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**Return of Private Foundation**

**Section 501(c)(3) exempt private foundation**

**THE DAVID ROCKEFELLER FUND, INC**

**437 MADISON AVENUE**

**37TH FLOOR**

**NEW YORK, NY 10022-7001**

---

**Name of organization**

**Type of organization**

- **Number and street (or P.O. box number if mail is not delivered to street address)**
  
- **Room/suite**

- **City or town, state and ZIP code**

- **Telephone number (see page 10 of the instructions)**

---

**Part I: Revenue and Expenses per Books**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contributions, gifts, grants, etc.</td>
<td>500,000</td>
</tr>
<tr>
<td>Distributions from split interest trusts</td>
<td>188</td>
</tr>
<tr>
<td>Interest on savings and temporary cash investments</td>
<td>135,952</td>
</tr>
<tr>
<td>Dividends and interest from securities</td>
<td>188</td>
</tr>
<tr>
<td>Gross rents</td>
<td></td>
</tr>
<tr>
<td>Net gain or (loss) from sale of assets</td>
<td>1,321,566</td>
</tr>
<tr>
<td>Capital gain net income (from Part II, line 10)</td>
<td></td>
</tr>
<tr>
<td>Net short-term capital gain</td>
<td></td>
</tr>
<tr>
<td>Income modifications</td>
<td></td>
</tr>
<tr>
<td>Gross sales less rentals and allowances</td>
<td></td>
</tr>
<tr>
<td>Less: Cost of goods sold</td>
<td></td>
</tr>
<tr>
<td>Gross profit or (loss) (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>Legal fees (attach schedule)</td>
<td>358,530</td>
</tr>
<tr>
<td>Accounting fees (attach schedule)</td>
<td>13,089</td>
</tr>
<tr>
<td>Other professional fees (attach schedule)</td>
<td>44,894</td>
</tr>
<tr>
<td>Interest</td>
<td>750</td>
</tr>
<tr>
<td>Depreciation (attach schedule)</td>
<td></td>
</tr>
<tr>
<td>Occupancy</td>
<td></td>
</tr>
<tr>
<td>Travel conferences and meetings</td>
<td></td>
</tr>
<tr>
<td>Printing and publications</td>
<td></td>
</tr>
<tr>
<td>Other expenses (attach schedule)</td>
<td>52,394</td>
</tr>
<tr>
<td>Total operating and administrative expenses</td>
<td></td>
</tr>
<tr>
<td>Add lines 13 through 23</td>
<td>120,727</td>
</tr>
<tr>
<td>Contributions, gifts, grants, paid</td>
<td>2,931,957</td>
</tr>
<tr>
<td>Total expenses and disbursements</td>
<td>3,053,684</td>
</tr>
<tr>
<td>Subtract line 26 from line 12</td>
<td></td>
</tr>
</tbody>
</table>

---

**Part II: Net Investment Income and Adjusted Net Income**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>(b) Revenue and expenses per books</td>
<td></td>
</tr>
<tr>
<td>Adjusted net income</td>
<td></td>
</tr>
<tr>
<td>(d) Disbursements for charitable purposes (cash basis only)</td>
<td></td>
</tr>
</tbody>
</table>

---

**For Paperwork Reduction Act Notice, see the instructions**

Form 990-PF (2001)
### Part II: Balance Sheets

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of year (a) Book Value</th>
<th>End of year (b) Book Value</th>
<th>End of year (c) Fair Market Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Cash - non-interest-bearing</td>
<td>13,834</td>
<td>20,441</td>
<td>20,441</td>
</tr>
<tr>
<td>2 Savings and temporary cash investments</td>
<td>13,153</td>
<td>27,562</td>
<td>27,562</td>
</tr>
<tr>
<td>3 Accounts receivable</td>
<td>▶</td>
<td>10,558</td>
<td>10,558</td>
</tr>
<tr>
<td>4 Pledges receivable</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Less allowance for doubtful accounts</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other notes and loans receivable (attach schedule)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Less allowance for doubtful accounts</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Inventories for sale or use</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Investments - U.S. and state government obligations (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Investments - corporate stock (attach schedule)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Investments - corporate bonds (attach schedule)</td>
<td>▶</td>
<td>4,715,000</td>
<td>3,500,000</td>
</tr>
<tr>
<td>c Investments - mortgage loans</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Investments - mortgage loans</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Investments - other (attach schedule)</td>
<td>▶</td>
<td>6,102,934</td>
<td>4,422,388</td>
</tr>
<tr>
<td>14 Land buildings and equipment (attach schedule)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 Other assets (describe ▶)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Total assets (to be completed by all filers - see page 16 of the instructions. Also, see page 1, item 1)</td>
<td>▶</td>
<td>10,844,921</td>
<td>7,980,949</td>
</tr>
<tr>
<td>17 Accounts payable and accrued expenses</td>
<td>▶</td>
<td>5,500</td>
<td>36,550</td>
</tr>
<tr>
<td>18 Grants payable</td>
<td>▶</td>
<td>1,500</td>
<td></td>
</tr>
<tr>
<td>19 Deferred revenue</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Other liabilities (describe ▶)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Mortgages and other notes payable (attach schedule)</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Total liabilities (add lines 17 through 22)</td>
<td>▶</td>
<td>5,500</td>
<td>38,050</td>
</tr>
<tr>
<td>Organizations that follow SFAS 117, check here ▶</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Unrestricted</td>
<td>▶</td>
<td>10,839,421</td>
<td>7,942,899</td>
</tr>
<tr>
<td>25 Temporarily restricted</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26 Permanently restricted</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Organizations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Capital stock, trust principal, or current funds</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>28 Paid-in or capital surplus or endowment - non-emp. fund</td>
<td>▶</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29 Total net assets or fund balances (see page 17 of the instructions)</td>
<td>▶</td>
<td>10,839,421</td>
<td>7,942,899</td>
</tr>
<tr>
<td>30 Total liabilities and net assets/fund balances (see page 17 of the instructions)</td>
<td>▶</td>
<td>10,844,921</td>
<td>7,980,949</td>
</tr>
</tbody>
</table>

### 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. 10,839,421
2. Enter amount from Part I, line 27a
   2. -2,695,154
3. Other increases not included in line 2 (itemize ▶)
   3. ▶
4. Add lines 1, 2, and 3
   4. 8,144,267
5. Decreases not included in line 2 (itemize ▶)
   5. SEE STATEMENT 8
   5. 201,368
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30
   6. 7,942,899
### Part IV  Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate 2-story brick warehouse, or common stock, 200 shs MLC Co)

<table>
<thead>
<tr>
<th>(b) How acquired</th>
<th>(c) Date acquired</th>
<th>(d) Date sold</th>
</tr>
</thead>
<tbody>
<tr>
<td>Purchase</td>
<td>(mo, day, yr)</td>
<td>(mo, day, yr)</td>
</tr>
<tr>
<td>Donation</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(e) Gross sales price</th>
<th>(f) Depreciation allowed (or allowable)</th>
<th>(g) Cost or other basis plus expense of sale</th>
<th>(h) Gain or (loss) (e) plus (f) minus (g)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(f) F.M.V. as of 12/31/69

<table>
<thead>
<tr>
<th>(j) Adjusted basis as of 12/31/69</th>
<th>(k) Excess of col (i) over col (j) if any</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(i) Gains (Col (h) gain minus col (k) but not less than -0-) or Losses (from col (h))

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

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 pages 13 and 17 of the instructions)
- If loss, enter -0- in Part I, line 8

### 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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? [ ] Yes [x] No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries.

