The Rockefeller Foundation

Financial Statements

December 31, 2015 and 2014

PKF O'CONNOR DAVIES
ACCOUNTANTS AND ADVISORS

Independent Auditors' Report

Board of Trustees
The Rockefeller Foundation

We have audited the accompanying financial statements of The Rockefeller Foundation (the "Foundation"), which comprise the statements of financial position as of December 31, 2015 and 2014, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Rockefeller Foundation, as of December 31, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

PKF O'Connor Davies, LLP

June 15, 2016

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The Rockefeller Foundation

Statements of Financial Position
(Amounts in thousands)

	December 31 2015	December 31 2014
ASSETS		
Cash and cash equivalents	$ 5,943	$ 8,834
Redemptions, dividends, interest, and other receivables	684	587
Prepaid Federal excise and unrelated business income taxes	2,456	1,227
Investments	4,097,748	4,168,333
Program related investments	21,564	19,602
Property, furniture, fixtures and equipment, net	20,060	20,548
Prepaid pension cost	12,652	18,475
Other assets	62	93
Total Assets	$ 4,161,169	$ 4,237,699
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued expenses	$ 8,851	$ 8,772
Line of credit payable	45,000	-
Grants payable	69,569	39,132
Term loan payable	13,555	15,286
Interest rate swap liability	266	247
Deferred federal excise tax	12,070	14,157
Postretirement benefit obligation	21,900	20,852
Total Liabilities	171,211	98,446
Unrestricted net assets	3,989,958	4,139,253
Total Liabilities and Net Assets	$ 4,161,169	$ 4,237,699

See notes to financial statements

The Rockefeller Foundation

Statements of Activities
(Amounts in thousands)

	Year Ended December 31 2015	Year Ended December 31 2014
REALIZED INVESTMENT INCOME		
Net realized gain on investments	$ 145,858	$ 361,139
Dividend and interest income	30,175	39,697
Other investment income	145	6
	176,178	400,842
Less investment expense	14,075	14,028
Net Realized Investment Income	162,103	386,814
EXPENSES		
Grants and direct charitable activities	195,999	114,883
Program costs	23,207	22,216
Operations	19,822	18,026
Provision for Federal excise and unrelated business income taxes	2,227	8,165
Total Expenses	241,255	163,290
Net Realized Investment Income (Deficiency) Excess Over Expenses	(79,152)	223,524
Change in fair value of interest rate swap	(19)	(208)
Unrealized depreciation on investments, net of benefit for deferred Federal excise tax of $2,087 in 2015 and $1,191 in 2014	(61,177)	(58,528)
Change in Net Assets Before Pension and Postretirement Benefit Adjustments	(140,348)	164,788
Pension and postretirement benefit adjustments	(8,947)	(12,559)
Change in Net Assets	(149,295)	152,229
NET ASSETS		
Beginning of year	4,139,253	3,987,024
End of year	$ 3,989,958	$ 4,139,253

See notes to financial statements

The Rockefeller Foundation

Statements of Cash Flows
(Amounts in thousands)

	Year Ended December 31 2015	Year Ended December 31 2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Change in net assets	$ (149,295)	$ 152,229
Adjustments to reconcile change in net assets to net cash from operating activities		
Pension and postretirement benefit adjustments	8,947	12,559
Depreciation and amortization	2,494	2,067
Deferred Federal excise taxes	(2,087)	(1,191)
Net unrealized depreciation on investments	63,264	59,719
Net realized gain on investments	(145,858)	(361,139)
Change in fair value of interest rate swap	19	208
Changes in operating assets and liabilities		
Redemptions, dividends, interest, and other receivables	(97)	(104)
Prepaid Federal excise and unrelated business income taxes	(1,229)	(225)
Prepaid pension cost	(3,124)	(3,821)
Postretirement benefit obligation	1,048	1,858
Other assets	31	280
Accounts payable and accrued expenses	79	(671)
Grants approved, net	192,195	111,057
Grants paid	(161,758)	(145,525)
Net Cash from Operating Activities	(195,371)	(172,699)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of investments	2,018,621	3,086,047
Purchase of investments	(1,867,404)	(2,913,454)
Purchase of furniture, fixtures and equipment	(2,006)	(2,981)
Net Cash from Investing Activities	149,211	169,612
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of term loan payable	(1,731)	(1,731)
Proceeds from line of credit	45,000	-
Net Cash from Financing Activities	43,269	(1,731)
Net Change in Cash and Cash Equivalents, Excluding Amounts Held in Investment Portfolio	(2,891)	(4,818)
CASH AND CASH EQUIVALENTS		
Beginning of year	8,834	13,652
End of year	$ 5,943	$ 8,834
SUPPLEMENTAL CASH FLOW INFORMATION		
Cash paid for term loan interest	$ 518	$ 585
Cash paid for line of credit interest	-	-
Federal excise and Federal unrelated business income taxes paid	3,400	8,300

See notes to financial statements

1. Organization

The Rockefeller Foundation (the "Foundation") was established in 1913 by John D. Rockefeller, Sr., to "promote the well-being" of humanity by addressing the root causes of serious problems. The Foundation works around the world to expand opportunities for poor or vulnerable people and to help ensure that globalization's benefits are more widely shared. With assets of more than $4.1 billion, it is one of the few institutions to conduct such work both within the United States and internationally. In managing the endowment, financial objectives are achieved through a diversified investment portfolio and disciplined spending policies.

