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The sixth edition of the Statistical Review of RBF Operations is a comprehensive annual review of the Rockefeller Brothers Fund's (RBF) activities. The Statistical Review compares the Fund's grantmaking activity over a three-year period. This year's review is divided into six sections:

1. Investment Performance and Rate of Spending
2. Program Spending Overview
3. Program Spending Analysis
4. Grantmaking
5. Pocantico Center
6. Human Resources

The Fund marked several programmatic changes in 2008, beginning with the review and conclusion of the Charles E. Culpeper Human Advancement program. The conclusion of this grantmaking allows the Fund to continue to move toward greater program cohesion, cross-programmatic collaboration, and synergy among the core themes of democratic practice, sustainable development, and peace and security. The core interests of the Human Advancement program—leadership, diversity, equity, and arts and culture—will receive continued attention in the RBF programs. As a result of the program's conclusion, the Fellowships for Aspiring Teachers of Color was transferred to the Woodrow Wilson National Fellowship Foundation in January 2009. The Fund also made the decision to phase out of the current South Africa grantmaking, which largely reflected the Human Advancement program focus. Final grants for this program will be awarded during the first quarter of 2009. The Fund also will begin to explore options to refocus its grantmaking efforts in Africa around its core themes. For more information on these program transitions and phase outs, please visit www.rbf.org.

The Statistical Review of RBF Operations is also available on the Fund's Web site at www.rbf.org. The statistics in this review have not been audited. An audited financial statement will be available at www.rbf.org in June with the release of the 2008 Annual Review.

INVESTMENT PERFORMANCE AND RATE OF SPENDING

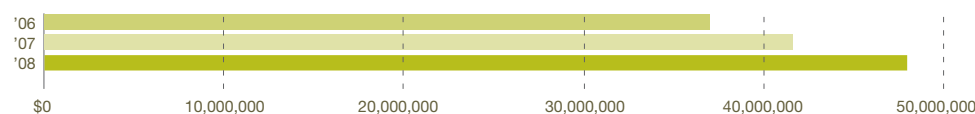
Following a record-high \$958 million endowment in 2007, the market value of the Fund's investment portfolio fell by 25.9 percent to \$668 million as of December 31, 2008.

<i>in millions</i>	2006	2007	2008
Year-End Value	\$ 892	\$ 958	\$ 668
Average Value	\$ 827	\$ 936	\$ 837

PROGRAM SPENDING

Total program spending for 2008 was \$48,010,628 representing an increase of 15 percent from 2007. Actual spending on grantmaking and administration at 437 Madison Avenue, the Fund's headquarters, and operations in Southern China and the Western Balkans, accounted for 90 percent of total program expenditures and Pocantico Center for 10 percent.

TOTAL PROGRAM SPENDING

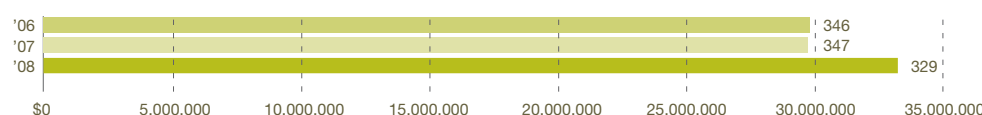


Program spending refers to expenditures that count toward satisfying the minimum distribution requirement.

GRANTMAKING

In 2008, the Fund awarded 329 grants, totaling \$33,226,279. The average size of a grant decreased slightly from \$88,274 in 2007 to \$86,056 in 2008.

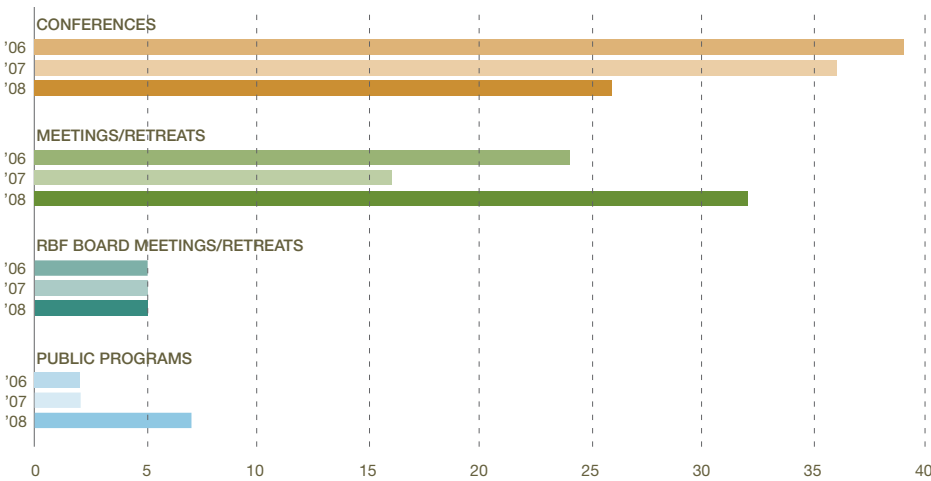
NEW GRANTS APPROVED



POCANTICO CENTER

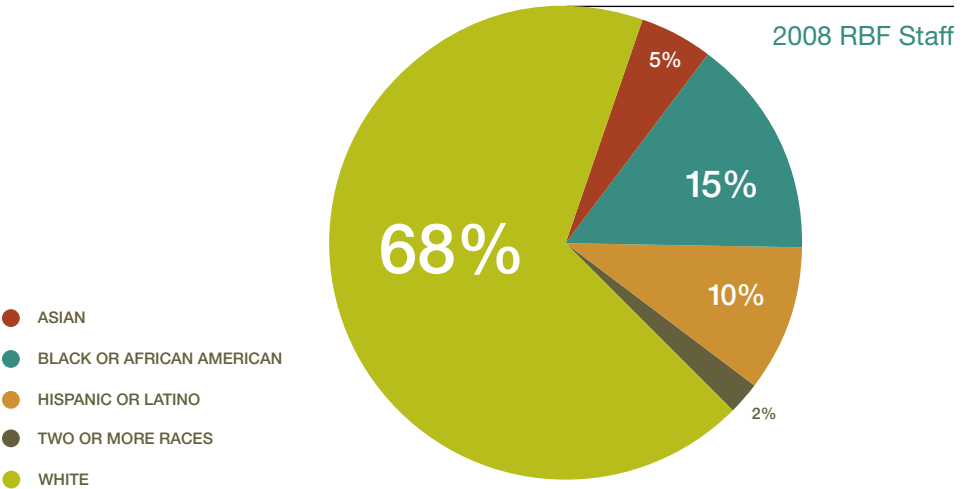
The Pocantico Center augments the Fund's current philanthropic programs while enhancing the Fund's responsiveness to the community and providing an enriching experience for a wide variety of visitors. Its conference center provides a setting where nonprofit organizations and public-sector institutions can engage in critical issues. In 2008, the Pocantico Center hosted 63 conferences and meetings and seven public programs, including a new residency program and a school garden project.

CONFERENCES AND MEETINGS



HUMAN RESOURCES

The Statistical Review of Operations' staff count now includes full-time and part-time employees. In 2008, the Fund's staff total was 60, which included 43 full-time, 15 part-time, one program advisor, and one Fellow. The Pocantico Center accounted for the majority of the part-time staff with 14. Of the total 2008 staff, 80 percent were female and 32 percent were people of color. In February 2008, the RBF Diversity Project was launched to examine the RBF's performance with regard to diversity both internally, and in its external activities, including grantmaking.



Amidst declines of historical proportions, the investment performance fell by 25.9 percent in 2008, compared to the 11.4 percent increase reported for 2007.

The Fund's endowment had reached its highest level during 2007, with an ending portfolio value of approximately \$958.5 million. After 2008 spending, and amidst declines of historical proportions affecting current market conditions, the Fund's endowment dropped significantly. As such, investment performance fell by 25.9 percent in 2008, compared to the 11.4 percent increase reported for 2007.

The portfolio finished the year at approximately \$668 million after total spending which includes \$47.8 million of expenditures that count toward the minimum distribution requirement + an estimated \$1.1 million in excise taxes + approximately \$5 million for investment-related expenses.

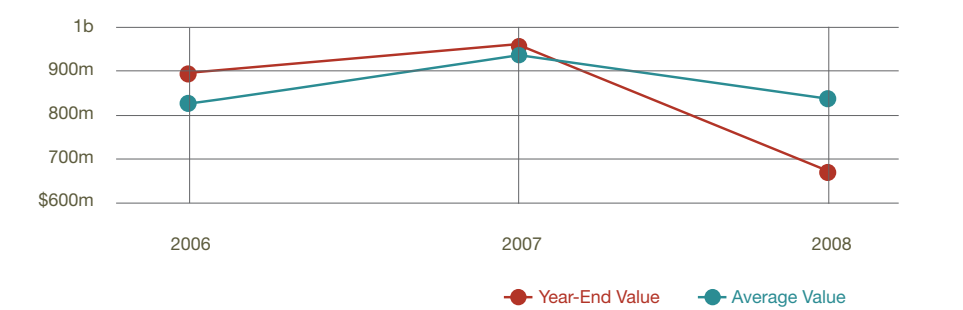
As the value of the portfolio fluctuated, we again experienced a sizeable gap between the average market value of investment assets used to set the 2008 program spending budget and the actual average market value for the year. Given actual 2008 portfolio performance, net of spending, the Fund has experienced a significant decline in both its portfolio, and consequently its 2008 payout requirement. Due to these declines, it is anticipated that the Fund's 2008 spending will exceed the minimum IRS distribution by approximately \$6 million. This excess will result in carryforward credits that can be used against IRS spending requirements over the next five years.

Total spending as a percentage of the declining average market value of investment assets through the year was 5.73 percent in 2008. This compares with 4.45 percent in 2007 and 4.55 percent in 2006.

Investment Performance and Rate of Spending

	2006	2007	2008
Investment Portfolio (12/31)	\$ 892,919,000	\$ 958,494,000	\$ 667,979,000
Average Market Value of Portfolio	\$ 827,069,000	\$ 936,049,000	\$ 837,293,000
Average Value Used for Budget	\$ 672,631,000	\$ 688,685,000	\$ 750,711,000
Investment Performance (net of fees)	16.50%	11.40%	-25.85%
Consumer Price Index	3.20%	2.80%	3.80%
Total Spending*	\$ 36,991,492	\$ 41,625,000	\$ 48,010,628
Total Spending as a % of Average Market Value of Portfolio	4.55%	4.45%	5.73%

Market Value of Investment Portfolio



*Exclusive of investment-related expenditures and excise taxes.

Total program spending
grew by 15 percent
from 2007 to 2008.

3

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- 3.1 *Components of Program Spending*
 - 3.2 *Expenditures by Program Area*

Total program spending grew by 15 percent from 2007 to 2008.

This increase is primarily attributable to a 14 percent (\$4.1 million) increase in grant expenditures. The increase in program-related expenditures includes the cost of five evaluations around the Fund’s grantmaking, the establishment of an office for program staff in China, as well as the hosting of several meetings related to the Fund’s grantmaking, including a meeting in the Western Balkans of key RBF partners in the region aimed at increasing collaboration among grantees and funders.

The RBF headquarters, 437 Madison Avenue, which handles all of the institution’s grantmaking activities, accounted for 90 percent of the RBF’s total program expenditures; activities at Pocantico accounted for 10 percent.