<table>
<thead>
<tr>
<th>(a) Base period years Calendar year (or tax year beginning in)</th>
<th>(b) Adjusted qualifying distributions</th>
<th>(c) Net value of noncharitable-use assets</th>
<th>(d) Distribution ratio (col. (b) divided by col. (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>2000</td>
<td>484,065</td>
<td>10,191,311</td>
<td>0 04749781456</td>
</tr>
<tr>
<td>1999</td>
<td>370,476</td>
<td>8,058,070</td>
<td>0 04597577336</td>
</tr>
<tr>
<td>1998</td>
<td>229,625</td>
<td>4,819,522</td>
<td>0 04764476643</td>
</tr>
<tr>
<td>1997</td>
<td>212,413</td>
<td>4,500,519</td>
<td>0 04719744545</td>
</tr>
<tr>
<td>1996</td>
<td>168,824</td>
<td>3,922,036</td>
<td>0 04304498990</td>
</tr>
</tbody>
</table>

2 Total of line 1, column (d) . . .

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

4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4

- 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 on page 18.
Part VI  
Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the Instructions)

1. Exempt operating foundations described in section 4940(d)(2), check here □ and enter "N/A" on line 1
   Date of ruling letter:           (attach copy of ruling letter if necessary - see instructions)  
   b. Domestic organizations that meet the section 4940(e) requirements in Part V, check here: □ and enter 1% of Part I, line 27b  
   c. All other domestic organizations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)  
   2. Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only)  
   3. Add lines 1 and 2  
   4. Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only)  
   5. Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-  
   6. Credits/Payments  
   a. 2001 estimated tax payments and 2000 overpayment credited to 2001  
   b. Exempt foreign organizations - tax withheld at source  
   c. Tax paid with application for extension of time to file (Form 8868)  
   d. Backup withholding erroneously withheld  
   7. Total credits and payments Add lines 6a through 6d  
   8. Enter any penalty for underpayment of estimated tax. Check here □ if Form 2220 is attached  
   9. Tax due. If the total of lines 5 and 6 is more than line 7, enter amount owed □  
   10. Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid □  
   11. Enter the amount of line 10 to be credited to 2002 estimated tax □ Refunded □  

Part VIIA  
Statements Regarding Activities

1. During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?  
   a. Yes  
   b. No  
2. If "Yes," attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities  
3. Did the organization file Form 1120-POL for this year?  
   a. Yes  
   b. No  
4. Did the organization have unrelated business gross income of $1,000 or more during the year?  
   a. Yes  
   b. No  
5. Was there a liquidation, termination, dissolution or substantial contraction during the year?  
   a. Yes  
   b. No  
6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  
   a. By language in the governing instrument or  
   b. By state legislation that effectively amends the governing instrument so that no mandatory directions conflict with the state law remain in the governing instrument?  
   a. Yes  
   b. No  
7. Did the organization have at least $5,000 in assets at any time during the year?  
   a. Yes  
   b. No  
8. a. Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) □ NEW YORK  
   b. If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No" attach explanation  
   9. Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)?  
   a. Yes  
   b. No  
10. Did any persons become substantial contributors during the tax year?  
11. Did the organization comply with the public inspection requirements for its annual returns and exemption application?  
12. Web site address □ N/A  
13. The books are in care of □ GERALDINE WATSON  
   Located at □ 437 MADISON AVENUE, NEW YORK, NY  
   ZIP □  10022  
13. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here  
   and enter the amount of tax-exempt interest received or accrued during the year □  

Form 990-PF (2001)  
JSA  
1E1440 4 00
Part VI-B  Statements Regarding Activities for Which Form 4720 May Be Required

1a During the year did the organization (either directly or indirectly)
   (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ✗ No
   (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)
       a disqualified person? ✗ No
   (3) Furnish goods, services or facilities to (or accept them from) a disqualified person? ✗ No
   (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
       ✗ 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)? ✗ No
   (6) Agree to pay money or property to a government official? (Exception Check "No"
       if the organization agreed to make a grant to or to employ the official for a period
       after termination of government service, if terminating within 90 days) ✗ 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 page 19 of the instructions)? .
       Organizations relying on a current notice regarding disaster assistance check here ✗ No

   c Did the organization 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 2001? ✗ No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private
   operating foundation defined in section 4942(g)(3) or 4942(g)(5))
   a At the end of tax year 2001, did the organization have any undistributed income (lines 6d
      and 6e, Part XIII) for tax year(s) beginning before 2001? ✗ No
      If "Yes" list the years ➔
      b Are there any years listed in 2a for which the organization 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 page 19 of the instructions.) ✗ No
      c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a list the years here ➔

3a Did the organization hold more than a 2% direct or indirect interest in any business
   enterprise at any time during the year? ✗ No
   b If "Yes" did it have excess business holdings in 2001 as a result of (1) any purchase by the organization
      of disqualified persons after May 26 1999, (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 15-, 15- or 20-year first phase holding period? (Use Schedule C Form 4720, to determine
      if the organization had excess business holdings in 2001)
      ✗ No

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable
   purpose? ✗ No
   b Did the organization 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 2001? ✗ No

5a During the year did the organization pay or incur any amount to
   (1) Carry on propaganda or otherwise attempt to influence legislation (section 4945(e))? ✗ No
   (2) Influence the outcome of any specific public election (see section 4955) or to carry
       on, directly or indirectly, any voter registration drive? ✗ No
   (3) Provide a grant to an individual for travel study, or other similar purposes? ✗ 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)? ✗ 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? ✗ 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 page 20 of the instructions)?
      Organizations relying on a current notice regarding disaster assistance check here ➔
      c If the answer is "Yes," to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
      ✗ No

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

If you answered "Yes" to 6b also file Form 8870
### 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 page 20 of the instructions).

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title, and average hours per week devoted to position</th>
<th>(c) Compensation (if not paid, enter dashes)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>SEE STATEMENT 9</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
</tr>
</tbody>
</table>

2. Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). If none, enter "NONE.

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>-</td>
<td>-0-</td>
<td>-0-</td>
<td>-0-</td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000: ➔ NONE

3. Five highest-paid independent contractors for professional services - (see page 21 of the instructions). If none, enter "NONE.

<table>
<thead>
<tr>
<th>(a) Name and address of each person paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services: ➔ NONE

### 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.

1. NONE

2. NONE

3. NONE

4. NONE

Form 990-PF (2001)
**Part B** Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>NONE</td>
</tr>
<tr>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>

All other program-related investments See page 22 of the instructions

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>NONE</td>
</tr>
</tbody>
</table>

Total Add lines 1 through 3

**Part X** Minimum Investment Return (All domestic foundations must complete this part) Foreign foundations, see page 22 of the instructions

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes</td>
</tr>
<tr>
<td>a</td>
<td>Average monthly fair market value of securities</td>
</tr>
<tr>
<td>b</td>
<td>Average of monthly cash balances</td>
</tr>
<tr>
<td>c</td>
<td>Fair market value of all other assets (see page 22 of the instructions)</td>
</tr>
<tr>
<td>d</td>
<td>Total (add lines 1a, b, and c)</td>
</tr>
<tr>
<td>e</td>
<td>Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)</td>
</tr>
<tr>
<td>1e</td>
<td>5,508,820</td>
</tr>
<tr>
<td>1</td>
<td>Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes</td>
</tr>
<tr>
<td>1b</td>
<td>346,358</td>
</tr>
<tr>
<td>1c</td>
<td>3,500,000</td>
</tr>
<tr>
<td>1d</td>
<td>9,355,178</td>
</tr>
<tr>
<td>2</td>
<td>Acquisition indebtedness applicable to line 1 assets</td>
</tr>
<tr>
<td>2</td>
<td>NONE</td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2 from line 1d</td>
</tr>
<tr>
<td>3</td>
<td>9,355,178</td>
</tr>
<tr>
<td>4</td>
<td>Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)</td>
</tr>
<tr>
<td>4</td>
<td>140,328</td>
</tr>
<tr>
<td>5</td>
<td>Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4</td>
</tr>
<tr>
<td>5</td>
<td>9,214,850</td>
</tr>
<tr>
<td>6</td>
<td>Minimum investment return Enter 5% of line 5</td>
</tr>
<tr>
<td>6</td>
<td>460,743</td>
</tr>
</tbody>
</table>

**Part XI** Distributable Amount (see page 23 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Minimum investment return from Part X, line 6</td>
</tr>
<tr>
<td>1</td>
<td>460,743</td>
</tr>
<tr>
<td>2</td>
<td>Tax on investment income for 2001 from Part VI, line 5</td>
</tr>
<tr>
<td>a</td>
<td>Income tax for 2001 (This does not include the tax from Part VI)</td>
</tr>
<tr>
<td>b</td>
<td>Income distributions from section 4947(a)(2) trusts</td>
</tr>
<tr>
<td>c</td>
<td>Add lines 2a and 2b</td>
</tr>
<tr>
<td>2a</td>
<td>488</td>
</tr>
<tr>
<td>2b</td>
<td>488</td>
</tr>
<tr>
<td>2c</td>
<td>488</td>
</tr>
<tr>
<td>3</td>
<td>Distributable amount before adjustments Subtract line 2c from line 1</td>
</tr>
<tr>
<td>3</td>
<td>460,255</td>
</tr>
<tr>
<td>4</td>
<td>Recoveries of amounts treated as qualifying distributions</td>
</tr>
<tr>
<td>a</td>
<td>Income distributions from section 4947(a)(2) trusts</td>
</tr>
<tr>
<td>b</td>
<td>Add lines 4a and 4b</td>
</tr>
<tr>
<td>4a</td>
<td>NONE</td>
</tr>
<tr>
<td>4b</td>
<td>NONE</td>
</tr>
<tr>
<td>4c</td>
<td>NONE</td>
</tr>
<tr>
<td>5</td>
<td>Add lines 3 and 4c</td>
</tr>
<tr>
<td>5</td>
<td>460,255</td>
</tr>
<tr>
<td>6</td>
<td>Deduction from distributable amount (see page 23 of the instructions)</td>
</tr>
<tr>
<td>6</td>
<td>NONE</td>
</tr>
<tr>
<td>7</td>
<td>Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XII, line 1</td>
</tr>
<tr>
<td>7</td>
<td>460,255</td>
</tr>
</tbody>
</table>