The Foundation qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code ("Code") and is a private foundation as defined in Section 509(a) of the Code.

The Foundation recognizes the effect of tax positions when they are more likely than not to be sustained. Management has determined that the Foundation had no uncertain tax positions that would require financial statement recognition or disclosure. The Foundation is no longer subject to examinations by the applicable taxing jurisdictions for years prior to 2012.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). As a not-for-profit organization, the Foundation is required to report the amounts for, and changes in, each of three classes of net assets, permanently restricted, temporarily restricted, and unrestricted, based on the existence or absence of donor-imposed restrictions. The Foundation only has unrestricted net assets.

Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly actual results could differ from those estimates. Significant estimates made by management in the preparation of the financial statements include fair value of alternative investments, pension and other post-retirement benefits and depreciation. Management believes that the estimates utilized in preparing these financial statements are reasonable and appropriate.

2. Summary of Significant Accounting Policies *(continued)*

Cash and Cash Equivalents

Cash and cash equivalents consists of cash and highly liquid debt instruments with maturities of 90 days or less at the time of purchase. Cash and cash equivalents held by the Foundation's investment managers, awaiting investment in various investment classes, are included within investments.

Investments

The Foundation's investments consist of publicly traded fixed income and equity securities; alternative investments and similar interests; and cash held for reinvestment. Alternative investments and similar interests include hedge funds, real asset and private equity fund investments. Alternative investments and similar interests are reported at net asset value provided by the management of the respective fund as of December 31 and are reviewed by the Foundation's management for reasonableness. Management utilizes audited financial statements when available for alternative investments as part of its on-going due diligence and annual financial statement valuation process. All other investments are stated at fair value as of December 31 based upon active markets.

Interest income and related expenses are accounted for on the accrual basis. Dividend income and related expenses are recognized on the ex-dividend date, net of withholding taxes, where applicable. Realized gains and losses on investments in securities are calculated based on the specific identification method, based on the trade date.

Transactions in other currencies are translated into U.S. dollars at the exchange rates in effect at the date of the transactions. Monetary assets and liabilities denominated in non-U.S. currency are reported at the exchange rates in effect at the end of the year. Any gain or loss arising from a change in exchange rates as of the date of the transaction is included in the change in realized gain on investments in the statements of activities. For the years ended December 31, 2015 and 2014, the realized and change in unrealized (loss), resulting from foreign exchange was approximately $(30.2) million and $(25.8) million, respectively.

Derivatives

The Foundation records derivatives at fair value. The fair value of futures and forward contracts is reflected in investments and the fair value of the interest rate swap is shown as a liability in the statement of financial position. Derivatives contain varying degrees of risk whereby changes in fair value of the securities underlying the financial instruments or the cost of satisfying the Foundation's obligations may exceed the amount recognized in the statement of financial position. Changes in the fair value of derivatives, excluding the interest rate swap, are included in the statement of activities as part of the unrealized appreciation/(depreciation) on investments. Changes in the fair value of the interest rate swap are shown separately in the statement of activities.

2. Summary of Significant Accounting Policies *(continued)*

Fair Value Measurements

The Foundation follows U.S. GAAP guidance on *Fair Value Measurements* which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets and liabilities. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets and liabilities with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable inputs and are used to the extent that observable inputs do not exist.

During 2015, the Foundation adopted new U.S. GAAP guidance which removed the requirements to categorize within the fair value hierarchy alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient. Adoption of this guidance was applied retrospectively and had no effect on the carrying value of such investments.

Investments Valuation

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

Program Related Investments

Program Related Investments ("PRI") are philanthropically driven, nonmarketable investments and loans to businesses that further the Foundation's mission. The Foundation's PRI portfolio is monitored periodically to determine the appropriateness of the net realizable value, which is reflected on the statement of financial position. PRI are stated at estimated fair value.

2. Summary of Significant Accounting Policies *(continued)*

Property, Furniture, Fixtures and Equipment, Net

Property, furniture, fixtures and equipment are stated at cost at the date of acquisition. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets. The estimated useful lives by asset class range from 3 to 30 years.

Federal Excise and Unrelated Business Income Taxes

The Foundation is subject to a Federal excise tax of 2% on its net investment income. This tax is reduced to 1% if certain distribution requirements are met. In addition, the Foundation provides for deferred Federal excise tax at 2% on the net unrealized appreciation in the fair value of investments.

Additionally, the Foundation's investment in certain alternative investments give rise to unrelated business income tax ("UBIT") liabilities taxed at general corporate rates.

