

THE INSTITUTE FOR ADVANCED STUDY

Resolution approved by the Board of Trustees
at the 24 October 1981 meeting of the Board

Resolved, that the Finance Committee of the Institute be authorized to commit a total of \$7.5 million to the 5500 Fund in accordance with terms to be specified in an exchange of letters between either the Director of the Institute or the Chairman of the Finance Committee and the Manager of the 5500 Fund, and that the investment guidelines governing the portfolio be modified accordingly.

Private Placement Memorandum
October 9, 1981

5500 FUND
Room 5500
30 Rockefeller Plaza
New York, New York

LIMITED PARTNERSHIP INTERESTS
Minimum Investment - \$500,000

THIS MEMORANDUM RELATES TO A PRIVATE PLACEMENT BY 5500 FUND, A NEW YORK LIMITED PARTNERSHIP INVESTMENT FUND, OF LIMITED PARTNERSHIP INTERESTS, EACH IN THE MINIMUM AMOUNT OF \$500,000. THE INFORMATION CONTAINED HEREIN IS CONFIDENTIAL AND IS FURNISHED FOR INFORMATIONAL PURPOSES ONLY. THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL LIMITED PARTNERSHIP INTERESTS; SUCH AN OFFER CAN BE MADE ONLY DIRECTLY BY ROCKEFELLER & CO., INC., THE MANAGING PARTNER.

THE INVESTMENTS WHICH THE PARTNERSHIP WILL MAKE WILL BE CHARACTERIZED BY A HIGH DEGREE OF RISK AND VOLATILITY. THE LIMITED PARTNERSHIP INTERESTS WILL BE OFFERED INITIALLY ONLY TO CERTAIN INSTITUTIONS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE OF 1954, AS AMENDED. THE PARTNERSHIP'S TRADING POLICY WILL GENERALLY DISREGARD INCOME TAX CONSEQUENCES AS TO SHORT-TERM OR LONG-TERM GAINS OR LOSSES. THE INVESTMENT POLICY WILL AVOID THE CREATION OF UNRELATED BUSINESS INCOME FOR THE PARTNERS. A PROSPECTIVE LIMITED PARTNER SHOULD REVIEW THOROUGHLY THE INFORMATION CONTAINED HEREIN AND THE TERMS OF THE LIMITED PARTNERSHIP AGREEMENT AND GIVE CAREFUL CONSIDERATION TO WHETHER THE INVESTMENT POLICY OF THE FUND IS SUITABLE TO ITS FINANCIAL SITUATION AND GOALS BEFORE MAKING AN INVESTMENT DECISION.

THE LIMITED PARTNERSHIP AGREEMENT IS ATTACHED TO THIS MEMORANDUM AND MADE A PART HEREOF AND THE SUMMARY OF CERTAIN TERMS OF THE AGREEMENT CONTAINED IN THIS MEMORANDUM IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE AGREEMENT.

THE LIMITED PARTNERSHIP INTERESTS DESCRIBED HEREIN HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 AND ARE NOT BEING OFFERED OR SOLD TO THE PUBLIC BUT ARE PART OF A PRIVATE PLACEMENT TO A LIMITED GROUP OF OFFEREEES WHO QUALIFY FOR INVESTMENT IN THE PROGRAM. THERE ARE RESTRICTIONS ON THE TRANSFER OF THESE SECURITIES. ADDITIONAL INFORMATION MAY BE OBTAINED FROM ROCKEFELLER & CO., INC.

Terms of the Program. The investment program described herein consists of limited partnership interests in the 5500 Fund (the "Partnership"), each interest to be in the minimum amount of \$500,000. The program is being offered to a small group of qualified institutions selected by Rockefeller & Co., Inc. ("Rockefeller & Co."). The limited partnership interests will be offered initially only to institutions exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Institutions which are private foundations within the meaning of the Internal Revenue Code will be allowed to participate only with the specific prior approval of Rockefeller & Co. The Partnership will become effective and the investment program will commence on November 1, 1981. Additional limited partners may be admitted from time to time thereafter.

Subscriptions for limited partnership interests are payable in cash in full on November 1, 1981 or upon admission of the limited partner to the Partnership, if later. Each prospective limited partner, by executing the Limited Partnership Agreement, a copy of which is attached hereto and made a part hereof, will acknowledge that it is purchasing its interest in the Partnership for its own account and for investment purposes with no view to resale or distribution thereof.

Organizational Fees and Expenses. The organizational expenses of the Partnership are estimated to be less than \$30,000. Such expenses will be allocated proportionately among the capital accounts of those persons who become partners during the first fiscal year of the Partnership based upon the number of days such persons were partners during that year and their respective average daily capital account balances.

The Partnership. The Partnership is organized as a limited partnership under the laws of the State of New York. The general partners of the Partnership are Rockefeller & Co. and Richard E. Carlson and J. Murray Logan who are officers and employees of Rockefeller & Co. The Partnership will terminate on October 31, 2006, or upon the occurrence of certain other events described in the Limited Partnership Agreement.

Management. The Partnership will be managed by the general partners who will delegate management responsibility to Rockefeller & Co., which, as the managing partner, will have exclusive control over the business affairs of the Partnership. Such delegation may be revoked by a majority of the general partners. A majority of the general partners will also have the right to appoint or remove the investment adviser.

Rockefeller & Co. was incorporated in New York on December 24, 1979 and has its principal place of business at Room 5500, 30 Rockefeller Plaza, New York, N.Y. 10112. Rockefeller & Co. is registered as an investment adviser with the Securities and Exchange Commission under the Investment Advisers Act of 1940. A more complete description of Rockefeller & Co., its ownership, management and business is contained in Form ADV attached hereto, and made a part hereof.

Rockefeller & Co. will invest in the Partnership and will share proportionately with the other partners in the profits and losses of the Partnership. Rockefeller & Co. will not receive compensation for acting as the managing partner.

