
Guangzhou Green Point Environmental Protection Information Center Room 202, #55 Zhoumen Bei Road Guangzhou, 510000 China <i>To support its Guangdong Youth Environmental Leadership Program.</i>	7	\$0	\$75,000	\$0	\$37,500	\$37,500
President and Fellows of Harvard College Cambridge, MA 02138 <i>For its Western Balkan Civil Society Leadership Development Program.</i>	1	\$25,000	\$0	\$0	\$25,000	\$0
Heartefact Fund Alekse Nenadovica 3 Belgrade, 11000 Serbia <i>For general support.</i>	7	\$0	\$30,000	\$0	\$30,000	\$0
Highlander Research and Education Center, Inc. 1959 Highlander Way New Market, TN 37820 <i>For its youth organizing programs.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0

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Horizon Research Consultancy Group Limited Rm. 1108, Xinhengji Guoji Dasha No. 3, Maizidian West Road Beijing, 100016 China <i>For its Black Apple Youth Project: Promoting University Students' Social Entrepreneurship and Social Engagement.</i>	9	\$80,000	\$0	\$0	\$80,000	\$0
Humanitarian Law Center - Documentation and Memory Decanska 12 III/IV Belgrade, 11110 Serbia <i>For general support.</i>	7	\$0	\$180,000	\$0	\$80,000	\$100,000
I Have a Dream Foundation-New York 330 Seventh Avenue, 20th Floor New York, NY 10001 <i>For its project, Calling Dreamers to Civic Duty.</i>	2	\$0	\$30,000	\$0	\$30,000	\$0
Independent Sector 1602 L Street, NW Suite 900 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Independent Sector 1602 L Street, NW Suite 900 Washington, D.C. 20036 <i>For general support for 2012.</i>	2	\$0	\$12,150	\$0	\$12,150	\$0
The Trustees of Indiana University 107 South Indiana Avenue Bloomington, IN 47405-7000 <i>To work with Zhongshan University to establish a Center on Philanthropy in southern China.</i>	1	\$100,000	\$0	\$0	\$100,000	\$0
Innovation Center for Energy and Transportation 592 Garfield Avenue South Pasadena, CA 91030 <i>For its project, The China Energy and Climate Registry.</i>	2	\$100,000	\$0	\$0	\$100,000	\$0

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Institute for Advanced Studies GAP Mother Theresa Str. 42/29 Prishtina, 10000 Kosovo <i>For general support.</i>	7	\$60,000	\$0	\$0	\$60,000	\$0
Institute for Agriculture and Trade Policy 2105 First Avenue South Minneapolis, MN 55404-2505 <i>For its Trade and Global Governance Program's work on climate change, trade, and agriculture.</i>	2	\$0	\$150,000	\$0	\$77,424	\$72,576
Institute for Development Policy Pristina Kosovo <i>For general support.</i>	8	\$0	\$145,000	\$0	\$145,000	\$0
Institute for EastWest Studies, Inc. 11 East 26th Street, 20th Floor New York, NY 10010 <i>For its Parliamentarians Network for Afghanistan.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Institute for Governance and Sustainable Development, Inc. 2300 Wisconsin Avenue, NW Suite 300B Washington, D.C. 20007 <i>For its work on climate change.</i>	2	\$0	\$300,000	\$0	\$150,000	\$150,000
Institute for State Effectiveness 600 New Hampshire Avenue, NW Suite 700 Washington, D.C. 20037 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Institute for Sustainable Communities 535 Stone Cutters Way Montpelier, VT 05602-3795 <i>For its Environmental Nongovernmental Organization Capacity-Building program.</i>	2	\$0	\$80,000	\$0	\$45,094	\$34,906
Institute of Public and Environmental Affairs 601 Room, 3 Danyuan, 9 Haolou Xin Fun Jian Yuan Guang Qu Men Nei Street Beijing China <i>For general support.</i>	7	\$150,000	\$0	\$0	\$150,000	\$0

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International Crisis Group 1629 K Street, NW Room 450 Washington, D.C. 20006 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
International Crisis Group 1629 K Street, NW Room 450 Washington, D.C. 20006 <i>For its Institute for Integrated Transitions project.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
International Economic Development Council, Inc. 734 15th Street, NW, Suite 900 Washington, D.C. 20005 <i>For a research project on clean energy market creation.</i>	2	\$0	\$150,000	\$0	\$75,000	\$75,000
International Institute for Sustainable Development 161 Portage Avenue East 6th Floor Winnipeg, MB R3B 0Y4 Canada <i>For its Investment for Sustainable Development program.</i>	7	\$0	\$150,000	\$0	\$75,000	\$75,000
Investor Watch 286 Sandycombe Road Kew Gardens Surrey, TW9 3NG United Kingdom <i>For its Carbon Tracker Initiative.</i>	8	\$0	\$45,000	\$0	\$45,000	\$0
J Street Education Fund, Inc. P.O. Box 66073 Washington, D.C. 20035 <i>For its Two-State Summer campaign and for general support.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Jewish Funds for Justice, Inc. 330 Seventh Avenue, Suite 1902 New York, NY 10001 <i>For its project, the Funders Collaborative on Youth Organizing.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0

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Jewish Funds for Justice, Inc. 330 Seventh Avenue, Suite 1902 New York, NY 10001 <i>For its project, Social Justice Leadership.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Johns Hopkins University 600 North Wolfe Street Blalock 1408 Baltimore, MD 21287-4961 <i>For its conference, The Western Balkans: Progress, Stagnation, or Regression?</i>	1	\$0	\$25,000	\$0	\$25,000	\$0
Joy In Action 1602 C4, No. 489 Jiaxin Garden, Xingangzhong Road Haizhu District Guangzhou, 510310 China <i>For general support.</i>	8	\$0	\$30,000	\$0	\$30,000	\$0
Justice at Stake Campaign, Inc. 717 D Street, NW, Suite 203 Washington, D.C. 20004 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Juvenile Justice Project of Louisiana 1600 Oretha Castle Haley Boulevard New Orleans, LA 70113-1311 <i>For its youth-led organizing projects.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Kings Majestic Corporation 651 Fulton Street Brooklyn, NY 11217 <i>For capacity building.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Kosovar Institute for Policy Research and Development Rexhep Mala 5/a Prishtina, 10000 Kosovo <i>For the establishment of its energy policy program.</i>	7	\$0	\$60,000	\$30,000	\$30,000	\$0
LABC Institute 2029 Century Park East, Suite 1240 Los Angeles, CA 90067 <i>To support its CLEAN LA Rooftop Solar program.</i>	2	\$0	\$20,000	\$0	\$20,000	\$0

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Lark Theatre Company, Inc. 939 Eighth Avenue, Suite 301 New York, NY 10019 <i>For copacity building.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Latino International Theater Festival of New York, Inc. 142 East 27th Street, Suite 1A New York, NY 10016 <i>For its grassroots publicity and cultural exchange activities.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Lawyers' Committee for Civil Rights Under Law 1401 New York Avenue, NW Suite 400 Washington, D.C. 20005 <i>Toward the costs of a convening of civil rights organizations and leaders focused on racial justice issues.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
The Leadership Center for the Common Good 11 Dupont Circle, NW, Suite 240 Washington, D.C. 20036 <i>To support the civic participation efforts in immigrant communities of its project, New York Communities for Change.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Leadership Conference on Civil Rights Education Fund, Inc. 1629 K Street, NW 10th Floor Washington, D.C. 20006 <i>For its CEDAW Public Education Project.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
League of Women Voters of New York State Education Foundation, Inc. 62 Grand Street Albany, NY 12207 <i>For its project, Increasing Voter Participation in New York State.</i>	2	\$0	\$18,000	\$0	\$18,000	\$0
League of Young Voters Education Fund 310 Atlantic Avenue 2nd Floor Brooklyn, NY 11201 <i>For copacity-building support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0

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London School of Economics and Political Science Houghton Street London, WC2 2AE United Kingdom <i>For its project, Engaging Civil Society in Stabilizing Afghanistan and the Region.</i>	6	\$0	\$75,000	\$0	\$75,000	\$0
Maine People's Resource Center 27 State Street, Suite 44 Bangor, ME 04401 <i>For its project, Engage Maine, for its research on voter mobilization approaches.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Make the Road New York 301 Grove Street Brooklyn, NY 11237 <i>For its Workplace Justice Project.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Mani Tese Piazza Gambara 7/9 Milan, 20146 Italy <i>For a conference, The Financialization of Natural Resources: Understanding the New Dynamics and Developing Civil Society Responses.</i>	7	\$0	\$40,000	\$0	\$40,000	\$0
MAPLight 2223 Shattuck Avenue Berkeley, CA 94704 <i>For general support.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Massachusetts Institute of Technology Office of Sponsored Programs 77 Massachusetts Avenue, E19-750 Cambridge, MA 02139 <i>For the Green Economic Development Initiative of its Community Innovators Lab.</i>	1	\$0	\$150,000	\$0	\$75,000	\$75,000
The Mayor's Fund to Advance New York City 253 Broadway, 8th Floor New York, NY 10007 <i>For a community education initiative on New York City brownfields.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The Mayor's Fund to Advance New York City 253 Broadway, 8th Floor New York, NY 10007 <i>For its PlaNYC public education project.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0

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Media Access Project 1625 K Street, NW Suite 1000 Washington, D.C. 20006 <i>For its sponsorship identification project.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0
Media Matters for America 455 Massachusetts Avenue, NW, Suite 600 Washington, D.C. 20031 <i>For its 2011 environmental initiative.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Metropolitan Waterfront Alliance, Inc. 241 Water Street, 3rd Floor New York, NY 10038 <i>For its project, the Fair Share Harbor Coalition.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
Metropolitn Waterfront Alliance, Inc. 241 Water Street, 3rd Floor New York, NY 10038 <i>For a project to produce a visual rendering of the future waterfront as presented in New York City's Comprehensive Waterfront Plan.</i>	2	\$0	\$5,000	\$0	\$5,000	\$0
Metropolitan Waterfront Alliance, Inc. 241 Water Street, 3rd Floor New York, NY 10038 <i>For general support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Mexican American Symphony Orchestra, Inc. 30 West 63rd Street, Suite 3L New York, NY 10023 <i>For capacity building.</i>	2	\$50,000	\$0	\$50,000	\$0	\$0

