ROCKEFELLER BROTHERS FUND, INC.

Financial Statements and Supplemental Schedule

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

KPMG LLP
345 Park Avenue
New York, NY 10154

Independent Auditors' Report

The Board of Trustees
Rockefeller Brothers Fund, Inc.:

We have audited the accompanying statements of financial position of the Rockefeller Brothers Fund, Inc. (the Fund) as of December 31, 2009 and 2008, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Rockefeller Brothers Fund, Inc. as of December 31, 2009 and 2008, and the changes in its net assets and its cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of functional expenses is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the 2009 basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the 2009 basic financial statements taken as a whole.

KPMG LLP

July 20, 2010

ROCKEFELLER BROTHERS FUND, INC.

Statements of Financial Position

December 31, 2009 and 2008

Assets		Principal Fund	Pocantico Fund	Pocantico II Fund	Ramon Magsaysay Award Foundation Fund	2009 RBF Funds	2008 RBF Funds
Cash and cash equivalents	$	727,849	1,051	—	—	728,900	161,583
Accounts receivable		1,475,110	—	—	—	1,475,110	2,096,216
Contributions receivable		—	—	13,539,872	—	13,539,872	13,539,872
Interest and dividends receivable		42,455	49,384	—	4,726	96,565	424,685
Due from brokers and dealers, net		—	—	—	—	—	19,579,166
Investments		636,485,129	60,935,553	(18,933)	4,002,108	701,403,857	620,179,908
Program-related investments:							
Program mortgage loans		—	—	—	—	—	1,485,000
Real estate		510,000	—	—	—	510,000	510,000
Prepaid expenses		5,114	—	—	—	5,114	40,562
Fixed assets, net		8,356,788	3,147,175	—	—	11,503,963	5,764,433
Interfund		(1,822,662)	(1,585,118)	4,139,254	(731,474)	—	—
Total assets	$	645,779,783	62,548,045	17,660,193	3,275,360	729,263,381	663,781,425
Liabilities and Net Assets							
Liabilities:							
Accounts payable and accrued liabilities	$	4,280,797	1,088,494	—	—	5,369,291	5,050,645
Due to brokers and dealers, net		309,935	92,452	10,073	188	412,648	—
Grants payable		12,883,305	—	—	2,004	12,885,309	16,907,498
Deferred taxes payable		399,471	37,697	2,696	2,077	441,941	—
Total liabilities		17,873,508	1,218,643	12,769	4,269	19,109,189	21,958,143
Commitments							
Net assets:							
Unrestricted		627,756,275	61,329,402	—	3,271,091	692,356,768	624,859,525
Temporarily restricted		150,000	—	9,752,424	—	9,902,424	9,068,757
Permanently restricted		—	—	7,895,000	—	7,895,000	7,895,000
Total net assets		627,906,275	61,329,402	17,647,424	3,271,091	710,154,192	641,823,282
Total liabilities and net assets	$	645,779,783	62,548,045	17,660,193	3,275,360	729,263,381	663,781,425

See accompanying notes to financial statements.

ROCKEFELLER BROTHERS FUND, INC.