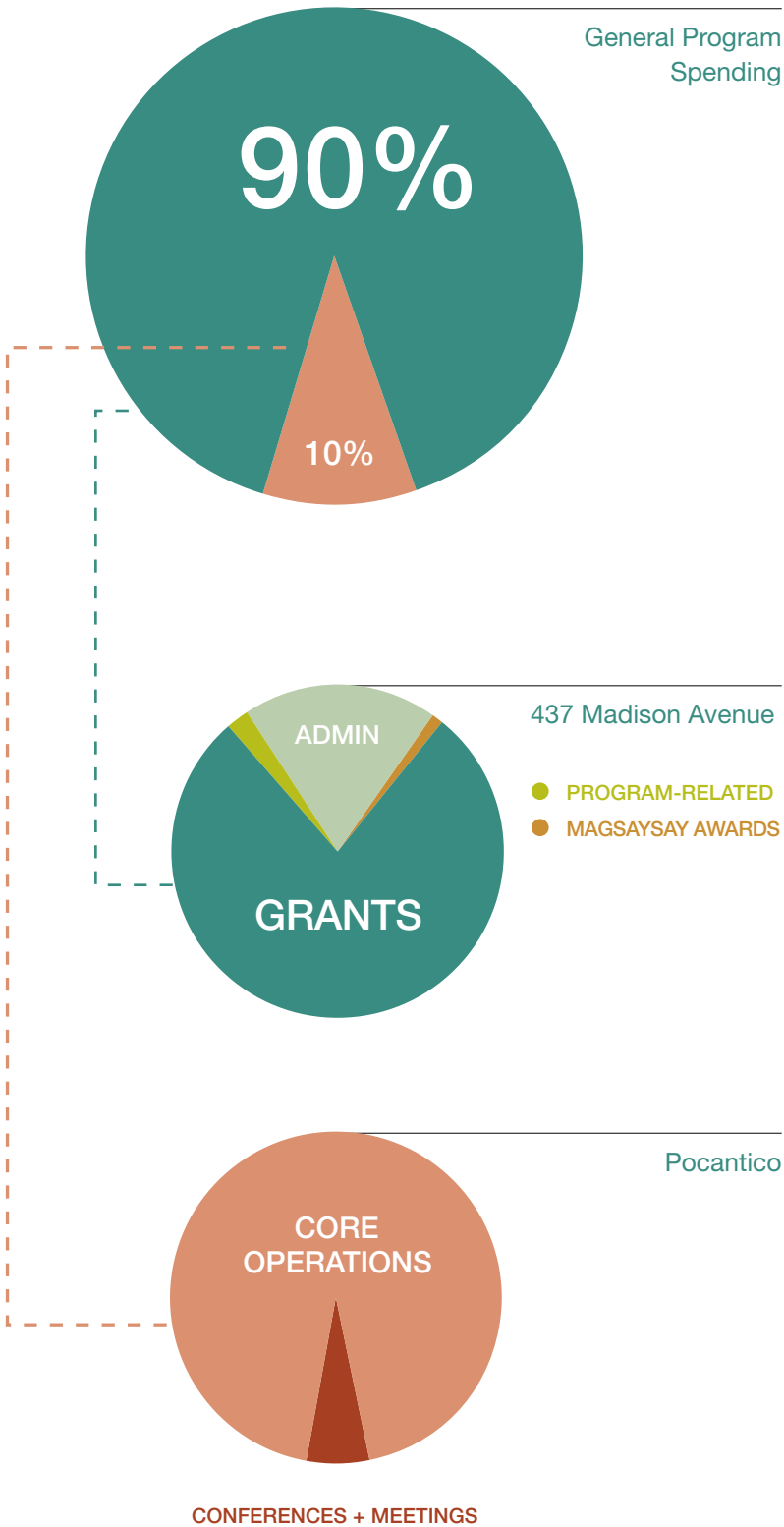
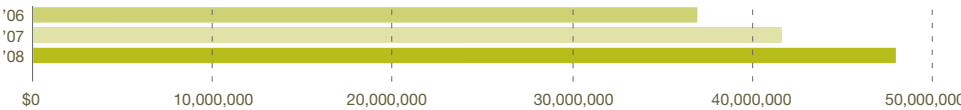
This division in expenditure is consistent with previous years.

COMPONENTS OF PROGRAM SPENDING

	2006	2007	2008	% Change
Total Program Spending	\$ 36,991,492	\$ 41,625,000	\$ 48,010,628	15%
437 Madison Avenue	\$ 33,357,097	\$ 37,658,213	\$ 43,362,743	15%
Share of Total Spending	90%	90%	90%	0%
Grants	\$ 25,783,138	\$ 29,594,164	\$ 33,736,800	14%
Program-Related Expenditures	\$ 479,791	\$ 366,487	\$ 844,911	131%
Magsaysay Awards + Program for Asian Projects (PAP)	\$ 354,168	\$ 573,427	\$ 431,032	-25%
Administration*	\$ 6,740,000	\$ 7,124,135	\$ 8,350,000	17%
Pocantico	\$ 3,634,395	\$ 3,966,787	\$ 4,647,885	17%
Share of Total Spending	10%	10%	10%	0%
Core Operations	\$ 3,324,000	\$ 3,660,000	\$ 4,392,000	20%
Conferences + Meetings	\$ 310,395	\$ 306,787	\$ 255,885	-17%

*Includes direct charitable activity.

Total Program Spending



Program and grant-related expenditures increased by \$4.6 million in 2008.

Following a review of the Human Advancement program, the Fund decided to conclude the program, effective December 31, 2008. The conclusion of this grantmaking will allow the Fund to continue to move toward greater program cohesion, cross-programmatic collaboration, and synergy among the core themes of democratic practice, sustainable development, and peace and security. Increased spending under Human Advancement in 2008 relates to evaluation expenses and the transfer of the Fellowships for Aspiring Teachers of Color to the Woodrow Wilson National Fellowship Foundation, which includes support for management of the program at its new institutional base, existing fellowship payment obligations, and funding for three new classes of fellows.

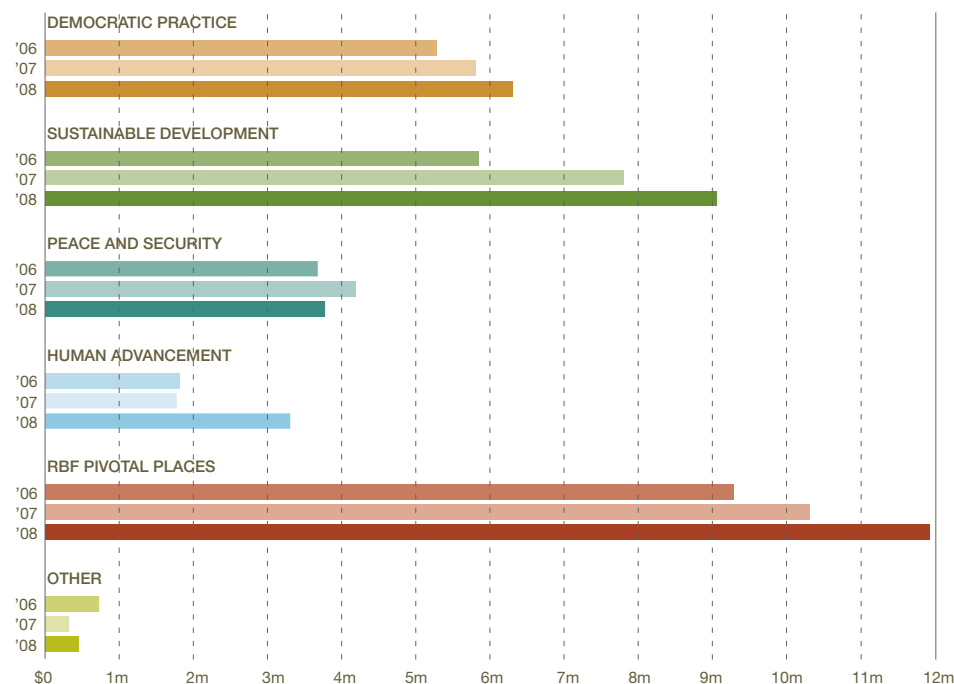
The increase in spending in Pivotal Places is primarily related to the growth of the Pivotal Place: Southern China program. In 2004, the Fund decided to concentrate its Asian grantmaking in Southern China, one of the fastest and most dynamic regions of the world. After a period of exploratory grantmaking, the program is now fully operational.

Other primarily includes spending related to philanthropic stewardship—the support of organizations serving the philanthropic and nonprofit sector.

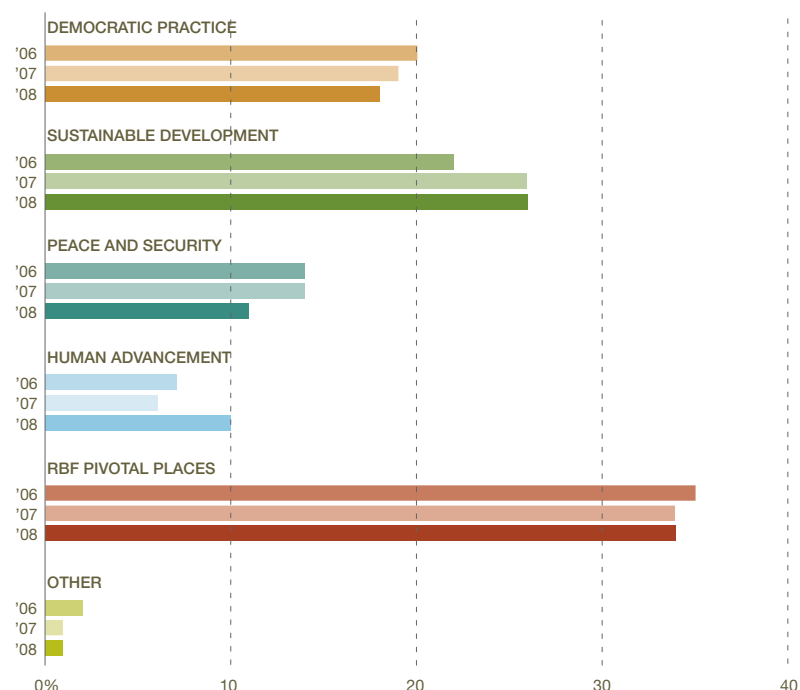
EXPENDITURES BY PROGRAM AREA

	2006	% of Total	2007	% of Total	2008	% of Total
Democratic Practice	\$ 5,269,511	20%	\$ 5,802,881	19%	\$ 6,302,774	18%
Sustainable Development	\$ 5,851,571	22%	\$ 7,802,702	26%	\$ 9,002,153	26%
Peace and Security	\$ 3,649,062	14%	\$ 4,158,736	14%	\$ 3,743,669	11%
Human Advancement	\$ 1,806,510	7%	\$ 1,771,011	6%	\$ 3,240,177	10%
RBF Pivotal Places	\$ 9,280,469	35%	\$ 10,301,384	34%	\$ 11,929,532	34%
Other	\$ 716,201	2%	\$ 309,653	1%	\$ 497,644	1%
TOTAL	\$ 26,573,324		\$ 30,146,367		\$ 34,715,949	

Expenditures by Program Area



Expenditures by Program Area as % of Total



Grant payments represented
71 percent of the Fund's
spending in 2008.

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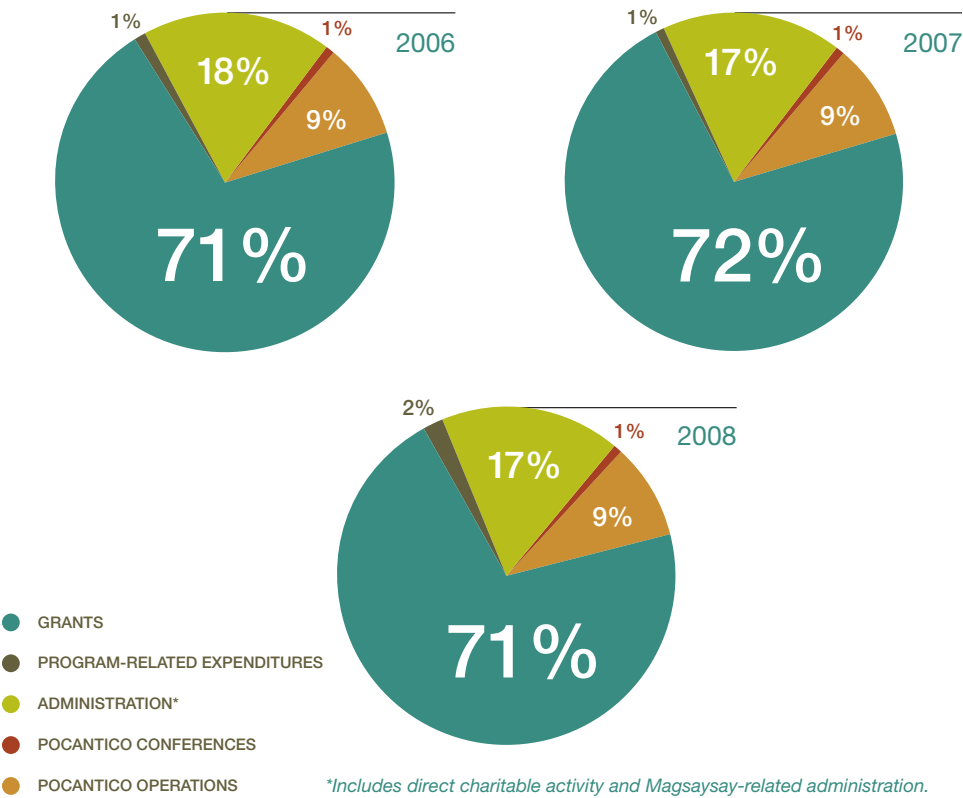
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- 4.1 *Program Spending: All Operations*
Program Spending: Excludes Pocantico Operations
 - 4.2 *437 Madison Avenue Administration*

While there was an overall increase in program spending, the distribution among spending categories in 2008 remained largely consistent with previous years.