Rockefeller & Co. will also act as investment adviser to the Partnership pursuant to an investment advisory agreement (the "Advisory Agreement"), a form of which is attached hereto and made a part hereof. Rockefeller & Co. will receive an investment advisory fee agreed to with the Partnership and which initially will be 0.125% of the value of the Partnership assets each month (an annual rate of 1.5%). Under the Advisory Agreement, Rockefeller & Co. will agree to furnish advice and recommendations in accordance with the needs of, and investment objectives specified by, the Partnership. The Partnership may instruct Rockefeller & Co. with respect to transactions involving any property held in the Partnership's portfolio. Rockefeller & Co. will not act under the Advisory Agreement as custodian or take or have possession of the assets held in the Partnership's portfolio. Rockefeller & Co. will be authorized to rely upon instructions, advices and statements given on behalf of the Partnership by any authorized agent of the Partnership, which instructions will continue effective until cancelled. Rockefeller & Co. will not be liable under the Advisory Agreement for any act or omission in connection with the

Advisory Agreement except in the case of its own negligence or willful misconduct. Rockefeller & Co. will not be responsible under the Advisory Agreement for the acts, omissions, or solvency of any broker or agent selected by it to effect any transaction for the Partnership's portfolio. The authority of Rockefeller & Co. under the Advisory Agreement will continue until receipt of written notice of any legal incapacity of the Partnership. No assignment of the Advisory Agreement will be made by Rockefeller & Co. without the prior written consent of the Partnership. The Advisory Agreement will continue until terminated by either party as of the end of any quarter by thirty days prior written notice.

It is anticipated that the direct administrative costs of the Partnership will not exceed \$25,000 per year, in addition to the payments described above to Rockefeller & Co. for investment advisory services.

The Partnership will indemnify each general partner against any cost, expense (including legal or other expenses reasonably incurred in investigation or defense), judgment and/or liability, joint or several, incurred without gross negligence or bad faith on the part of such a partner in connection with any claim, action, suit or proceeding to which such a partner may be made a party or otherwise involved or with which such a partner is threatened, arising out of or in connection with his or its activities or involvement with the Partnership.

The limited partners will not participate in any way in the management of the business of the Partnership.

Investment Policy. The investment goal of the Partnership is to achieve returns greater than the broad market indices such as the Standard & Poors 500 Composite Stock Price Index and the Dow Jones Averages through higher risk investments. The Partnership will concentrate on investing in securities of small, rapidly growing, publicly held companies. The price of higher risk securities should be expected to fluctuate more widely than the general market. Higher risk securities may also imply less financial stability (for example a company with high financial leverage or few resources would be at greater risk of insolvency than a better financed company) and less predictable profitability (for example, a company developing

a new product may face an uncertain market for its product or high development costs relative to revenues).

Generally, the higher risks which the Partnership plans to assume are related to investing in small, unseasoned companies in areas of rapid technological change. While gross start-ups will not be generally favored, new issues of companies coming public for the first time may be utilized, and other investments may be made in companies having only a few years' operating history.

The strategy for selecting small, rapidly-growing companies will be based on various criteria. The preferred company would have a market position in a fast growing segment of the economy, good management, preferably a leading position in its business, superior financial returns (i.e. return on assets and invested capital primarily) with ability to self-finance, and a reasonable market valuation.

In addition to investments meeting those criteria, the Partnership intends to invest in undervalued assets and special situations. An undervalued asset is often a company with tangible assets such as oil, trees, or metals, which are temporarily out of favor, but it might include any company selling well below book value, or a company with some attractive property or technology that is not generally recognized. Special situations might include private placements, fixed-income securities, large, cyclically depressed companies, foreign securities or take-over candidates. While small rapidly-growing companies or companies with undervalued assets are frequently take-over candidates, the presumption of a take-over would not generally be enough reason to buy.

Notwithstanding the preference of the Partnership to emphasize small rapidly growing companies in predominantly technological fields, the Partnership may from time to time invest in larger capitalization companies in any business even if current operations are unprofitable. The Partnership is expected to have a diversified portfolio; the amount invested in any particular company should vary between 1 1/2% and 3% of the total portfolio and no single investment will exceed 10% of the portfolio. In addition, the Partnership does not expect to acquire more than 5% of the equity securities of any single issuer.

Trading policy (as opposed to investment policy) is to be determined by market conditions without regard to any possible tax consequences as to short-term or long-term gains or losses, since the Partnership is intended primarily for tax-exempt entities.

The Partnership will not borrow money or use credit to purchase or carry its investments. No investment will be made in real estate or in real estate partnerships. The Partnership shall make only those investments which shall not result in unrelated business taxable income as defined in Section 512 of the Internal Revenue Code of 1954, as amended.

Conflicts of Interest. Rockefeller & Co. is a business corporation, the income of which is subject to Federal, state and local taxation. As indicated above, the limited partners will consist initially of only tax-exempt entities. In managing the Partnership, Rockefeller & Co. may be called upon to make investment decisions which could be disadvantageous to it as a taxable entity while having no adverse tax effects on the limited partners. In making such investment decisions, Rockefeller & Co. intends to act in the best interests of the limited partners.

In serving its various clients, some of which may also be limited partners in the Partnership, and the Partnership, it is possible that other conflicts of interest may arise for Rockefeller & Co. Should such conflicts arise, Rockefeller & Co. intends to consult with legal counsel and to resolve the conflicts in accordance with generally accepted legal and ethical standards.

Certain of the directors and officers of Rockefeller & Co. and Richard E. Carlson and J. Murray Logan are partners in Associates Capital Fund, a New York investment partnership which is managed by Rockefeller & Co. and which is itself a partner in Pocantico Fund, also an investment partnership managed by Rockefeller & Co.

The sale or purchase of securities of the same issuer may be recommended by Rockefeller & Co. to other clients at or about the same time as Rockefeller & Co. considers a transaction in such securities on behalf of the Partnership. As a result, the same investment decision may be made for the Partnership and one or more of such clients.

When this occurs, such securities will be allocated among such clients and the Partnership in a manner deemed equitable to all by Rockefeller & Co. In some cases, it is possible that such manner of allocation could have a detrimental effect on the price or volume of a security as far as the Partnership is concerned. In other cases, however, it is believed that the ability of the Partnership to participate in volume transactions may produce better executions for the Partnership.

Restrictions on Transfer and Withdrawal. The limited partnership interests described herein are not registered under the Securities Act of 1933 but will be offered pursuant to the exemption provided in Section 4(2) thereof for transactions by an issuer not involving any public offering. The Securities Act and the regulations thereunder impose restrictions on the transfer of such interests. In addition, the terms of the Limited Partnership Agreement provide that no limited partner may transfer its interest in the Partnership without obtaining the consent of Rockefeller & Co., which consent may be withheld in Rockefeller & Co.'s absolute discretion, and without obtaining a specified opinion of counsel acceptable to Rockefeller & Co. Under the provisions of New York law and the Limited Partnership Agreement, a transferee or assignee cannot become a limited partner nor succeed to the rights of a limited partner (other than the right to income or return of contribution) except with the consent of Rockefeller & Co.