Statements of Activities

Years ended December 31, 2009 and 2008

	Principal Fund	Pocantico Fund	Pocantico II Fund	Ramon Magsaysay Award Foundation Fund	2009 RBF Funds	2008 RBF Funds
Changes in unrestricted net assets:						
Operating revenues:						
Dividend income	$ 245,818	23,198	—	1,278	270,294	2,972,637
Interest income	750,668	67,680	—	3,729	822,077	1,683,244
Other income	1,090,434	215	—	12	1,090,661	599,939
Contributions	5,764	—	—	—	5,764	183,823
Net assets released from restrictions	1,081,500	—	16,190	—	1,097,690	6,058
	3,174,184	91,093	16,190	5,019	3,286,486	5,445,701
Operating expenses:						
Direct charitable activities	890,483	4,192,277	—	—	5,082,760	5,460,471
Program and grant management	32,156,815	—	—	219,454	32,376,269	36,561,831
Investment management	1,768,960	233,062	9,471	7,297	2,018,790	4,400,044
General management	6,035,423	557,569	—	4,290	6,597,282	5,065,747
Federal excise and other taxes	995,633	140,369	6,719	5,177	1,147,898	(2,940,807)
	41,847,314	5,123,277	16,190	236,218	47,222,999	48,547,286
Deficiency of operating revenues over operating expenses	(38,673,130)	(5,032,184)	—	(231,199)	(43,936,513)	(43,101,585)
Nonoperating activities:						
Net realized and unrealized gain (loss) on investments	102,739,830	9,695,441	—	534,215	112,969,486	(266,556,536)
Loan forgiveness	(1,512,743)	—	—	—	(1,512,743)	—
Amounts not yet recognized as a component of net periodic benefit cost	7,723	(30,710)	—	—	(22,987)	(2,486,147)
	101,234,810	9,664,731	—	534,215	111,433,756	(269,042,683)
Increase (decrease) in unrestricted net assets	62,561,680	4,632,547	—	303,016	67,497,243	(312,144,268)
Changes in temporarily restricted net assets:						
Dividend income	—	—	1,659	—	1,659	17,041
Interest income	—	—	4,840	—	4,840	9,329
Other income	—	—	15	—	15	126
Contributions	1,231,500	—	—	—	1,231,500	—
Net realized and unrealized gain (loss) on investments	—	—	693,343	—	693,343	(1,528,082)
Net assets released from restrictions	(1,081,500)	—	(16,190)	—	(1,097,690)	(6,058)
Increase (decrease) in temporarily restricted net assets	150,000	—	683,667	—	833,667	(1,507,644)
Increase (decrease) in net assets	62,711,680	4,632,547	683,667	303,016	68,330,910	(313,651,912)
Net assets:						
Beginning of year	565,194,595	56,696,855	16,963,757	2,968,075	641,823,282	955,475,194
End of year	$ 627,906,275	61,329,402	17,647,424	3,271,091	710,154,192	641,823,282

See accompanying notes to financial statements.

ROCKEFELLER BROTHERS FUND, INC.

Statements of Cash Flows

Years ended December 31, 2009 and 2008

	2009	2008
Cash flows from operating activities:		
Increase (decrease) in net assets	$ 68,330,910	(313,651,912)
Adjustments to reconcile increase (decrease) in net assets to net cash used in operating activities:		
Net realized and unrealized (gain) loss on investments	(113,662,829)	268,084,618
Amount not yet recognized as a component of net periodic benefit cost	22,987	2,486,147
Loan forgiveness	1,512,743	—
Depreciation and amortization	2,516,959	1,706,666
Changes in operating assets and liabilities:		
Accounts receivable	621,106	(1,276,925)
Interest and dividends receivable	328,120	651,093
Prepaid expenses	35,448	1,024,954
Grants payable	(4,022,189)	(2,300,441)
Accounts payable and accrued liabilities	295,659	(1,298,251)
Deferred taxes payable	441,941	(3,995,770)
Net cash used in operating activities	(43,579,145)	(48,569,821)
Cash flows from investing activities:		
Proceeds from sales of investments	455,789,359	907,000,510
Purchases of investments	(423,350,479)	(867,314,855)
Decrease in due from (to) brokers and dealers, net	19,991,814	10,529,751
Additions of program-related investment	(27,743)	—
Purchases of fixed assets	(8,256,489)	(1,746,301)
Net cash provided by investing activities	44,146,462	48,469,105
Net increase (decrease) in cash and cash equivalents	567,317	(100,716)
Cash and cash equivalents at beginning of year	161,583	262,299
Cash and cash equivalents at end of year	$ 728,900	161,583
Supplemental disclosure of cash flow information:		
Cash paid for taxes	$ 112,411	1,950,000

See accompanying notes to financial statements.