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MinKwon Center for Community Action, Inc. 136-19 41st Avenue, 3rd Floor Flushing, NY 11355 <i>For its immigrant rights and civic participation efforts.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Morningside Area Alliance, Inc. 90 Morningside Drive Suite 1A New York, NY 10027 <i>For a strategic planning process and consultant.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Mountain Association for Community Economic Development 433 Chestnut Street Berea, KY 40403 <i>To support its How\$martKY project.</i>	2	\$0	\$60,000	\$0	\$60,000	\$0
Movement Strategy Center 436 14th Street, 5th Floor Oakland, CA 94612 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
Moving Theater c/o Park Avenue Armory 643 Park Avenue New York, NY 10065 <i>To support artist residencies at performing arts venues in New York City.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Naseej Foundation - Resources for Community Youth Development in the Arab World P.O Box 9363 Amman, 11191 Jordan <i>For two meetings of youth activists from the Arab world.</i>	8	\$0	\$100,000	\$0	\$100,000	\$0
Naseej Foundation - Resources for Community Youth Development In the Arab World P.O Box 9363 Amman, 11191 Jordan <i>For its Egypt operation and activities.</i>	8	\$0	\$100,000	\$0	\$100,000	\$0

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Recipient and Purpose	Tax Status	Beginning Balance	Approved in 2011	Lapsed in 2011	Paid in 2011	Ending Balance
National Caucus of Environmental Legislators 1920 L Street, NW Suite 800 Washington, D.C. 20036 <i>To support its Coalition of Legislators for Energy Action Now project.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
National Institute on Money in State Politics 833 N. Last Chance Gulch 2nd Floor Helena, MT 59601 <i>For general support.</i>	2	\$0	\$180,000	\$0	\$125,906	\$54,094
National Parks of New York Harbor Conservancy Federal Hall National Memorial 26 Wall Street, 3rd Floor New York, NY 10005 <i>For general support.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Native Americans in Philanthropy 2801 21st Avenue South Suite 132D Minneapolis, MN 55407 <i>For its project, the Native Youth Leadership Alliance.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Natural Capitalism Solutions, Inc. 11823 N. 75th Street Longmont, CO 80503 <i>For its Feed-in Tariff project.</i>	2	\$172,000	\$0	\$0	\$172,000	\$0
Natural Capitalism Solutions, Inc. 11823 N. 75th Street Longmont, CO 80503 <i>For its CLEAN (Clean Local Energy Accessible Now) Action Fund project.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
Natural Resources Defense Council, Inc. 40 West 20th Street New York, NY 10011 <i>For its project, Capacity Building Assistance to Address Heavy Metal Pollution in China.</i>	2	\$0	\$180,000	\$0	\$180,000	\$0

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The Network for the Affirmation of the NGO Sector	7	\$35,000	\$0	\$0	\$35,000	\$0
Dalmatinska 188 Podgorica, 81000 Montenegro <i>For general support.</i>						
New Economics Institute, Inc.	2	\$0	\$95,000	\$0	\$95,000	\$0
140 Jug End Road Great Barrington, MA 01230 <i>For general support.</i>						
New Energy Economy, Inc.	2	\$0	\$20,000	\$0	\$20,000	\$0
343 East Alameda Street Santa Fe, NM 87501-2229 <i>To support its Young Climate Leaders Network project.</i>						
New England Clean Energy Foundation, Inc.	2	\$0	\$200,000	\$0	\$100,000	\$100,000
10 High Street, Suite 610 Boston, MA 02110 <i>For its New England Clean Energy Policy and Sector Development Initiative.</i>						
New Partners for Community Revitalization, Inc.	2	\$165,000	\$0	\$0	\$165,000	\$0
151 West 30th Street, 11th Floor New York, NY 10001 <i>For its New York City brownfields redevelopment program.</i>						
New Venture Fund	2	\$0	\$25,000	\$0	\$25,000	\$0
734 15th Street, NW Washington, D.C. 20005 <i>For its project, the Fair Elections Legal Network.</i>						
New Venture Fund	2	\$0	\$50,000	\$0	\$50,000	\$0
734 15th Street, NW Washington, D.C. 20005 <i>For its PACENow project.</i>						
New Venture Fund	2	\$0	\$15,000	\$0	\$15,000	\$0
734 15th Street, NW Washington, D.C. 20005 <i>For its project, the Fair Elections Legal Network.</i>						

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New Woman Foundation 14 Abd El Moneem Sanad Street Mohandeseen Cairo Egypt <i>For its Egyptian Youth and Political and Social Change project.</i>	7	\$0	\$54,000	\$0	\$0	\$54,000
New York City Ballet, Inc. David H. Koch Theater 20 Lincoln Center Plaza New York, NY 10023 <i>For its New Combinations Fund.</i>	2	\$0	\$100,000	\$0	\$50,000	\$50,000
New York City Center, Inc. 130 West 56th Street New York, NY 10019 <i>For the Fall for Dance Festival.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
New York City Opera, Inc. David H. Koch Theater 20 Lincoln Center New York, NY 10023 <i>For New York City Opera's VOX: Contemporary American Opera Lab.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The New York Community Trust 909 Third Avenue, 22nd Floor New York, NY 10022 <i>For its Fund for New Citizens project.</i>	2	\$0	\$20,000	\$0	\$20,000	\$0
New York Foundation for the Arts, Inc. 20 Jay Street, Suite 740, Brooklyn, NY Brooklyn, New York 11201 <i>For a comprehensive information technology upgrade.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The New York Immigration Coalition, Inc. 137-139 West 25th Street 12th Floor New York, NY 10001-7277 <i>For its grassroots civic base-building efforts.</i>	2	\$0	\$250,000	\$0	\$150,000	\$100,000
New York League of Conservation Voters Education Fund, Inc. 30 Broad Street, 30th Floor New York, NY 10004 <i>To support an educational public forum, Conversion Technologies: Public Forum on Managing New York City's Solid Waste.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0

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The New York Public Library, Astor, Lenox and Tilden Foundations Fifth Avenue and 42nd Street New York, NY 10018 <i>For the endowment at the Jerome Robbins Dance Division of the New York Public Library for the Performing Arts, Dorothy and Lewis B. Cullman Center.</i>	2	\$100,000	\$0	\$0	\$50,000	\$50,000
New York Public Radio 160 Varick Street New York, NY 10013 <i>For its Spotlight Immigration programming.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
New York University 25 West Fourth Street New York, NY 10012 <i>For the Center for the Study of Transformative Lives.</i>	1	\$0	\$25,000	\$0	\$25,000	\$0
New York University 25 West Fourth Street New York, NY 10012 <i>For its Center for Dialogues: Islamic World-U.S.-The West.</i>	1	\$0	\$25,000	\$0	\$25,000	\$0
Research Foundation of the City University of New York 240 West 41st Street, 7th Floor New York, NY 10036 <i>For the Cuba Futures Symposium sponsored by the Cuba Project of the Bildner Center for Western Hemisphere Studies, The Graduate Center, City University of New York.</i>	2	\$0	\$15,000	\$0	\$15,000	\$0
Nonprofit Coordinating Committee of New York, Inc. 1350 Broadway Suite 1801 New York, NY 10018 <i>For general support for 2012.</i>	2	\$0	\$1,500	\$0	\$1,500	\$0

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Northeast States for Coordinated Air Use Management, Inc. 89 South Street, Suite 602 Boston, MA 02111 <i>For continued support for its project to develop a regional low-carbon fuel standard in eleven Northeast and Mid-Atlantic states.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Northeast States for Coordinated Air Use Management, Inc. 89 South Street, Suite 602 Boston, MA 02111 <i>For a communications consultant.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Northwest Bronx Community and Clergy Coalition 103 East 196th Street Bronx, NY 10468-3637 <i>For its strategic planning process.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
The Ocean Conservancy, Inc. 1300 19th Street, NW 8th Floor Washington, D.C. 20036 <i>For its project on ocean acidification.</i>	2	\$0	\$200,000	\$0	\$0	\$200,000
Oceana, Inc. 1350 Connecticut Avenue, NW 5th Floor Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
Oil Change International 236 Massachusetts Avenue, NE Suite 203 Washington, D.C. 20002 <i>For general support.</i>	2	\$0	\$150,000	\$0	\$150,000	\$0
Organization for Social, Cultural, Awareness, and Rehabilitation Ittifaq Market Main Asadabad Bazaar Asadabad, Kunar Afghanistan <i>For its Kunor Center for Nonviolence.</i>	8	\$0	\$12,000	\$0	\$12,000	\$0

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Pacific News Service 275 Ninth Street San Francisco, CA 94103 <i>For its program, New America Media, for the Models of Ethnic Media Collaborative project.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Partnership for Public Service, Inc. 1100 New York Avenue, NW Suite 200 East Washington, D.C. 20005 <i>For the development of a new business plan.</i>	2	\$40,000	\$0	\$0	\$40,000	\$0

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Partnership for Public Service, Inc. 1100 New York Avenue, NW Suite 200 East Washington, D.C. 20005 <i>For the costs related to its conference, Improving the Business of Government.</i>	2	\$0	\$35,000	\$0	\$35,000	\$0
Peace Direct Development House 56-64 Leonard Street London, EC2A 4 LT United Kingdom <i>For its Pokiston Peace Exchange and Network.</i>	7	\$0	\$67,000	\$0	\$67,000	\$0
PeaceWorks Network Foundation P.O. Box 1577 Old Chelsea Station New York, NY 10113 <i>For its OneVoice Movement project.</i>	2	\$0	\$200,000	\$0	\$100,000	\$100,000
Performance Zone, Inc. 161 Sixth Avenue, 14th Floor New York, NY 10013 <i>For its Emerging Dance Fund.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Pesticide Eco-Alternatives Center Yunnan Thoughtful Action Apt. 1212, 1214, 1216, 12/F Block 14 Yunnan Yingxiang Quarter Chuanjin Road Kunming, Yunnan 650224 China <i>For its project, Building a Network to Promote Pesticide Reduction in Chino - Phase Two.</i>	7	\$0	\$130,000	\$0	\$65,000	\$65,000
Philanthropy for Active Civic Engagement 444 Sherman Street Suite 200 Denver, CO 80203 <i>For 2011 membership and general support.</i>	2	\$0	\$34,500	\$0	\$34,500	\$0
Philanthropy New York, Inc. 79 Fifth Avenue Fourth Floor New York, NY 10003 <i>For general support for 2012.</i>	2	\$0	\$19,750	\$0	\$19,750	\$0