Grants represented 71 percent of the RBF’s spending in 2008.

Program Spending: All Operations

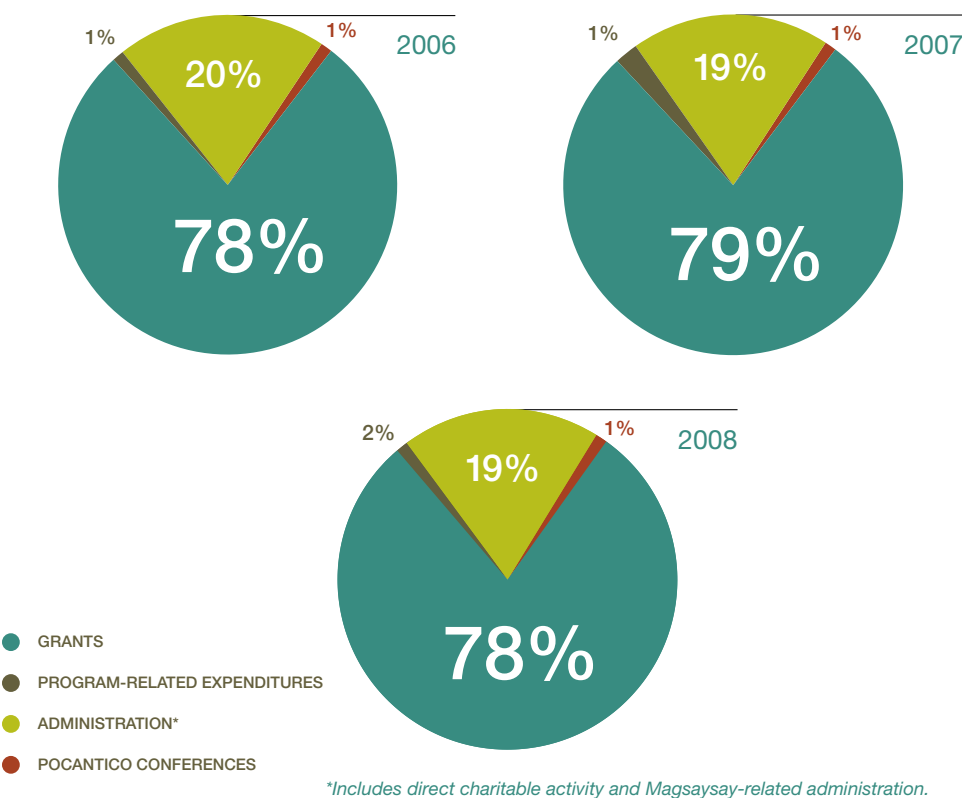
	2006	2007	2008
Grants	\$ 26,152,371	\$ 30,151,665	\$ 34,128,098
Program-Related Expenditures	\$ 494,766	\$ 382,413	\$ 884,644
Administration*	\$ 6,740,000	\$ 7,124,135	\$ 8,350,000
Pocantico Conferences	\$ 310,395	\$ 306,787	\$ 255,886
Pocantico Operations	\$ 3,324,000	\$ 3,660,000	\$ 4,392,000
TOTAL	\$ 37,021,532	\$ 41,625,000	\$ 48,010,628



When Pocantico operations are excluded, grantmaking increases to 78 percent of the RBF’s total spending in 2008.

Program Spending: Excludes Pocantico Operations

	2006	2007	2008
Grants	\$ 26,152,371	\$ 30,151,665	\$ 34,128,098
Program-Related Expenditures	\$ 494,766	\$ 382,413	\$ 884,644
Administration*	\$ 6,740,000	\$ 7,124,135	\$ 8,350,000
Pocantico Conferences	\$ 310,395	\$ 306,787	\$ 255,886
TOTAL	\$ 33,697,532	\$ 37,965,000	\$ 43,618,628



Actual spending on administration at 437 Madison Avenue in 2008 was \$426,000 less than what had been budgeted for the year.

The administrative savings was reallocated to support grantmaking expenditures.

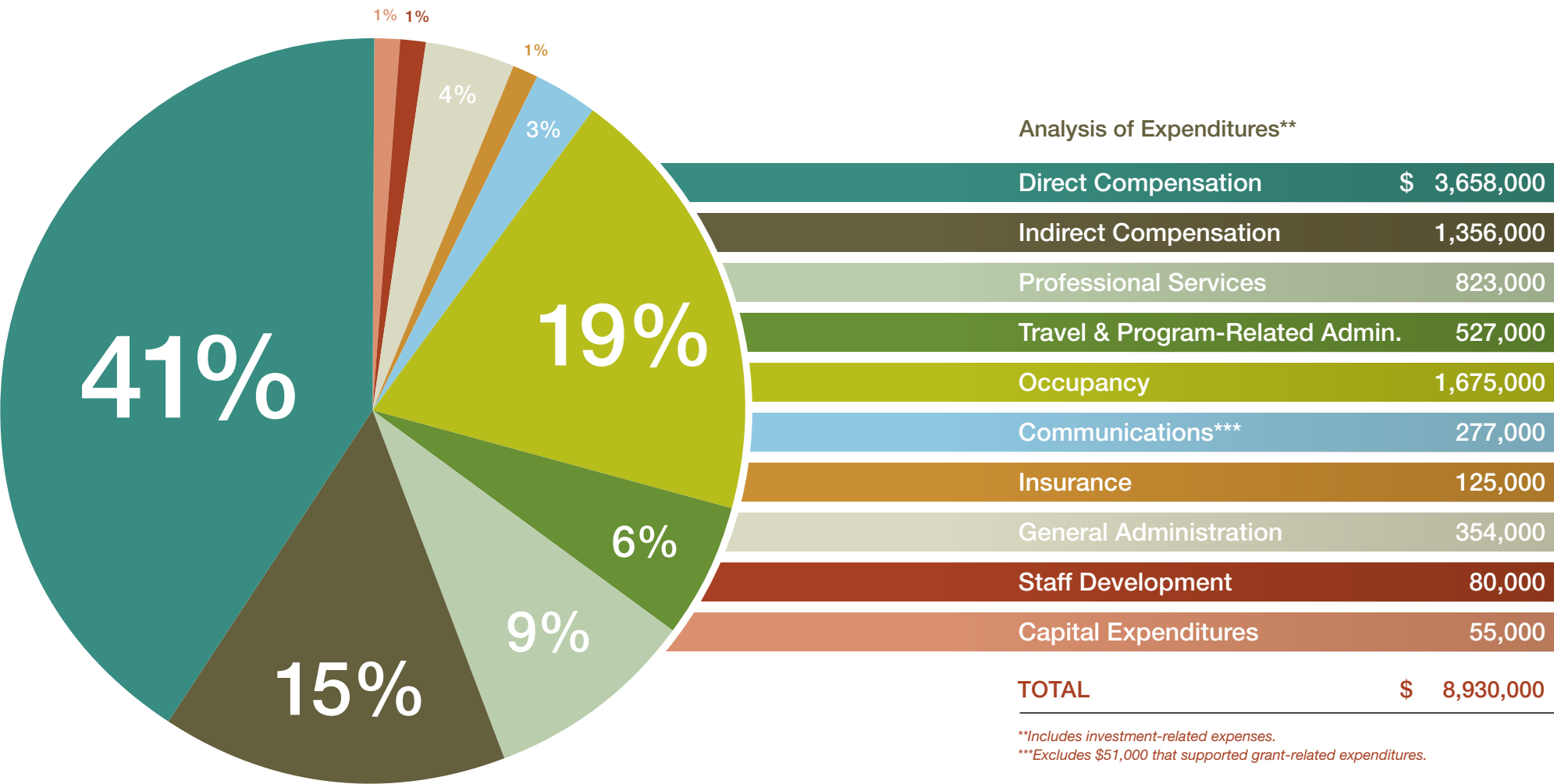
The communications budget supported \$51,000 in grant-related expenditures which is reflected in the grants and program-related expenditure figures; the total communications budget for 2008 was \$328,000.

Personnel costs (Direct and Indirect Compensation) account for 56 percent of total administrative expenses.

437 Madison Avenue Administration

Budget*	\$	8,776,000
Actual Spending*	\$	8,350,000
Administrative Savings	\$	426,000

*Includes direct charitable activity; excludes investment-related expenditures.



329 grants were awarded in 2008. The overall dollars awarded increased 15 percent from 2007.

-
- 5.1 *Beginning of Year Grant Commitments*
 - 5.2 *New Grantmaking*
 - Number of Grants*
 - 5.3 *Average Size of Grants*
 - 5.4 *Duration of Grants*
 - Average Term of Grants*
 - 5.5 *New Grantees*
 - New Purpose*
 - 5.6 *General Support*
 - U.S. Grantees*
 - 5.7 *Program-Related Expenditures*
 - Declinations*
 - 5.8 *New Grants Approved, Principal Fund*

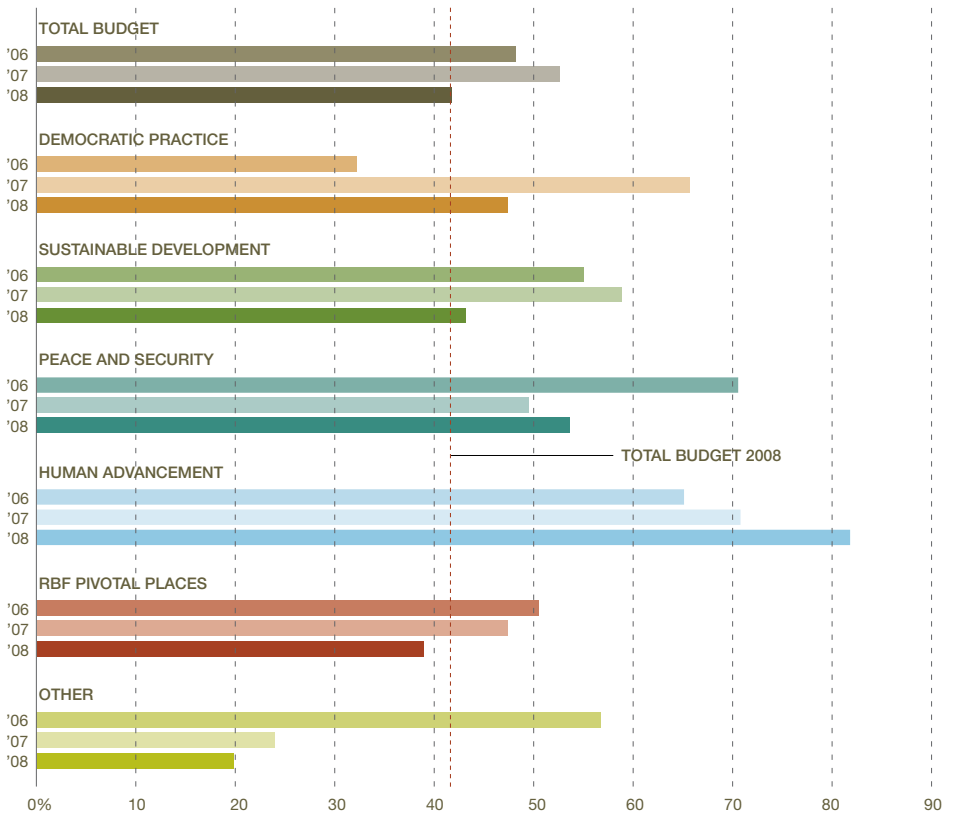
Staff had more flexibility for new grantmaking in 2008 than in previous years.

With 41.7 percent of the grantmaking budget already committed for payments on grants previously awarded when the year began, the RBF started 2008 with \$19.8 million available to support payments on grants that would be awarded within the year. This figure varies from year to year, depending on the pattern of multiyear grantmaking across the foundation, as well as the volume of new grantmaking approved at the end of the year for payment in the following year.

Except where noted, grantmaking figures pertain only to the Principal Fund, and do not, therefore, include grantmaking supported by the Fund for the Ramon Magsaysay Award Foundation or Program for Asian Projects.