Subsequent Events

In connection with the preparation of the financial statements, the Foundation evaluated subsequent events from December 31, 2015 through June 15, 2016, which was the date the financial statements were available for issuance, and besides the event noted below, concluded that no additional disclosures were required.

In April 2016, a potential negative outcome of a regulatory investigation of one of the Foundation's hedge fund managers became known and although the fund the Foundation is invested in with this manager is not directly part of the investigation, the Foundation is monitoring the circumstances for any impact on the portfolio. As of December 31, 2015 the Foundation's investment in the fund had a fair value of approximately $97 million (or 2% of the total endowment) and in the first quarter of 2016 the Foundation redeemed $20 million from the fund.

(Amounts in thousands)

3. Investments

The Foundation's investment portfolio at December 31, at fair value, consists of the following:

	2015	2014
Cash and cash equivalents	$ 109,571	$ 175,947
Equity Long/Short Hedge Funds		
Domestic equities	4,706	4,895
International equities	409,502	442,005
Event Driven/Multi-Strategy Hedge Funds		
Domestic equities	88,257	92,478
International equities	141,050	133,459
Domestic fixed income	144,052	136,478
Global macro hedge funds	119,658	194,616
Marketable other hedge funds		
International equities	37,064	22,364
Non-Marketable other hedge funds		
Domestic equities	8,810	6,127
International equities	14,102	10,869
Developed Equity		
Cash and cash equivalents	11,149	9,164
Domestic equities	517,226	576,010
International equities	270,195	217,948
International foreign currency	79	(254)
Emerging Markets		
Cash and cash equivalents	4,044	4,139
Domestic equities	78,413	63,491
International equities	313,804	324,600
International foreign currency	1	-
Marketable Distressed hedge funds		
Domestic equities	30,123	30,780
Non-Marketable Distressed hedge funds		
Domestic equities	51,246	51,226
International equities	2,809	140
Portable Alpha		
Cash and cash equivalents	1,306	961
International equities	99,873	88,162
Domestic fixed income	24,970	24,461
Private Equity		
Cash and cash equivalents	-	345
Domestic equities	670,695	609,454
International equities	506,719	413,090
Real Estate		
Domestic equities	71,530	168,840
International equities	95,111	140,852
Resources		
Domestic equities	90,587	132,471
International equities	57,579	61,496
International foreign currency	(2)	-
Pending securities transactions - net	123,519	31,719
Total	$ 4,097,748	$ 4,168,333

(Amounts in thousands)

3. Investments (*continued)*

The following are major categories of investments as of December 31:

	2015		2014	
	Fair Value	Cost	Fair Value	Cost
Marketable Securities				
Cash and cash equivalents	$ 126,070	$ 126,111	$ 190,556	$ 190,570
Foreign currency - short term	79	-	(254)	-
U.S. and other government obligations	24,970	24,655	19,855	19,592
Corporate obligations	-	-	150	144
ETFs, Mutual and commingled funds	1,019,098	678,510	1,013,078	649,361
Common stock	398,995	412,888	392,538	369,271
Preferred stock	5,471	6,442	5,529	4,965
Subtotal	1,574,683	1,248,606	1,621,452	1,233,903
Alternative Investments and Similar Interests				
Hedge funds	907,327	645,120	988,959	709,596
Real assets	314,805	438,821	503,659	595,686
Private equity	1,177,414	996,766	1,022,544	889,499
Subtotal	2,399,546	2,080,707	2,515,162	2,194,781
Pending securities transactions - net	123,519	123,835	31,719	31,785
Total	$ 4,097,748	$ 3,453,148	$ 4,168,333	$ 3,460,469

The following tables summarize the fair value of investments valued at fair value on a recurring basis at December 31, grouped by the fair value hierarchy, for those investments subject to categorization within such hierarchy:

	2015		
	Level 1	Other Investments Measured at Net Asset Value (*)	Total
Cash and cash equivalents	$ 109,571	$ -	$ 109,571
Equity long/short hedge funds	-	414,208	414,208
Event driven/multi-strategy hedge funds	-	229,307	229,307
Domestic fixed income	144,052	-	144,052
Global macro hedge funds	-	119,658	119,658
Marketable other hedge funds	-	37,064	37,064
Non-Marketable other hedge funds	-	22,912	22,912
Developed equity	250,094	548,555	798,649
Emerging markets	169,950	226,312	396,262
Marketable distressed hedge funds	-	30,123	30,123
Non-marketable distressed hedge funds	-	54,055	54,055
Portable alpha	19,048	107,101	126,149
Private equity	11,036	1,166,378	1,177,414
Real estate	-	166,641	166,641
Resources	(2)	148,166	148,164
Pending securities transactions - net	123,519	-	123,519
Total	$ 827,268	$ 3,270,480	$ 4,097,748

(Amounts in thousands)