**Part XII** Qualifying Distributions (see page 23 of the instructions)

<table>
<thead>
<tr>
<th></th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Amounts paid (including administrative expenses) to accomplish charitable, etc. purposes</td>
</tr>
<tr>
<td>a</td>
<td>Expenses, contributions, gifts, etc - total from Part I, column (d), line 26</td>
</tr>
<tr>
<td>b</td>
<td>Program-related investments - total from Part IX-B</td>
</tr>
<tr>
<td>1a</td>
<td>2,966,602</td>
</tr>
<tr>
<td>1b</td>
<td>NONE</td>
</tr>
<tr>
<td>2</td>
<td>Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes</td>
</tr>
<tr>
<td>2</td>
<td>NONE</td>
</tr>
<tr>
<td>3</td>
<td>Amounts set aside for specific charitable projects that satisfy the</td>
</tr>
<tr>
<td>a</td>
<td>Suitability test (prior IRS approval required)</td>
</tr>
<tr>
<td>b</td>
<td>Cash distribution test (attach the required schedule)</td>
</tr>
<tr>
<td>3a</td>
<td>NONE</td>
</tr>
<tr>
<td>3b</td>
<td>NONE</td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4</td>
</tr>
<tr>
<td>4</td>
<td>2,966,602</td>
</tr>
<tr>
<td>5</td>
<td>Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)</td>
</tr>
<tr>
<td>5</td>
<td>488</td>
</tr>
<tr>
<td>6</td>
<td>Adjusted qualifying distributions Subtract line 5 from line 4</td>
</tr>
<tr>
<td>6</td>
<td>2,966,114</td>
</tr>
</tbody>
</table>
### Part XIII  Undistributed Income (see page 24 of the instructions)

<table>
<thead>
<tr>
<th></th>
<th>(a) Corpore</th>
<th>(b) Years prior to 2000</th>
<th>(c) 2000</th>
<th>(d) 2001</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Distributable amount for 2001 from Part XI line 7</td>
<td></td>
<td></td>
<td>460,255</td>
</tr>
<tr>
<td>2</td>
<td>Undistributed income if any, as of the end of 2000</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>a Enter amount for 2000 only</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>b Total for prior years</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>3</td>
<td>Excess distributions carryover, if any to 2001</td>
<td></td>
<td></td>
<td>460,255</td>
</tr>
<tr>
<td></td>
<td>a From 1996</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>b From 1997</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>c From 1998</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>d From 1999</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>e From 2000</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>f Total of lines 3a through e</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>4</td>
<td>Qualifying distributions for 2001 from Part XII line 4</td>
<td>2,966,602</td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>a Applied to 2000, but not more than line 2a</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>b Applied to undistributed income of prior years (Election required see page 24 of the instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>c Treated as distributions out of corpus (Election required see page 24 of the instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>d Applied to 2001 distributable amount</td>
<td></td>
<td></td>
<td>460,255</td>
</tr>
<tr>
<td></td>
<td>e Remaining amount distributed out of corpus</td>
<td>2,506,347</td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>5</td>
<td>Excess distributions carryover applied to 2001 (if an amount appears in column (d), the same amount must be shown in column (a))</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>6</td>
<td>Enter the net total of each column as indicated below</td>
<td></td>
<td></td>
<td>2,506,347</td>
</tr>
<tr>
<td></td>
<td>a Corpus Add lines 3f, 4c, and 4e Subtract line 5</td>
<td></td>
<td></td>
<td>2,506,347</td>
</tr>
<tr>
<td></td>
<td>b Prior years undistributed income Subtract line 4b from line 2b</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>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</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>d Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td></td>
<td>e Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>7</td>
<td>Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>8</td>
<td>Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>9</td>
<td>Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)</td>
<td></td>
<td></td>
<td>NONE</td>
</tr>
<tr>
<td>10</td>
<td>Excess distributions carryover to 2002 Subtract lines 7 and 8 from line 6a</td>
<td>2,506,347</td>
<td></td>
<td>NONE</td>
</tr>
</tbody>
</table>

Form 990-PF (2001)
Part XIV  Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9)  NOT APPLICABLE

1  If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001 enter the date of the ruling .

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

2a  Enter the lesser of the adjusted net income from Part 1 or the minimum investment return from Part X for each year listed .

b  85% of line 2a .

c  Qualifying distributions from Part XI 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 and 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)(iv)

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, or royalties) .

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iv)

(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 page 26 of the 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, Gift, Loan, Scholarship, etc., Programs

Check here □ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

If the organization makes gifts, grants, etc. (see page 26 of the 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 STATEMENT 10

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

SEE STATEMENT 10

c  Any submission deadlines

SEE STATEMENT 10

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

SEE STATEMENT 10
### Part XV: Supplementary Information (continued)

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

<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>a Paid during the year</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>2,931,457</strong></td>
</tr>
<tr>
<td>SEE STATEMENT 11</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| | | | **3a** | **2,931,457** |
| **Total** | | | | |

| **b Approved for future payment** | | | | |
| SEE STATEMENT 11 | | | | **1,500** |

| | | | **3b** | **1,500** |
| **Total** | | | | |
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

<table>
<thead>
<tr>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
<th>Related or exempt function income (See page 26 of the instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Business code</td>
<td>(b) Amount</td>
<td>(c) Exclusion code</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1 Program service revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Membership dues and assessments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Interest on savings and temporary cash investments</td>
<td>14</td>
<td>188</td>
</tr>
<tr>
<td>4 Dividends and interest from securities</td>
<td>14</td>
<td>135,952</td>
</tr>
<tr>
<td>5 Net rental income or (loss) from real estate</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Not debt-financed property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Net rental income or (loss) from personal property</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other investment income</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Gain or (loss) from sales of assets other than inventory</td>
<td>10</td>
<td>-277,610</td>
</tr>
<tr>
<td>9 Net income or (loss) from special events</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Gross profit or (loss) from sales of inventory</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Other revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Subtotal Add columns (b), (d) and (e)</td>
<td></td>
<td>-141,470</td>
</tr>
<tr>
<td>13 Total Add line 12 columns (b), (d) and (e)</td>
<td></td>
<td>-141,470</td>
</tr>
</tbody>
</table>

(See worksheet in line 13 instructions on page 26 to verify calculations.)

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 27 of the instructions)

```
N/A
```
## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?

<table>
<thead>
<tr>
<th>(a) Item</th>
<th>Description</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Transfers from the reporting organization to a noncharitable exempt organization of</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Cash</td>
<td></td>
<td>1a(1)</td>
<td>X</td>
</tr>
<tr>
<td>(2) Other assets</td>
<td></td>
<td>1a(2)</td>
<td>X</td>
</tr>
<tr>
<td>b. Other Transactions</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Sale of assets to a noncharitable exempt organization</td>
<td></td>
<td>1b(1)</td>
<td>X</td>
</tr>
<tr>
<td>(2) Purchase of assets from a noncharitable exempt organization</td>
<td></td>
<td>1b(2)</td>
<td>X</td>
</tr>
<tr>
<td>(3) Rental of facilities, equipment, or other assets</td>
<td></td>
<td>1b(3)</td>
<td>X</td>
</tr>
<tr>
<td>(4) Reimbursement arrangements</td>
<td></td>
<td>1b(4)</td>
<td>X</td>
</tr>
<tr>
<td>(5) Loans or loan guarantees</td>
<td></td>
<td>1b(5)</td>
<td>X</td>
</tr>
<tr>
<td>(6) Performance of services or membership or fundraising solicitations</td>
<td></td>
<td>1b(6)</td>
<td>X</td>
</tr>
<tr>
<td>c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees</td>
<td></td>
<td>1c</td>
<td>X</td>
</tr>
</tbody>
</table>

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

   b. If "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

<table>
<thead>
<tr>
<th>(a) Line no</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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</tr>
</tbody>
</table>

---

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

**Preparer's Signature**: Thomas J. K., 11/14/02  
**Preparer's Title**: Executive Director

**Preparer's Information**

- **Firm's Name**: PRICEMAILER COOPERST LLP  
- **Address**: 1301 K STREET  
- **City**: WASHINGTON, DC  
- **Zip Code**: 22102-3811  
- **Phone Number**: 202.414.1000