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Ploughshares Fund 1808 Wedemeyer Street, Suite 200 San Francisco, CA 94129 <i>For its Peace and Security Funders Group project.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
Poets & Writers, Inc. 90 Broad Street, Suite 2100 New York, NY 10004 <i>For capacity building.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Poets House, Inc. 10 River Terrace New York, NY 10282 <i>For capacity building.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
Polaris Institute USA 2235 Lakeshore Road P.O. Box 106 Essex, NY 12936 <i>For its project, the Our World Is Not For Sale network, for its work related to the World Trade Organization.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Trustees of Princeton University Office of Research and Project Administration 4 New South Building Princeton, NJ 08544-5264 <i>For the Program on Science and Global Security at the Woodrow Wilson School of Public and International Affairs.</i>	1	\$0	\$65,000	\$0	\$65,000	\$0
Prishtina Institute for Political Studies Agim Ramadani Str. 50/8 Prishtina, 10,000 Kosovo <i>For general support.</i>	7	\$0	\$50,000	\$0	\$50,000	\$0
Progressive America Fund dba Center for Working Families 1133 Broadway, Suite 332 New York, NY 10010 <i>For its Green Jobs/Green New York project.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0

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The Project on Government Oversight, Inc. 1100 G Street, NW Suite 900 Washington, D.C. 20005 <i>For general support.</i>	2	\$50,000	\$0	\$0	\$50,000	\$0
The Project on Justice in Times of Transition 96 Packard Avenue Medford, MA 02155 <i>For its workshop on Northern Kosovo.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
Proteus Fund, Inc. 101 University Drive Suite A2 Amherst, MA 01002 <i>For its project, the Piper Fund.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Public Campaign 1133 19th Street, NW Suite 900 Washington, D.C. 20036 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Public Citizen Foundation, Inc. 1600 20th Street, NW Washington, D.C. 20009 <i>For its Global Trade Watch program's research on the links between trade and climate change.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>For its project, CorporateDisclosure.Org.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>For its Climate Communications Policy Initiative.</i>	2	\$0	\$68,529	\$0	\$68,529	\$0
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>For membership in its project, the Funders' Committee for Civic Participation.</i>	2	\$0	\$4,500	\$0	\$4,500	\$0

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Public Policy and Education Fund of New York, Inc. 94 Central Avenue Albany, NY 12206 <i>For its Public Financing of Elections project.</i>	2	\$0	\$30,000	\$0	\$30,000	\$0
Reformed Church in America dba Intersections 274 Fifth Avenue New York, NY 10001 <i>For 9/11 tenth anniversary commemoration activities.</i>	1	\$0	\$25,000	\$0	\$25,000	\$0
Regional Environmental Center for Central and Eastern Europe Ady Endre ut 9-11 Szentendre, 2000 Hungary <i>For its fundraising and preparation to launch its program, Education for Sustainable Development in the Western Balkans: Turning Education into Action for Sustainable Futures.</i>	6	\$0	\$50,000	\$0	\$50,000	\$0
Regional Environmental Center for Central and Eastern Europe Ady Endre ut 9-11 Szentendre, 2000 Hungary <i>For Educational Tools, the first component of its project, Education for Sustainable Development in the Western Balkans.</i>	6	\$0	\$300,000	\$0	\$300,000	\$0
Regional Plan Association, Inc. 4 Irving Place 7th Floor New York, NY 10003 <i>For general support.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Restaurant Opportunities Center of New York 275 Seventh Avenue, 17th Floor New York, NY 10001 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0

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The RIINVEST-Institute for Development Zone Industriale Prishtine Universiteti AAB-RIINVEST Godina II Kati IV Prishtina, 10000 Kosovo <i>For general support.</i>	7	\$0	\$30,000	\$0	\$30,000	\$0
Riverkeeper, Inc. 20 Secor Road Ossining, NY 10562 <i>For its Brooklyn Community Engagement Initiative.</i>	2	\$0	\$20,000	\$0	\$20,000	\$0
The Mary Robinson Foundation Trinity College 6 South Leinster Street Dublin, 2 Ireland <i>For general support.</i>	8	\$50,000	\$0	\$0	\$50,000	\$0
Rockefeller Philanthropy Advisors 6 West 48th Street 10th Floor New York, NY 10036 <i>For its Climate Reality Project.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
Rockefeller Philanthropy Advisors 6 West 48th Street 10th Floor New York, NY 10036 <i>For its Sustainable Endowments Institute project's Billion Dollar Green Challenge.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Rockefeller Philanthropy Advisors 6 West 48th Street 10th Floor New York, NY 10036 <i>For its project, the DS Initiative.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
San Francisco Chamber of Commerce Foundation 235 Montgomery Street, 12th Floor San Francisco, CA 94104 <i>For its Chambers for Innovation and Clean Energy project.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0

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Search for Common Ground 1601 Connecticut Avenue, NW Suite 200 Washington, D.C. 20009-1035 <i>For its Iran project.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
Seton Hall University 400 South Orange Avenue South Orange, NJ 07079 <i>For activities related to a summit on Latino immigration.</i>	1	\$0	\$30,000	\$0	\$30,000	\$0
Seventh Generation Advisors 2601 Ocean Park, Ste. 311 Santa Monica, CA 90405 <i>For general support.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Seventh Generation Advisors 2601 Ocean Park, Ste. 311 Santa Monica, CA 90405 <i>For general support.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Shangri-la Institute for Sustainable Communities 709, Building A, SOHO New Town, No. 88 Jianguo Road, Chaoyang District Beijing, 100022 China <i>For its Climate Change Education Project.</i>	8	\$0	\$160,000	\$0	\$80,000	\$80,000
Sierra Club Foundation 85 Second Street Suite 750 San Francisco, CA 94105 <i>To support its Beyond Coal Campaign.</i>	2	\$200,000	\$0	\$0	\$100,000	\$100,000
Sierra Club Foundation 85 Second Street Suite 750 San Francisco, CA 94105 <i>For its International Financial Institution Reform Project.</i>	2	\$0	\$110,000	\$0	\$110,000	\$0
Signature Theatre Company, Inc. 630 Ninth Avenue, Suite 1106 New York, NY 10036 <i>For its Signature Ticket initiative.</i>	2	\$35,000	\$0	\$0	\$35,000	\$0

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Silicon Valley Leadership Group Foundation 2001 Gateway Place, Suite 101E San Jose, CA 95110 <i>For its Bay Area Climate Collaborative project's work on the Aggregate EV Purchase Scaping Project.</i>	2	\$0	\$60,000	\$0	\$60,000	\$0
Social Science Research Council One Pierrepont Plaza, 15th Floor Brooklyn, NY 11201 <i>For its Chino Environment and Health Initiative.</i>	2	\$250,000	\$0	\$0	\$250,000	\$0
The Society for the Preservation of Weeksville and Bedford Stuyvesant History P.O. Box 130120 St. John's Station Brooklyn, NY 11213 <i>For cash reserve.</i>	2	\$75,000	\$0	\$0	\$75,000	\$0
Solliya, Inc. 6 East 39th Street, Suite 300 New York, NY 10016 <i>For its advanced training workshop for emerging civil society leaders.</i>	2	\$0	\$75,000	\$0	\$75,000	\$0
South Centre Ch. du Champ d'Anier 17 P.O. Box 228 Geneva 19, 1211 Switzerland <i>For general support.</i>	7	\$0	\$650,000	\$0	\$325,000	\$325,000
Spanish Theatre Repertory Company, Ltd. 138 East 27th Street New York, NY 10016 <i>To support its Latin American Young Directors Program.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Sponsors for Educational Opportunity, Inc. 55 Exchange Place New York, NY 10005 <i>For its Career Program in Philanthropy.</i>	2	\$0	\$10,000	\$0	\$10,000	\$0
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306 <i>To launch and implement its Decker Farm Summer Apprentice Program at Historic Richmond Town.</i>	2	\$0	\$20,000	\$0	\$20,000	\$0

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Gertrude Stein Repertory Theatre 2647 Broadway Suite 5W New York, NY 10025 <i>To support the production of the The Demolition of the Eiffel Tower at the John Jay College of Criminal Justice's Gerald W. Lynch Theater Art of Justice 9/11 Performance Project.</i>	2	\$0	\$12,000	\$0	\$12,000	\$0
Stichting Global Partnership for the Prevention of Armed Conflict Laan van Meerdervoort 70, 6th Floor The Hague, 2517 AN The Netherlands <i>For its project to enhance collaboration between civil society and regional international organizations to meet new security challenges.</i>	7	\$0	\$65,000	\$0	\$65,000	\$0
Strategies for the Global Environment 2101 Wilson Boulevard, Suite 550 Arlington, VA 22201 <i>To develop an action plan to integrate plug-in electric vehicles with the U.S. electrical grid.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Strategies for the Global Environment 2101 Wilson Boulevard, Suite 550 Arlington, VA 22201 <i>To support Phase II of its Plug-in Electric Vehicle Deployment Initiative.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
The Sunlight Foundation 1818 N Street, NW Suite 300 Washington, D.C. 20036 <i>For its project, Exposing Corporate Power: Making Lobbying Transparent.</i>	2	\$0	\$40,000	\$0	\$40,000	\$0
Sustainable Markets Foundation 45 West 36th Street, 6th Floor New York, NY 10018-7635 <i>For its project, The Message.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Sustainable Markets Foundation 45 West 36th Street, 6th Floor New York, NY 10018-7635 <i>For its Eco-Accountability project.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0

ROCKEFELLER BROTHERS FUND
 13-1760106
 475 Riverside Drive, Suite 900
 New York, New York 10015

SCHEDULE 13
 FORM 990-PF
 YEAR 2011

PART XV, Lines 3(a) and 3(b) Grants and Contributions Paid During the Year and Approved for Future Payment
 SCHEDULE OF GRANTS TO ORGANIZATIONS
 FYE12/31/2011

NOTE: There are no relationships between any individual grantee and any foundation manager or substantial contributor.