(1) Organizations and Purpose

Rockefeller Brothers Fund, Inc. (the Fund) is a not-for-profit, charitable corporation existing under the New York State not-for-profit corporation law and is classified as a private foundation as defined in the Internal Revenue Code (the Code). In 1999, the Fund merged with the Charles E. Culpeper Foundation (Culpeper), a private, grant making corporation founded in New York. Under the terms of the merger, the Fund received all of the assets of Culpeper with a fair value of approximately $212,000,000, consisting principally of investments, cash, and cash equivalents. In addition, four members of Culpeper's board of trustees were elected to the Fund's board of trustees. The Fund's principal purpose is to make grants to local, national, and overseas philanthropic organizations. The Fund has also provided fellowships for aspiring teachers of color and scholarships for medical science and biomedical research. During 2008, the board of trustees approved the phase-out of both the Program for Fellowships for Aspiring Teachers of Color and the Culpeper Human Advancement Program.

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

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

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

Ramon Magsaysay Award Foundation Fund – To support the Ramon Magsaysay Awards and other activities of the Ramon Magsaysay Award Foundation, Inc.

(2) Summary of Significant Accounting Policies

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

(a) Principles of Combination

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

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

(b) Basis of Presentation

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

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

Temporarily restricted net assets represent expendable resources that have been time or purpose restricted by the donor. When a donor restriction expires, that is, when a stipulated time restriction ends or a purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Permanently restricted net assets represent contributions and other gifts that require that the corpus be maintained intact and that only the income be used as designated by the donor. Depending upon the donor's designation, such income is reflected in the statements of activities as either temporarily restricted or unrestricted income.

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

(c) Fair Value Measurement

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

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the asset or liabilities.

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

The Fund adopted FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FAS 157-4), in 2009. FAS 157-4 requires additional disclosures including the inputs and valuation techniques used to measure fair value and a change from disclosing securities

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by major category to disclosing securities by major security type based upon the nature and risk of the security.

In 2009, the Fund adopted the provisions of Accounting Standards Update (ASU) No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12), to certain investments in funds that do not have readily determinable fair values including private investments, hedge funds, real estate, and other funds. ASU 2009-12 allows for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value using net asset value per share or its equivalent, as provided by the investment managers. The Fund reviews and evaluates the values provided by the investment managers and agrees with the valuation methods and assumptions used in determining the net asset values of the alternative investments. Those estimated fair values may differ significantly from the values that would have been used had a ready market for these securities existed.

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

(d) Investments

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

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

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

(e) Grants Payable

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

(f) Tax Status

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

The Fund adopted ASU No. 2009-06, *Implementation Guidance on Accounting for Uncertainty in Income Taxes and Disclosure Amendments for Nonpublic Entities*, in conjunction with its adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (now included in Accounting Standards Codification (ASC) Subtopic 740-10). ASC Subtopic 740-10 addresses the accounting for uncertainties in income taxes recognized in an organization's financial statements and prescribes a threshold or more-likely than-not for recognition and derecognition of tax positions taken or expected to be taken in a tax return. ASC Subtopic 740-10 also provides related guidance on measurement, classification, interest and penalties, and disclosures. There was no significant impact to the Fund's financial statements as a result of the adoption of ASU 2009-06 or ASC Subtopic 740-10.

(g) Fixed Assets

The Fund capitalizes fixed assets, which include leasehold improvements, office equipment, and computer equipment and software. Depreciation and amortization of fixed assets are provided over the following estimated useful service lives: leasehold improvements: shorter of useful life or life of lease; office equipment: seven years; computer equipment: four years; and computer software: three years. Fixed assets are presented net of accumulated depreciation and amortization of approximately $20,875,000 and $18,358,000 at December 31, 2009 and 2008, respectively.

(h) Contributions

Contributions, including unconditional promises to give, are recognized in the period received and are considered to be available for unrestricted use unless specifically restricted by the donor. During 2009, there were amounts received with donor-imposed restrictions.