3. Investments (*continued)*

	2014		
	Level 1	Other Investments Measured at Net Asset Value (*)	Total
Cash and cash equivalents	$ 175,947	$ -	$ 175,947
Equity long/short hedge funds	-	446,900	446,900
Event driven/multi-strategy hedge funds	-	225,937	225,937
Domestic fixed income	136,478	-	136,478
Global macro hedge funds	-	194,616	194,616
Marketable other hedge funds	-	22,364	22,364
Non-Marketable other hedge funds	-	16,996	16,996
Developed equity	252,894	549,974	802,868
Emerging markets	158,222	234,008	392,230
Marketable distressed	-	30,780	30,780
Non-marketable distressed	-	51,366	51,366
Portable alpha	20,816	92,768	113,584
Private equity	9,932	1,012,957	1,022,889
Real estate	-	309,692	309,692
Resources	-	193,967	193,967
Pending securities transactions - net	31,719	-	31,719
Total	$ 786,008	$ 3,382,325	$ 4,168,333

(*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

There were no transfers between level 1 and 2 of the fair value hierarchy during 2015 and 2014.

(Amounts in thousands)

3. Investments *(continued)*

Information regarding alternative investments measured at NAV using the practical expedient at December 31, 2015 is as follows. As of December 31, 2015, the following table summarizes the composition of such investments by the various redemption and lock-up provisions.

2015				
Investment Category	**Fair value**	**Redemption Frequency**	**Redemption Notice Period**	**Unfunded Commitments**
Equity long/short hedge funds				
Long/short hedge funds (a1)	$ 412,122	Monthly, quarterly, semi-annual and greater - lockup periods expire in Jun '16, Dec '16, Mar '17, Jun '17, Sep '17, Nov '17, Dec '17, Jun '18, Dec '20	10-90 Days	$ -
Residual interest (a2)	2,086	N/A	N/A	-
Event driven/multi-strategy hedge funds				
Event driven/multi-strategy hedge funds (b1)	207,526	Quarterly, annual - lockup periods expire Feb '16, Jun '16, Jun '17	30-185 Days	-
Restricted portion of fund investment (b1)	20,284	N/A	N/A	-
Residual interests (b2)	1,497	N/A	N/A	-
Global macro hedge funds (c)	119,658	Monthly, quarterly	30-90 Days	-
Marketable other hedge funds (d)	37,064	Monthly - lockup period expires Oct '16	60 Days	-
Non-Marketable other hedge funds (e)	22,912	Private equity structure	N/A	20,611
Developed equity (f)	548,555	Daily, monthly, quarterly and greater	1-120 days	-
Emerging markets (g)	226,312	Daily, weekly, monthly, every other month, quarterly, semi-annually	2-90 Days	-
Distressed funds (h)				
Marketable distressed hedge funds	29,916	Private equity structure	N/A	21,463
Marketable distressed hedge funds - residual interests	207	N/A	N/A	-
Non-marketable distressed hedge funds	53,760	Private equity structure	N/A	28,024
Non-marketable distressed - residual interests	295	N/A	N/A	-
Portable alpha funds (i)	107,101	Monthly	5-10 Days	-
Private Equity funds (j)	1,166,378	Private equity structure	N/A	345,954
Real estate funds (k)	166,641	Private equity structure	N/A	64,299
Resource funds (l)	148,166	Private equity structure	N/A	141,152
Total	$ 3,270,480			$ 621,503

(a1) **Long/short hedge funds –** This category includes investments in funds that employ deep fundamental, company-specific research to identify businesses with favorable fundamental and technical factors to invest long and unfavorable fundamental and technical factors to invest short. These managers may also vary exposures based on the prevailing market environment.

(a2) **Residual interest –** This category includes a residual interest in three funds that were previously sold.

3. Investments *(continued)*

(b1) **Event driven/multi-strategy hedge funds –** This category includes investments in funds that seek to invest opportunistically across the following strategies: credit long/short, distressed, risk arbitrage, convertibles, equity and private investments/special situations. The allocation to sub-strategies varies based on the manager's assessment of risk/reward for each sub-strategy and attractiveness of each individual opportunity. Typically all investments are supported by deep fundamental research on the industry and company level.

(b2) **Residual interests –** This category includes residual interests in two funds that were previously sold.

(c) **Global macro hedge funds** – This category includes funds that invest both long and short in a wide variety of financial instruments according to a view about the direction of markets, whether fundamental, technical or quantitatively derived. These funds utilize leverage and trade a wide range of instruments, including derivatives.

(d) **Marketable other hedge funds –** This category is comprised of one fund, which is a power and natural gas trading and arbitrage hedge fund.

(e) **Non-marketable other hedge funds –** This category is comprised of a senior debt fund that owns bank loans of both public and private companies in North America as well as a private lending fund that makes private loans to entities in Brazil. Both funds are private drawdown structures.

(f) **Developed equity –** This category generally includes investments in separate accounts and funds that invest in common stocks across developed markets.

(g) **Emerging markets –** This category generally includes investments in separate accounts and funds that invest in common stocks across emerging and frontier markets.