**Preparer's SSN or PTIN**: 13-4008324  
**Paid Preparer's Referral**: If self-employed, address and ZIP code

**Preparer's Certification**:

- **Date**: 11-6-02  
- **Check if self-employed**: □

**Signature of officer or trustee**: [Signature]

**Date**: [Date]

**Paid Preparer's Referral**: [Name]

**Signature Date**: [Date]

**Preparer's SSN or PTIN**: [SSN or PTIN]
Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
Supplementary Information for line 1 of Form 990, 990-EZ and 990-PF (see Instructions)

Name of organization: THE DAVID ROCKEFELLER FUND, INC
Employer identification number: 13-3533359

Filers of
Form 990 or 990-EZ
☐ 501(c)( ) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
☐ 527 political organization
Form 990-PF
☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the General rule or a Special rule (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule - see instructions)

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

Special Rules -
☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year)

Caution: Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2001)
If a section 501(c)(7), (8), or (10) organization received contributions or bequests for use exclusively for religious, charitable, etc., purposes (sections 170(c)(4), 2055(a)(3), or 2522(a)(3)) -

List in Part I each contributor whose contributions total more than $1,000 during the year that were for a religious, charitable, etc., purpose. To determine the $1,000, aggregate all of a contributor's gifts for the year (regardless of amount). For a noncash contribution, complete Part II.

All section 501(c)(7), (8), or (10) organizations that received any charitable contributions and listed any charitable contributors on Part I must also complete Part III.

If a section 501(c)(7), (8), or (10) organization received charitable gifts, but is not required to list any charitable contributors on Part I, check the box on line A at the top of Schedule B (Form 990 or 990-EZ) and enter the amount of charitable contributions received in the space provided. The organization need not complete and attach Part III.

**Specific Instructions**

**Note:** You may duplicate Parts I, II, and III if more copies are needed. Number each page of each Part.

**Part I** In column (a), identify the first contributor listed as no. 1 and the second contributor as no. 2, etc. Number consecutively. Show the contributor’s name, address, aggregate contributions for the year, and the type of contribution (e.g., whether an individual, payroll, or noncash contribution). Report payroll contributions by listing the employer’s name, address, and total amount given (unless an employee gave enough to be listed individually).

**Part II.** In column (a), show the number that corresponds to the contributor’s number in Part I. Describe the noncash contribution fully. Report on property with readily determinable market value (i.e., market quotations for securities) by listing its fair market value (FMV). For marketable securities registered and listed on a recognized securities exchange, measure market value by the average of the highest and lowest quoted selling prices (or the average between the bona fide bid and asked prices) on the contribution date. See Regulations section 20.2031-2 to determine the value of contributed stocks and bonds. When market value cannot be readily determined, use an appraised or estimated value. To determine the amount of a noncash contribution that is subject to an outstanding debt, subtract the debt from the property’s fair market value.

**Part III.** Section 501(c)(7), (8), or (10) organizations that received contributions or bequests for use exclusively for religious, charitable, etc., purposes must complete Parts I through III for those persons whose gifts totaled more than $1,000 during the year. Show also, in the heading of Part III, total gifts that were $1,000 or less and were for a religious, charitable, etc., purpose. Complete this information only on the first Part III page.

If an amount is set aside for a religious, charitable, etc., purpose, show in column (d) how the amount is held (e.g., whether it is mingled with amounts held for other purposes). If the organization transferred the gift to another organization, show the name and address of the transferee organization in column (a) and explain the relationship between the two organizations.
<table>
<thead>
<tr>
<th>No</th>
<th>Name, address and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>DAVID ROCKEFELLER</td>
<td>500,000</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td>30 ROCKEFELLER PLAZA</td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY 10112</td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(Complete Part II if there is a noncash contribution)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No</th>
<th>Name, address and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
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</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td>Person</td>
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<td></td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(Complete Part II if there is a noncash contribution)</td>
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</table>

<table>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Person</td>
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<td></td>
<td>Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(Complete Part II if there is a noncash contribution)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No</th>
<th>Name, address and ZIP + 4</th>
<th>Aggregate contributions</th>
<th>Type of contribution</th>
</tr>
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<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>Person</td>
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<tr>
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<td>Payroll</td>
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<td></td>
<td>Noncash</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(Complete Part II if there is a noncash contribution)</td>
</tr>
</tbody>
</table>
Application for Extension of Time To File an Exempt Organization Return

Form 8868

(Department of the Treasury Internal Revenue Service)

OMB No. 1545-1709

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

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

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

Part I

Automatic 3-Month Extension of Time — Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print

Name of Exempt Organization

THE DAVID ROCKEFELLER FUND, INC.

Employer Identification number

13-3533359

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

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

437 MADISON AVENUE, 37TH FLOOR

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

NEW YORK, NY 10022

Check type of return to be filed (file a separate application for each return)

☐ Form 990  ☐ Form 990-T (corporation)  ☐ Form 4720

☐ Form 990-BL  ☐ Form 990-T (sec. 401(a) or 408(a) trust)  ☐ Form 5227

☐ Form 990-EZ  ☐ Form 990-T (trust other than above)  ☐ Form 6069

☒ Form 990-PF  ☐ Form 1041-A  ☐ Form 8870

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 will cover

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until AUGUST 15, 2002, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

☒ calendar year 2002, or

☐ tax year beginning ______________________, 20__ , and ending _____________________, 20__

2 If this tax year 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

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

c Balance Due Subtract line 3b from line 3a. Include your payment with this form. Or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions

$840

$4,100

None

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, its 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

Title

CPA

Date

5/14/02

For Paperwork Reduction Act Notice, see Instructions

Form 8868 (12-2000)
Part II Additional (not automatic) 3-Month Extension of Time — Must File Original and One Copy.

<table>
<thead>
<tr>
<th>Type or print</th>
<th>Name of Exempt Organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>THE DAVID ROCKEFELLER FUND, INC.</td>
<td>13-3533359</td>
</tr>
</tbody>
</table>

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

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box □.

Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Check type of return to be filed (File a separate application for each return):

- □ Form 990
- □ Form 990-EZ
- □ Form 990-T (sec. 401(a) or 408(a) trust)
- □ Form 1041-A
- □ Form 5227
- □ Form 8670
- □ Form 990-BL
- □ Form 990-PF
- □ Form 990-T (trust other than above)
- □ Form 4720
- □ Form 6069

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

- □ 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 _______ NOVEMBER 15 _______ 2002.

5 For calendar year 2001, or other tax year beginning ___________ , 20__ and ending ___________ , 20__

6 If this tax year is for less than 12 months, check reason □ Intial return □ Final return □ Change in accounting period

7 State in detail why you need the extension. TAXPAYER IS AWAITING INFORMATION FROM THIRD PARTIES WHICH ARE NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN. ADDITIONAL TIME TO FILE IS REQUESTED.

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 $ ____________

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 $ ____________

c Balance Due Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions $ ____________

Signature and Verification

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 □ Title □ CPA □ Date □ 8/14/02

Notice to Applicant — To Be Completed by the IRS

□ We have approved this application. Please attach this form to the organization's return.

□ We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

□ We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

□ We cannot consider this application because it was filed after the due date of the return for which an extension was requested.

Alternate Mailing Address — Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

<table>
<thead>
<tr>
<th>Type or print</th>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>PRICENWATERHOUSECOOPERS LLP</td>
<td>1751 PINNACLE DRIVE, SUITE 800</td>
</tr>
<tr>
<td></td>
<td>ATTN: ERIC FADUL</td>
<td>MCLEAN, VA 22102-3811</td>
</tr>
</tbody>
</table>

Form 8868 (12-2000)
THE DAVID ROCKEFELLER FUND, INC.