Recipient and Purpose	Tax Status	Beginning Balance	Approved In 2011	Lapsed In 2011	Paid in 2011	Ending Balance
Tapfound, Inc. 1271 Avenue of the Americas, 7th Floor New York, NY 10020 <i>For its service grants program.</i>	2	\$0	\$85,000	\$0	\$85,000	\$0
Tebtebba Foundation, Inc. 1 Roman Ayson Road P.O. Box 1993 Baguio City, 2600 Philippines <i>For its education and outreach on international climate policy processes.</i>	7	\$75,000	\$0	\$0	\$75,000	\$0
TechSoup Global 435 Brannan Street, Suite 100 San Francisco, CA 94107-1780 <i>For the launch, operation, and growth of its project, NGOsource, the NGO Repository of Equivalency Determination Information.</i>	2	\$53,138	\$0	\$0	\$53,138	\$0
TechSoup Global 435 Brannan Street, Suite 100 San Francisco, CA 94107-1780 <i>For its project, Strengthening the Technology Infrastructure of Civil Society Organizations in the Western Balkans, Years Two and Three.</i>	2	\$0	\$100,000	\$0	\$73,000	\$27,000
Third World Network Berhad 131 Jalan Macalister Road Penang, 10400 Malaysia <i>For an analysis and strategy-setting meeting of climate policy nongovernmental organizations and their networks.</i>	7	\$0	\$40,000	\$0	\$40,000	\$0
Third World Network Berhad 131 Jalan Macalister Road Penang, 10400 Malaysia <i>For general support.</i>	7	\$0	\$400,000	\$0	\$200,000	\$200,000
Third World Network Ghana 9 Ollenu Street, East Legon P.O. Box 19452 Accra Ghana <i>For its regional work on trade.</i>	7	\$75,000	\$0	\$0	\$75,000	\$0

ROCKEFELLER BROTHERS FUND
 13-1760106
 475 Riverside Drive, Suite 900
 New York, New York 10015

SCHEDULE 13
 FORM 990-PF
 YEAR 2011

PART XV, Lines 3(a) and 3(b) Grants and Contributions Paid During the Year and Approved for Future Payment
 SCHEDULE OF GRANTS TO ORGANIZATIONS
 FYE12/31/2011

NOTE: There are no relationships between any individual grantee and any foundation manager or substantial contributor.

Recipient and Purpose	Tax Status	Beginning Balance	Approved In 2011	Lapsed in 2011	Paid In 2011	Ending Balance
Third World Network Ghana 9 Ollenu Street, East Legon P.O. Box 19452 Accra Ghana <i>For a convening of key African organizations engaged in the United Nations Framework Convention on Climate Change process that will culminate in Durban, South Africa, in December 2011.</i>	7	\$0	\$30,000	\$0	\$30,000	\$0
Tides Center P.O. Box 29907 San Francisco, CA 94129-0907 <i>For its New Policy Institute Project.</i>	2	\$0	\$70,000	\$0	\$70,000	\$0

ROCKEFELLER BROTHERS FUND
 13-1760106
 475 Riverside Drive, Suite 900
 New York, New York 10015

SCHEDULE 13
 FORM 990-PF
 YEAR 2011

PART XV, Lines 3(a) and 3(b) Grants and Contributions Paid During the Year and Approved for Future Payment
 SCHEDULE OF GRANTS TO ORGANIZATIONS
 FYE12/31/2011

NOTE: There are no relationships between any individual grantee and any foundation manager or substantial contributor.

Recipient and Purpose	Tax Status	Beginning Balance	Approved In 2011	Lapsed In 2011	Paid In 2011	Ending Balance
Tides Center P.O. Box 29907 San Francisco, CA 94129-0907 <i>For its project, Generational Alliance.</i>	2	\$0	\$100,000	\$0	\$100,000	\$0
Tides Foundation Presidio Main Post, Building No. 37 P.O. Box 29903 San Francisco, CA 94129-0903 <i>For its Connect U.S. Fund.</i>	2	\$0	\$200,000	\$0	\$200,000	\$0
TIGRA Transnational Institute for Grassroots Research and Action 900 Alice Street, Suite 320 Oakland, CA 94607 <i>For its work with New York City organizations on its Remit4Change project.</i>	2	\$0	\$25,000	\$0	\$25,000	\$0
Truman National Security Project Educational Institute 1420 K Street, NW Suite 250 Washington, D.C. 20005 <i>For its Democracy and Human Rights Initiative.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0
Trustees of Tufts College Medford, MA 02155 <i>For the Global Economic Governance and Sustainable Development program of its Global Development and Environment Institute.</i>	1	\$0	\$200,000	\$0	\$100,000	\$100,000
Trustees of Tufts College Medford, MA 02155 <i>For its Global Development and Environment Institute's Social Science Library project.</i>	1	\$0	\$5,500	\$0	\$5,500	\$0
United Nations 1 United Nations Plaza New York, NY 10017 <i>For its program, the United Nations Conference on Trade and Development, for its analysis on emerging economies.</i>	2	\$0	\$50,000	\$0	\$50,000	\$0

ROCKEFELLER BROTHERS FUND, INC.
 13-1760186
 475 Riverside Drive, Suite 900
 New York, New York 10115

SCHEDULE 13
 FORM 990-PF
 YEAR 2011

Detail of Employee Matching Gifts

The Rockefeller Brothers Fund makes matching grants only to U.S. publicly supported organizations.

Date	Organization	Matching Gift Amount
2/10/2011	SHELBURNE MUSEUM	65.00
2/17/2011	NEW HAVEN MUSEUM	100.00
2/17/2011	DOCTORS WITHDUT BORDERS USA,IN	50.00
2/23/2011	INFINITE FAMILY	100.00
3/30/2011	BIDE AWEE	400.00
3/30/2011	STEPHEN PETRONIO DANCE COMPANY	250.00
3/30/2011	CASITA MARIA, INC.	200.00
4/20/2011	NEW YORK FOUNDATION FOR THE AR	250.00
4/27/2011	JAPAN CENTER FOR INTERNATIONAL	200.00
4/27/2011	NORTH AMERICAN BUTTERFLY	30.00
5/18/2011	CASITA MARIA, INC.	50.00
5/20/2011	PROJECT BREAD-THE WALK FOR HUN	100.00
5/25/2011	BALLET HISPANICO	200.00
6/1/2011	MARCH OF DIMES	50.00
6/8/2011	NATIONAL COUNCIL OF JEWISH WOM	68.00
6/15/2011	COMMIITEE AGAINST ANTI ASIAN	75.00
6/15/2011	JAPAN SOCIETY, INC.	500.00
6/15/2011	ALZHEIMER'S ASSOCIATION	100.00
7/6/2011	AMERICAN MUSEUM OF NATURAL HIS	30.00
7/27/2011	FOUNDATIONS FOR THE ADVANCEMEN	50.00
7/27/2011	EARTHJUSTICE	25.00
7/27/2011	CHESTER THEATRE GROUP	149.00
7/27/2011	HEOGEBROOK	300.00
7/27/2011	SAVE THE CHILDREN FEDERATION,	50.00
7/27/2011	TRINITY SCHOOL	1,000.00
7/27/2011	NATIONAL MOBILIZATION AGAINST	510.00
7/27/2011	KOKUA HAWAII FOUNDATION	50.00
7/27/2011	THE FOOTE SCHOOL	200.00
7/27/2011	MIDDLEBURY COLLEGE	2,000.00
8/3/2011	WNYC RADIO	74.00
8/3/2011	VETS4VETS	250.00
8/3/2011	NATIONAL COUNCIL OF JEWISH WOM	68.00
8/10/2011	PORT DEPOSIT HERITAGE CORPRAT	200.00
8/17/2011	VINEYARD ARTS PROJECT	250.00
8/17/2011	CECIL COLLEGE FOUNDATION	600.00
8/17/2011	THE NEW YORK METROPOLITAN OPER	35.00
9/7/2011	NEW YORK CITY AUDUBON SOCIETY,	50.00
9/7/2011	CONGREGATION BETH ISRAEL	500.00
9/7/2011	CASITA MARIA, INC.	1,500.00
9/14/2011	IYENGAR YOGA ASSOCIATION OF GR	130.00
9/14/2011	UNITED WAY OF NEW YORK CITY	25.00
9/28/2011	EASTERN SHORE PUBLIC LIBRARY	50.00
9/28/2011	GIRLS, INC.	50.00
9/28/2011	LYNDHURST	550.00
10/5/2011	INTERNATIONAL RESCUE COMMITTEE	100.00
10/13/2011	THE ATTIC ENSEMBLE, INC.	100.00
10/13/2011	RISING TIDE CAPITAL, INC.	1,000.00
10/13/2011	THE CONNECTION FUND, INC.	50.00
10/19/2011	FRIENDS OF CARITAS CUBANA	175.00
10/19/2011	SETON HALL UNIVERSITY	450.00
10/19/2011	THE COLLEGE OF WOOSTER	1,000.00
10/26/2011	THE VICTORIA SNELGROVE MEMORIC	70.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	50.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	100.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	50.00
11/10/2011	ST. FRANCIS FOOD PANTRIES AND	50.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	100.00

ROCKEFELLER BROTHERS FUND, INC.
 13-1760106
 475 Riverside Drive, Suite 800
 New York, New York 10116

SCHEDULE 13
 FORM 990-PF
 YEAR 2011

Detail of Employee Matching Gifts

The Rockefeller Brothers Fund makes matching grants only to U.S. publicly supported organizations.