(h) **Distressed funds –** This category includes funds that typically invest in debt of distressed companies or post-reorganization equity following deep fundamental analysis of companies and corresponding industries to determine the risk/reward for each investment. The portfolios are typically long-bias and have low turnover as distressed investments take months to years to work out. These funds, therefore, require longer lockups or private equity capital call/distribution structures. This category also includes residual interests in four funds that were previously sold.

(i) **Portable alpha funds –** This category includes two accounts that combine U.S. Intermediate Treasury beta and alpha generating components.

3. Investments *(continued)*

(j) **Private equity funds –** This category includes both buyout and venture capital funds. The Foundation invests into these funds via a partnership structure, and these funds then typically invest equity capital into a portfolio of private companies. Whereas buyout funds are usually characterized by control (ownership of 50% or greater), venture capital focuses more on early-stage, startup-type opportunities with potentially greater reward but also higher risk. These funds may invest in an array of companies, industries, sectors, countries and geographies. Realized distributions of capital from each fund will be received as the underlying investments of the funds are liquidated; final liquidations are estimated to occur within the next five to 10 years.

(k) **Real estate funds –** This category includes real estate funds that invest in commercial real estate globally. Realized distributions of capital from each fund will be received as the underlying investments of the funds are liquidated. Final liquidations are estimated to occur within the next five to 10 years.

(l) **Resource funds –** This category includes natural resource related private equity funds that primarily invest in the energy sector. Realized distributions of capital from each fund will be received as the underlying investments of the funds are liquidated; final liquidations are estimated to occur within the next five to 15 years.

4. Derivative Financial Instruments

Derivative Financial Instruments “Derivatives” used by the Foundation are contracts that derive their value from changes in values of underlying securities, typically, stocks, bonds or other assets. The Foundation directly invests in futures on U.S. Treasury bonds. The U.S. Treasury futures are purchased or sold at minimum transaction cost to adjust desired asset mix. The Foundation also invests in forward contracts to hedge against foreign currency exchange rate risk for its foreign currency denominated assets and liabilities due to adverse foreign currency fluctuations against the U.S. dollar.

The Foundation’s assets include the initial margin and unrealized gains and losses of the derivative contracts purchased and sold by the Foundation. Fair values of the Foundation’s derivative financial instruments generally are determined by quoted market prices. Also, within the Foundation’s alternative investments, managers may create additional exposure for the Foundation through short sales of securities, and trading in futures and forward contracts, options, swaps and other derivatives products. However, the Foundation’s exposure to derivatives held by its limited partnership investments is restricted to its contributed and committed capital to those limited partnerships.

(Amounts in thousands)

4. Derivative Financial Instruments *(continued)*

The full market risk and credit risk of derivative financial instruments are associated with their underlying contract amounts or “notional values” in addition to their fair values. Market risk represents potential loss from the decrease in the value of these financial instruments. Credit risk represents potential loss from possible nonperformance by the counterparties of their contracts.

Upon entering into a contract, the Foundation deposits and maintains as collateral such initial margin as required by the exchange on which the transaction is traded. Pursuant to the contract, the Foundation is to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the contract, also known as the variation margin. The Foundation records daily fluctuations in the variation margin account as realized gains and losses. At December 31, 2015 and 2014, $638 and $50 was on deposit with the brokers as collateral for margin requirements on futures which is included in investments as either U.S. and other government obligations or corporate obligations.

The following table identifies the fair value amounts of derivative instruments included in the statement of financial position, categorized by primary underlying risk, at December 31. The following table also identifies the net gain and loss amounts included in net realized gain on investments in the statement of activities, categorized by primary underlying risk for the years ended December 31:

	2015				2014			
Primary underlying risk	Notional Derivative Amount	Number of contracts (actual)	Amount of unrealized gain (loss)	Amount of realized gain (loss)	Notional Derivative Amount	Number of contracts (actual)	Amount of unrealized (loss)	Amount of realized gain (loss)
Interest rate								
US Treasury Note Futures	$ 113,103	719	$ (252)	$ 514	$ 63,170	391	$ (4)	$ 646
Foreign currency exchange rate								
Forward contracts	8,968	6	79	(457)	4,914	4	(255)	(263)
Total derivative assets	$ 122,071		$ (173)	$ 57	$ 68,084		$ (259)	$ 383

The futures are classified as Level 1 within the portable alpha classification in the fair value hierarchy and the forwards are classified as Level 1 within the developed equity classification in the fair value hierarchy.