Beginning of Year Grant Commitments

	2006	2007	2008
TOTAL BUDGET	48.2%	52.6%	41.7%
Democratic Practice	32.0%	65.7%	47.3%
Sustainable Development	55.0%	58.9%	43.2%
Peace and Security	70.6%	49.6%	53.9%
Human Advancement	64.9%	70.6%	81.6%
RBF Pivotal Places	50.5%	47.4%	38.9%
Other	56.8%	24.0%	19.8%



Grants approved by year on this page include grants supported by the Fund for the Ramon Magsaysay Award Foundation.

The number of grants awarded during 2008 was 329. The overall dollars awarded increased 15 percent from 2007.

The grants awarded figure includes all grants approved during the year—support for new projects as well as new grant awards that represent continuing support of projects previously funded by the RBF.

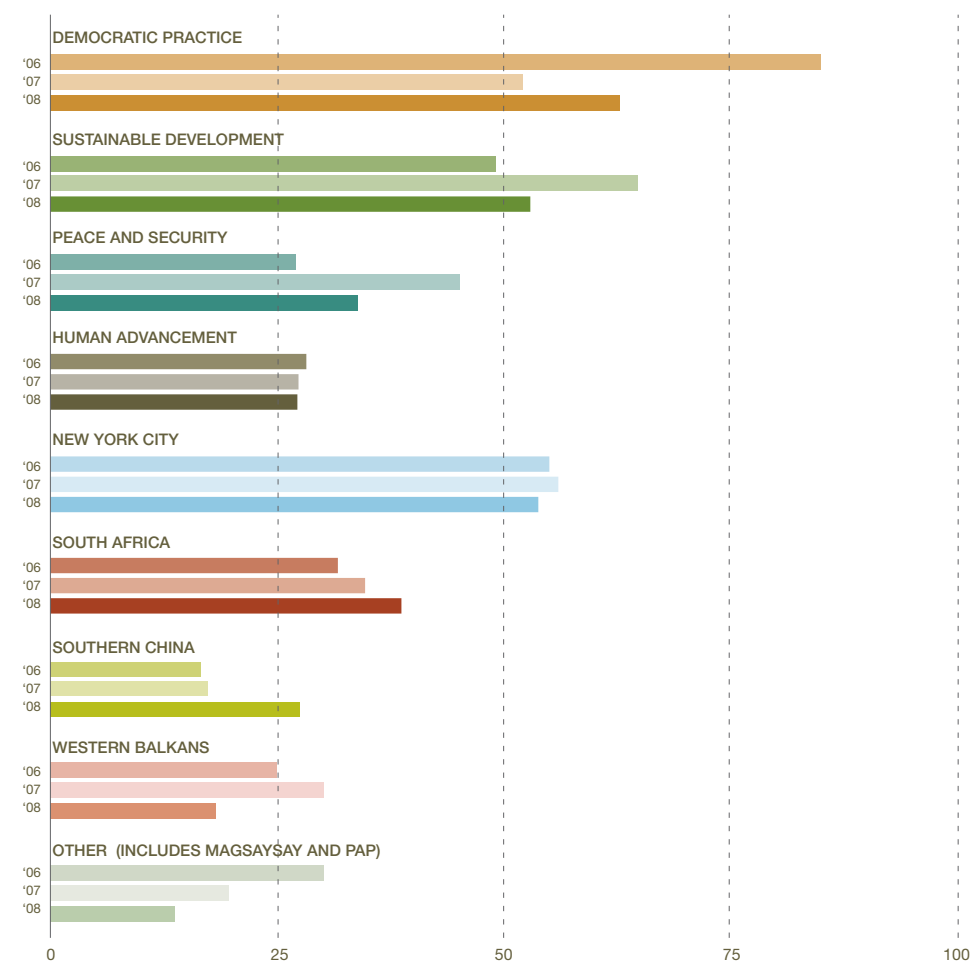
New Grantmaking

	2006	2007	2008
Total of New Grants Approved	\$ 29,615,250	\$ 29,426,670	\$ 33,226,279
Number of New Grants Approved	346	347	329

Number of Grants

	2006	2007	2008
ALL GRANTS	346	347	329
Democratic Practice	85	52	63
Sustainable Development	49	65	53
Peace and Security	27	45	34
Human Advancement	28	27	27
Pivotal Place: New York City	55	56	54
Pivotal Place: South Africa	32	35	39
Pivotal Place: Southern China	16	17	27
Pivotal Place: Western Balkans	25	30	18
Other (Includes Magsaysay and PAP ¹)	29	20	14

¹ PAP = Program for Asian Projects

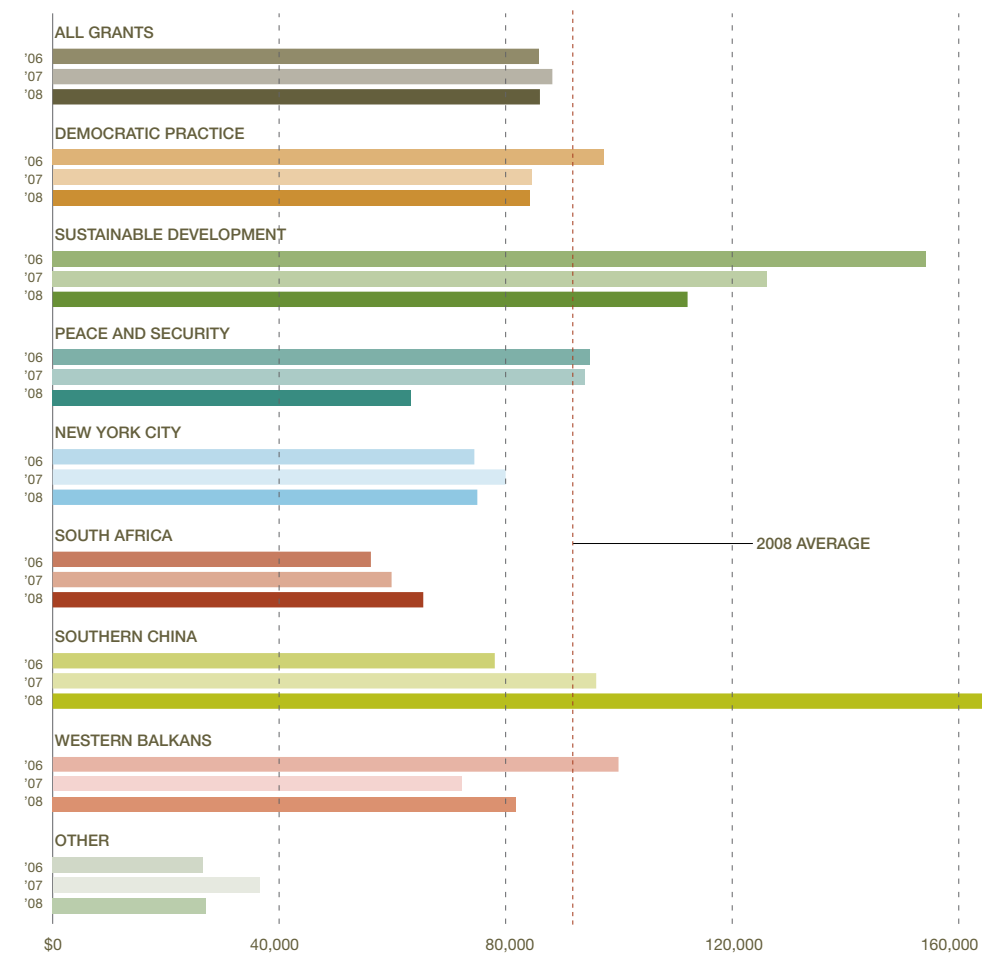


The average size of a grant decreased slightly from \$88,274 in 2007 to \$86,056 in 2008.

This reflects a number of variables in the grantmaking process, including the time period for grants, as is detailed below and on the following page.

Average Size of Grants

	2006	2007	2008
ALL GRANTS	\$ 85,914	\$ 88,274	\$ 86,056
Democratic Practice	\$ 97,088	\$ 84,518	\$ 84,136
Sustainable Development	\$ 154,349	\$ 126,006	\$ 112,206
Peace and Security	\$ 94,352	\$ 93,600	\$ 63,091
Pivotal Place: New York City	\$ 74,507	\$ 79,659	\$ 74,825
Pivotal Place: South Africa	\$ 56,047	\$ 59,711	\$ 65,321
Pivotal Place: Southern China	\$ 78,025	\$ 95,882	\$ 164,720
Pivotal Place: Western Balkans	\$ 99,900	\$ 72,267	\$ 81,722
Other	\$ 26,323	\$ 36,270	\$ 26,833



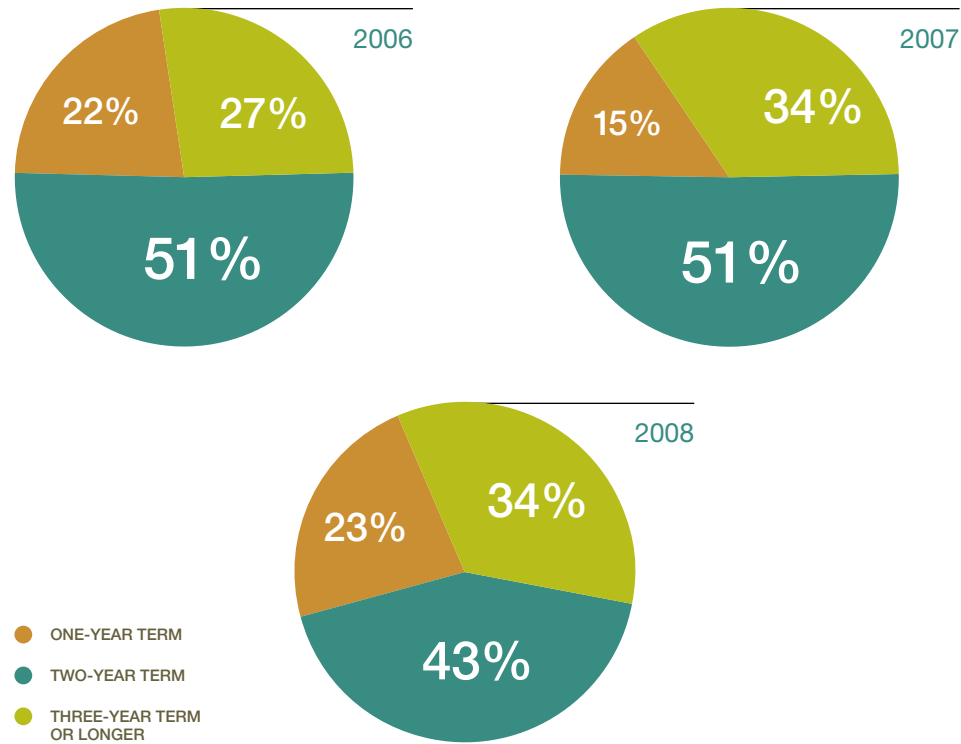
The distribution of grantmaking funds by grant term length remained largely consistent with 2007 levels.

The increase in grantmaking dollars for grants supporting three years or more of activity is largely attributable to a five-year grant made for the transfer of the Fellowships for Aspiring Teachers of Color to the Woodrow Wilson National Fellowship Foundation. This grant supports both the establishment of the program at Woodrow Wilson and support for payment on existing fellowship obligations, as well as three new classes of fellows.

Duration of Grants

	2006	2007	2008
One-Year Term	\$ 7,617,360	\$ 9,550,170	\$ 11,432,129
Two-Year Term	\$ 14,741,000	\$ 13,940,000	\$ 13,533,000
Three-Year Term or Longer	\$ 6,300,000	\$ 4,225,000	\$ 7,515,000
TOTAL	\$ 28,658,360	\$ 27,715,170	\$ 32,480,129

Excludes the individual fellowship awards under the Fellowships for Aspiring Teachers of Color.