(i) Cash and Cash Equivalents

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

(j) Functional Expenses

The Fund reports expenses on a functional basis, with all expenses charged either to a particular program or supporting service. Direct charitable activities and program and grant management comprise the Fund's program-related expenses and investment management and general management comprise the supporting activity expenses. Direct charitable activities include technical assistance provided to other charitable organizations, service of Fund staff on boards and committees of such organizations, and the costs of certain program-related projects undertaken directly by the Fund rather than through grants, including stewardship of the Pocantico Historic Area and conference activity at the Pocantico Conference Center. Overhead expenses, including occupancy,

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telephone, and insurance, are allocated to functional areas based upon space used or actual usage, if specifically identifiable. The allocation of salary and related expenses for management and supervision of program service functions are made by management based on the estimated time spent by executives in the various program service functions.

(k) Use of Estimates

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

(3) Investments

The following tables present the Fund's fair value hierarchy for those assets and liabilities measured at fair value as of December 31, 2009 and 2008. At December 31, 2009 and 2008, Level 3 assets comprised approximately 46% and 83%, respectively, of the Fund's total investment portfolio fair value.

	December 31, 2009			
	Fair value	**Level 1**	**Level 2**	**Level 3**
Financial assets:				
Investments:				
Fixed income hedge funds (a)	$ 38,716,295	—	13,080,355	25,635,940
Equity long/short hedge funds (b)	262,511,067	—	228,084,701	34,426,366
Multistrategy hedge funds (c)	111,972,304	—	96,835,066	15,137,238
Private equity funds (d)	233,018,379	—	—	233,018,379
Real estate (e)	15,741,652	—	—	15,741,652
U.S. Treasuries	19,285,613	—	19,285,613	—
Cash and cash equivalents	20,158,547	20,158,547	—	—
	$ 701,403,857	20,158,547	357,285,735	323,959,575

	December 31, 2008			
	Fair value	**Level 1**	**Level 2**	**Level 3**
Financial assets:				
Investments:				
Equities	$ 76,225,758	76,015,918	209,840	—
Fixed income hedge funds (a)	31,956,220	—	—	31,956,220
Equity long/short hedge funds (b)	131,236,505	—	—	131,236,505
Multistrategy hedge funds (c)	106,880,570	—	—	106,880,570
Private equity funds (d)	226,596,829	—	—	226,596,829
Real estate (e)	16,853,693	—	—	16,853,693
U.S. Treasuries	18,374,791	18,153,691	221,100	—
Cash and cash equivalents	12,055,542	12,055,542	—	—
	$ 620,179,908	106,225,151	430,940	513,523,817

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

(b) This class includes hedge funds that invest in both long and short in primarily U.S. common stocks. Management of the hedge funds has the ability to shift investments from value to growth strategies, from small to large capitalization stocks, and from a net long position to a net short position.

(c) This class invests in multiple strategies to diversify risks and reduce volatility. Investments include U.S. common stocks, credit, arbitrage, and event-driven markets.

(d) This class includes private equity funds that invest primarily in private equity markets. At December 31, 2009 and 2008, there were $101,400,000 and $153,814,000, respectively, of unfunded commitments in relation to these funds.

(e) This class includes private equity funds that invest primarily in commercial real estate.

The redeemable alternative investment funds included in the Fund's investment portfolio at December 31, 2009 are redeemable based on the following terms and conditions:

Daily, with no notice	$ 206,802,031
Daily, with 10 days notice	13,080,355
Monthly, with no notice	137,403,349
Quarterly, with 45 days notice	519,531
Annually, with 90 days notice	33,906,835
Redemption every 2 years, with 90 days notice	25,635,940
Redemption every 3 years, with 65 days notice	15,137,238
	$ 432,485,279

The following table presents a reconciliation for all Level 3 assets measured at fair value for the periods January 1, 2009 to December 31, 2009 and January 1, 2008 to December 31, 2008:

	Level 3 assets	
	2009	**2008**
Financial assets:		
Fair value at January 1	$ 513,523,817	585,747,454
Reclasses to Level 2	(123,907,168)	—
Unrealized gains and losses, net	28,313,209	(252,278,071)
Purchases and settlements, net	(93,970,283)	180,054,434
Fair value at December 31	$ 323,959,575	513,523,817