If a distribution is made to partners in securities, such securities may be subject to resale restrictions imposed by Federal and state securities laws and regulations or because of the unavailability of a ready market.

The Limited Partnership Agreement provides for withdrawal upon 60 days' prior written notice on October 31 of any year or upon such notice at any time with the consent of Rockefeller & Co., which consent may be withheld in Rockefeller & Co.'s absolute discretion. When a partner withdraws, its capital account balance in the Partnership (as determined pursuant to the terms of the Limited Partnership Agreement) will be distributed as promptly as practicable after the effective date of withdrawal but not more than 90 days thereafter or, if its interest in the

Partnership exceeds 15% of the aggregate interests of all partners, not more than 180 days thereafter. Because of the nature of the proposed investment program, it may not always be possible to provide immediate distribution to a limited partner upon withdrawal.

Accounting. The Partnership will be on a cash basis method of accounting and will use a fiscal year ending October 31. Consistent with the foregoing, the Partnership books of account will be kept in accordance with generally accepted accounting practices. As soon as practicable each year, Rockefeller & Co. will furnish to each limited partner a report covering the activities of the Partnership during the preceding fiscal year, including a copy of the Partnership's financial statements accompanied by an audit report of a firm of independent certified public accountants and information which may be required for Federal tax purposes.

Distributions. Distributions to the partners may be made in cash, securities, or a combination thereof, in the absolute discretion of Rockefeller & Co. It is not contemplated that distributions to the partners will be made at regular intervals.

Additional Limited Partners and Additional Contributions. Additional limited partners may be admitted from time to time in the sole discretion of Rockefeller & Co. With the consent of Rockefeller & Co., a limited partner may make additional capital contributions to the Partnership and, at the time of a distribution, may elect to contribute all or a part of its distribution to its capital account balance in the Partnership.

Valuation. The assets of the Partnership shall be valued at least annually and such value shall be determined by Rockefeller & Co., provided that if a majority in interest of the partners object in writing to any such determination, such determination shall be made by an independent appraiser selected by Rockefeller & Co. and not objected to by a majority in interest of the partners.

INCOME TAX CONSEQUENCES

All of the limited partners are to be charitable or educational institutions (and not pension funds) exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (the "Code") except for the tax imposed on unrelated business taxable income by Section 511 of the Code. The Partnership is formed for the purpose of realizing income from and appreciation on investments which will not result in unrelated business taxable income as defined in the Code. The Partnership is not, and is not intended to be, a so-called "tax shelter" partnership and only limited amounts of current deductions will be generated.

The following is a brief summary of federal income tax considerations which may affect limited partners. It is impractical to set forth in this Memorandum all tax consequences of a limited partner's participation in the Partnership. Each prospective limited partner should consult its own tax counsel to satisfy itself as to the tax consequences of its investment. This discussion is based upon existing laws, judicial decisions and administrative regulations, rulings and practice, all of which are subject to change. Such change may be retroactive so as to apply to prior Partnership transactions.

Classification of Partnership

The Partnership has not requested a ruling from the Internal Revenue Service that it will, for Federal income tax purposes, be treated as a partnership and not as an association taxable as a corporation. However, Rockefeller & Co. believes that the Partnership will be treated as a partnership for Federal income tax purposes.

If the Partnership were not treated as a partnership for Federal income tax purposes, but as an association taxable as a corporation, its income and expenses would be taxable and deductible by the Partnership and not by the partners. Further, if taxed as a corporation, distributions to the partners would be treated as dividends to the extent of current or accumulated income. Losses incurred by the Partnership would not be deductible by the partners. Transfers of appreciated assets from the Partnership to the partners would be taxable events.

There can be no assurance that the Partnership will not be classified as an association taxable as a corporation. In October of 1975, the U.S. Tax Court, in the case of Phillip G. Larson, 65 T.C. No. 10, held that two California limited partnerships should be classified as associations taxable as corporations for Federal income tax purposes. In November of 1975 the opinion was withdrawn and in April of 1976 a new opinion was issued. The new opinion (66 T.C. 159) held that the two limited partnerships examined were partnerships for Federal income tax purposes. However, the Tax Court made the final determination based solely upon the regulations because of the manner in which the case was presented to the Court. The Tax Court also indicated a dissatisfaction with the present form of the regulations respecting this issue. The Internal Revenue Service has announced that it would follow the Larson decision in evaluating limited partnerships and that, until further notice, it will follow the existing regulations.

Partners, Not Partnerships, Subject to Tax.

Subject to the statements above, the Partnership will file an annual partnership information income tax return, but is not subject to the payment of federal income tax or state income tax. The character of income is generally determined at the Partnership level but flows through to the partners. The Partnership will report to each partner its distributive share of the income or loss of the Partnership for that year which each partner should take into account in preparing its own Federal and state income tax returns for each year. This taxation does not depend on whether or not any distribution is made to a partner, even if the amount of cash distributed to a partner by the Partnership is less than its tax liability arising out of its allocation of Partnership profits. A partner may deduct its share of the Partnership loss, if any, only to the extent of its tax basis for its partnership interest. Such basis will generally not include a share of Partnership debt since Partnership debt is expected to be recourse debt.

Internal Revenue Procedures.

Because the liability for taxes upon Partnership income is assessed to partners, disputes respecting the tax consequences of Partnership investments, income and losses

will be resolved at the partner level. Although the Partnership and the other partners may have a significant interest in participating in the favorable resolution of any such dispute, no contractual obligation exists to provide any such assistance. Internal Revenue Service audits of the Partnership's tax return which result in adjustments to such returns could result in audits of the partners' returns and adjustment of Partnership and non-Partnership items.

State Income Tax.

Each partner may also be liable for state income taxes payable to the state in which it is a resident or doing business or to a state in which the Partnership conducts business. The income tax laws of each state may differ from the above discussion of Federal income tax laws, so each prospective limited partner should consult its own tax counsel with respect to potential state income taxes payable as a result of an investment in the Partnership.

LIMITED PARTNERSHIP AGREEMENT

of

5500 FUND

AGREEMENT made as of the 1st day of November, 1981 among Rockefeller & Co., Inc., a New York corporation, and the individuals named on Schedule A attached hereto and designated thereon as General Partners (Rockefeller & Co., Inc. and such individuals herein called individually a "General Partner" and collectively the "General Partners") and the several other persons listed on said Schedule A and designated thereon as Limited Partners (such persons herein called individually a "Limited Partner" and collectively the "Limited Partners").