(Amounts in thousands)

4. Derivative Financial Instruments *(continued)*

The derivative assets and liabilities as of December 31 are as follows:

	2015		2014	
	Assets	Liabilities	Assets	Liabilities
Interest rate				
US Treasury Note Futures	$ -	$ 252	$ -	$ 4
Foreign currency exchange rate				
Forward contracts	195	117	13	268
Total Derivative Assets and Liabilities	$ 195	$ 369	$ 13	$ 272

5. Program Related Investments

The Foundation has unfunded PRI commitments totaling $8.7 and $6.5 million at December 31, 2015 and 2014. PRIs are classified as Level 3 within the fair value hierarchy. The following tables include a roll forward of the PRIs for the years ended December 31:

	2015	2014
Balance, January 1	$ 19,602	$ 17,015
New investments	3,087	3,151
Repayments	(1,125)	(564)
Balance, December 31	$ 21,564	$ 19,602

6. Property, Furniture, Fixtures and Equipment

At December 31, property, furniture, fixtures and equipment, net included the following:

	2015	2014
Condominium interest in 420 Fifth Avenue	$ 16,471	$ 16,471
Condominium improvements	13,920	13,751
Furniture, fixtures, and equipment	13,930	12,093
	44,321	42,315
Less accumulated depreciation and amortization	24,261	21,767
	$ 20,060	$ 20,548

7. Pensions and Other Post-Retirement Benefits

The Foundation maintains a defined benefit pension plan (the "Plan") for regular salaried employees who were at least 21 years old and have completed one year of service or had attained the age of 40 prior to July 1, 2000. As of July 1, 2000, the Plan was closed to new employees and to employees hired prior to July 1, 2000, who did not meet the eligibility requirements.

Effective December 31, 2012, the Plan was amended such that Plan benefits were frozen and further accruals of benefits have ceased as of that date. Participants affected by the freeze (18) will be eligible to receive a basic contribution under The Retirement Savings Plan for the Employees of the Rockefeller Foundation (the "Retirement Savings Plan") effective January 1, 2013.

In October 2013 the Budget and Compensation Committee approved a voluntary lump sum window program (the "Program") for certain participants of the Plan. The window for electing to take a lump sum in lieu of future pension payments was open from March 1, 2014 through April 11, 2014. In February 2014, the Plan was amended for this Program.

The Plan provides retirement benefits based on years of service and final average pay, with benefits after retirement subject to increase under a cost-of-living augmentation formula. The Foundation makes annual contributions to the Plan, as needed, based on actuarial calculations, in amounts sufficient to meet the minimum funding requirements pursuant to the Employee Retirement Income Security Act of 1974. Plan assets are invested in a diversified portfolio of equities, fixed income securities and hedge funds.

In 2000, the Foundation enhanced its 401(k) plan to create the Retirement Savings Plan. Foundation contributions are now made to equal 13% of compensation plus a dollar-for-dollar match of up to an additional 2% of basic compensation contributed on a pretax basis by employees up to the compensation cap.

In 2000, then current members of the Plan had the option of remaining in the combined retirement plan consisting of the defined benefit pension plan and the former 401(k) Trustee Savings Plan or moving to the new Retirement Savings Plan. Employees can make additional unmatched pretax contributions which, when combined with employee contributions that are matched, cannot exceed the maximum pretax contribution limit of $17.5, or for employees who have attained age 50, $23.0. All contributions are credited to the participants' accounts. The Foundation's contributions to the Retirement Savings Plan were $2.4 million in 2015 and 2014.

Locally hired staff in the Foundation's foreign offices participate in retirement plans and/or provident funds or other plans that conform to local customs, conditions or law.

(Amounts in thousands)

7. Pensions and Other Post-Retirement Benefits *(continued)*

The Foundation provides certain health care and life insurance benefits ("Other Post-Retirement Benefits") for retired employees. Employees are eligible for these benefits when they meet the criteria for retirement under the Foundation's pension plan. This plan has a cost sharing feature, which totaled $207 and $216 for 2015 and 2014, respectively. The Foundation accrues the expected cost of providing postretirement benefits over the years that employees render service and pays this portion of the cost of retiree health care benefits.

Information as of and for the years ended December 31, regarding the Foundation's defined benefit plans is as follows:

	Pension Benefits		Other Post-retirement Benefits	
	2015	2014	2015	2014
Projected benefit obligation	$ 82,785	$ 82,380	$ 21,900	$ 20,852
Fair value of plan assets	95,437	100,855	-	-
Funded Status	$ 12,652	$ 18,475	$ (21,900)	$ (20,852)
Service cost	$ -	$ -	$ 679	$ 739
Interest cost	3,466	3,168	885	769
Expected return on assets	(7,601)	(7,673)	-	-
Amortization of prior service (credit)	-	-	(128)	(128)
Amortization of actuarial losses (gains)	1,530	799	-	(213)
Settlement	-	1,529	-	-
Net Periodic (Credit) Cost	$ (2,605)	$ (2,177)	$ 1,436	$ 1,167
Components of Other Changes in Net Assets				
Actuarial losses arising in period	$ 9,957	$ 13,243	$ 392	$ 1,303
Amortization of prior service credit	-	-	128	128
Amortization of actuarial (losses) gains	(1,530)	(799)	-	213
Settlement	-	(1,529)	-	-
Other Change in Net Assets	$ 8,427	$ 10,915	$ 520	$ 1,644
Accumulated benefit obligation	$ 82,785	$ 82,380	$ 21,900	$ 20,852
Amount recognized in the statement of financial position - prepaid benefit (accrued) cost	12,652	18,475	(21,900)	(20,852)
Employer contributions	-	-	908	953
Benefits paid	5,029	9,216	908	953

(Amounts in thousands)

7. Pensions and Other Post-Retirement Benefits *(continued)*

The table below reflects the amounts recognized within net assets arising from the Plan and Other Post-Retirement Benefits at December 31, 2015 and 2014 that have not yet been recognized in net periodic benefit cost and the portion of such amounts that are expected to be recognized in net periodic benefit cost during the year ending December 31, 2016.