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

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

(4) Endowment Funds

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

The board of trustees of the Fund has established special-purpose funds (note 1), which constitute the Fund's board-designated endowment. Of these special-purpose funds, the net assets of the Principal Fund, excluding $150,000 in temporarily restricted net assets; Pocantico Fund; and Ramon Magsaysay Award Foundation Fund constitute unrestricted funds, which amounted to $692,356,768 and $624,859,525 in 2009 and 2008, respectively. The Pocantico II Fund, which was established in 1999 through a pledge by one donor in the amount of $8 million, for purposes of perpetual maintenance of the Playhouse Parcel at the Pocantico Historic Area, includes both permanently restricted and temporarily restricted endowment funds. The permanently restricted portion reflects matching grants of Rockefeller family members to the original pledge and includes net assets of $7,895,000 in 2009 and 2008. The temporarily restricted portion reflects the original pledge, as well as income and appreciation earned on both the permanently restricted and temporarily restricted portions, and includes net assets of $9,752,424 and $9,068,757 in 2009 and 2008, respectively.

The Fund sets its annual spending policy by considering the Fund's long-term financial objectives, determining a rate of annual spending that would align with those long-term objectives, and choosing a formula that could be used consistently over a period of years to set the annual spending amount. Each year, the board of trustees establishes an annual budget using a spending model derived from a three-year average market value base, and considering the expected annual payout requirements as mandated by federal regulations and monitoring the impact of actual market trends during the year to make adjustments to spending as necessary.

The Fund had the following endowment-related activities for the years ended December 31, 2009 and 2008, respectively:

		Board-designated endowment funds	Temporarily restricted	Permanently restricted	Total
Endowment net assets at January 1, 2009	$	624,859,525	9,068,757	7,895,000	641,823,282
Investment return:					
Net investment income		2,183,032	6,514	—	2,189,546
Net appreciation		112,969,486	693,343	—	113,662,829
Contributions to endowment		5,764	—	—	5,764
Amounts appropriated for expenditure		(47,661,039)	(16,190)	—	(47,677,229)
Endowment net assets at December 31, 2009	$	692,356,768	9,752,424	7,895,000	710,004,192

		Board-designated endowment funds	Temporarily restricted	Permanently restricted	Total
Endowment net assets at January 1, 2008	$	937,003,793	10,576,401	7,895,000	955,475,194
Investment return:					
Net investment income		5,255,820	26,496	—	5,282,316
Net depreciation		(266,556,536)	(1,528,082)	—	(268,084,618)
Contributions to endowment		183,823	—	—	183,823
Amounts appropriated for expenditure		(51,027,375)	(6,058)	—	(51,033,433)
Endowment net assets at December 31, 2008	$	624,859,525	9,068,757	7,895,000	641,823,282

(5) Program-Related Investments

The Fund’s program-related investments have limited or no marketability. These investments and real estate are stated at estimated fair value. The Fund’s real estate has been leased rent-free to a not-for-profit organization under the terms of an agreement, which expires in the year 2056.

In February 1994, the Fund entered into a loan agreement with the Ramon Magsaysay Award Foundation (RMAF), which authorized RMAF to borrow up to $3 million dollars during the period the loan commenced through December 31, 1995. The Fund had loaned RMAF the full amount authorized as of December 31, 1995 and received the appropriate repayments of principal and interest in the years ended December 31, 1995 through 2007. The loan receivable balance from RMAF was $1,485,000 at

December 31, 2008. There was no repayment of principal made during 2008, as a due diligence audit was being conducted to determine the feasibility for the Fund to forgive the outstanding loan balance in its entirety. Effective June 17, 2009, an agreement was executed between the Fund and RMAF, under which the Fund agreed to forgive the remaining loan balance. An allowance for loan forgiveness, in the amount of $1,512,743, has been recorded and is included in the accompanying financial statements.

These investments are considered to be Level 3 assets under the fair value hierarchy at December 31, 2009 and 2008.