Date	Organization	Matching Gift Amount
11/10/2011	SETON HALL UNIVERSITY	450.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	100.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	100.00
11/10/2011	AMERICAN CANCER SOCIETY	50.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	36.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	25.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	25.00
11/10/2011	SADOLE RIVER DAY SCHOOL	200.00
11/10/2011	THE LEUKEMIA & LYMPHOMA SOCIET	25.00
11/17/2011	UNITARIAN UNIVERSALIST FELLOWS	99.00
11/17/2011	SILENT ANIMAL VOICES ECHO, INC	200.00
11/30/2011	INTERFAITH NUTRITION NETWORK	100.00
11/30/2011	BETHANY BEACH VOLUNTEES FIRE D	25.00
11/30/2011	WESTCHESTER EXCEPTIONAL CHILDR	50.00
11/30/2011	BARROW MANISON DEVELOPMENT COR	50.00
11/30/2011	STONE BARNS CENTER FOR	75.00
12/20/2011	DEMOS	100.00
12/20/2011	NEW YORK CITY CENTER, INC.	100.00
12/20/2011	KIDS FROM WISCONSIN	100.00
12/20/2011	STONE EDUCATIONAL SYSTEMS, INC	2,700.00
12/20/2011	CENTER FOR RURAL STRATEGIES, I	500.00
12/20/2011	PRINCETON IN ASIA	500.00
12/20/2011	THE CHILDRENS ROOM	500.00
12/20/2011	INTERNATIONAL FUND FOR ANIMAL	100.00
12/20/2011	ANIMAL HAVEN INC.	50.00
12/20/2011	ISLAND DOG	500.00
12/20/2011	NEW YORK FOUNDATION FOR THE AR	625.00
12/20/2011	ST. JOHN VILLA ACADEMY	500.00
12/20/2011	FRANKLIN & MARSHALL COLLEGE	500.00
12/20/2011	HUDSON RIVER MUSEUM	250.00
12/31/2011	ARCHITECTURAL LEAGUE OF NEW YORK	200.00
12/31/2011	ALIEN COUNTY HISTORICAL SOCIETY	250.00
12/31/2011	BROWN UNIVERSITY	250.00
12/31/2011	ASIAN CULTURAL COUNCIL	500.00
12/31/2011	BOWDOIN COLLEGE	2,000.00
12/31/2011	TRINITY SCHOOL	1,000.00
12/31/2011	CENTER FOR LOBBYING	250.00
12/31/2011	PHILLIPS EXETER ACADEMY	350.00
12/31/2011	GOD'S LOVE WE DELIVER	20.00
12/31/2011	ALEXANDER ROBERTSON SCHOOL	100.00
12/31/2011	UNNAEAN SOCIETY OF NEW YORK	35.00
12/31/2011	IYENGAR YOGA ASSOCIATION OF GR	130.00
12/31/2011	MARCH OF DIMES	100.00
12/31/2011	LA ESCUELITA	400.00
12/31/2011	VERMONT COMMUNITY FOUNDATION	50.00
12/31/2011	GOD'S LOVE WE DELIVER	137.00
12/31/2011	CITY HARVEST	50.00
12/31/2011	CITY HARVEST	50.00
12/31/2011	NEW YORK PUBLIC RADIO	120.00
12/31/2011	FIRST BOOK	50.00
12/31/2011	RIDERS FOR HEALTH	50.00
12/31/2011	DOCTORS WITHOUT BORDERS USA,IN	100.00
12/31/2011	ST. LUKE'S ROOSEVELT CENTER	50.00
12/31/2011	YOUTH COURT OF DC	50.00
12/31/2011	COLUMBIA UNIVERSITY	2,000.00
12/31/2011	CENTER FOR EFFECTIVE PHILANTHROPY	500.00
12/31/2011	GOD'S LOVE WE DELIVER	25.00

ROCKEFELLER BROTHERS FUND, INC.
13-1760106
478 Riverside Drive, Suite 800
New York, New York 10115

SCHEDULE 13
FORM 990-PF
YEAR 2011

Detail of Employee Matching Gifts

The Rockefeller Brothers Fund makes matching grants only to U.S. publicly supported organizations.

Date	Organization	Matching Gift Amount
12/31/2011	DEMOS	500.00
12/31/2011	TRINITY SCHOOL	1,000.00
12/31/2011	EMMA WILLARD SCHOOL	500.00
12/31/2011	ST. JOSEPH HILL ACADEMY	500.00
12/31/2011	INDEPENDENT SECTOR	1,500.00
12/31/2011	GREATER HUDSON HERITAGE NETWORK	250.00
12/31/2011	GOD'S LOVE WE DELIVER	30.00
12/31/2011	NEW YORK CITY AUDUBON SOCIETY,	100.00
12/31/2011	THIRTEEN WNET	100.00
12/31/2011	INTERNATIONAL RESCUE COMMITTEE	100.00
12/31/2011	YALE UNIVERSITY	250.00
12/31/2011	NEW HAVEN MUSEUM	250.00
12/31/2011	STONE BARNS CENTER FOR AGRICULTURE	250.00
12/31/2011	SHELBURNE MUSEUM	2,500.00
	2011 Matching Gifts	<u>\$ 40,061.00</u>



ROCKEFELLER BROTHERS FUND, INC.
Financial Statements and Supplemental Schedule
December 31, 2011 and 2010
(With Independent Auditors' Report Thereon)



KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Board of Trustees
Rockefeller Brothers Fund, Inc.:

We have audited the accompanying statements of financial position of the Rockefeller Brothers Fund, Inc. (the Fund) as of December 31, 2011 and 2010, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Rockefeller Brothers Fund, Inc. as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of functional expenses is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the 2011 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of functional expenses is fairly stated in all material respects in relation to the 2011 financial statements as a whole.

KPMG LLP

July 17, 2012

ROCKEFELLER BROTHERS FUND, INC.

Statements of Financial Position

December 31, 2011 and 2010

Assets	<u>Principal Fund</u>	<u>Pocantico Fund</u>	<u>Pocantico II Fund</u>	<u>2011 RBF Funds</u>	<u>2010 RBF Funds</u>
Cash and cash equivalents	\$ 1,123,763	1,051	—	1,124,814	2,056,170
Accounts receivable	912,326	69,675	—	982,001	1,640,776
Contributions receivable	1,501,100	—	13,539,872	15,040,972	13,539,872
Investments	659,214,813	63,073,186	4,499,880	726,787,879	762,124,599
Program-related investments – real estate	510,000	—	—	510,000	510,000
Prepaid expenses	5,989	—	—	5,989	14,472
Fixed assets, net	6,552,276	800,651	—	7,352,927	9,492,146
Interfund	1,950,358	(2,258,337)	307,979	—	—
Total assets	\$ 671,770,625	61,686,226	18,347,731	751,804,582	789,378,035
Liabilities and Net Assets					
Liabilities:					
Accounts payable and accrued liabilities	\$ 7,549,642	1,827,630	451	9,377,723	7,683,774
Grants payable	6,990,106	—	—	6,990,106	7,349,377
Deferred taxes payable	2,462,989	228,245	17,771	2,709,005	1,294,207
Total liabilities	17,002,737	2,055,875	18,222	19,076,834	16,327,358
Commitments					
Net assets:					
Unrestricted	652,733,148	59,630,351	—	712,363,499	754,441,665
Temporarily restricted	2,034,740	—	10,434,509	12,469,249	10,714,012
Permanently restricted	—	—	7,895,000	7,895,000	7,895,000
Total net assets	654,767,888	59,630,351	18,329,509	732,727,748	773,050,677
Total liabilities and net assets	\$ 671,770,625	61,686,226	18,347,731	751,804,582	789,378,035

See accompanying notes to financial statements.

ROCKEFELLER BROTHERS FUND, INC.

Statements of Activities

Years ended December 31, 2011 and 2010

	Principal Fund	Pocantico Fund	Pocantico II Fund	2011 RBF Funds	2010 RBF Funds
Changes in unrestricted net assets:					
Operating revenues:					
Investment income	\$ 664,194	60,897	—	725,091	565,664
Other income	1,143,597	—	—	1,143,597	1,136,869
Contributions	7,350	—	—	7,350	6,500
Net assets released from restrictions	1,565,260	5,000	31,193	1,601,453	636,844
	<u>3,380,401</u>	<u>65,897</u>	<u>31,193</u>	<u>3,477,491</u>	<u>2,345,877</u>
Operating expenses:					
Direct charitable activities	1,304,778	4,322,985	—	5,627,763	5,752,223
Program and grant management	33,439,731	—	—	33,439,731	28,030,708
Investment management	2,718,995	209,837	16,147	2,944,979	2,804,641
General management	5,960,799	662,902	—	6,623,701	6,312,400
Federal excise and other taxes	2,012,013	262,847	15,046	2,289,906	864,183
	<u>45,436,316</u>	<u>5,458,571</u>	<u>31,193</u>	<u>50,926,080</u>	<u>43,764,155</u>
Deficiency of operating revenues over operating expenses	<u>(42,055,915)</u>	<u>(5,392,674)</u>	<u>—</u>	<u>(47,448,589)</u>	<u>(41,418,278)</u>
Nonoperating activities:					
Net realized and unrealized gain on investments	6,252,328	576,895	—	6,829,223	105,450,872
Amounts not yet recognized as a component of net periodic benefit cost	(1,291,088)	(167,712)	—	(1,458,800)	(1,947,697)
	<u>4,961,240</u>	<u>409,183</u>	<u>—</u>	<u>5,370,423</u>	<u>103,503,175</u>
(Decrease) increase in unrestricted net assets	<u>(37,094,675)</u>	<u>(4,983,491)</u>	<u>—</u>	<u>(42,078,166)</u>	<u>62,084,897</u>
Changes in temporarily restricted net assets:					
Investment income	—	—	4,936	4,936	3,634
Contributions	3,300,000	5,000	—	3,305,000	765,500
Net realized and unrealized gain on investments	—	—	46,754	46,754	679,298
Net assets released from restrictions	(1,565,260)	(5,000)	(31,193)	(1,601,453)	(636,844)
Increase in temporarily restricted net assets	<u>1,734,740</u>	<u>—</u>	<u>20,497</u>	<u>1,755,237</u>	<u>811,588</u>
(Decrease) increase in net assets	<u>(35,359,935)</u>	<u>(4,983,491)</u>	<u>20,497</u>	<u>(40,322,929)</u>	<u>62,896,485</u>
Net assets:					
Beginning of year	<u>690,127,823</u>	<u>64,613,842</u>	<u>18,309,012</u>	<u>773,050,677</u>	<u>710,154,192</u>
End of year	<u>\$ 654,767,888</u>	<u>59,630,351</u>	<u>18,329,509</u>	<u>732,727,748</u>	<u>773,050,677</u>

See accompanying notes to financial statements.

ROCKEFELLER BROTHERS FUND, INC.