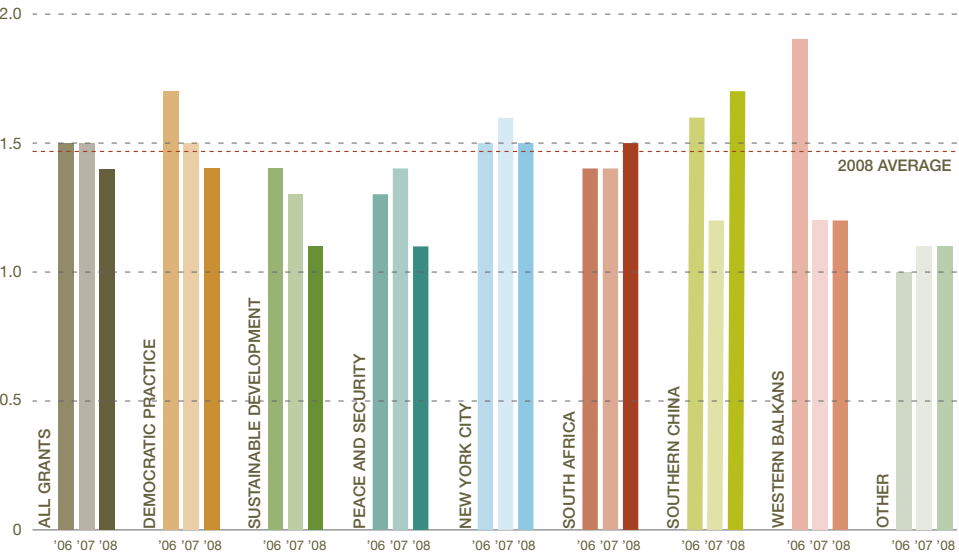
The average grant period for new grants awarded in 2008 was 1.4 years.

This remains largely constant with grantmaking patterns from previous years.

Average Term of Grants

	2006	2007	2008
ALL GRANTS	1.5	1.5	1.4
Democratic Practice	1.7	1.5	1.4
Sustainable Development	1.4	1.3	1.1
Peace and Security	1.3	1.4	1.1
Pivotal Place: New York City	1.5	1.6	1.5
Pivotal Place: South Africa	1.4	1.4	1.5
Pivotal Place: Southern China	1.6	1.2	1.7
Pivotal Place: Western Balkans	1.9	1.2	1.2
Other	1.0	1.1	1.1

Excludes the individual fellowship awards under the Fellowships for Aspiring Teachers of Color.



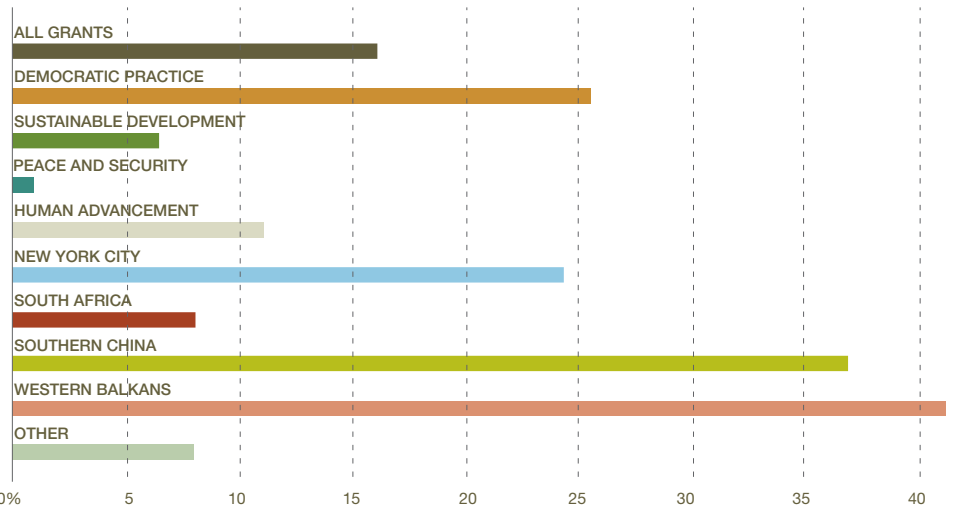
First-time grantees received nearly one-quarter of the grants awarded in 2008.

Previous grantees received a higher proportion of grant dollars awarded in all programs, except Human Advancement where grants are primarily fellowship awards given to individuals.

New Grantees

	2006	2007	2008
ALL GRANTS	22%	26%	24%
Democratic Practice	24%	15%	13%
Sustainable Development	13%	20%	34%
Peace and Security	29%	13%	3%
Human Advancement	100%	93%	96%
Pivotal Place: New York City	19%	27%	20%
Pivotal Place: South Africa	19%	17%	13%
Pivotal Place: Southern China	30%	29%	33%
Pivotal Place: Western Balkans	19%	37%	44%
Other	27%	20%	8%

Percent of Dollars Awarded to New Grantees – 2008



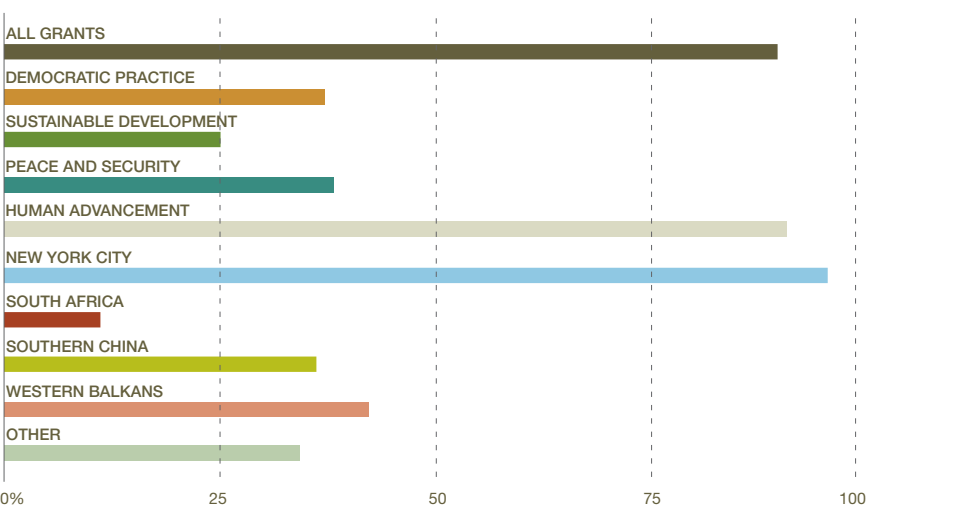
The proportion of grants awarded to previous grantees for new work increased to 41 percent. Half of the grantmaking dollars awarded to previous grantees was for new work.

The increase in these figures for the Human Advancement program is largely attributable to the approval of a \$5,000,000 grant to support the transfer of the Fellowships for Aspiring Teachers of Color to the Woodrow Wilson National Fellowship Foundation.

New Purpose

	2006	2007	2008
ALL GRANTS	28%	38%	41%
Democratic Practice	20%	48%	45%
Sustainable Development	20%	33%	34%
Peace and Security	8%	36%	39%
Human Advancement	0%	50%	100%
Pivotal Place: New York City	48%	41%	65%
Pivotal Place: South Africa	31%	38%	18%
Pivotal Place: Southern China	79%	42%	39%
Pivotal Place: Western Balkans	4%	42%	100%
Other	70%	21%	18%

Percent of Dollars Awarded to Previous Grantees for New Purpose – 2008

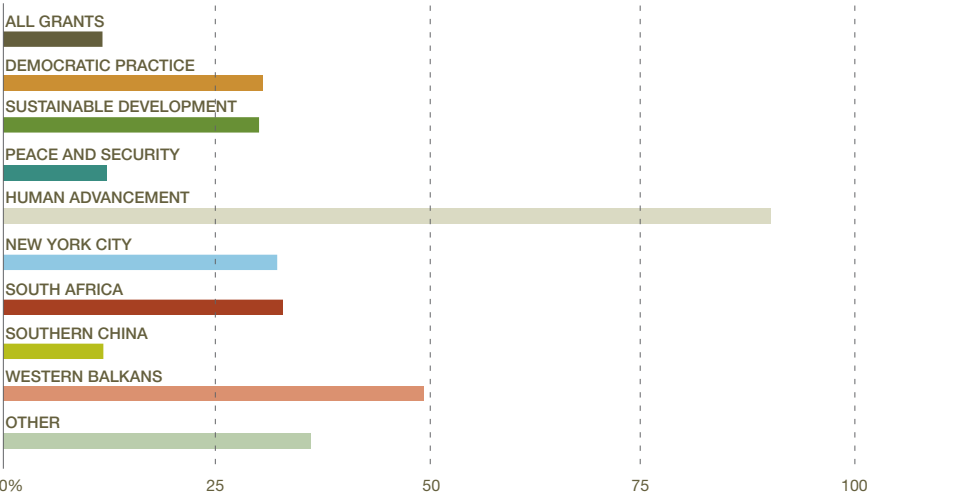


Twenty-four percent of all grant dollars awarded in 2008 will assist grantees in meeting core operating needs.

General Support

	2006	2007	2008
ALL GRANTS	27%	22%	24%
Democratic Practice	24%	16%	24%
Sustainable Development	22%	24%	11%
Peace and Security	3%	14%	11%
Human Advancement	100%	58%	93%
Pivotal Place: New York City	41%	23%	17%
Pivotal Place: South Africa	18%	15%	26%
Pivotal Place: Southern China	11%	4%	4%
Pivotal Place: Western Balkans	47%	38%	44%
Other	36%	29%	58%

Percent of Dollars Awarded for General Support – 2008



U.S. organizations received 73 percent of all new grants approved in 2008.

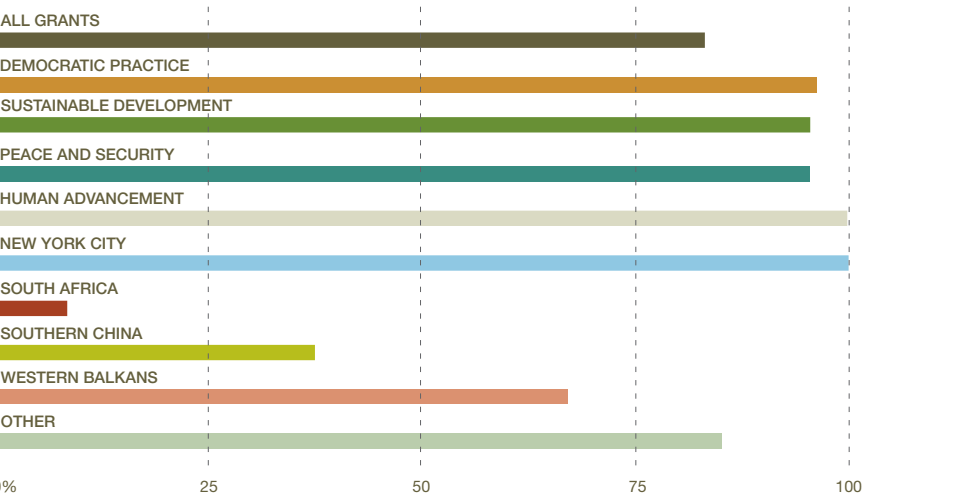
This is an eight percent decrease from 2007 and represents an effort across all of the Fund’s programs with an international focus to increase support to indigenous organizations.

Over one-third (37 percent) of the Fund’s grantmaking was awarded for work outside of the United States. This figure varies with the calculation of grants awarded to U.S. organizations since grants may be awarded to a U.S. headquartered organization for their work overseas.

U.S. Grantees

	2006	2007	2008
ALL GRANTS	81%	81%	73%
Democratic Practice	87%	96%	92%
Sustainable Development	96%	92%	85%
Peace and Security	80%	96%	91%
Human Advancement	100%	100%	100%
Pivotal Place: New York City	100%	100%	100%
Pivotal Place: South Africa	6%	25%	10%
Pivotal Place: Southern China	56%	53%	41%
Pivotal Place: Western Balkans	37%	61%	28%
Other	100%	93%	92%

Percent of Dollars Awarded to U.S. Grantees – 2008



Program-related expenditures more than doubled from 2007 to 2008.

Program-related expenditures are expenditures from program budgets that do not take the form of grants, but seek to further the overall aim of the program, such as meetings and consultancies. Administration of the Fellowships for Aspiring Teachers of Color has been a constant in this category.

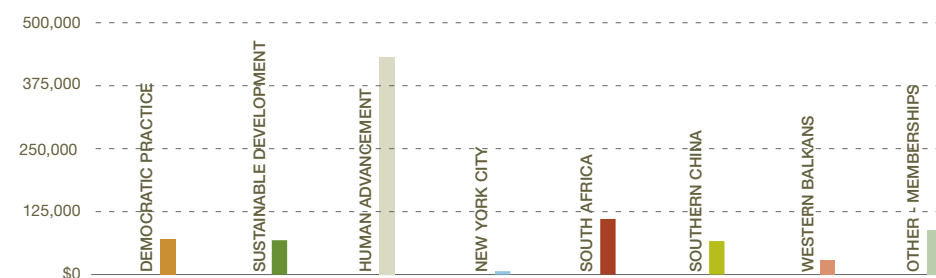
The increase in program-related expenditures includes the cost of five evaluations of the Fund's grantmaking, the establishment of an office for program staff in China, as well as the hosting of several meetings related to the Fund's grantmaking, including a meeting in the Western Balkans of key RBF partners in the region aimed at increasing collaboration among grantees and funders.