WHEREAS, the undersigned desire to form a limited partnership pursuant to the Partnership Law of the State of New York,

NOW THEREFORE, in consideration of the premises and mutual covenants herein contained, the undersigned hereby agree as follows:

ARTICLE I

Definitions

The term "Accounting Period" shall mean, as the context may require, the period beginning on November 1, 1981, or on the day following the last day of any Accounting Period, and ending on the next succeeding of the following:

1. Each October 31;

2. The day of any direction made pursuant to Paragraph D of Article VI;
3. The day prior to the day as of which a person is admitted as a Partner;
4. The day prior to the day as of which any Partner makes an additional contribution in cash to the capital of the Partnership;
5. The day of the withdrawal of any Partner;
6. The day of the dissolution of the Partnership pursuant to Article X hereof; and
7. Any day specified in writing by the Managing Partner.

The term "Capital Account Balance" shall mean the then balance from time to time in a Partner's capital account and shall be used for the purposes of this Agreement (i) to allocate profits and losses, both for book and tax purposes, (ii) to determine the amount of distributions to Partners under Paragraph D of Article VI and (iii) to determine amounts due to Partners under Article VIII and Article X. Each Partner's capital account shall be the sum of (1) the balance in such Partner's capital account as of the date of the Partner's initial contribution to the Partnership as set forth for the original Partners in Column II of Schedule A, plus (2) such Partner's contributions to Partnership capital, if any, made after such date, plus (3) such Partner's share of Partnership profit (as determined pursuant to Paragraph A of Article VI) minus (4) such Partner's share of Partnership loss (as determined pursuant to Paragraph A of Article VI) minus (5) the amount of distributions in cash and the value of distributions of securities made to such Partner.

The term "Fiscal Year" shall mean the annual period beginning each November 1 and ending the following October 31.

The terms "a Majority of the Partners", "a Majority of the General Partners" and "a Majority of the Limited Partners" shall mean the Partners, General Partners or Limited Partners, as the case may be, whose Capital Account Balances at the time of such a determination represent in the aggregate more than 50% of the total Capital Account Balances of the Partners, General Partners or Limited Partners, as the case may be.

The term "Managing Partner" shall mean Rockefeller & Co., Inc. or its successor selected pursuant to the terms of this Agreement.

The term "Partner" shall mean any General Partner or any Limited Partner. No person shall be deemed to be a Partner prior to the effective date of his or its admission as a Partner or after the effective date of his or its withdrawal as a Partner.

The term "Partnership", as used in this Agreement, shall mean the limited partnership formed by this Agreement and its successors in interest under any amendment hereto.

The term "person" shall mean any individual, corporation, partnership, association, institution or other organization.

ARTICLE II

Name, Purposes and Powers and Place of Business

- A. The name of the Partnership is 5500 FUND.
- B. The general nature of the business of the Partnership shall be the investment of funds in such

projects or enterprises, without limitation, and on such terms and conditions, as the Managing Partner may from time to time determine. Such business shall include, without limitation of the generality of the foregoing, higher risk investments in small, rapidly growing, publicly held companies in areas of rapid technological change, companies with undervalued assets and special situations such as private placements, fixed-income securities, large, cyclically depressed companies, foreign securities or takeover candidates. The Partnership may also invest in larger companies in any business and may establish a diversified portfolio.

The Partnership shall not incur indebtedness to purchase or carry its investments and shall not invest in real estate or in real estate partnerships. The Partnership shall make only such investments as shall not result in unrelated business taxable income as defined in Section 512 of the Internal Revenue Code of 1954, as amended.

The Partnership may execute, deliver and perform all contracts and undertakings and engage in any and all activities and transactions as may in the determination of the Managing Partner be necessary or advisable to carry out the foregoing objects and purposes.

C. The location of the principal place of business of the Partnership will be Room 5500, 30 Rockefeller Plaza, New York, N.Y. or such other location as may be determined by the Managing Partner.

ARTICLE III

Names, Addresses and Capital Contributions of Partners

The names and addresses of the Partners are set forth on Schedule A hereto. By executing this Agreement, each Partner hereby agrees to make a contribution in cash to the capital of the Partnership on November 1, 1981 in the amount set forth opposite his or its name and address on said Schedule A. No additional capital contributions shall be made except in accordance with Article VII hereof. No Partner shall be entitled to receive interest on or with respect to such Partner's capital account.

ARTICLE IV

Cash Accounting Basis

The Partnership shall use a cash basis method of accounting and a fiscal year beginning on November 1 and ending on the following October 31 for financial reporting and tax purposes.

ARTICLE V

Management

A. The General Partners shall be responsible for the management of the Partnership. The General Partners hereby delegate such responsibility to Rockefeller & Co., Inc., as Managing Partner, so long as it shall remain a General Partner or a Majority of the General Partners shall not have revoked such delegation in writing. If Rockefeller & Co., Inc. shall no longer be Managing Partner, its successor as Managing Partner shall be selected by a Majority of the General Partners. The Limited Partners shall take no part in the management or control of the Partnership

business and shall have no right or authority to act for the Partnership.

B. A Majority of the General Partners shall appoint an investment advisor for the Partnership and shall approve the terms of any investment advisory contract entered into by the Partnership. A Majority of the General Partners may remove the investment advisor.

C. The Managing Partner shall have exclusive management and control of the business and affairs of the Partnership, and shall have the power and authority to do all things necessary or proper to carry out the purposes of the Partnership. Without limiting the foregoing, the Managing Partner may purchase or sell any securities whatsoever in the name or for the account of the Partnership or enter into any contract, endorsement, liability or borrowing in the name or for the account of the Partnership with respect to any securities or investments whatsoever or in any other manner bind the Partnership to purchase or sell any securities or investments whatsoever.

D. Neither the Managing Partner nor the other General Partners shall be required to devote full time to the management of the Partnership, but each shall devote such time, effort and skill as may be reasonably required to implement the Partnership's purposes. The Limited Partners acknowledge that the Managing Partner is in the business of investment advice and management and may on behalf of clients other than the Partnership purchase and sell, or recommend for purchase or sale, securities of a class held by the Partnership or of a type suitable for investment by the Partnership. The Limited Partners acknowledge that the

Managing Partner shall have no duty to disclose any such transactions or any other obligations with respect thereto other than to act in good faith and in the interests of all its clients, including the Partnership.