(6) Pension Plan

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

The Fund recognizes the funded status of its defined benefit pension and other postretirement plans as a net asset or liability and recognizes the changes in that funded status in the year in which the changes occur through a separate line within the change in unrestricted net assets, apart from expenses, to the extent those changes are not included in the net periodic cost. The funded status reported on the statements of financial position was measured as the difference between the fair value of plan assets and the benefit obligations as of December 31, 2009 and 2008.

The following table sets forth the Plan's funded status and amounts recognized in the financial statements at December 31, 2009 and 2008 (accounts payable and accrued liabilities):

		2009	2008
Actuarial present value of benefit obligations:			
Accumulated benefit obligation	$	5,594,284	5,397,248
Projected benefit obligation for services rendered to date		5,594,284	5,397,248
Plan assets at fair value		5,343,336	4,523,955
Funded status		(250,948)	(873,293)
Pension liability	$	(250,948)	(873,293)

		2009	2008
Net pension cost included the following components:			
Interest cost on projected benefit obligation	$	326,823	337,366
Actual return on plan assets		(348,525)	(498,856)
Net amortization and deferral		127,473	16,197
Net periodic pension benefit cost (credit)	$	105,771	(145,293)

The weighted average discount rates used in determining the actuarial present value of the projected benefit obligation were 5.75% in 2009 and 6.25% in 2008. The weighted average discount rates used in determining the period's benefit costs were 6.25% in 2009 and 6.35% in 2008. The expected long-term rate of return on assets was 8% in 2009 and 2008. Amortization of unrecognized prior service cost was $127,473 in 2009 and $16,197 in 2008.

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

The accumulated amount not yet recognized as a component of net periodic benefit cost was $1,261,740 at December 31, 2009. The net actuarial loss and prior service cost that will be amortized into net periodic benefit cost in 2010 are approximately $56,000.

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

Years ending December 31:		
2010	$	352,000
2011		353,000
2012		353,000
2013		356,000
2014		367,000
2015 – 2019		1,996,000

(7) Postretirement Healthcare Benefits

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

The following table sets forth the plan's status as of December 31, 2009 and 2008:

		2009	2008
Accumulated postretirement benefit obligations (APBO) included in accounts payable and accrued liabilities	$	4,303,822	3,362,032

The net periodic postretirement benefit cost included the following components as of December 31, 2009 and 2008:

		2009	2008
Service cost	$	176,320	141,961
Interest cost		228,337	192,926
Amortization of unrecognized loss		41,122	6,701
Net periodic postretirement benefit cost	$	445,779	341,588

Actual retiree premiums paid by the Fund during 2009 and 2008 amounted to $209,118 and $177,580, respectively.

The discount rate assumed in determining the APBO was 6.00% in 2009 and 2008. The weighted average discount rates used in determining the period's benefit costs were 6.00% in 2009 and 6.45% in 2008. The medical cost trend rates assumed were 9% and 8%, respectively, and declining to 5%, over a five-year period for 2009 and 2008. Increasing the assumed medical cost trend rate by 1% each year would result in increases in both the APBO and the net periodic postretirement cost of approximately $732,000 and $89,000 in 2009 and $566,000 and $72,000 in 2008, respectively. Decreasing the assumed medical cost trend rate by 1% each year would result in decreases in both the APBO and the net periodic postretirement cost of approximately $582,000 and $68,000 in 2009 and $452,000 and $55,000 in 2008, respectively.

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

Years ending December 31:		
2010	$	178,000
2011		186,000
2012		193,000
2013		206,000
2014		228,000
2015 – 2019		1,318,000

The accumulated amount not yet recognized as a component of net periodic benefit cost was $1,372,091 at December 31, 2009. The net actuarial loss that will be amortized into net periodic benefit cost in 2010 is approximately $38,347.