In 2008, the Fund launched five evaluations to better understand the impact of its grantmaking strategies and inform future grantmaking. These included two impact assessment studies on the Fund's grantmaking in South Africa, a review of the Democratic Practice program's support of youth civic engagement, a review of the Fellowships for Aspiring Teachers of Color, and a review of diversity and inclusiveness as it relates to the Fund's overall grantmaking and operations.

Program-Related Expenditures

	2006	2007	2008
TOTAL	\$ 479,791	\$ 366,487	\$ 844,911
Democratic Practice	\$ 43,229	\$ 9,250	\$ 69,393
Sustainable Development	\$ 140,409	\$ 120,548	\$ 68,625
Peace and Security	\$ 37,840	\$ 0	\$ 0
Human Advancement	\$ 203,910	\$ 208,638	\$ 429,177
Pivotal Place: New York City	\$ 18,100	\$ 12,447	\$ 6,945
Pivotal Place: South Africa	\$ 0	\$ 0	\$ 110,000
Pivotal Place: Southern China	\$ 0	\$ 0	\$ 66,695
Pivotal Place: Western Balkans	\$ 24,391	\$ 0	\$ 38,379
Other	\$ 11,912	\$ 15,604	\$ 55,697

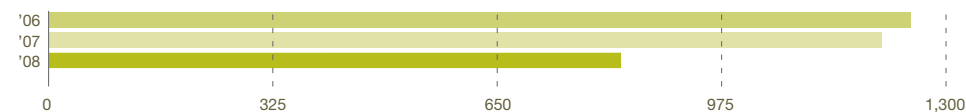
Program-Related Expenditures – 2008



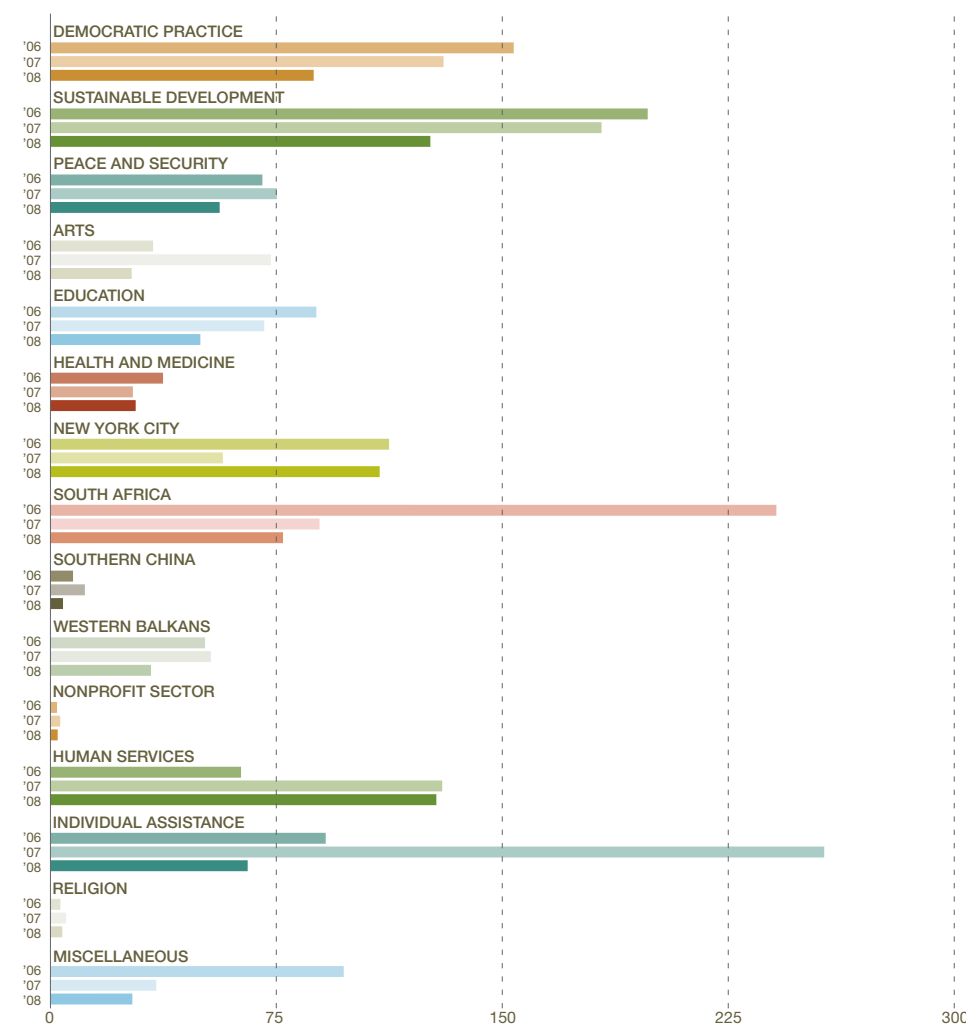
The number of declinations fell below 1,000 for the first time in a decade.

Over the past several years, the RBF has made a concerted effort to more clearly communicate its funding strategies and priorities, which is likely to have contributed to a lower number of unsolicited requests that fall outside of the Fund's guidelines, and hence, a lower number of declined funding requests. The Fund's Web site has featured an online letter of inquiry since 2007, which helps grantseekers determine if their work is a match for funding from the RBF and better focus their requests.

Declinations (Total)

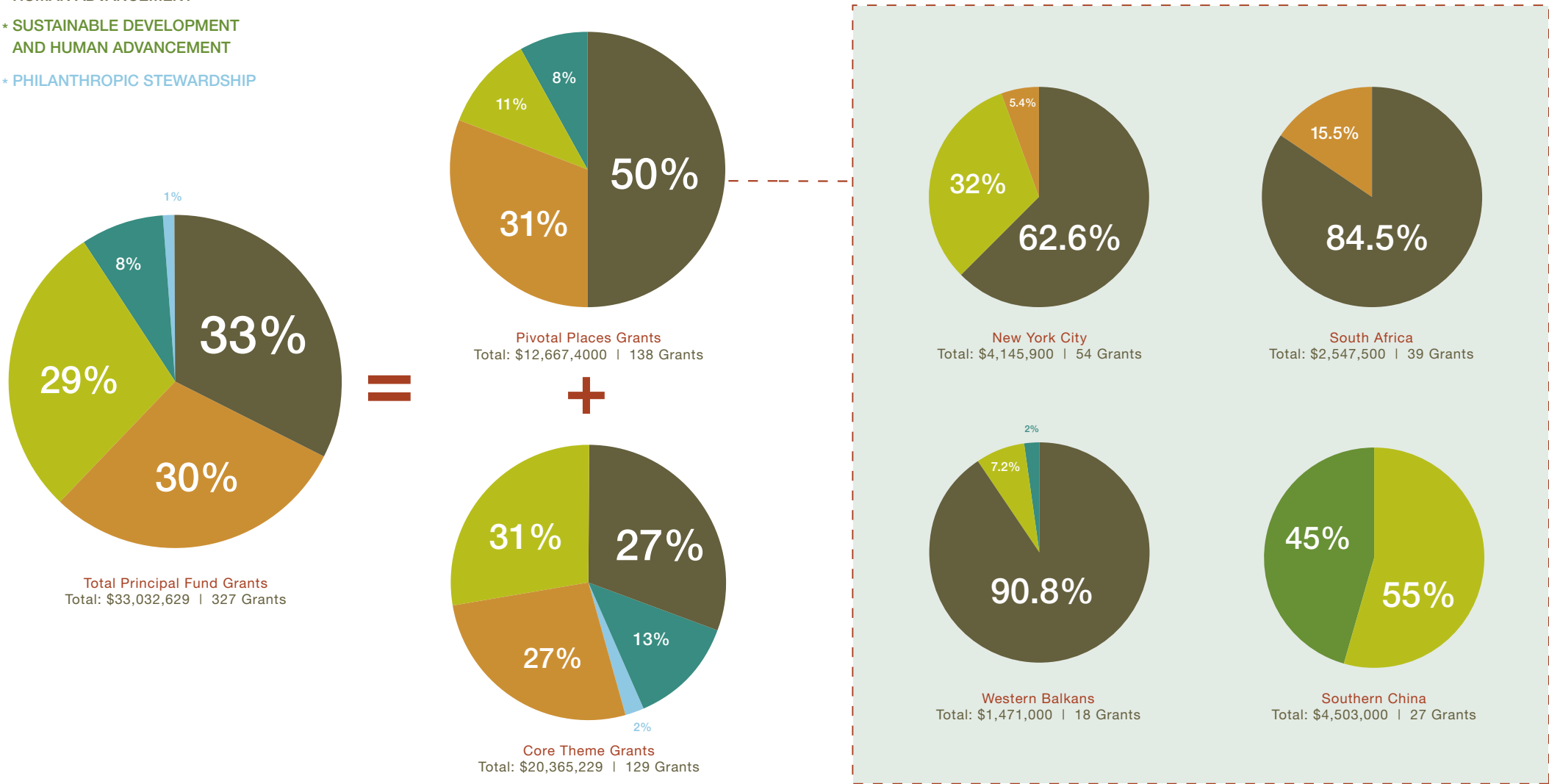


Declinations (By Area)



New Grants Approved, Principal Fund – 2008

- * DEMOCRATIC PRACTICE
- * SUSTAINABLE DEVELOPMENT
- * PEACE AND SECURITY
- * HUMAN ADVANCEMENT
- * SUSTAINABLE DEVELOPMENT AND HUMAN ADVANCEMENT
- * PHILANTHROPIC STEWARDSHIP



While Philanthropic Stewardship is not a core theme of the RBF, it is included here to show a complete picture of the 2008 grantmaking that is supported by the Principal Fund. In addition to the 327 grants funded by the Principal Fund, two grants were awarded to the Ramon Magsaysay Award Foundation (RMAF) and are not reflected in these pie charts. The RMAF grants were funded by the RBF's Fund for the Ramon Magsaysay Award Foundation. Please see page 26 for more information on the number of grants awarded in 2008.

31,841 people visited the
Pocantico Historic area in
2008.

6.1	Conferences, Meetings, and Public Programs Number of Participants
6.2	Number of Conferences and Meetings by Funding Source Total Amount of Funding
6.3	Number of Conferences and Meetings Funded by RBF Program Theme
6.4	Duration of Conferences and Meetings

The Pocantico Center hosted 63 conferences and meetings and seven public programs during 2008, which were attended by 1,963 people. In addition, the visitation program had 31,841 people visit the Pocantico Historic area in 2008.

In 2008, the Pocantico Center hired a manager to expand and create new public programs. Programs, in 2008, included the following:

POCANTICO FORUMS

The goal of the Pocantico Forum series is to provide information on a wide range of issues and topics that reflect the broad program interests of the Rockefeller Brothers Fund. In 2008, the Pocantico Center hosted two forums.

RESIDENCY

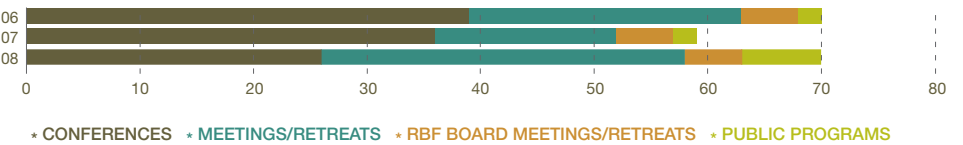
The Rockefeller Brothers Fund, in collaboration with Cave Canem Foundation, an RBF grantee, selected Cave Canem fellow John “Jay” Frazier to receive an inaugural residency at the historic Marcel Breuer House at Pocantico. This architectural landmark is located on the grounds of the former estate of the Rockefeller family in the Pocantico Historic area of Tarrytown, New York. The weeklong Pocantico residency was a pilot project to test the suitability of the Pocantico facilities for an artist residency program. The success of the pilot project has led the Pocantico Center to continue the residency program.

POCANTICO SCHOOL GARDEN PROJECT

In September 2008, the Pocantico Hills School and the Rockefeller Brothers Fund teamed up to develop and sustain a year-round environmental and gardening program for third and fourth graders. Approximately 112 students, teachers, and parent volunteers participated in the pilot project. The RBF provided space at the Pocantico Center, as well as materials and start-up and maintenance costs of the garden and greenhouse. Based on the success of the pilot project, the Pocantico Center will continue the organic school garden project.