	Pension Benefits			Other Post-retirement Benefits		
	2016	2015	2014	2016	2015	2014
Actuarial losses (gains)	$ 1,847	$ 48,382	$ 39,955	$ -	$ (560)	$ (952)
Prior service (credit)	-	-	-	(128)	(262)	(390)
	$ 1,847	$ 48,382	$ 39,955	$ (128)	$ (822)	$ (1,342)

Weighted-average assumptions used to determine benefit obligations at December 31 are as follows:

	Pension Benefits		Other Post-retirement Benefits	
	2015	2014	2015	2014
Discount rate	4.25%	4.25%	4.25%	4.25%
Rate of compensation increase	N/A	N/A	4.00%	4.00%

Weighted-average assumptions used to determine net periodic benefit cost for the years ending December 31 are as follows:

	Pension Benefits		Other Post-retirement Benefits	
	2015	2014	2015	2014
Discount rate	4.25%	4.50%	4.25%	4.50%
Expected long-term return on plan assets	7.75%	7.75%	N/A	N/A
Rate of compensation increase	N/A	N/A	4.00%	4.00%

The overall expected long-term rate of return on assets assumption was determined based on historical returns (without adjustment) for each asset class.

Assumed health care cost trend rates at December 31 are as follows:

	2015	2014
Health care cost trend rate assumed for next year	6.5%	7.0%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	5%	5%
Year that the rate reaches the ultimate trend rate	2019	2018

(Amounts in thousands)

7. Pensions and Other Post-Retirement Benefits *(continued)*

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one-percentage-point change in assumed health care cost trend rates would have the following effects:

	Point Increase	Point Decrease
Effect on total of service and interest costs	$ 313	$ (242)
Effect on postretirement benefit obligation	3,515	(2,808)

The Pension Plan is diversified among four asset classes: developed equity, emerging markets equity, hedge funds and fixed income/cash with target asset allocations of 40%, 10%, 15% and 35%, respectively. Some of the Plan's investment managers have been selected from among the endowment's managers to achieve savings on asset based management fees and to garner the benefits of consolidated risk management and oversight.

The following are the major categories of retirement plan assets at fair value as of December 31 grouped by the fair value hierarchy, for those investments subject to categorization within such hierarchy:

	2015		
	Level 1	Other Investments Measured at Net Asset Value (*)	Total
Cash and cash equivalents	$ 3,745	$ -	$ 3,745
Equity funds			
Domestic equity funds	-	25,588	25,588
International equity funds	-	6,198	6,198
Fixed income index funds			
Domestic fixed income funds	-	28,589	28,589
Hedge funds	-	12,970	12,970
Subtotal	$ 3,745	$ 73,345	77,090
Cash			15,000
Due from broker for investment sold			3,347
Total			$ 95,437

(Amounts in thousands)

7. Pensions and Other Post-Retirement Benefits *(continued)*

	2014		
	Level 1	Other Investments Measured at Net Asset Value (*)	Total
Cash and cash equivalents	$ 10,041	$ -	$ 10,041
Equity funds			
Domestic equity funds	-	29,163	29,163
International equity funds	-	19,491	19,491
Fixed income index funds			-
Domestic fixed income funds	-	23,695	23,695
Hedge funds	-	16,683	16,683
Subtotal	$ 10,041	$ 89,032	99,073
Due from broker for investment sold			1,782
Total			$ 100,855

(*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

There were no transfers between level 1 and 2 of the fair value hierarchy during 2015 and 2014.

A portion of the pension assets measured at NAV contain various redemption restrictions with required written notice. The following tables summarize the composition of such investments by the various redemption and lock-up provisions as of December 31:

2015				
Investment Category	Fair Value	Redemption Frequency	Redemption Notice Period	Unfunded Commitments
Developed and emerging markets equity funds (a)	$ 31,785	Daily and quarterly	1-60 days	$ -
Fixed income index funds (b)	28,590	Daily	2 days	-
Hedge funds (c)	12,970	Quarterly liquidity for portions of the fund throughout the year, requiring a full year to fully redeem.	100 days	-
Total	$ 73,345			$ -

(a) This category includes investments in funds that invest in common stocks broadly across developed and emerging markets or in specific regions.

(Amounts in thousands)

7. Pensions and Other Post-Retirement Benefits *(continued)*

(b) This category includes investments in passively managed trust funds that own U.S. Treasury bonds and TIPS.

(c) This category consists of an investment in a diversified fund of funds that is invested in sixteen long/short, multi-strategy, credit long/short and relative value hedge funds.