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

<table>
<thead>
<tr>
<th></th>
<th>NET LONG-TERM CAPITAL GAIN</th>
<th>NET SHORT-TERM CAPITAL GAIN</th>
<th>TOTAL NET CAPITAL GAIN</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROCKEFELLER BALANCED FUND</td>
<td>82,873</td>
<td>(415,114)</td>
<td>(332,241)</td>
</tr>
</tbody>
</table>

NOTE:
REPRESENTS DAVID ROCKEFELLER FUND'S SHARE OF THE ABOVE PARTNERSHIP'S NET CAPITAL GAIN
# FORM 990PF, PART I - LEGAL FEES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
<th>ADJUSTED NET INCOME</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>LEGAL FEES</td>
<td>13,089.</td>
<td></td>
<td></td>
<td>13,089.</td>
</tr>
<tr>
<td>TOTALS</td>
<td>13,089.</td>
<td>NONE</td>
<td>NONE</td>
<td>13,089.</td>
</tr>
</tbody>
</table>
**FORM 990PF, PART I - ACCOUNTING FEES**

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
<th>ADJUSTED NET INCOME</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>PricewaterhouseCoopers LLP</td>
<td>9,600</td>
<td>960</td>
<td></td>
<td>8,640</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>9,600</strong></td>
<td><strong>960</strong></td>
<td><strong>NONE</strong></td>
<td><strong>8,640</strong></td>
</tr>
</tbody>
</table>
## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE AND EXPENSES PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROCKEFELLER &amp; COMPANY, VARIOUS FEES</td>
<td></td>
<td></td>
</tr>
<tr>
<td>INVESTMENT ADVISORY FEES</td>
<td>44,494.</td>
<td>49,279.</td>
</tr>
<tr>
<td>CUSTODY FEES</td>
<td>400.</td>
<td>400.</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>44,894.</strong></td>
<td><strong>49,679.</strong></td>
</tr>
</tbody>
</table>
FORM 990PF, PART I - TAXES

REVENUE AND EXPENSES PER BOOKS

DESCRIPTION

FEDERAL EXCISE TAX

750.00

TOTALS

750.00

THE DAVID ROCKEFELLER FUND, INC.

13-3533359
### FORM 990PF, PART I - OTHER EXPENSES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>REVENUE PER BOOKS</th>
<th>NET INVESTMENT INCOME</th>
<th>CHARITABLE PURPOSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>REIMBURSEMENT OF ACCOUNTING SE</td>
<td>12,444.</td>
<td>2,488.</td>
<td>9,956.</td>
</tr>
<tr>
<td>GENERAL OFFICE EXPENSE</td>
<td>3,460.</td>
<td></td>
<td>3,460.</td>
</tr>
<tr>
<td>PROPERTY TAXES</td>
<td>36,490.</td>
<td>36,490.</td>
<td></td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td><strong>52,394.</strong></td>
<td><strong>38,978.</strong></td>
<td><strong>13,416.</strong></td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>AMOUNT</td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------</td>
<td>-----------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>LAND</td>
<td>3,500,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>3,500,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>DESCRIPTION</td>
<td>ENDING BOOK VALUE</td>
<td>ENDING FMV</td>
<td></td>
</tr>
<tr>
<td>------------------------------</td>
<td>-------------------</td>
<td>------------</td>
<td></td>
</tr>
<tr>
<td>ROCKEFELLER BALANCED FUND</td>
<td>4,422,388.</td>
<td>4,422,388.</td>
<td></td>
</tr>
<tr>
<td>TOTALS</td>
<td>4,422,388.</td>
<td>4,422,388.</td>
<td></td>
</tr>
</tbody>
</table>
THE DAVID ROCKEFELLER FUND, INC.
13-3533359

FORM 990-PF, PART VII-A — STATEMENTS REGARDING ACTIVITIES

Attached please find a conformed copy of the Certificate of Incorporation and amended Bylaws adopted by the board of directors of The David Rockefeller Fund, Inc. The documents submitted are accurate and complete copies of the originals.
State of New York  }  ss:
Department of State  }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on MAY 17 2001

[Signature]

Special Deputy Secretary of State
CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION OF
THE DAVID ROCKEFELLER FUND, INC.

Under Section 803 of the
Not-for-Profit Corporation Law

THE UNDERSIGNED, for the purposes of amending the Certificate of
Incorporation of The David Rockefeller Fund, Inc. (the "Corporation"), pursuant to Section 803
of the New York Not-for-Profit Corporation Law, hereby certifies that:

FIRST. The name of the Corporation is "The David Rockefeller Fund, Inc." This
name has never been changed

SECOND. The Certificate of Incorporation of the Corporation was filed and
recorded in the office of the Secretary of State on July 7, 1989. The Corporation was formed
under the Not-for-Profit Corporation Law of the State of New York.

THIRD. The Corporation is a corporation as defined in subparagraph (a)(5) of
Section 102 of the Not-for-Profit Corporation Law and is a Type B Corporation under Section
201 of the Not-for-Profit Corporation Law

FOURTH. To effect the change of the Corporation to a non-member
Corporation, Article SEVENTH and Article EIGHTH of the Certificate of Incorporation are
hereby amended to read as follows.

"Article SEVENTH The Corporation shall have no members"

"Article EIGHTH The Certificate of Incorporation may not be
amended without the consent of an absolute majority of the entire Board of
Directors of the Corporation"

FIFTH. The undersigned has been authorized to execute and file this Certificate
of Amendment of the Certificate of Incorporation by the written consent of the sole member of
the Corporation and by the unanimous written consent of the Board of Directors of the Corporation

SIXTH. The Secretary of State of the State of New York is hereby designated as an agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary shall mail a copy of any process against the Corporation served upon him or her is:

The David Rockefeller Fund, Inc
30 Rockefeller Plaza, Room 5600
New York, New York 10112

IN WITNESS WHEREOF, the undersigned has executed this instrument on this day of May 2, 2001.

[Signature]
Marnie S. Pillsbury
Executive Director
STATE OF New York

COUNTY OF New York

On the 2 day of May, in the year 2001, before me, the undersigned, personally appeared MARNIE S. PILLSBURY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and he acknowledged to me that he executed the same, and that by her signature on the instrument as Executive Director of the David Rockefeller Fund, Inc., and that such individual made such appearance before the undersigned in New York, New York.

[Signature]
Notary Public

ALICE S. VICTOR
Notary Public, State of New York
No. 31-4809394
Qualified in New York County
Commission Expires July 31, 2001
FILING RECEIPT

ENTITY NAME  THE DAVID ROCKEFELLER FUND, INC

DOCUMENT TYPE  AMENDMENT (DOMESTIC NFP)  COUNTY  NEWY
PROCESS PROVISIONS

SERVICE COMPANY  CT CORPORATION SYSTEM  SERVICE CODE  07

FILED 05/15/2001 DURATION.*******  CASH# 0105150000373  FILM # 010515000359

ADDRESS FOR PROCESS

THE CORPORATION
30 ROCKEFELLER PLZ, ROOM 5600
NEW YORK, NY 10112

REGISTERED AGENT


==FILER==  FEES  75 00  PAYMENTS  75 00
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FILING  30 00  CASH  0.00
TAX  0 00  CHECK  0.00
CERT  0 00  CHARGE  0 00
COPIES  20 00  DRAWDOWN  75 00
HANDLING  25 00  BILLED  0.00
REFUND  0 00

NEW YORK, NY 10005-1413

DOS-1025 (11/89)
BYLAWS

OF

THE DAVID ROCKEFELLER FUND, INC

(A New York Not-for-Profit Corporation)

(the "Corporation")

TABLE OF CONTENTS

(Originally Adopted on July 21, 1989)
(Last revised on May 29, 2001)
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<td>Section 4.1 Officers</td>
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<td>Section 4.2 Election and Term of Officers</td>
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<td>Section 4.3 Powers and Duties</td>
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<td>Section 4.4 Other Agents</td>
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<td>Section 4.5 Compensation</td>
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<td>ARTICLE V ANNUAL REPORT</td>
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<td>Section 5.1 Annual Report</td>
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<td>Section 7.1 Amendments</td>
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BYLAWS
OF
THE DAVID ROCKEFELLER FUND, INC
(A New York Not-for-Profit Corporation)
(the "Corporation")

ARTICLE I
MEMBERS

Section 1 1 Members The Corporation shall have no members

ARTICLE II
DIRECTORS

Section 2 1 Board of Directors The property and affairs of the Corporation shall be managed and administered by its Board of Directors As used in these Bylaws, "entire Board of Directors" means the total number of Directors entitled to vote that the Corporation would have if there were no vacancies

Section 2 2 Number of Directors The number of Directors constituting the entire Board of Directors shall be twelve until such number is changed by amendment to these Bylaws pursuant to Section 7 1, provided that the number of Directors shall not be less than three and no decrease in the number of Directors shall shorten the term of any incumbent Director

Section 2 3 Election and Term of Office Directors shall be elected at each annual meeting of the Corporation's Board of Directors for a term of one year Eight of the Directors shall be elected from among the descendants of David Rockefeller and their spouses and four of the Directors shall be elected from among non-family members Each Director shall continue in office until the close of the election of Directors and officers at the next annual meeting of the Board of Directors and until his or her successor, if any, shall have been elected and qualified, or until his or her earlier death, resignation or removal Directors may succeed themselves in office Vacancies occurring on the Board of Directors for any reason may be filled by the vote of a majority of the Directors then in office, whether or not a quorum is then in office

Section 2 4 Resignation and Removal A Director may resign at any time by giving written notice to the President or Secretary Unless otherwise specified in the notice, the resignation shall take effect upon receipt by such officer, and acceptance of the resignation shall not be necessary to make it effective Any Director may be removed at any time by the Directors,
for cause, provided that there shall be a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken.