E. No Partner shall be prohibited from owning, operating or investing in, either directly or indirectly, other businesses of any nature or description, independently or with others, whether or not in competition with the Partnership in any of such cases, and the other Partners shall not have any rights by virtue of this Agreement in respect of such other businesses or the income or profits derived therefrom.

ARTICLE VI

Determination, Allocation and Distribution of Profit and Loss

A. For purposes of adjusting the Capital Account Balance of each Partner, there shall be determined as of the end of each Accounting Period the then value of the assets of the Partnership, less liabilities of the Partnership. The profit or loss for such Accounting Period shall be the difference between the value so determined and the value of the assets of the Partnership similarly determined as of the end of the preceding Accounting Period, making appropriate adjustment for any additional contribution to, or withdrawals from, the capital of the Partnership.

B. The profit or loss for each Accounting Period determined in accordance with Paragraph A of this Article shall be allocated to the capital accounts of the Partners in proportion to their respective Capital Account Balances as of the beginning of such Period.

C. For Federal, state and local income or franchise tax purposes, there shall be allocated to each Partner who shall have been a Partner at any time during a Fiscal Year the percentage of each item of income, gain, profits, loss, deduction, expense and credit of the Partnership for such Fiscal Year recognized for Federal, state or local income or franchise tax purposes which equals the percentage obtained by dividing the sum of its Daily Percentages for such Fiscal Year starting with the date of acquisition of an interest in the Partnership and ending with the date of disposition thereof by the number of days in such Fiscal Year: "Daily Percentage" to mean the ratio of such Partner's Capital Account Balance to the sum of all Partners' Capital Account Balances on each day during which such Partner had a Capital Account Balance.

D. The Managing Partner may in its sole and absolute discretion direct the distribution to the Partners of cash or securities, or a combination of cash and securities, having a value equal to all or any part of the amounts representing the cumulative, undistributed net profits of the Partnership from November 1, 1981 through the day of such direction. Any such distribution shall be made as of the day of such direction and shall be made to the Partners as soon as reasonably possible thereafter in proportion to their respective Capital Account Balances as of the beginning of the Accounting Period ending on the day of such direction. The Managing Partner shall determine the portions of any such distribution to be made in cash and in securities, provided that such portions shall be ratable among the Partners. Any securities so distributed shall be

taken at their value on the day of such direction. Notice of each such direction shall be furnished to each of the Partners as soon as practicable after the making of such direction. Subject to the approval of the Managing Partner, any Partner may elect not to receive all or a portion of any such distribution, and to the extent so approved the distribution shall be considered to have been made to such Partner and recontributed by such Partner to the Partnership on the day following the end of the Accounting Period with respect to which such distribution was made. No distribution shall be made pursuant to this Article unless, after such distribution is made, the value of Partnership assets shall equal or exceed all liabilities of the Partnership.

E. The expenses of organizing and forming the Partnership shall be allocated to the Capital Account Balance of each Partner who shall have been a Partner at any time during the first Fiscal Year based on the percentage of such expenses which equals the percentage obtained by dividing the sum of its Daily Percentages, as defined in Paragraph C of this Article, for such Fiscal Year starting with the date of such acquisition of an interest in the Partnership and ending with the earlier of the date of disposition thereof or the last day of such Fiscal Year by the number of days in such Fiscal Year.

ARTICLE VII

Admission of Additional Partners; Making of Additional Contributions

The Managing Partner may at any time (1) admit any person as a Limited Partner and determine the amount of such

person's contribution (which contribution shall be in cash) to the capital of the Partnership, (2) permit any Partner to make an additional contribution (which contribution shall be cash) to the capital of the Partnership and determine the amount of such additional contribution and (3) subject to the written consent thereto or ratification thereof by the Majority of the Limited Partners, admit any person as a General Partner. Any person admitted as a Partner pursuant to this paragraph shall execute, as of the day of admission as such Partner, an instrument evidencing such person's agreement to be bound hereby and, effective as of the day of admission as such Partner, shall thereby become a party hereto.

ARTICLE VIII

Withdrawal of Partners

A. Except as provided in this Article VIII no Partner shall be entitled to withdraw any part of its capital contribution.

B. (1) Each Partner shall have the right to withdraw from the Partnership effective on any October 31st by delivering to the Managing Partner, not less than 60 days prior to such October 31st, a notice in writing declaring such withdrawal.

(2) Subject to the consent of the Managing Partner, which consent may be withheld in the Managing Partner's absolute discretion, any Partner may withdraw from the Partnership at any time other than an October 31st by delivery to the Managing Partner, not less than 60 days prior to the proposed effective date of such withdrawal, a notice in writing requesting such withdrawal and designating

the proposed effective date thereof (which date shall, if the Managing Partner's consent is given to such withdrawal, be deemed the effective date of such withdrawal). The Managing Partner shall notify such Partner within 20 days of receipt of such notice of whether the Managing Partner consents to such withdrawal.

C. In the event of the withdrawal of a Partner pursuant to this Article, the Partnership, as promptly as practicable but not more than 90 days after the effective date of such withdrawal, shall distribute to the Partner who shall have withdrawn the amount of such Partner's Capital Account Balance as of the end of the Accounting Period ended on the effective date of such withdrawal; provided, however, that if such Capital Account Balance exceeds 15% of the aggregate Capital Account Balances of all Partners as of the effective date of such withdrawal, such distribution may be made not more than 180 days after the effective date of such withdrawal.

D. Distributions to a withdrawing Partner shall be made in cash, unless the Managing Partner shall determine that such payment shall be made in securities, or partly in cash and partly in securities. Any securities so determined to be used to make such payment shall be taken at their value on the effective date of withdrawal of the withdrawing Partner. Any such distribution of securities shall be ratable to the interests of the other Partners.

E. Notwithstanding the provisions of this Article no distribution herein provided for shall be made unless, after such distribution is made, the value of Partnership

assets shall equal or exceed all liabilities of the Partnership.

ARTICLE IX

Transfer of Partnership Interest

No Limited Partner may transfer its interest in the Partnership without (1) the prior written consent of the Managing Partner, which consent may be withheld in the Managing Partner's absolute discretion, and (2) the written opinion in form and substance satisfactory to the Managing Partner of counsel satisfactory to the Managing Partner to the effect that such transfer would not violate the Securities Act of 1933 or any other applicable Federal, state or local law or require the Partnership to register as an investment company under the Investment Company Act of 1940. Any such attempted transfer without such consent or opinion of counsel shall be null and void.