Statements of Cash Flows

Years ended December 31, 2011 and 2010

	2011	2010
Cash flows from operating activities:		
(Decrease) increase in net assets	\$ (40,322,929)	62,896,485
Adjustments to reconcile (decrease) increase in net assets to net cash used in operating activities:		
Net realized and unrealized gain on investments	(6,875,977)	(106,130,170)
Amount not yet recognized as a component of net periodic benefit cost	1,458,800	1,947,697
Depreciation and amortization	2,506,926	2,525,527
Changes in operating assets and liabilities:		
Accounts receivable	658,775	(165,666)
Contributions receivable	(1,501,100)	—
Interest and dividends receivable	—	2,038
Prepaid expenses	8,483	(9,358)
Grants payable	(359,271)	(5,535,932)
Accounts payable and accrued liabilities	235,149	366,786
Deferred taxes payable	1,414,798	852,266
Net cash used in operating activities	(42,776,346)	(43,250,327)
Cash flows from investing activities:		
Proceeds from sales of investments	245,777,952	299,733,920
Purchases of investments	(203,565,255)	(254,642,613)
Purchases of fixed assets	(367,707)	(513,710)
Net cash provided by investing activities	41,844,990	44,577,597
Net (decrease) increase in cash and cash equivalents	(931,356)	1,327,270
Cash and cash equivalents at beginning of year	2,056,170	728,900
Cash and cash equivalents at end of year	\$ 1,124,814	2,056,170
Supplemental disclosure of cash flow information:		
Cash paid for taxes	\$ 77,689	60,620

See accompanying notes to financial statements.

ROCKEFELLER BROTHERS FUND, INC.

Notes to Financial Statements

December 31, 2011 and 2010

(1) Organizations and Purpose

Rockefeller Brothers Fund, Inc. (the Fund) is a not-for-profit, charitable corporation existing under the New York State not-for-profit corporation law and is classified as a private foundation as defined in the Internal Revenue Code (the Code). In 1999, the Fund merged with the Charles E. Culpeper Foundation (Culpeper), a private, grant making corporation founded in New York. Under the terms of the merger, the Fund received all of the assets of Culpeper with a fair value of approximately \$212,000,000, consisting principally of investments, cash, and cash equivalents. In addition, four members of Culpeper's board of trustees were elected to the Fund's board of trustees. The Fund's principal purpose is to make grants to local, national, and overseas philanthropic organizations. The Fund has also provided fellowships for aspiring teachers of color and scholarships for medical science and research.

The board of trustees has established the following special-purpose funds. Funding of these special-purpose funds has come from transfers from the Principal Fund, as well as donor contributions.

Pocantico Fund – For the preservation, maintenance, and operation of the Pocantico Historic Area at Pocantico Hills, New York, as a conference center and a historic park benefiting the public.

Pocantico II Fund – For the perpetual maintenance of the Playhouse parcel at the Pocantico Historic Area when ownership of that parcel passes to a charitable organization.

(2) Summary of Significant Accounting Policies

The financial statements of the Fund have been prepared on the accrual basis. The significant accounting policies followed are described below:

(a) *Principles of Combination*

The statements of financial position and statements of activities separately break out the special-purpose funds. All significant interfund and interorganizational balances and transactions are eliminated in combination.

The Fund considers net realized and unrealized gains and losses on investments, amounts not yet recognized as a component of net periodic benefit cost, and other nonrecurring activities to be nonoperating activities.

(b) *Basis of Presentation*

Net assets and revenues, gains, losses, and other support are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Fund and changes therein are classified and reported as follows:

Unrestricted net assets represent resources over which the board of trustees has full discretion with respect to use.

Temporarily restricted net assets represent expendable resources that have been time or purpose restricted by the donor. When a donor restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, temporarily restricted net assets are reclassified to

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unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Permanently restricted net assets represent contributions and other gifts that require that the corpus be maintained intact and that only the income be used as designated by the donor. Such income is reflected in the statements of activities as temporarily restricted until appropriated for expenditure.

Revenues are reported as increases in unrestricted net assets unless their use is limited by donor-imposed restrictions. Expenses are recorded as decreases in unrestricted net assets. Gains and losses on assets or liabilities are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law.

(c) *Fair Value Measurement*

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Fund has established a fair value hierarchy, which uses the following three levels of inputs to measure fair value:

- Level 1: Quoted prices in active markets for identical assets or liabilities
- Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liabilities

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of timing, amount of expected future cash flows, and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial asset. In addition, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset. Potential taxes and other expenses that would be incurred in an actual sale or settlement are not reflected in the amounts disclosed.

(d) *Investments*

Investments in marketable securities are carried at quoted market prices. Unrealized gains or losses are determined using quoted market prices at the respective balance sheet dates. Security costs are determined on a first-in, first-out basis. Investments are recorded on a trade-date basis.

The Fund follows the provisions of Accounting Standards Update (ASU) No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12), to certain investments in funds that do not have readily determinable fair values including private investments, hedge funds, real estate, and other funds. ASU 2009-12 allows for the estimation of the

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fair value of investments in investment companies for which the investment does not have a readily determinable fair value using net asset value per share or its equivalent, as provided by the investment managers.

Most investments classified in Levels 2 and 3 consist of shares or units in investment funds as opposed to direct interests in the Fund's underlying holdings, which may be marketable. Because the net asset value reported by each fund is used as a practical expedient to estimate fair value of the Fund's interest therein, its classification in Level 2 or 3 is based on the Fund's ability to redeem its interest at or near December 31. If the interest can be redeemed in the near term, the investment is classified as Level 2. The classification of investments in the fair value hierarchy is not necessarily an indication of the risks, liquidity, or degree of difficulty in estimating the fair value of each investment's underlying assets and liabilities.

Investments in alternative investments that are not readily marketable are reported in the financial statements based upon the underlying net asset value (or partner's capital) of each investment, which is estimated at fair value by the fund managers or general partners, respectively. The Fund reviews and evaluates the values provided by the fund managers and general partners, and agrees with the valuation methods and assumptions used in determining the fair value of the underlying net assets (or partner's capital).

Investments of the Principal Fund, Pocantico Fund, and Pocantico II Fund are pooled; interest and dividend income and realized and unrealized gains or losses are allocated to each fund using the unitized investment method.

(e) Grants Payable

Grants are recorded at the time of approval by the trustees and notification to the recipient (note 8).

(f) Tax Status

The Fund is exempt from federal income tax under Section 501(c)(3) of the Code and has been classified as a "private foundation." Provision has been made for the federal excise tax on investment income.

The Fund follows the provisions of Accounting Standards Codification (ASC) Subtopic 740-10, *Accounting for Income Taxes*, which addresses the accounting for uncertainties in income taxes recognized in an organization's financial statements and prescribes a threshold or more likely than not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. ASC Subtopic 740-10 also provides related guidance on measurement, classification, interest and penalties, and disclosures. The Fund has concluded that there were no uncertainties to disclose.

(g) Fixed Assets

The Fund capitalizes fixed assets, which include leasehold improvements, office equipment, and computer equipment and software. Depreciation and amortization of fixed assets are provided over the following estimated useful service lives: leasehold improvements: shorter of useful life or life of lease; office equipment: seven years; computer equipment: four years; and computer software:

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three years. Fixed assets are presented net of accumulated depreciation and amortization of approximately \$25,700,000 and \$23,400,000 at December 31, 2011 and 2010, respectively.

(h) Contributions

Contributions, including unconditional promises to give, are recognized in the period received and are considered to be available for unrestricted use unless specifically restricted by the donor.

(i) Cash and Cash Equivalents

The Fund considers all highly liquid debt instruments purchased with original maturities of three months or less to be cash equivalents, except for those short-term investments managed by the investment managers as part of its long-term investment strategy.

(j) Functional Expenses

The Fund reports expenses on a functional basis, with all expenses charged either to a particular program or supporting service. Direct charitable activities and program and grant management comprise the Fund's program-related expenses and investment management and general management comprise the supporting activity expenses. Direct charitable activities include technical assistance provided to other charitable organizations, service of Fund staff on boards and committees of such organizations, and the costs of certain program-related projects undertaken directly by the Fund rather than through grants, including stewardship of the Pocantico Historic Area and conference activity at the Pocantico Conference Center. Overhead expenses, including occupancy, telephone, and insurance, are allocated to functional areas based upon space used or actual usage, if specifically identifiable. The allocation of salary and related expenses for management and supervision of program service functions is made by management based on the estimated time spent by staff in the various program service functions.

(k) Use of Estimates

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

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(3) Investments

The following tables present the Fund's fair value hierarchy for those assets and liabilities measured at fair value as of December 31, 2011 and 2010. At December 31, 2011 and 2010, Level 3 assets comprised approximately 45% and 48%, respectively, of the Fund's total investment portfolio fair value.

	December 31, 2011			
	Fair value	Level 1	Level 2	Level 3
Financial assets:				
Investments:				
Fixed income hedge funds (a)	\$ 40,899,741	—	15,113,950	25,785,791
Equity long/short hedge funds (b)	269,952,130	—	239,695,827	30,256,303
Multistrategy hedge funds (c)	113,536,720	—	103,618,426	9,918,294
Private equity funds (d)	244,975,219	—	—	244,975,219
Real estate (e)	15,321,285	—	—	15,321,285
U.S. Treasuries	15,474,712	15,474,712	—	—
Cash and cash equivalents	26,628,072	26,628,072	—	—
	<u>\$ 726,787,879</u>	<u>42,102,784</u>	<u>358,428,203</u>	<u>326,256,892</u>

	December 31, 2010			
	Fair value	Level 1	Level 2	Level 3
Financial assets:				
Investments:				
Fixed income hedge funds (a)	\$ 36,075,539	—	14,108,137	21,967,402
Equity long/short hedge funds (b)	271,819,381	—	231,666,196	40,153,185
Multistrategy hedge funds (c)	121,615,645	—	105,341,953	16,273,692
Private equity funds (d)	270,657,594	—	—	270,657,594
Real estate (e)	16,336,574	—	—	16,336,574
U.S. Treasuries	14,319,063	—	14,319,063	—
Cash and cash equivalents	31,300,803	31,300,803	—	—
	<u>\$ 762,124,599</u>	<u>31,300,803</u>	<u>365,435,349</u>	<u>365,388,447</u>

In 2010, U.S. Treasuries were considered Level 2 while in 2011, they are considered Level 1. In 2011, there was a transfer from Level 3 to Level 2 as a result of the expiration of certain lockup provisions. The Fund had no other significant transfers between Level 1, Level 2, and Level 3 for the year ended December 31, 2011.

(a) This class includes hedge funds that invest in fixed income and currency markets.