Section 2.6 Quorum of Directors. Unless otherwise provided by law or these Bylaws, the presence of a majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors. Participation by one or more Directors by means of a conference telephone or similar equipment allowing all persons participating in any meeting of the Board of Directors or any committee thereof to hear each other at the same time shall constitute presence at such meeting.

Section 2.7 Adjourned Meetings. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. At least one day’s notice of the time and place of such adjourned meeting shall be given to Directors who were not present at the time of such adjournment.

Section 2.8 Action of the Board of Directors. The vote of a majority of the Directors present at the time of the vote, if a quorum is present, shall constitute the action of the Board of Directors, unless the action is one upon which a different vote is required by law or these Bylaws. Each Director shall have one vote. Voting by proxy shall not be permitted at a meeting of the Board of Directors or any committee thereof.

Section 2.9 Action by Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors, or all members of the committee who are authorized to act, consent in writing to the adoption of a resolution authorizing such action. Such action and written consents thereto shall be filed with the minutes of proceedings of the Board of Directors or the committee.

Section 2.10 Compensation. Directors shall not receive compensation for serving as such. The Board of Directors may if circumstances warrant authorize reimbursement of expenses incurred by Directors in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 2.11 Notice. Notice of the time, place and purpose of every meeting of the Board of Directors shall be given by the Secretary or other officer by mailing, electronic means, delivering, or telephoning the same to each Director at least three days before such meeting. Notice of any meeting need not be given, however, to any Director who submits a
signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice, prior thereto or at its commencement

ARTICLE III

COMMITTEES

Section 3 1 Executive Committee  The Board of Directors may from time to time, by resolution adopted by a majority of the entire Board of Directors, create an Executive Committee, consisting of the President and such other Directors as the Board may determine, provided that the Executive Committee shall have no fewer than three members. The Executive Committee shall possess and exercise all of the delegable powers of the Board of Directors, subject to such restrictions as from time to time may be prescribed by the Board of Directors, provided that the Executive Committee shall have no authority to (i) fill vacancies in the Board of Directors or in any committee, or (ii) amend or repeal the Bylaws or adopt new Bylaws. The President shall preside at all meetings of the Executive Committee, and may designate another member of the Committee to preside at any meeting if the President is absent.

Section 3 2 Nominating Committee  There shall be a nominating committee consisting of at least three persons selected from among the descendants of David Rockefeller and their spouses. Members of the nominating committee need not be members of the Board of Directors. The nominating committee shall be in charge of devising and maintaining a system of rotation on the Board of Directors for family members and their spouses, and shall also nominate persons for election as Directors and officers.

Section 3 3 Other Committees  The Board of Directors may from time to time create such other committees as the activities of the Corporation may require, and delegate such authority to such committees as the Board of Directors may deem appropriate, provided that any committee which is authorized by the Board of Directors to exercise any of the powers of the Board of Directors shall consist of at least three Directors and the only voting members of any such committee shall be Directors.

Section 3 4 Appointment and Procedure of Committees  Unless otherwise provided by the Board of Directors, members of committees shall be elected by the Board of Directors upon recommendation of the President, and shall serve for a term of one year and until the appointment and qualification of their successors, if any. Chairs of committees shall be appointed by the President. A majority of the members of each committee shall constitute a quorum for the transaction of any business. Except as otherwise provided by these Bylaws or by the Board of Directors, each committee shall determine its own rules of procedure. Each committee shall keep records of its proceedings and report the same from time to time to the Board of Directors.
ARTICLE IV

OFFICERS

Section 4.1 Officers The officers of the Corporation shall be a President, Vice President, Executive Director, Secretary, Treasurer and such other officers as the Directors may elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. The President shall be elected from among the members of the Board of Directors. All other officers may, but need not, be members of the Board.

Section 4.2 Election and Term of Officers Officers shall be elected by the Directors at the annual meeting of the Board of Directors for terms of one year, and each officer shall continue in office until the close of the election of Directors and officers at the next annual meeting of the Board of Directors and until his or her successor, if any, shall have been elected and qualified, or until his or her earlier death, resignation or removal. Officers may succeed themselves in office. Vacancies occurring in any office for any reason may be filled by the Board of Directors until the next annual meeting of the Board of Directors and until a successor is elected and qualified. Any officer may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective. Any officer may be suspended or removed by the Board of Directors for cause.

Section 4.3 Powers and Duties The officers of the Corporation shall have such powers and perform such duties in the management of the property and activities of the Corporation, subject to the control of the Board of Directors, as provided in these Bylaws and as generally pertain to their respective offices, as well as such other powers and duties as may be authorized from time to time by the Board of Directors.

Section 4.4 Other Agents The Board of Directors may appoint from time to time such other agents and employees as it shall deem appropriate, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties as the Board of Directors may determine.

Section 4.5 Compensation The Corporation may pay its officers, agents, and employees compensation commensurate with their services, and reimbursement for expenses incurred in the performance of their duties. The amount of compensation shall be fixed by action of the Board of Directors or the Executive Committee.

ARTICLE V

ANNUAL REPORT

Section 5.1 Annual Report At each annual meeting of the Board of Directors the Treasurer shall present a report in such form and with such contents as may be required from time to time by law, and a copy of such report, or an abstract thereof, shall be filed with the minutes of the meeting.
ARTICLE VI

INDEMNIFICATION

Section 6 1  Indemnification  The Corporation shall indemnify any Director or officer against any matter or cause relating to or arising out of the performance of his, her or its duties in the manner and to the full extent provided by law

ARTICLE VII

AMENDMENTS

Section 7 1  Amendments  These Bylaws may be amended, added to or repealed upon the consent of a majority of the entire Board of Directors
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<th>DESCRIPTION</th>
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<td>TOTAL</td>
<td>201,368.</td>
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Following information is provided in accordance with IRC Sec 4945 (h) (3) and Reg 53 4945-5 (d) to demonstrate that the foundation exercised fiscal responsibility in regard to its grants.

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<tr>
<th>Name and Address of Grantee</th>
<th>Purpose of Grant</th>
<th>Amount Expended by Grantee</th>
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<th>Date of Verification</th>
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NOTE: Stone Barns Restoration Corp is a private operating foundation.

Unexpended proceeds are as of 12/31/2001
**FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES**

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<tr>
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<td>Eileen Growald</td>
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<td>Lee Halprin</td>
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<td>David Kaiser</td>
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<td>Marnie Pillsbury</td>
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<td>Michael Quattrone</td>
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<tr>
<td>David Rockefeller, Jr</td>
<td>Trustee, President</td>
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<td>Rebecca Rockefeller</td>
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<tr>
<td>New York, NY 10112</td>
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</table>

Unless otherwise noted, members receive no compensation or benefits.
The David Rockefeller Fund, Inc.

EIN 13-3533359

Form 990-PF, Part XV - Information Regarding Grant Programs

Line 2 (a) through (d)

The Fund's grant-making program is limited to supporting tax-exempt organizations which are located in and which contribute importantly to Seal Harbor Maine and the Counties of Westchester and Columbia in New York. During 2001, a new grant making program was established to reflect broader charitable and educational interests together with a smaller discretionary program for board members. Requests for grants from qualifying organizations should be addressed as follows:

The David Rockefeller Fund, Inc.
30 Rockefeller Plaza - Room 5600
New York, NY 10112

Attention: Ms Marnie Pillsbury
(212) 649-5600

There are no deadlines for applications and no particular application form is used. Due to cost considerations, the Fund does not notify organizations requesting grants, unless the grant is awarded.
THE DAVID ROCKEFELLER FUND, INC.

FORM 990-PF, PART XV - GRANTS PAID OR APPROVED FOR FUTURE PAYMENT

Line 3 (a) & (b)

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The David Rockefeller Fund is not related to any individual recipient.

All recipients are qualified 501(c)(3) organizations, with the exception of Stone Barns Restoration Corp. See Statement 8A for expenditure responsibility.