No General Partner may transfer its interest in the Partnership without the prior written consent of a Majority of the General Partners, which consent may be withheld in their absolute discretion.

ARTICLE X

Dissolution and Election to Continue; Liquidation

A. The Partnership shall be dissolved upon the occurrence of any of the following:

- (1) October 31, 2006;
- (2) The sale, transfer or other disposition of all or substantially all the assets (other than cash) of the Partnership;

(3) The acquisition by a Partner of all of the Partnership interests of the other Partners;

(4) The death, insanity, retirement, resignation, withdrawal, dissolution, bankruptcy or insolvency of a General Partner or an assignment by a General Partner for the benefit of creditors, or the occurrence of an event with respect to, or an act or omission by, a General Partner which results in the dissolution of the Partnership by operation of law; or

(5) The unanimous agreement of the General Partners so to do.

B. Upon dissolution of the Partnership pursuant to Subparagraph A(4) of this Article, the Majority of the General Partners remaining in the Partnership may elect to reconstitute the Partnership, in which event an appropriate amendment to the certificate of limited partnership shall be filed within ten (10) days after the event giving rise to such election and the reconstituted Partnership shall continue the business.

C. Upon dissolution of the Partnership (except dissolution pursuant to Subparagraph A(3) of this Article) and in the absence of an election to continue the business of the Partnership pursuant to Paragraph B of this Article, the Managing Partner shall proceed to wind up the affairs of the Partnership, liquidate the remaining property and assets of the Partnership and terminate the Partnership. The proceeds of such liquidation shall be applied in the following order of priority: (1) first, to the expenses of such liquidation; (2) second, to the debts and liabilities of the Partnership, if any, in the order of priority

provided by law; (3) third, a reasonable reserve shall be set up to provide for any contingent or unforeseen liabilities or obligations of the Partnership to third parties (to be held and disbursed, at the discretion of the Managing Partner, by an escrow agent selected by it) and (4) at the expiration of such period as the Managing Partner may deem advisable, the balance shall be distributed among the Partners in proportion to the positive amounts of their respective Capital Account Balances as of the day of dissolution.

D. All payments pursuant to Paragraph C of this Article shall be made in cash unless the Managing Partner shall determine that any such payment shall be made in kind, or partly in cash and partly in kind. Any distributions in kind shall be ratable as to particular items of property or securities. Any assets so determined to be used to make any such payment shall be taken at their value on the day of dissolution.

ARTICLE XI

Valuations

The determination of the value of any assets required by this Agreement to be made shall be made by the Managing Partner. All values so determined shall be binding and conclusive upon all Partners and their respective successors and assigns; provided, however, that if a Majority of the Partners object in writing to any such determination, such determination shall be made in an appraisal by an independent appraiser selected by the Managing Partner and not objected to in writing by a Majority of the Partners.

ARTICLE XII

Books and Records; Financial Statements and Reports

The Managing Partner shall keep the books of account of the Partnership in accordance with generally accepted accounting practices, taking into account that the Partnership shall use a cash basis method of accounting, and each Partner shall have full right and power to examine such books of accounts and all other records and accounts of the Partnership at the principal office of the Partnership during regular business hours and on reasonable notice. As soon as practicable after the end of each fiscal year, the Managing Partner shall cause the Partnership's financial statements for such fiscal year to be audited by a firm of independent certified public accountants and a copy of such financial statements accompanied by such firm's report thereon to be furnished to each Partner. The Managing Partner shall also furnish to each Partner a general report on the activities and investments of the Partnership during the preceding year and such additional information as shall be necessary to enable such Partner to prepare its Federal income tax returns.

ARTICLE XIII

Binding Effect, Amendments, Consents and Notices

A. Except as otherwise specifically herein provided, this Agreement shall inure to the benefit of and be binding upon the respective successors and assigns of the respective parties hereto.

B. This Agreement may only be amended by a writing executed by a Majority of the Partners. No change made pursuant to the provisions of Articles VII or VIII in the mem-

bership of the Partnership or in the contribution in cash to the capital of the Partnership made by any Partner shall require the execution of an amendment of this Agreement, or of a new Agreement, by the persons who after such change comprise the Partnership and, as among such persons, this Agreement shall be deemed to be amended appropriately to reflect such change as of the effective date thereof.

C. No consent to a change in, or waiver of any breach of, any of the terms of this Agreement shall be effective unless such consent or waiver is in writing and signed by the Partner against which such consent or waiver is claimed. No consent or waiver shall be deemed a consent or waiver with respect to any term or breach other than that as to which it has been specifically given.

D. All notices given to a party pursuant to this Agreement shall be given in writing and shall be effective upon delivery by messenger or three days following deposit in the United States mails, first class postage prepaid, addressed to the party at its address set forth on Schedule A hereto or such other address as to which the party has notified the Partners.

ARTICLE XIV

Indemnification of General Partners

The Partnership shall indemnify each General Partner against any cost, expense (including legal or other expenses reasonably incurred in investigation or defense), judgment and/or liability, joint or several, incurred without gross negligence or bad faith on the part of such General Partner in connection with any claim, action, suit or proceeding to which such General Partner may be made a

party or otherwise involved or with which such General Partner shall be threatened, arising out of or in connection with his or its activities or involvement with the Partnership.

ARTICLE XV

Miscellaneous

A. This Agreement supersedes all prior agreements and understandings among the Partners with respect to the subject matter hereof.

B. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

C. No person other than a Partner shall have any legal or equitable right, remedy or claim under or in respect of this Agreement.

D. The Partners hereby waive all rights to bring an action for partition of Partnership property or any like remedy which would result in the enforced sale of such property.

E. If any provision of this Agreement shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

F. Each Partner shall execute such deeds, assignments, endorsements, evidences of transfer and other instruments and documents and shall give such further assurances as shall be necessary to perform its obligations hereunder.

G. This Agreement, and the rights of the Partners hereunder, shall be governed by and construed in accordance with the laws of the State of New York.

H. The effective date of this Limited Partnership Agreement is November 1, 1981.

IN WITNESS WHEREOF, the parties hereto have signed and sealed this Agreement as of the day and year first above written.

GENERAL PARTNERS

ROCKEFELLER & CO., INC.