Conferences, Meetings, and Public Programs

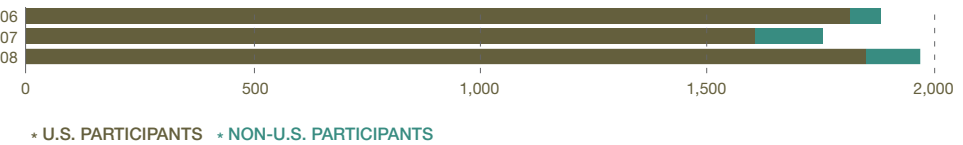
	2006	2007	2008
Conferences	39	36	26
Meetings/Retreats	24	16	32
RBF Board Meetings/Retreats	5	5	5
Public Programs	2	2	7
TOTAL	70	59	70



Number of Participants Attending Conferences, Meetings, and Public Programs¹

	2006	2007	2008
U.S. Participants	1,815	1,607	1,852
Non-U.S. Participants ²	96	150	111
TOTAL	1,911	1,757	1,963

¹ Public Programs exclude the visitation program.
² Non-U.S. Participants reflect conferences and meetings only.

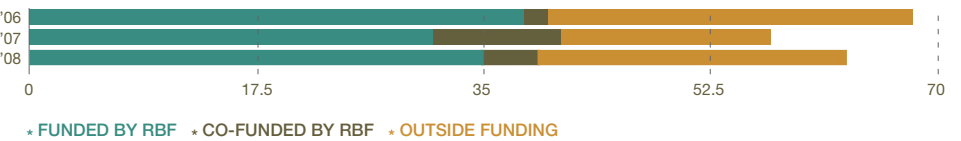


Of the 63 conferences and meetings held at Pocantico in 2008, the RBF funded or co-funded 39. The total amount of the RBF’s funding in 2008 was \$255,885.

The 63 conferences and meetings excludes public programs.

Number of Conferences and Meetings by Funding Source

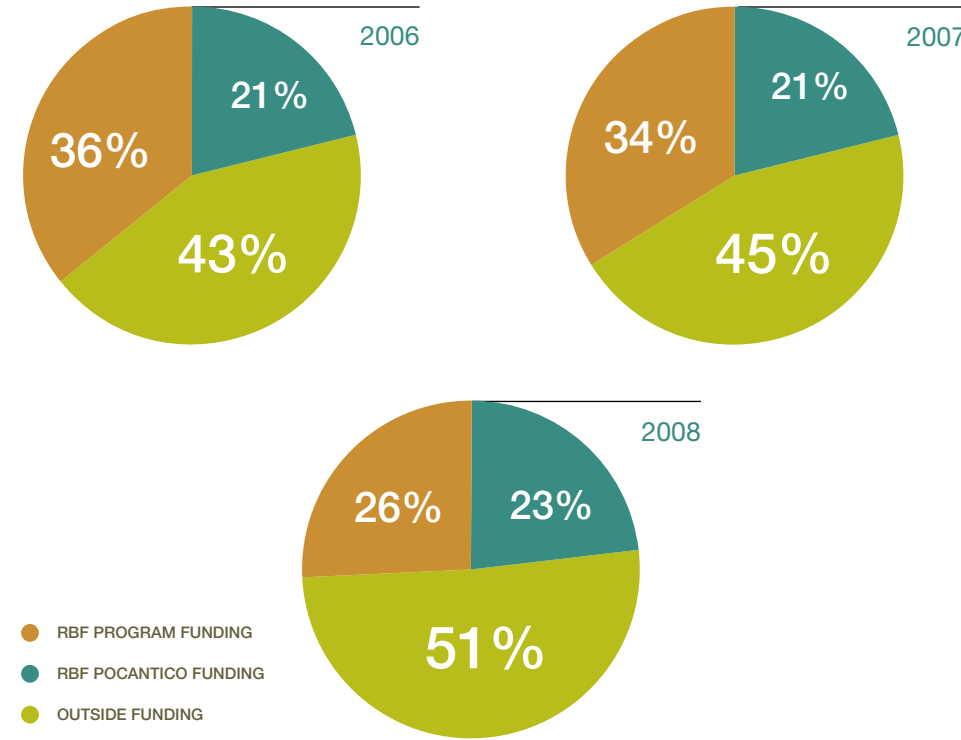
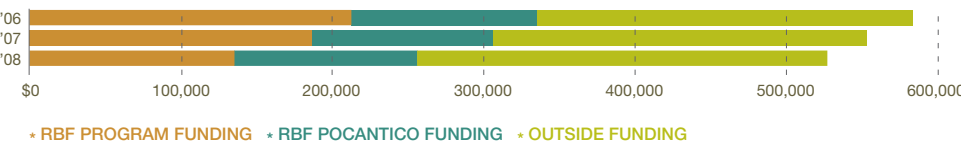
	2006	2007	2008
Funded by RBF	38	31	35
Co-Funded by RBF	2	10	4
Outside Funding	28	16	24
TOTAL	68	57	63



Twenty-four events were funded entirely by outside sources, up from 16 in 2007.

Total Amount of Funding

	2006	2007	2008
RBF Program Funding	\$ 211,555	\$ 185,715	\$ 134,238
RBF Pocantico Funding	\$ 123,572	\$ 121,072	\$ 121,647
Outside Funding	\$ 248,874	\$ 246,557	\$ 271,095
TOTAL	\$ 584,001	\$ 553,344	\$ 526,980

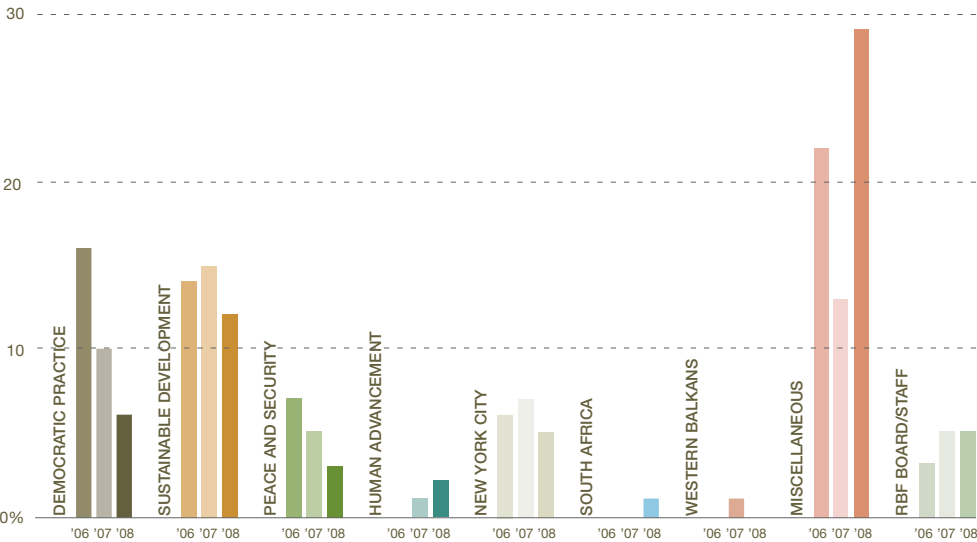


The RBF program theme that was the subject of the greatest number of events at the Pocantico Center in 2008 was Sustainable Development.

Approximately 81 percent of events at the Pocantico Center continue to be two or three days in duration.

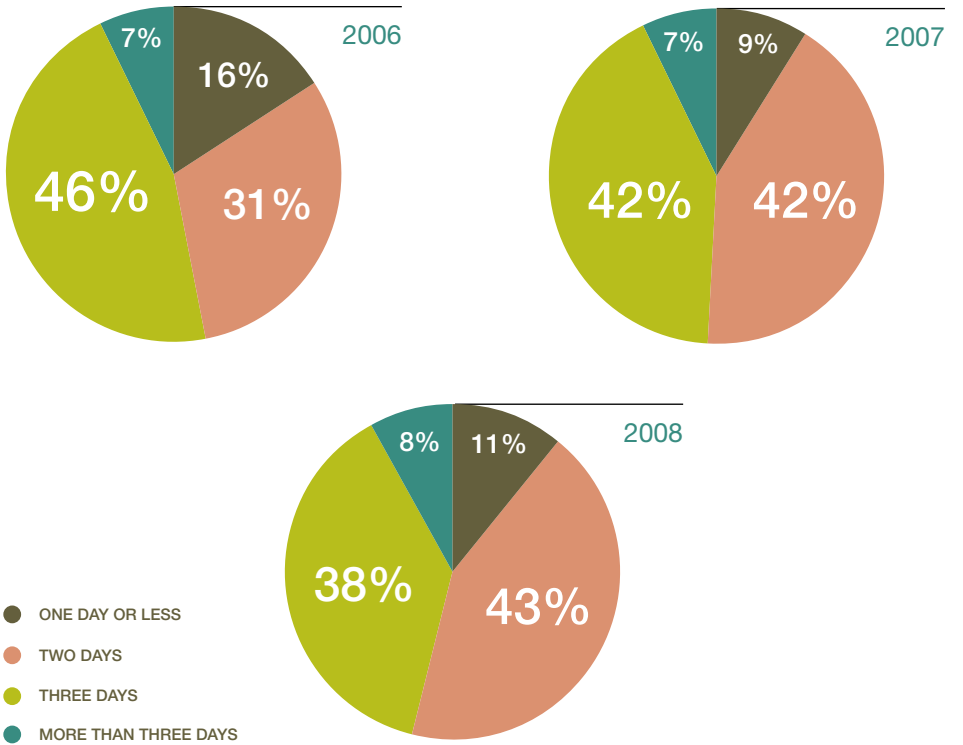
Number of Conferences and Meetings Funded by RBF Program Theme

	2006	2007	2008
Democratic Practice	16	10	6
Sustainable Development	14	15	12
Peace and Security	7	5	3
Human Advancement	0	1	2
Pivotal Place: New York City	6	7	5
Pivotal Place: South Africa	0	0	1
Pivotal Place: Western Balkans	0	1	0
Pivotal Place: Southern China	0	0	0
Miscellaneous	22	13	29
RBF Board/Staff	3	5	5
TOTAL	68	57	63



Duration of Conferences and Meetings

	2006	2007	2008
One Day or Less (no overnight)	11	5	7
Two Days (one overnight)	21	24	27
Three Days (two overnights)	31	24	24
More than Three Days	5	4	5
TOTAL	68	57	63



As of 2008, the Fund now includes part-time employees in the Statistical Review of Operations. The 2006 and 2007 employee data has been updated to reflect this change. The 60 employees in 2008 include 43 full-time, 15 part-time, one program advisor, and one Fellow.

After adjusting for reimbursements for shared staff, total RBF headcount increased by 6.7 full-time equivalents between 2007 and 2008.

The Fund added three new positions in 2008—public programs manager, communications associate, and administrative assistant to the Vice President for Programs. In addition, two temporary employees (Eisenman and Morris) were hired full-time. Staff added in 2008 include:

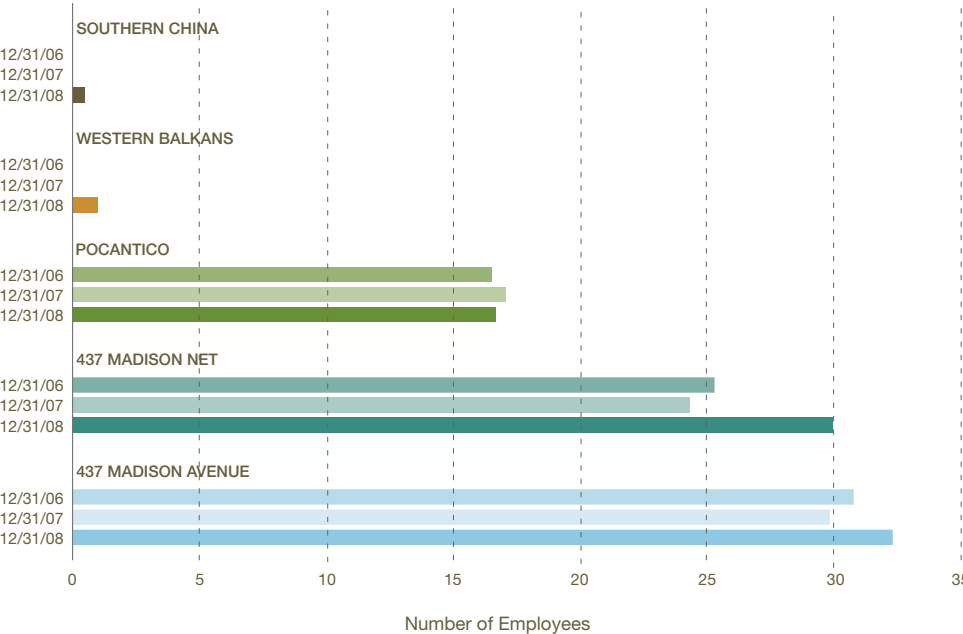
- 1. Debra Eisenman, administrative assistant, Peace and Security and Western Balkans
- 2. Rosalind Glatter, administrative assistant, Office of the Vice President for Programs
- 3. Andrea Gray, assistant comptroller
- 4. Heidi Karst, communications associate
- 5. Michael Klompus, human resources director
- 6. Thomas Kruse, program officer, Democratic Practice
- 7. Latoya Morris, administrative assistant, Human Resources and Pivotal Place: New York City
- 8. Susanne Pandich, manager, Public Programs

Certain services of the Rockefeller Brothers Fund’s human resources, office services, accounting, and technology departments are shared among the David Rockefeller Fund, Rockefeller Family Fund, and the V. Kann Rasmussen Foundation. These organizations reimburse the RBF for their share of these services.