The purpose of the grants awarded by the David Rockefeller Fund focus primarily on education, health and social service, community groups, environmental and preservation organizations, arts education in New York City, criminal justice, and conservation.
THE DAVID ROCKEFELLER FUND
EIN #13-3533359
437 Madison Avenue, 37th Floor
New York, New York 10022

Mr. Keith A. Lampman, Executive Director
Columbia-Greene Hospital Foundation
71 Prospect Avenue
Hudson, New York 12534
$5,000

Ms. Judy Anderson
Columbia Land Conservancy
P.O. Box 299
49 Main Street
Chatham, NY 12037
$5,000

Ms. Carol Livellara
Germantown Library
50 Palatine Park Road
Germantown, NY 12526
$500

Ms. Linda I. Wagner
Livingston Free Library
P.O. Box 105
Livingston, NY 12541
$500

Ms. Kay Toll
The Olana Partnership
P.O. Box 199
Hudson, NY 12534
$500

Patricia R. Thompson, PhD
United Way of Columbia and Greene Counties
P.O. Box 52
Hudson, NY 12534
$1,000

Ms. Jo Stevens
Abnaki Girl Scout Council
156 North Main Street
Brewer, ME 04412
$1,000
THE DAVID ROCKEFELLER FUND
EIN #13-3533359
437 Madison Avenue, 37th Floor
New York, New York 10022

Ms Melba Wilson
Arcady Music Festival
P O Box 780
Bar Harbor, ME 04609
$1,000

Mr Francis Fortier
The Bar Harbor Music Festival
741 West End Avenue
Suite 4-B
New York, New York 10025-6222
$1,000

Mr Jim Rushton
The Boy Scouts of America - Katahdin Area Council
P O Box 1869
Bangor, Maine 04402
$1,000

Mr Steven Katona
College of the Atlantic
105 Eden Street
Bar Harbor, Maine 04609-1198
$5,000

Mr Joseph H Pickering, Jr
Community Health and Counseling Services
42 Cedar Street
P O Box 425
Bangor, Maine 04402-0425
$2,000

Mr Richard E Sprague
Downeast Horizons
RFD 1 Box 2042
Bar Harbor, Maine 04609
$1,000

Mr Christopher B Crosman, Director
Farnsworth Art Museum
356 Main Street, P O Box 466
Rockland, ME 04841
$2,500
THE DAVID ROCKEFELLER FUND
EIN #13-3533359
437 Madison Avenue, 37th Floor
New York, New York 10022

Mr W Kent Olson
Friends of Acadia
43 Cottage Street
P O Box 725
Bar Harbor, Maine 04609
$10,000

Mr W Kent Olson
Friends of Acadia
43 Cottage Street
Youth Conservation Corps
P O Box 725
Bar Harbor, Maine 04609
$1,000

Ms Nina Z Gormley
Wendell Gilley Museum
4 Herrick Road
P O Box 254
Southwest Harbor, ME 04679
$1,000

Mrs Sydney Roberts Rockefeller
Great Harbor Maritime Museum
Great Harbor Collection, Inc
P O Box 145
Northeast Harbor, ME 04662
$1,000

Sister Lucy Poulin
HOME
Upper Falls Road, Box 10
Orland, Maine 04472
$2,000

Mr C P Williamson, Jr
Hurricane Island Outward Bound School
P O Box 429
Mechanic Street
Rockland, Maine 04841
$1,000
THE DAVID ROCKEFELLER FUND
EIN #13-3533359
437 Madison Avenue, 37th Floor
New York, New York 10022

Mr Philip W Conkling
Island Institute
410 Main Street
Rockland, Maine 04841
$1,000

Ms Liz Erickson, Director of Development
The Jackson Laboratory
600 Main Street
Bar Harbor, Maine 04609-1500
$5,000

Ms Loni Krupke
Kids' Corner Community Child Care
81 Mount Desert Street
Bar Harbor, ME 04609
$1,000

Mr James J Espy, Jr
Maine Coast Heritage Trust
One Main Street
Bowdoin Mill
Topsham, Maine 04086
$15,000

Mr Vince Conti
Maine Medical Center
22 Bramhall Street
Portland, Maine 04102
$2,000

Mr Cree Hale Krull
Maine Public Broadcasting
1450 Lisbon Street
Lewiston, Maine 04240
$2,500

Rev Gary A DeLong
Maine Sea Coast Missionary Society
127 West Street
Bar Harbor, Maine 04609
$1,500

FORM 990 PF
Year 2001
Ms Nikki Nixon
MDI Alcohol & Drug Abuse Group
P O Box 616
Southwest Harbor, Maine 04679
$1,000

Ms Natalie Raimondi
Mt Desert Festival of Chamber Music
100 Riverside Drive, Apt 10E
New York, New York 10024
$500

Ms Jerilyn M Bowers, Director of Development and Public Affairs
Mt Desert Island Biological Laboratory
P O Box 35
Salsbury Cove, Maine 04672
$2,500

Ms Laura Neal, Associate Director of Development
Mt Desert Island Hospital
10 Wayman Lane
PO Box 8
Bar Harbor, Maine 04609-0008
$5,000

Jane E Disney, PhD
Mt Desert Island Water Quality Association
P O Box 911
Mount Desert, Maine 04660
$3,000

Ms Theresa Wittenberg, Executive Director
Mount Desert Island YMCA
PO Box 51
21 Park Street
Bar Harbor, Maine 04609
$3,500

Ms Constance B Madeira
Mount Desert Medical Center
Northeast Harbor, Maine 04662
$1,500
THE DAVID ROCKEFELLER FUND
EIN #13-3533359
437 Madison Avenue, 37th Floor
New York, New York 10022

Ms Carol Schaefer
Mt Desert Nursery School
P O Box 24
Maple Lane
Northeast Harbor, Maine 04662
$1,000

Ms Betty Mitchell
Mt Desert Nursing Association
12 Summit Road, P O Box 397
Northeast Harbor, Maine 04662
$2,500

Ms Billie Lear, Treasurer
Mt Desert Summer Chorale
P O Box 887
Mt Desert, Maine 04660
$1,000

Mr Robert Pyle
Mt Desert Township Scholarship Program
The Northeast Harbor Library
One Joy Road
Northeast Harbor, Maine 04662
$1,600

Mr Everett B Carson
Natural Resources Council of Maine
3 Wade Street
Augusta, Maine 04330
$2,500

Mr Kent W Wommack
Nature Conservancy
Maine Chapter
14 Maine Street, Suite 401
Brunswick, Maine 04011
$2,500

Mr Hobson R A Calhoun
Neighborhood House
Box 332
Northeast Harbor, Maine 04662
$1,500

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Mr. Robert Pyle
Northeast Harbor Library
One Joy Road
Northeast Harbor, Maine 04662
$1,000

Ms. Marilyn LaLumiere
Portland Museum of Art
Seven Congress Square
Portland, Maine 04101
$1,000

Mr. Henry Owen
Seal Harbor Library Association
Seal Harbor Library
Seal Harbor, Maine 04675
$500

Mr. Paul Fremont-Smith, Jr
Seal Harbor Village Improvement Society
P.O. Box 171
Seal Harbor, Maine 04675
$2,500

Ms. Dianne Clendaniel
Summer Field Studies
The Natural History Museum
College of the Atlantic
Bar Harbor, Maine 04609
$500

Reverend MCP Bigelow
Union Church of Northeast Harbor
Box 555
Northeast Harbor, Maine 04662
$1,500

Ms. Karen Pinkham
Union Congregational Church of Seal Harbor
Seal Harbor, Maine 04675
$2,500
Mr. David Folger
Willowind Therapeutic Riding Center/Maine Adaptive Sports and Recreation
RR 1, Box 2020
Bar Harbor, ME 04609
$1,000

Mr. Richard H. Aiken
Boy Scouts of America—Westchester-Putnam Council
41 Saw Mill River Road
Hawthorne, New York 10532
$1,500

Mr. Brian P. Skanes
Boys and Girls Club of Northern Westchester
351 Main Street
Mount Kisco, NY 10549
$1,000

Ms. Susan Shine
Caramoor - The Center for Music & the Arts
P.O. Box 816
Katonah, New York 10536
$1,500

Mr. Thomas E. Sanders
Family Service of Westchester
One Gateway Plaza
Port Chester, NY 10573
$2,500

Mr. Ravenel Williams IV, CEO
Family YMCA at Tarrytown
62 Main Street
Tarrytown, New York 10591
$5,000

Mr. George Gumina
Friends of the Rockefeller State Park Preserve
630 Bedford Road
Sleepy Hollow, New York 10510
$1,000
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Ms. Ellie Waechter
Girl Scouts of Westchester*Putnam
2 Great Oak Lane
Pleasantville, New York 10570
$1,500

Samuel B. Ross, Jr., Ph.D
Green Chimneys Children's Services
400 Doansburg Road
Call Box 719
Brewster, New York 10509
$1,000

Mr. Waddell Stillman
Historic Hudson Valley
150 White Plains Road
Tarrytown, NY 10591
$25,000

Mr. Waddell Stillman
Historic Hudson Valley– Summerweek
150 White Plains Road
Tarrytown, NY 10591
$1,000

Ms. Beverly Jansen
Historical Society of the Tarrytowns
One Grove Street
Tarrytown, New York 10591
$500