By _____
Print Name:
Title:

Richard E. Carlson

J. Murray Logan

LIMITED PARTNERS

Institute for Advanced Study
By *Ralph E. Honsinger*
Print Name:
Title: *Ralph E. Honsinger*
Treasurer

By _____
Print Name:
Title:

By _____
Print Name:
Title:

By _____
Print Name:
Title:

By _____
Print Name:
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By _____
Print Name:
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By _____
Print Name:
Title:

Schedule A
to
Limited Partnership Agreement

I.	II.
Name and addresses of Partners	Initial contribution

General Partners

Rockefeller & Co., Inc. Room 5500 30 Rockefeller Plaza New York, New York 10112	\$
--	----

Richard E. Carlson Room 5500 30 Rockefeller Plaza New York, New York 10112	\$
---	----

J. Murray Logan Room 5500 30 Rockefeller Plaza New York, New York 10112	\$
--	----

Limited Partners

Institute for Advanced Study

\$7,500,000

POWER OF ATTORNEY


KNOW ALL MEN BY THESE PRESENTS, that the Institute for Advanced Study, a non-profit corporation, a present or prospective limited partner in a New York limited partnership now known as 5500 Fund, does hereby appoint each of Richard E. Carlson and J. Murray Logan, said corporation's attorney-in-fact, each with full power to act without the others and with full power of substitution, in the name, place and stead of said corporation, at any time and from time to time to make, execute, acknowledge, swear to, deliver, file and publish any and all certificates, notices, reports, returns, statements, designations or other instruments or amendments thereto now required or permitted or which may hereafter be required or permitted to be made by said corporation, or by the partnership under any applicable law relating to the formation or dissolution of such partnership or to the continuance or termination of the business thereof including, but not limited to, a certificate of limited partnership and any amendments thereto.

IN WITNESS WHEREOF, said corporation has caused its name to be hereto subscribed and its corporate seal to be affixed, by its Treasurer, for that purpose duly authorized hereunto this 22 day of October, 1981.

Institute for Advanced Study
[Corporation Name]

By

Title:


Richard E. Carlson
Treasurer

[SEAL]

STATE OF New York)
) ss.:
COUNTY OF New York)

On the 22nd day of October in the year 1981,
before me personally came Ralph E. Hirschmann to me known,
who, being by me duly sworn, did depose and say that he
resides at 385 Manchester Road in
Lidgewood New Jersey; that he is the Treasurer of
Institute for Advanced Study, the corporation described in and
which executed the above instrument; that he knows the seal
of said corporation; that the seal affixed to said
instrument is such corporate seal; that it was so affixed by
order of the board of directors of said corporation, and
that he signed his name thereto by like order.

[SEAL]

Barbara M. Goetz
Notary Public

BARBARA M. GOETZ
Notary Public, State of New York
No. 31-6551950
Qualified in New York County
Commission Expires March 30, 1982

My commission expires:

March 30, 1982

ROCKEFELLER & CO., INC.

Investment Advisory Agreement

WHEREAS, the undersigned (the "Customer") wishes to appoint Rockefeller & Co., Inc. ("R.&Co.") as the Customer's investment adviser and R.&Co. is willing to act in such capacity in accordance with the provisions of this Agreement;

NOW, THEREFORE, the Customer and R.&Co. agree as follows:

1. Appointment of R.&Co. The Customer hereby designates, appoints and retains R.&Co. to act during the term of this Agreement as the Customer's investment adviser with the powers set forth herein.

The Customer warrants the Customer's authority to enter into and perform this Agreement and to grant R.&Co. authority to act hereunder.

2. Authority of R.&Co. R.&Co. will furnish to the Customer advice and recommendations in accordance with the individual needs of the Customer and any particular investment objectives specified in writing by the Customer. The Customer from time to time may instruct R.&Co. to place orders with brokers, dealers, or other persons to purchase,

sell, deposit, exchange or liquidate any property held in the Customer's portfolio. This Agreement shall constitute evidence of the authority of R.&Co. to place orders and give instructions as aforesaid and all persons dealing with R.&Co. shall be fully protected in relying thereon. R.&Co. shall not under any circumstances act as custodian for or take or have possession of the assets held in the Customer's portfolio. R.&Co. is authorized to accept and rely upon all instructions, advices and statements given on behalf of the Customer by any authorized agent or agents, which instructions shall continue effective until cancelled.

3. Liability. R.&Co. shall not be liable for any act or omission in connection with this Agreement except in the case of its own negligence or willful misconduct. R.&Co. will not be responsible for the acts, omissions or solvency of any broker or agent selected by it to effect any transaction for the Customer's portfolio. Nothing in this Agreement shall constitute a waiver or limitation of any rights that the Customer may have under any Federal securities laws.

4. Assignment. No assignment of this Agreement shall be made by R.&Co. without the prior written consent of the Customer.

5. Compensation. Compensation for the services of R.&Co. will be as agreed upon from time to time between the Customer and R.&Co. Initially such compensation shall be at the rate of 0.125% of the value of the Customer's assets each month (an annual rate of 1.5%).

6. Legal Incapacity. The authority of R.&Co. under this Agreement shall continue until receipt of written notice of the death of any other legal incapacity of the Customer, and any action taken by R.&Co. prior to receipt of such notice in reliance upon this Agreement shall be binding upon the Customer, the Customer's heirs, distributees, personal representatives and assigns.

7. Duration of Agreement. This Agreement shall continue from the date hereof until terminated. Either party to this Agreement may terminate this Agreement as of the end of any quarter by notice in writing to the other party not less than thirty days prior to such termination.

8. Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York and will be binding upon the heirs, distributees, personal representatives and assigns of the Customer.

9. Form ADV. The Customer hereby acknowledges prior receipt of Part II of R.&Co.'s current Form ADV and

represents that the Customer has had at least 48 hours to read and examine the information contained therein.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed this ____ day of _____, 1981.

5500 FUND

By _____

Rockefeller & Co., Inc.
agrees to act under this Agreement as hereinabove provided.

ROCKEFELLER & CO., INC.

By _____

_____, 1981

Re: Investment in Limited Partnership Interest

5500 Fund
Room 5500
30 Rockefeller Plaza
New York, New York 10112

Gentlemen:

In connection with its acquisition of a limited partnership interest in 5500 Fund (the "Partnership"), the undersigned hereby represents as follows:

1. The limited partnership interest acquired by it is being acquired for investment, with no present intention of distributing or selling any portion thereof or with a view to any distribution thereof within the meaning of the Securities Act of 1933, and such interest will not be sold or distributed in violation of the Securities Act of 1933 or the rules or regulations thereunder then applicable.

2. The financial condition of the undersigned is such that it is able to bear all risks of holding the limited partnership interest for an indefinite period of time and the risk of loss of its entire investment in the Partnership.