Cash Flows

Contributions—The Foundation does not anticipate making any contributions to its pension and postretirement medical and life insurance plans in 2016.

Estimated Future Benefit Payments—the following benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

Year	Pension Benefits	Other Post-retirement Benefits
2016	$ 5,562	$ 1,003
2017	5,468	1,031
2018	5,440	1,079
2019	5,395	1,108
2020	5,310	1,134
2021-2025	25,779	5,818

8. Grants Payable

The Foundation has entered into grant commitments with certain organizations. The following summarizes the changes in grants payable as of December 31:

	2015	2014
Balance, January 1	$ 39,132	$ 73,600
Additions		
Grants approved	193,760	112,565
Deductions		
Grant payments	(161,758)	(145,525)
Grants lapsed	(2,192)	(2,431)
Grant funds returned	627	923
Balance, December 31	$ 69,569	$ 39,132

(Amounts in thousands)

9. Term Loan Payable and Interest Rate Swap Agreement

During October 2011 the Foundation executed a term loan for $20.8 million, the proceeds of which were used to redeem the outstanding principal and pay accrued interest on tax-exempt term bonds issued by the Foundation. The term loan matures on October 13, 2023 and bears interest at a variable rate equal to the London Interbank Offered Rate ("LIBOR") plus 1.53%. As of December 31, 2015, principal payments due under the term loan are payable as follows:

Year	Amount
2016	$ 1,731
2017	1,731
2018	1,731
2019	1,731
2020	1,731
2021 and thereafter	4,900
Total	$ 13,555

The Foundation has entered into an interest rate swap agreement with an initial notional amount of $20.8 million to mitigate interest rate risk associated with the variable rate on the term loan. Under the terms of the swap agreement, the Foundation pays a fixed rate of 2.005% and receives a floating rate equal to the one month LIBOR rate (0.42750% at December 31, 2015) on the notional amount ($13.63 million at December 31, 2015).

At December 31, 2015 and 2014, the fair value of the interest rate swap was a liability of $266 and $247, respectively. The interest rate swap is classified as Level 2 within the fair value hierarchy.

The carrying value of any outstanding borrowing would approximate fair value since advances bear interest at floating rates.

(Amounts in thousands)

10. Lines of Credit

The Foundation has two unsecured lines of credit with a bank. One line is for $100 million and expires on September 3, 2016 (364-day facility). The second line is also for $100 million and expires on September 9, 2017 (two-year facility). There was $45 million outstanding under the 364-day facility as of December 31, 2015 and no amounts outstanding as of December 31, 2014. The agreements provide for an unused facility fee of 0.10% on the unused portion of the lines. Interest is charged on borrowed funds as follows:

Loan in a Principal Amount Of	Interest on the 364-day facility	Interest on the Two-year facility
Less than $500,000	Higher of the Prime Rate or the Adjusted One Month LIBOR Rate	Higher of the Prime Rate or the Adjusted One Month LIBOR Rate
Equal to or exceeding $500,000	Either the bank's offered money market rate, the LIBOR Rate plus .40%, or the higher of the Prime Rate or the Adjusted One Month LIBOR Rate	Either the bank's offered money market rate, the LIBOR Rate plus .65%, or the higher of the Prime Rate or the Adjusted One Month LIBOR Rate

In addition, the Foundation must maintain a ratio of unrestricted liquidity to total indebtedness of no less than 1.00, tested annually.

The carrying value of any outstanding borrowing would approximate fair value since advances bear interest at floating rates.

11. Investment Risks and Uncertainties

Alternative investments consist of non-traditional, non-readily marketable investments, some of which may be structured as offshore limited partnerships, hedge funds, real asset and private equity funds and common trust funds. The underlying investments of such funds, whether invested in stock or other securities, are generally not currently traded in a public market and may be subject to restrictions on resale. Values determined by investment managers and general partners of underlying securities that are thinly traded or not traded in an active market may be based on historical cost, appraisals, a review of the investees' financial results, financial condition and prospects, together with comparisons to similar companies for which quoted market prices are available or other estimates that require varying degrees of judgment.

(Amounts in thousands)

11. Investment Risks and Uncertainties *(continued)*

Because of the inherent uncertainty of valuations, the estimated fair values may differ significantly from the values that would have been used had a ready market for such investments existed or had such investments been liquidated, and those differences could be material.

12. Contingent Liabilities

The Foundation has been named as a party in a legal proceeding brought against it and other parties. Foundation management has reviewed this matter with legal counsel and in management's opinion, this action is defensible and management does not expect the ultimate resolution of this action to have a material adverse effect on the Foundation's financial position.

13. Leases

The Foundation leases office space for its Nairobi, Kenya and Bangkok, Thailand regional offices. The lease for the Nairobi office expires on September 30, 2021 and the lease for the Bangkok office expires on March 15, 2019. As of December 31, 2015, amounts due under these lease agreements are payable as follows:

Year	Amount
2016	$ 204
2017	223
2018	232
2019	166
2020	152
2021	121

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