(8) Reconciliation of Grants Awarded

The following table reconciles grants awarded and grants paid during 2009 and 2008:

Grants payable, December 31, 2007	$	19,207,939
Grants awarded 2008		31,793,970
Grants paid 2008		(34,094,411)
Grants payable, December 31, 2008		16,907,498
Grants awarded 2009		27,138,625
Grants paid 2009		(31,160,814)
Grants payable, December 31, 2009	$	12,885,309

The Fund estimates that the grants payable balance as of December 31, 2009 will be paid as follows:

Year ending December 31:		
2010	$	9,520,309
2011		3,165,000
2012		200,000
Total	$	12,885,309

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

(9) Related-Party Transactions

The Fund was reimbursed for the fair value of certain expenditures, which may include accounting, human resource, and office services; occupancy; capital expenditures; and employee benefits from various related parties as presented in the following table, at December 31, 2009 and 2008, respectively:

		2009	2008
Rockefeller Philanthropy Advisors	$	926,000	1,123,000
Rockefeller Family Fund, Inc.		512,000	526,000
David Rockefeller Fund		20,000	40,000
	$	1,458,000	1,689,000

During 2009, the Fund made three grant appropriations to the Rockefeller Family Fund, Inc.: one in the amount of $200,000 for its Cap & Dividend Project, which was later lapsed; one in the amount of $150,000 for its project to educate media about the value of the Clean Air Act as a tool to control carbon emission; and one in the amount of $25,000 for its program fund for voter registration modernization. These appropriations were completely satisfied by the Fund during 2009.

During 2009, the Fund made two appropriations to Rockefeller Philanthropy Advisors: one in the amount of $21,500 for its Carbon Disclosure Project work in Asia and one in the amount of $15,000 for its

Sustainable Endowments Institute. Both appropriations were fully satisfied by the Fund in 2009. In addition, the Fund paid Rockefeller Philanthropy Advisors advisory fees in the amount of $110,000 to undertake a project to assess and improve the Fund with regard to diversity both internally and in its external activities, including grant making.

During 2009, the Fund collaborated with the Rockefeller Foundation to create the Rapid Response Climate Change Fund to provide time sensitive assistance with climate change efforts. The Fund received a grant in the amount of $600,000 from the Rockefeller Foundation in support of this purpose.

The Fund paid fees of approximately $1,144,000 and $1,228,000 in 2009 and 2008, respectively, for maintenance of the Pocantico properties to Greenrock Corporation, which is wholly owned by Rockefeller family members.

(10) Federal Taxes

As a private foundation, the Fund is assessed an excise tax under the Code. The provision for federal excise tax consists of a current provision on realized net investment income and a deferred provision on unrealized appreciation of investments. This tax is generally equal to 2%; however, it is reduced to 1% if a foundation meets certain distribution requirements under Section 4940(e) of the Code. The Fund provided for excise taxes at the rate of 1% in 2009 and 2008. The Fund paid estimated federal excise taxes of $1,950,000 in 2008. The overpayment of excise taxes during 2008 resulted in a credit of $1,021,954 to be applied against 2009 excise taxes. As a result, the Fund was not required to pay estimated excise taxes during 2009. The federal excise tax expenses were approximately $248,500 and $583,000 in 2009 and 2008, respectively. An excise tax receivable of $773,454 has been recorded during 2009 in the accompanying financial statements. Due to recognition of unrealized depreciation in 2008, the deferred tax liability was reduced to zero, and a deferred tax benefit of $3,996,000 was included in federal excise and other taxes in 2008. In 2009, a deferred tax liability of $441,941 was included in federal excise and other taxes in the accompanying financial statements.

(11) Commitments

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

2010	$	2,305,376
2011		2,335,376
2012		2,335,376
2013		570,000
2014		570,000
2015 – 2023		5,130,000

Prior to 2009, the Fund had entered into a lease agreement effective January 1, 1998, for space the Fund occupied from June 1998 until June 2009. The terms of this lease expire in December 2012. Portions of this space have been subleased through 2012. Approximately $1,032,000 is expected to be received each year through the end of the sublease agreements (2012). The Fund is seeking a subtenant for the remainder of its space for occupancy through 2012. On January 1, 2009, the Fund entered into a new lease agreement and relocated its offices in June 2009. Portions of this space are occupied by affiliated nonprofits; approximately $125,000 is reimbursed each year by these entities. The terms of the lease for this location expire on December 31, 2023, with one five-year renewal option.