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- (b) This class includes hedge funds that invest in both long and short in primarily U.S. common stocks. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stocks, and from a net long position to a net short position.
- (c) This class invests in multiple strategies to diversify risks and reduce volatility. Investments include U.S. common stocks, credit, arbitrage, and event-driven markets.
- (d) This class includes private equity funds that invest primarily in private equity markets. At December 31, 2011 and 2010, there were \$93,000,000 and \$84,100,000, respectively, of unfunded commitments in relation to these funds.
- (e) This class includes private equity funds that invest primarily in commercial real estate.

The redeemable alternative investment funds included in the Fund's investment portfolio at December 31, 2011 are redeemable based on the following terms and conditions:

Daily, with no notice	\$ 15,654,180
Daily, with 10 days notice	23,155,543
Monthly, with 100 days notice	178,957,686
Quarterly, with 60 days notice	11,427,176
Quarterly, with 90 days notice	103,618,426
Quarterly, with 120 days notice	41,089,904
Annually, with 180 days notice	38,553,153
Redemption every 2 years, with 60 days notice	29,002,070
Redemption every 2 years, with 100 days notice	6,194,532
Redemption of 1/3 annually, with 65 days notice	9,918,294
Redemption of 1/3 annually, with 90 days notice	25,785,791
	<u>\$ 483,356,755</u>

The nonredeemable alternative investment funds included in the Fund's investment portfolio at December 31, 2011 have the following estimated remaining lives:

2012 – 2015	\$ 109,859,596
2016 – 2019	18,722,994
2020 – 2032	88,220,462
	<u>\$ 216,803,052</u>

The following tables present reconciliations for all Level 3 assets measured at fair value for the periods January 1, 2011 to December 31, 2011 and January 1, 2010 to December 31, 2010:

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	Level 3 assets					
	Fixed income hedge funds	Equity long/short hedge funds	Multistrategy hedge funds	Private equity funds	Real estate	Total
Financial assets:						
Fair value at January 1, 2010	\$ 25,635,940	34,426,366	15,137,238	233,018,379	15,741,652	323,959,575
Realized and unrealized gains and losses, net	777,368	5,705,133	(1,066,671)	44,038,658	(548,661)	48,905,827
Purchases and settlements, net	<u>(4,445,906)</u>	<u>21,686</u>	<u>2,203,125</u>	<u>(6,399,443)</u>	<u>1,143,583</u>	<u>(7,476,955)</u>
Fair value at December 31, 2010	\$ 21,967,402	40,153,185	16,273,692	270,657,594	16,336,574	365,388,447
Realized and unrealized gains and losses, net	3,818,389	1,530,294	(1,138,621)	19,535,780	(244,247)	23,501,595
Purchases	—	—	764,100	47,099,505	302,594	48,166,199
Settlements	—	—	(5,980,877)	(92,317,660)	(1,073,636)	(99,372,173)
Transfer to Level 2	—	<u>(11,427,176)</u>	—	—	—	<u>(11,427,176)</u>
Fair value at December 31, 2011	\$ <u>25,785,791</u>	<u>30,256,303</u>	<u>9,918,294</u>	<u>244,975,219</u>	<u>15,321,285</u>	<u>326,256,892</u>

As a result of its investing strategies, the Fund is a party to a variety of financial instruments. These financial instruments may include fixed income, foreign currency futures and options contracts, foreign currency forwards, and interest rate cap and floor contracts. Much of the Fund's off-balance-sheet exposure represents strategies that are designed to reduce the interest rate and market risk inherent in portions of the Fund's investment program. Changes in the market values of these financial instruments are recognized currently in the statements of activities.

Financial instruments such as those described above involve, to varying degrees, elements of market risk and credit risk in excess of the amounts recorded on the statements of financial position. Market risk represents the potential loss the Fund faces due to the decrease in the value of financial instruments. Credit risk represents the maximum potential loss the Fund faces due to possible nonperformance by obligors and counterparties of the terms of their contracts.

(4) Endowment Funds

The Fund has a board-designated endowment fund and permanently restricted funds.

The board of trustees of the Fund has established special-purpose funds (note 1), which constitute the Fund's board-designated endowment. Of these special-purpose funds, the net assets of the Principal Fund, excluding \$2,034,740 in temporarily restricted net assets, and Pocantico Fund constitute unrestricted funds, which amounted to \$712,363,499 and \$754,441,665 in 2011 and 2010, respectively. The Pocantico II Fund, which was established in 1999 through a pledge by one donor in the amount of \$8 million, for purposes of perpetual maintenance of the Playhouse Parcel at the Pocantico Historic Area, includes both permanently restricted and temporarily restricted endowment funds. The permanently restricted portion reflects matching grants of Rockefeller family members to the original pledge and includes net assets of \$7,895,000 in 2011 and 2010. The temporarily restricted portion reflects the original pledge, as well as income and appreciation earned on both the permanently restricted and temporarily restricted portions, and includes net assets of \$10,434,509 and \$10,414,012 in 2011 and 2010, respectively.

The Fund sets its annual spending policy by considering the Fund's long-term financial objectives, determining a rate of annual spending that would align with those long-term objectives, and choosing a

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formula that could be used consistently over a period of years to set the annual spending amount. Each year, the board of trustees establishes an annual budget using a spending model derived from a three-year average market value base, and considering the expected annual payout requirements as mandated by federal regulations and monitoring the impact of actual market trends during the year to make adjustments to spending as necessary.

The board of trustees of the Fund has interpreted the New York Prudent Management of Institutional Funds Act (NYPMIFA) as allowing the Fund to appropriate for expenditure or accumulate so much of an endowment fund as the Fund determines is prudent for the uses, benefits, purposes and duration under which the endowment fund is established, subject to the intent of the donor as expressed in the gift instrument. Unless stated otherwise in the gift instrument, the assets in an endowment fund shall be donor-restricted assets until appropriated for expenditure by the Board of Trustees. The Fund has classified as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment and (b) the original value of subsequent gifts to the permanent endowment. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Fund in a manner consistent with the standard of prudence prescribed by NYPMIFA.

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The Fund had the following endowment-related activities for the years ended December 31, 2011 and 2010, respectively:

	<u>Board- designated endowment funds</u>	<u>Temporarily restricted</u>	<u>Permanently restricted</u>	<u>Total</u>
Endowment net assets at January 1, 2010	\$ 692,356,768	9,752,424	7,895,000	710,004,192
Investment return:				
Net investment income	565,664	3,634	—	569,298
Net appreciation	105,450,872	679,298	—	106,130,170
Contributions to endowment	6,500	—	—	6,500
Other income	1,136,869	—	—	1,136,869
Amounts appropriated for expenditure	<u>(45,075,008)</u>	<u>(21,344)</u>	<u>—</u>	<u>(45,096,352)</u>
Endowment net assets at December 31, 2010	\$ 754,441,665	10,414,012	7,895,000	772,750,677
Investment return:				
Net investment income	725,091	4,936	—	730,027
Net appreciation	6,829,223	46,754	—	6,875,977
Contributions to endowment	7,350	—	—	7,350
Other income	1,143,597	—	—	1,143,597
Amounts appropriated for expenditure	<u>(50,783,427)</u>	<u>(31,193)</u>	<u>—</u>	<u>(50,814,620)</u>
Endowment net assets at December 31, 2011	\$ <u>712,363,499</u>	<u>10,434,509</u>	<u>7,895,000</u>	<u>730,693,008</u>

(5) Program-Related Investments

The Fund's program-related investments have limited or no marketability, and include real estate that has been leased rent-free to a not-for-profit organization under the terms of an agreement, which expires in the year 2056. These investments are considered to be Level 3 assets under the fair value hierarchy at December 31, 2011 and 2010.

(6) Pension Plan

The Fund participates in the Retirement Income Plan for Employees of Rockefeller Brothers Fund, Inc., et al. (the Plan), a noncontributory defined benefit plan covering substantially all of its employees. Effective December 31, 2003, the Plan was frozen.

The Fund recognizes the funded status of its defined benefit pension and other postretirement plans as a net asset or liability and recognizes the changes in that funded status in the year in which the changes occur through a separate line within the change in unrestricted net assets, apart from expenses, to the extent those changes are not included in the net periodic cost. The funded status reported on the statements of financial

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position was measured as the difference between the fair value of plan assets and the benefit obligations as of December 31, 2011 and 2010.

The following tables set forth the Plan's funded status and amounts recognized in the financial statements at December 31, 2011 and 2010 (accounts payable and accrued liabilities):

	2011	2010
Accumulated benefit obligation/Projected benefit obligation for services rendered to date	\$ (7,225,254)	(6,169,531)
Plan assets at fair value	5,565,735	5,905,355
Funded status/(pension liability)	\$ (1,659,519)	(264,176)
	2011	2010
Net pension cost included the following components:		
Interest cost on projected benefit obligation	\$ 309,771	334,875
Service cost	28,000	—
Actual return on plan assets	(458,238)	(412,071)
Net amortization and deferral	110,165	56,302
Net periodic pension benefit (credit) cost	\$ (10,302)	(20,894)

The weighted average discount rates used in determining the actuarial present value of the projected benefit obligation were 4.06% in 2011 and 5.15% in 2010. The weighted average discount rates used in determining the period's benefit costs were 5.15% in 2011 and 5.75% in 2010. The expected long-term rate of return on assets was 8% in 2011 and 2010. Amortization of unrecognized prior service cost was \$134,111 in 2011 and \$150,308 in 2010. In 2011, the Fund contributed \$28,243 to the Plan.

The plan assets are currently invested in mutual funds, with an allocation of 65% equity and 35% debt securities and are considered Level 1 in the fair value hierarchy. The Fund's investment goal is to obtain a competitive risk-adjusted return on the pension plan assets commensurate with prudent investment practices and the Plan's responsibility to provide retirement benefits for its participants, retirees, and their beneficiaries. The Plan's asset allocation targets are strategic and long term in nature and are designed to take advantage of the risk reducing impacts of asset class diversification. Investments within each asset category are further diversified with regard to investment style and concentration of holdings.

The accumulated amount not yet recognized as a component of net periodic benefit cost was \$2,892,750 and \$1,458,862 at December 31, 2011 and 2010, respectively. The net actuarial loss and prior service cost that will be amortized into net periodic benefit cost in 2012 are approximately \$307,000.

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The anticipated benefit payments for the next 10 years are as follows:

Years ending December 31:		
2012	\$	337,000
2013		353,000
2014		414,000
2015		420,000
2016		446,000
2017 – 2021		2,300,000

(7) Postretirement Healthcare Benefits

In addition to providing pension benefits, the Fund provides certain healthcare benefits for retired employees. Substantially all of the Fund's employees may become eligible for these benefits if they reach age 55 while employed by the Fund and have accumulated at least five years of service. Such benefits are provided through an insurance company.