In prior years the RBF provided such services to the Asian Cultural Council and the Rockefeller Philanthropy Advisors. By mid-2008 both organizations relocated to new offices and the RBF now only provides them with human resources support, leading to a lower reimbursement figure for 2008.

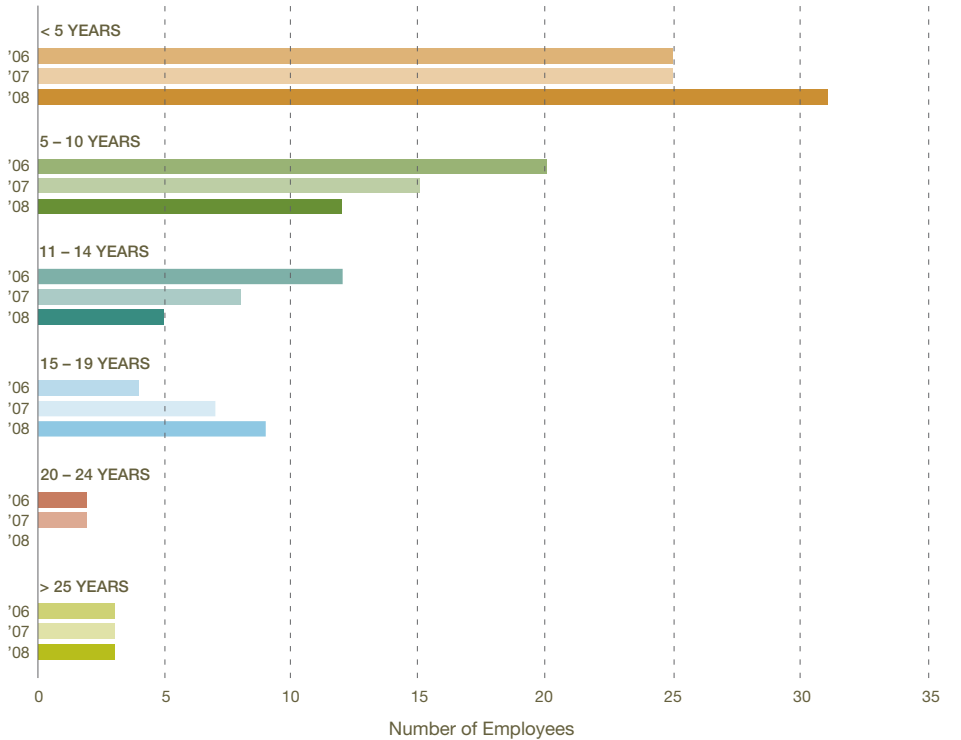
Number of RBF Employees on Payroll in Full-Time Equivalents

	12/31/06	12/31/07	12/31/08
437 Madison Avenue	30.67	29.70	32.26
Reimbursement	5.50	5.50	2.43
437 Madison Net	25.17	24.20	29.83
Pocantico	16.50	17.00	16.60
Western Balkans (Kosovo)			1.00
Southern China			0.50
TOTAL HEADCOUNT	41.67	41.20	47.93



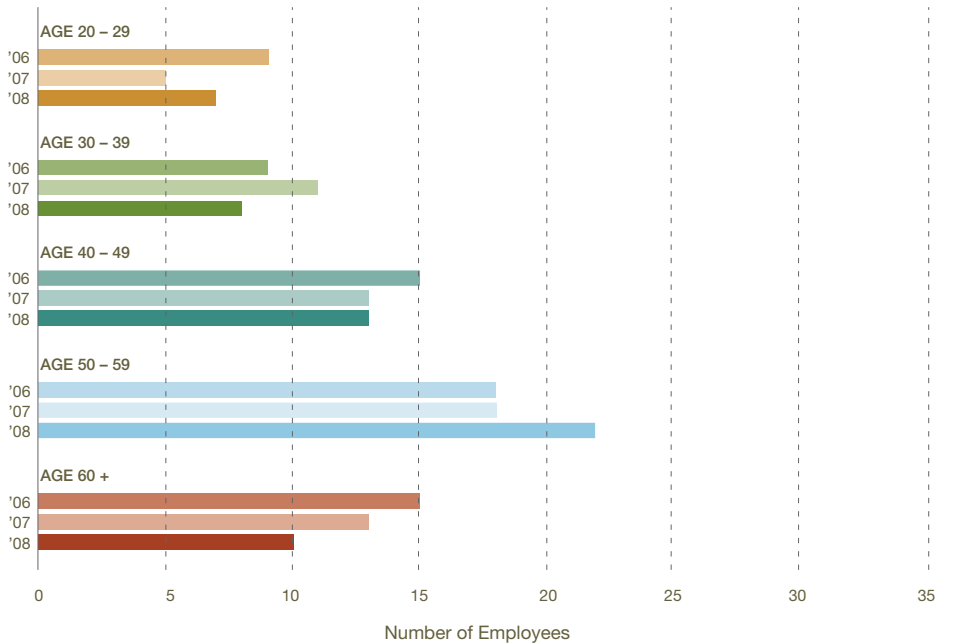
Tenure of RBF Employees

	2006		2007		2008	
Less than 5 years	25	38%	25	42%	31	52%
5 – 10 years	20	30%	15	25%	12	20%
11 – 14 years	12	18%	8	13%	5	8%
15 – 19 years	4	6%	7	12%	9	15%
20 – 24 years	2	3%	2	3%	0	0%
> 25 years	3	5%	3	5%	3	5%
TOTAL	66		60		60	
Average Length of Service	8.4		8.6		7.7	



Age Break Down

	2006		2007		2008	
Age 20 – 29	9	14%	5	8%	7	12%
Age 30 – 39	9	14%	11	18%	8	13%
Age 40 – 49	15	23%	13	22%	13	22%
Age 50 – 59	18	27%	18	30%	22	37%
Age 60+	15	23%	13	22%	10	16%
TOTAL	66		60		60	
Average Age	48.0		48.9		48.3	



In 2008, the RBF staff total was 60, of which 80 percent (48) were female.

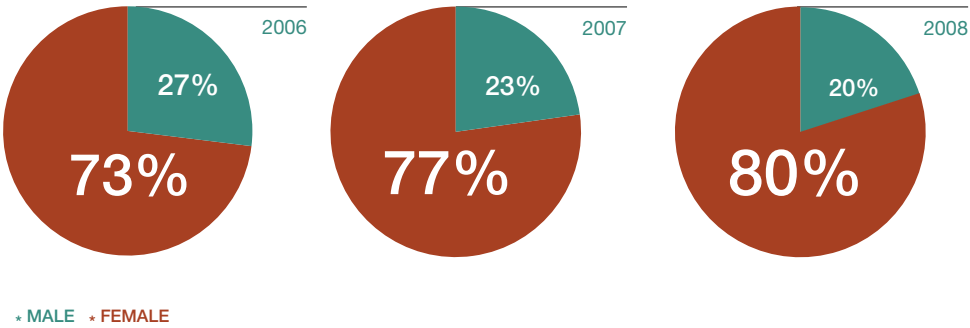
People of color represented 32 percent of the Fund’s staff in 2008.

Questions of diversity, equity, and demographic inclusiveness have been topics of discussion among staff and the board of trustees, but until last year the Fund had not undertaken a formal, holistic assessment of its practices as an organization. Resolving to explicitly address these questions, the Fund formed a Diversity Working Group (DWG) of eight staff from across the organization. In February 2008, the RBF Diversity Project was launched. In collaboration with the DWG, consultants are assessing the Fund’s performance with regard to diversity both internally, and in its external activities, including grantmaking.

Note: In 2007, the Fund began reporting diversity numbers in its Statistical Review of RBF Operations.

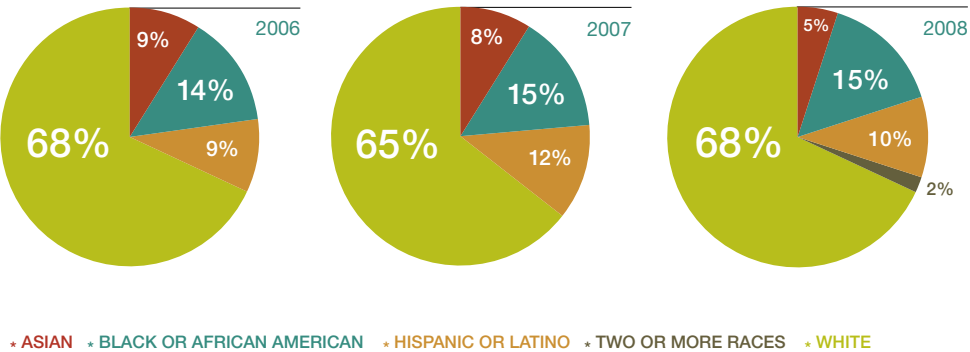
Gender of RBF Employees

	2006		2007		2008	
Male	18	27%	14	23%	12	20%
Female	48	73%	46	77%	48	80%
TOTAL	66		60		60	



Diversity of RBF Employees

	2006		2007		2008	
Asian	6	9%	5	8%	3	5%
Black or African American	9	14%	9	15%	9	15%
Hispanic or Latino	6	9%	7	12%	6	10%
Two or More Races	0	0%	0	0%	1	2%
White	45	68%	39	65%	41	68%
TOTAL	66		60		60	



Below are explanations for some terms used in the Statistical Review of RBF Operations.

437 Madison Avenue: The headquarters of the Rockefeller Brothers Fund.

Core Operations Pocantico: All services required for the operating and maintenance of the Pocantico Center and the Pocantico Historic Area.

Direct Charitable Activities: Non-grantmaking activities that support grantmaking programs, individual grantees, and the nonprofit and philanthropic sectors. Examples of direct charitable activities include convening conferences, providing technical assistance or training, and supporting staff's service on the advisory boards of other organizations.

Magsaysay Awards: The signature program of the Ramon Magsaysay Award Foundation is the Ramon Magsaysay Awards. The Rockefeller Brothers Fund contributes \$150,000 per year toward the awards.

Pocantico: The Pocantico Center serves the common good locally, nationally, and globally in creative and innovative ways that are consistent with Rockefeller family philanthropic traditions and that further the missions and reflect the values of the Rockefeller Brothers Fund and the National Trust for Historic Preservation.

Program for Asians Projects: Established in 1987, the Program for Asians Projects (PAP) provides financial support for projects that individual Magsaysay awardees or groups of awardees undertake in order to further the work that earned them the Ramon Magsaysay Award. PAP concluded in 2007.

Program-Related Expenditures: Non-grant expenses for activities that support the RBF's grantmaking. Consulting fees and conference expenses are examples of program-related expenditures.

Program Spending: Program spending refers to expenditures that count toward satisfying the minimum distribution requirement.

RBF Programs and Pivotal Places: The Rockefeller Brothers Fund's grantmaking is organized around three themes: Democratic Practice, Sustainable Development, and Peace and Security; four pivotal places: New York City, South Africa, Southern China, and Western Balkans; and one cross-programmatic grantmaking initiative on energy. A fourth theme, Human Advancement, was concluded in 2008. The core interests of the Human Advancement program—leadership, diversity, equity, and arts and culture—will receive continued attention in the RBF programs.



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