Ms. Elaine Curran
Assistant Vice President for Development
Marymount College – Tarrytown
100 Marymount Avenue
Tarrytown, New York 10591-3796
$5,000

Ms. Maureen Barbelet
Elizabeth Mascia Child Care Center
171 Sheldon Avenue
Tarrytown, NY 10591
$1,000
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Ms Kathy Carlisle  
Open Door Family Medical Center  
165 Main Street  
Ossining, New York 10562  
$5,000

Ms Loni Sherman, Director of Development  
Orpheus Chamber Orchestra  
490 Riverside Drive  
New York, New York 10027-5788  
$1,000

Ms Marianne Gardner  
Phelps Memorial Hospital Center  
701 North Broadway  
North Tarrytown, NY 10591-1096  
$7,500

Ms Francine Stein  
Executive Director  
Planned Parenthood Hudson Peconic  
11 Skyline Drive  
White Plains, NY 10532  
$5,000

Mr Brian Lindquist  
Riverkeeper  
25 Wing & Wing  
Garrison, NY 10524-9910  
$5,000

Mr E O Sullivan  
Scenic Hudson  
9 Vassar Street  
Poughkeepsie, New York 12601  
$2,500

Ms Gail Abrams  
Executive Director  
Teatown Lake Reservation  
1600 Spring Valley Road  
Ossining, New York 10562  
$1,000
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Dr. F. Paul De Hoff  
The Union Church of Pocantico Hills  
555 Bedford Road  
North Tarrytown, New York 10591  
$5,000  

Ms. Kathleen Haverlack  
United Way of the Tarrytowns  
336 Central Park Avenue  
White Plains, New York 10606  
$10,000  

Ms. Diana Lune Boersma  
Warner Library  
121 North Broadway  
New York, New York 10591  
$1,000  

Mr. Paul Gallay  
Westchester Land Trust  
31 Main Street  
Bedford Hills, NY 10507  
$1,000  

Mr. Paul Gallay  
Westchester Land Trust  
31 Main Street  
Bedford Hills, NY 10507  
$5,000  

Mr. Grant Miller, Chief  
Churchtown Fire Company  
RD 4, Box 175  
Hudson, NY 12534  
$500  

Laura V. McCarthy, President  
Germantown Hose Company #1  
P.O. Box 331  
Germantown, NY 12526  
$500
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Mr. Jack Lasher
Livingston Pumper Co. No. 1
P.O. Box 77
Livingston, NY 12541
$1,000

Mr. Charles Larsen, President
Southern Columbia County Ambulance Squad
P.O. Box 33
Livingston, NY 12541
$1,000

Mr. Anthony La Salvia
Taghkanic Fire Company No. 1
646 New Forge Rd II
Ancram, NY 12502
$500

Mr. David W. Rand, Chief
Bar Harbor Fire Department
P.O. Box 6
Bar Harbor, Maine 04609
$750

Mr. William L. Hodgkins, Treasurer
Mount Desert Fire and Rescue Association
P.O. Box 989
Northeast Harbor, ME 04662-0989
$3,000

Mr. Albert L. Hamor
Northeast Harbor Fire Company, Ambulance Fund
Northeast Harbor, Maine 04662
$500

Mr. David W. Rand
Town Hill Volunteer Fire Department
P.O. Box 6
Bar Harbor, Maine 04609
$500
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New York, New York 10022

Mr. Dave Fink
Hilltop Engine Co No 1
Pocantico Hills
North Tarrytown, New York 10591
$1,000

Mr. Carmen Capossela
North Tarrytown's Volunteer Fire Department
& Exempt Benevolent Association
P.O. Box 151
North Tarrytown, NY 10591-9966
$1,000

Mr. Simon Fulford, Executive Director
Art Start
285 West Broadway, Suite 620
New York, NY 10013
$10,000

Mr. Greg McCaslin, Director of Programs
Center for Arts Education
225 West 34th Street, Suite 701
New York, NY 10122
$10,000

Ms. Susana T. Leval, Executive Director
El Museo del Barrio
1230 Fifth Avenue
New York, NY 10029
$20,000

Ms. Liz Thompson
Executive Director
Lower Manhattan Cultural Council
P.O. Box 5013
New York, NY 10185
$25,000

Ms. Gail Noppe-Brandon
Founding and Artistic Director
Starfish Theatreworks
7 East 14th Street, Suite 1207
New York, NY 10003
$10,000
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Dr. Lowery Sims, Director
The Studio Museum in Harlem
144 West 125th Street
New York, NY 10027
$15,000

Mr. Peter Wilderotter
Vice President for Development
WNYC Radio
One Centre Street, 24th Floor
New York, NY 10007
$15,000

Mr. Joel Copperman
Executive Director
CASES
346 Broadway, 3rd Floor
New York, NY 10013-3971
$25,000

Mr. Robert Gangi, Executive Director
The Correctional Association of New York
135 East 15th Street
New York, NY 10003
$20,000

Ms. Beth Navon, Executive Director
Friends of Island Academy
500 Eighth Avenue, Suite 1209
New York, NY 10018
$10,000

Ms. Elizabeth Gaynes, Executive Director
Osborne Association
36-31 38th Street
Long Island City, New York 11101
$25,000

Ms. Gloria Gilbert Stoga, President
Puppies Behind Bars
99 Madison Avenue, 2nd Floor
New York, NY 10016
$5,000
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New York, New York 10022

Ms Ann L Jacobs, Executive Director
Women's Prison Association & Home, Inc
110 Second Avenue
New York, NY 10003
$25,000

Mr Steven Katona, President
College of the Atlantic
105 Eden Street
Bar Harbor, ME 04609
$50,000

Ms Judy Anderson, Executive Director
Columbia Land Conservancy
49 Main Street
P O Box 299
Chatham, NY 12037
$15,000

Ms Karen Ziffer, Senior Vice President
Resources and Communications
Conservation International
1919 M Street, NW, Suite 600
Washington, DC 20036
$20,000

Ms Kelly Jones, Foundation Manager
Charles Darwin Foundation, Inc
407 N Washington Street, Suite 105
Falls Church, VA 22046
$15,000

Mr Michael Scott
Executive Director
Greater Yellowstone Coalition
P O Box 1874
Bozeman, MT 59771
$10,000

Mr Philip Conkling, President
Island Institute
P O Box 648
386 Main Street
Rockland, ME 04841
$15,000
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New York, New York 10022

Mr Craig Pendleton, Coordinating Director
Northwest Atlantic Marine Alliance
200 Main Street, Suite A
Saco, ME 04072
$25,000

Mr Tom Skeele, Executive Director
Predator Conservation Alliance
P O Box 6733
Bozeman, MT 59771
$20,000

Mr E O Sullivan, Executive Director
Scenic Hudson
9 Vassar Street
Poughkeepsie, NY 12601
$10,000

Mr Jim Pissot, Executive Director
Yellowstone to Yukon Conservation Initiative
710 Ninth Street, Studio B
Canmore, AB
T1W 2V7
CANADA
$15,000

Mr Steven Katona, President
College of the Atlantic
105 Eden Street
Bar Harbor, ME 04609
$10,000

Mr J B Schramm, Executive Director
College Summit
P O Box 9966
Washington, DC 20016
$5,000

Mr Sean Mahoney, President
Falmouth Conservation Trust
P O Box 6172
Falmouth, ME 04105
$5,000
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New York, New York  10022

Ms Christine Plunkett, Executive Director
The Gailer School
4066 Shelburne Rd, Suite 2
Shelburne, VT  05482
$10,000

Mr Kelly Wise, Director
Institute for the Recruitment of Teachers
Phillips Academy
Andover, MA  01810
$1,000

Ms Priscilla Bayley
Director of Major Gifts
Natural Resources Defense Council
40 West 20th Street
New York, NY  10011
$5,000

Mr Jeff Robinson
Neighbor to Neighbor Education Fund
6151 W Century Blvd, Suite 1204
Los Angeles, CA  90045
$10,000

Mr Steve Blackmer, President
Northern Forest Center
P O Box 210
Concord, NH  03302-0210
$5,000

Mr Lee Wasserman
Executive Director
Rockefeller Family Fund
437 Madison Avenue
New York, NY  10022
$9,000

Ms Krista Smith, President
Visible Theatre
201 East 28th Street, #3E
New York, NY  10016
$5,000

Subtotal Part XV, Line 3(a)  $692,850
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New York, New York 10022

Richard Cataldo, Treasurer
Stone Barns Restoration Corporation
30 Rockefeller Plaza
Room 5600
New York, NY 10112

$2,212,657

Matching Gift Donations

$ 27,450

TOTAL $2,932,957