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

On January 1, 1992, the Fund entered into a formal arrangement with the National Trust for Historic Preservation in the United States, whereby the Fund assumes the costs associated with maintenance and operations of the Pocantico Historic Area, including all utilities, real estate and other taxes, and impositions assessed against the property. In 2009 and 2008, these costs aggregated approximately $1,718,000 and $1,783,000, respectively. Under the same agreement, the Fund agreed to conduct a program of public visitation of the Pocantico Historic Area. Historic Hudson Valley was engaged by the Fund to operate this program on its behalf. The public visitation program commenced in April 1994.

Pursuant to its limited partnership agreements, the Fund is committed to invest approximately $117,800,000 as of December 31, 2009. On January 1, 2010, one of the Fund's alternative investment managers reduced the Fund's commitment by approximately $16,400,000 causing a reduction in the - unfunded commitment to approximately $101,400,000.

(12) Subsequent Events

In connection with the preparation of the financial statements, and in accordance with the recently issued ASC Subtopic 855-10, *Subsequent Events*, the Fund evaluated subsequent events after the balance sheet date of December 31, 2009, through July 20, 2010, which was the date the financial statements were available to be issued. As a result of its evaluation, the Fund discloses that effective January 1, 2010, the Ramon Magsaysay Award Foundation Fund was terminated, and its remaining assets of $3,271,091 were transferred to the Principal Fund.

Schedule

ROCKEFELLER BROTHERS FUND, INC.

Supplemental Schedule of Functional Expenses

Year ended December 31, 2009
(with summarized financial information for the year ended December 31, 2008)

	Direct charitable activities							
	Principal Fund	**Pocantico Fund**	**Subtotal**	**Program and grant management**	**Investment management**	**General management and federal excise and other taxes**	**2009 RBF Funds**	**2008 RBF Funds**
Salaries and employee benefits:								
Salaries	$ 268,921	703,954	972,875	1,696,395	169,213	2,053,734	4,892,217	4,411,890
Employee benefits	121,169	339,739	460,908	764,354	77,886	930,262	2,233,410	1,802,389
	390,090	1,043,693	1,433,783	2,460,749	247,099	2,983,996	7,125,627	6,214,279
Other expenses:								
Grants awarded	—	—	—	27,138,625	—	—	27,138,625	31,793,970
Fellowship and leadership – program expenses	—	—	—	—	—	—	—	337,177
Federal excise and other taxes	—	—	—	—	—	1,147,898	1,147,898	(2,940,807)
Consultants' fees	—	—	—	506,589	15,750	255,407	777,746	969,758
Investment services	—	—	—	—	1,550,849	—	1,550,849	4,061,434
Legal, audit, and professional fees	—	9,417	9,417	22,841	30,543	316,973	379,774	492,822
Travel	14,297	27,341	41,638	410,552	5,540	55,124	512,854	564,362
Rent and electricity	120,745	—	120,745	1,149,908	90,700	1,473,027	2,834,380	1,946,354
Program conferences and events	266,136	—	266,136	—	—	—	266,136	239,836
Facilities maintenance and operations	—	1,717,981	1,717,981	—	—	—	1,717,981	1,783,221
Telephone, facsimile, and internet	3,677	18,445	22,122	35,015	3,081	49,119	109,337	98,794
General office expenses	53,443	150,899	204,342	251,098	22,433	368,371	846,244	995,523
Publications	—	—	—	—	—	298,589	298,589	283,896
Depreciation and amortization	42,095	1,224,501	1,266,596	400,892	52,795	796,676	2,516,959	1,706,667
	$ 890,483	4,192,277	5,082,760	32,376,269	2,018,790	7,745,180	47,222,999	48,547,286

See accompanying independent auditors' report.