The following table sets forth the Plan's status as of December 31, 2011 and 2010:

		<u>2011</u>	<u>2010</u>
Accumulated postretirement benefit obligations (APBO) included in accounts payable and accrued liabilities	\$	6,928,150	6,393,729

The net periodic postretirement benefit cost included the following components as of December 31, 2011 and 2010:

		<u>2011</u>	<u>2010</u>
Service cost	\$	251,757	181,394
Interest cost		309,212	269,635
Amortization of unrecognized loss		185,225	117,309
Net periodic postretirement benefit cost	\$	<u>746,194</u>	<u>568,338</u>

Actual retiree premiums paid by the Fund during 2011 and 2010 amounted to \$236,685 and \$229,006, respectively.

The discount rate assumed in determining the APBO was 4.30% in 2011 and 5.50% in 2010. The weighted average discount rates used in determining the period's benefit costs were 5.50% in 2011 and 6.00% in 2010. The medical cost trend rate assumed was 10%, declining to 5% over a five-year period for 2011 and 2010. Increasing the assumed medical cost trend rate by 1% each year would result in increases in both the APBO and the net periodic postretirement cost of approximately \$1,199,900 and \$103,860 in 2011 and \$1,016,000 and \$76,000 in 2010, respectively. Decreasing the assumed medical cost trend rate by 1% each year would result in decreases in both the APBO and the net periodic postretirement cost of approximately \$965,409 and \$82,979 in 2011 and \$830,000 and \$62,000 in 2010, respectively.

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The anticipated benefit payments for the next 10 years are as follows:

Years ending December 31:		
2012	\$	197,000
2013		214,000
2014		242,000
2015		257,000
2016		277,000
2017 – 2021		1,818,000

The accumulated amount not yet recognized as a component of net periodic benefit cost was \$3,147,578 and \$3,122,666 at December 31, 2011 and 2010, respectively. The net actuarial loss that will be amortized into net periodic benefit cost in 2012 is approximately \$243,000.

(8) Reconciliation of Grants Awarded

The following table reconciles grants awarded and grants paid during 2011 and 2010:

Grants payable, December 31, 2009	\$	12,885,309
Grants awarded 2010		22,468,398
Grants paid 2010		<u>(28,004,330)</u>
Grants payable, December 31, 2010		7,349,377
Grants awarded 2011		27,944,194
Grants paid 2011		<u>(28,303,465)</u>
Grants payable, December 31, 2011	\$	<u><u>6,990,106</u></u>

The Fund estimates that the grants payable balance as of December 31, 2011 will be paid as follows:

Year ending December 31:		
2012	\$	6,510,106
2013		<u>480,000</u>
Total	\$	<u><u>6,990,106</u></u>

The net present value of grants payable is not materially different from amounts committed to be paid.

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(9) Related-Party Transactions

The Fund was reimbursed for the cost of certain expenditures, which may include a proportionate share of direct and indirect compensation for accounting, human resource, and operations department staff; information technology services; occupancy; capital expenditures; employee benefits; and consultant and legal fees related to employee benefits issues from various related parties as presented in the following table at December 31, 2011 and 2010, respectively:

	<u>2011</u>	<u>2010</u>
Rockefeller Philanthropy Advisors	\$ 13,700	1,092,000
Rockefeller Archive Center	563,000	452,000
Rockefeller Family Fund, Inc.	453,900	427,500
David Rockefeller Fund	23,870	23,560
	<u>\$ 1,054,470</u>	<u>1,995,060</u>

During 2011, the Fund made three grant appropriations to Rockefeller Philanthropy Advisors: one in the amount of \$200,000 designated as a contribution to its Climate Reality Project; one in the amount of \$25,000 designated as a contribution for its Sustainable Endowments Institute's project Billion Dollar Green Challenge; and one in the amount of \$100,000 designated as a contribution for its D5 Initiative. In 2010, the Fund made a grant to the Rockefeller Family Fund, Inc. in the amount of \$100,000 for its program fund for voter registration modernization.

During 2011, the Fund received three contributions from Rockefeller Philanthropy Advisors totaling \$7,250 and designated for general support. In 2011, the Fund received a pledge from David Rockefeller, committing \$2.5 million to help support Egypt-led initiatives to organize civic education, democratic participation, and similar efforts. Relating to this pledge, \$1 million was received during 2011, and \$1.5 million is expected to be received during 2012.

The Fund paid fees of approximately \$1,230,000 and \$1,277,000 in 2011 and 2010, respectively, for maintenance of the Pocantico properties to Greenrock Corporation, which is wholly owned by Rockefeller family members.

(10) Federal Taxes

As a private foundation, the Fund is assessed an excise tax under the Code. The provision for federal excise tax consists of a current provision on realized net investment income and a deferred provision on unrealized appreciation of investments. This tax is generally equal to 2%; however, it is reduced to 1% if a foundation meets certain distribution requirements under Section 4940(e) of the Code. The Fund provided for excise taxes at the rate of 2% and 1% in 2011 and 2010, respectively. The Fund's overpayment of excise taxes during 2008 resulted in a credit of \$1,021,954, which was applied against 2010 excise taxes, with a balance remaining in the amount of \$796,376 to be applied against the Fund's 2011 tax obligation. As a result, the Fund was not required to pay estimated excise taxes during 2011 or 2010. The federal excise tax expenses included in the accompanying financial statements were approximately \$683,000 and \$212,000 in 2011 and 2010, respectively. Excise tax receivables of approximately \$113,400 and \$810,000 have been reflected during 2011 and 2010, respectively, in accounts receivable in the accompanying

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financial statements. In 2011 and 2010, respectively, deferred tax liabilities of \$2,709,005 and \$1,294,207 were included in federal excise and other taxes in the accompanying financial statements.

(11) Commitments

The Fund, together with its affiliates, occupies office facilities that provide for annual minimum rental commitments excluding escalation as follows:

2012	\$	2,335,000
2013		570,000
2014		570,000
2015		570,000
2016		570,000
2017 – 2023		3,990,000

The Fund has a lease agreement which became effective January 1, 1998, for space the Fund occupied until June 2009. The terms of this lease expire in December 2012; however, the Fund has entered into an early termination agreement to vacate one floor on July 31, 2012. Portions of this space have been subleased through 2012. Approximately \$1,099,000 is expected to be received each year through the end of the sublease agreements (2012). On January 1, 2009, the Fund entered into a new lease agreement and relocated its offices in June 2009. Portions of this space are occupied by affiliated nonprofits; approximately \$146,000 is reimbursed each year by these entities. The terms of the lease for this location expire on December 31, 2023, with one five-year renewal option.

In 2004, the Fund received notice of a demand that it return amounts claimed as overpayments to the Fund in 1995 and 1996 as part of its liquidation of an investment in a certain partnership. The amount of the claim approximates \$2.3 million. Since legal issues underlying this claim are complex and a fair estimate of the potential liability cannot be presently determined, no amount for the claim has been included in these financial statements.

On January 1, 1992, the Fund entered into a formal arrangement with the National Trust for Historic Preservation in the United States, whereby the Fund assumes the costs associated with maintenance and operations of the Pocantico Historic Area, including all utilities, real estate and other taxes, and impositions assessed against the property. In 2011 and 2010, these costs aggregated approximately \$1,623,000 and \$1,781,000, respectively. Under the same agreement, the Fund agreed to conduct a program of public visitation of the Pocantico Historic Area. Historic Hudson Valley was engaged by the Fund to operate this program on its behalf. The public visitation program commenced in April 1994.

Pursuant to its limited partnership agreements, the Fund is committed to invest approximately \$93,000,000 as of December 31, 2011.

ROCKEFELLER BROTHERS FUND, INC.

Notes to Financial Statements

December 31, 2011 and 2010

(12) Subsequent Events

In connection with the preparation of the financial statements, the Fund evaluated subsequent events after the balance sheet date of December 31, 2011 through July 17, 2012, which was the date the financial statements were available to be issued, and determined that there were no additional matters that are required to be disclosed.

ROCKEFELLER BROTHERS FUND, INC.

Supplemental Schedule of Functional Expenses

Year ended December 31, 2011

(with summarized financial information for the year ended December 31, 2010)

	Direct charitable activities		Subtotal	Program and grant management	Investment management	General management and federal excise and other taxes	2011 RBF Funds	2010 RBF Funds
	Principal Fund	Pocantico Fund						
Salaries and employee benefits:								
Salaries	390,083	778,493	1,168,576	1,954,042	195,863	2,195,433	5,513,914	5,395,064
Employee benefits	184,317	466,706	651,023	923,300	93,112	1,062,138	2,729,573	2,422,051
	574,400	1,245,199	1,819,599	2,877,342	288,975	3,257,571	8,243,487	7,817,115
Other expenses:								
Grants awarded	—	—	—	27,944,194	—	—	27,944,194	22,468,398
Federal excise and other taxes	—	—	—	—	—	2,289,906	2,289,906	864,183
Consultants fees	—	—	—	236,543	6,000	332,328	574,871	341,096
Investment services	—	—	—	—	2,333,018	—	2,333,018	2,466,170
Legal, audit, and professional fees	—	20,011	20,011	3,207	124,657	293,873	441,748	533,024
Travel	21,735	20,959	42,694	479,287	11,518	10,682	544,181	530,493
Rent and electricity	187,287	—	187,287	1,237,055	113,334	1,468,534	3,006,210	2,907,849
Program conferences and events	388,190	—	388,190	—	—	—	388,190	359,221
Facilities maintenance and operations	—	1,622,551	1,622,551	—	—	—	1,622,551	1,781,084
Telephone, facsimile, and internet	5,615	20,342	25,957	37,087	3,495	48,930	115,469	98,856
General office expenses	68,276	145,402	213,678	233,495	22,124	326,562	795,859	768,047
Publications	—	—	—	—	—	119,470	119,470	303,092
Depreciation and amortization	59,275	1,248,521	1,307,796	391,521	41,858	765,751	2,506,926	2,525,527
	1,304,778	4,322,985	5,627,763	33,439,731	2,944,979	8,913,607	50,926,080	43,764,155

See accompanying independent auditors' report.