3. The undersigned has been furnished with the Private Placement Memorandum of the Partnership, dated October 9, 1981, and all other information it deems necessary or appropriate in order to form a decision concerning the purchase of the limited partnership interest.

4. Rockefeller & Co., Inc. (the "Managing Partner") has made available all additional information which the undersigned has requested in connection with the transactions contemplated by the Limited Partnership Agreement of the Partnership (the "Agreement").

5. The undersigned has investigated the acquisition of the limited partnership interest to the extent it deemed necessary or desirable and the Managing Partner has provided it with any assistance in connection therewith it requested.

6. The undersigned has such knowledge and experience in financial and business matters that it is capable of evaluating the merits and risks of acquisition of

the limited partnership interest and of making an informed investment decision with respect thereto.

7. The undersigned will not offer for sale, sell, transfer or otherwise dispose of any portion of the limited partnership interest without complying with the provisions of the Agreement.

8. The undersigned is not a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, as amended (the "Code"), and the assets invested by it in the Partnership are not directly or indirectly those of such a private foundation.

9. The undersigned is not an employee benefit plan (or its related trust) as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974 ("ERISA") or a plan (or its related trust) as defined in Section 4975 of the Code (other than a plan which is a governmental plan (or its related trust) as defined in Section 3(32) of ERISA or Section 414(d) of the Code), and the assets invested by it in the Partnership are not directly or indirectly those of such plan (or its related trust).

10. The undersigned is an organization described in Section 501(c)(3) of the Code exempt from Federal income taxation under Section 501(a) except for the taxes imposed on unrelated business taxable income by Section 511 of the Code.

Very truly yours,

Institute for Advanced Study
[Name of Limited Partner]

By *[Signature]*

Title: *Treasurer*

Room 5501

30 Rockefeller Plaza

Oct. 21

81

197

To: Dr. Harry Woolf

From: J. MURRAY LOGAN

Per our phone conversation of
today.



see p. 6;

5500 FUND

ROCKEFELLER & CO., INC.

POCANTICO FUND

- . LIMITED PARTNERSHIP FORMED IN 1969
- . INVESTS PRIMARILY IN PUBLICLY TRADED SECURITIES OF SMALL COMPANIES
- . CHARACTERIZED BY HIGHER RISK AND MORE VOLATILITY THAN AVERAGE
- . EXPECTED TO PROVIDE SIGNIFICANTLY HIGHER RETURNS THAN S&P 500
- . LIMITED PARTNERS ARE TAXABLE ENTITIES

ATTRACTION OF INVESTING IN SMALL COMPANIES

- . SMALL COMPANIES MORE ENTREPRENEURIALY DRIVEN WITH SHARE-HOLDERS' INTERESTS GENERALLY CONSISTENT WITH MANAGEMENT'S INTEREST
- . UNIQUE PRODUCTS OR SYSTEMS MORE PROFOUNDLY AFFECT COMPANIES WITH SMALL SALES BASES
- . LESS EFFICIENT MARKETS FOR SMALL CAPITALIZATION COMPANIES - OPPORTUNITY FOR HIGHER RETURNS
- . RETURN ON INVESTED CAPITAL HISTORICALLY HIGHER FOR SMALLER COMPANIES
- . GREATER LIKELIHOOD OF SMALLER COMPANIES BEING ACQUIRED

Wesley Clair Harris Corp.

OUR MANAGEMENT APPROACH

- . EMPHASIS ON:
 - COMPANIES PROVIDING TECHNOLOGICAL INNOVATIONS
 - SPECIAL SITUATIONS
 - UNDERVALUED ASSETS *(natural resources mostly)*
- . PREFER UNDER-FOLLOWED COMPANIES
- . MINIMIZE "CORE STOCK" CONCEPT
- . VALUATION CRITICAL
- . CHARACTERISTICS OF PREFERRED COMPANY:
 - A WELL-MANAGED COMPANY, PREFERABLY A LEADER IN ITS BUSINESS
 - SUPERIOR RETURNS ON ASSETS AND EQUITY
 - SELF-FINANCING WITH ABILITY TO GROW TO \$200 MILLION IN SALES
 - SELLING AT A DISCOUNT TO THE S&P 500 AVERAGES
- . DIVERSIFICATION AND RESERVE POLICY

INFORMATION SOURCES

- . DIVERSE NETWORK OF CONTACTS
 - VENTURE CAPITAL
 - PROFESSIONAL INVESTORS
 - REGIONAL AND SPECIALTY BROKERS
- . INTERNALLY GENERATED IDEAS
- . CONSULTANTS

PERFORMANCE

	<u>POCANTICO FUND</u>	<u>LIPPER INDEX OF SMALL GROWTH FUNDS</u>	<u>S&P 500</u>
1969	.3%	(15.1)%	(8.4)%
1970	.4	(18.2)	3.9
1971	11.5	18.7	14.3
1972	6.1	6.1	19.0
1973	(27.5)	(29.5)	(14.7)
1974	(22.1)	(26.6)	(26.5)
1975	42.5	30.5	37.2
1976	27.2	25.4	24.0
1977	15.5	3.0	(7.2)
1978	42.0	11.4	6.5
1979	43.1	27.6	18.7
1980	73.1	31.1	32.4

12-YR. TOTAL RETURNS

CUMULATIVE TOTAL	394.8%	42.2%	149.0%
ANNUAL COMPOUND RATE OF RETURN	14.3%	3.0%	7.9%

5-YR. TOTAL RETURNS

CUMULATIVE TOTAL	416.8%	140.7%	92.6%
ANNUAL COMPOUND RATE OF RETURN	38.9%	19.2%	14.0%

5500 FUND

PLANNED PARTNERSHIP STRUCTURE

- . LIMITED PARTNERSHIP FOR TAX-EXEMPT INSTITUTIONS
- . ROCKEFELLER & CO. MAKES DIRECT INVESTMENT AS GENERAL PARTNER
- . EMPLOYEES OF ROCKEFELLER & CO. HAVE DIRECT INVESTMENT IN SIMILAR FUND
- . LIMITED TO 7-10 PARTNERS
- . PERIODIC DISTRIBUTIONS AS NEEDED

MEMORANDUM

TO: The Partners of Pocantico Fund

FROM: Richard E. Carlson
Ann Partlow

POCANTICO FUND

Pocantico Fund completed its twelfth year of operation on October 31, 1980. Pocantico Fund was formed in 1969 in the belief that a number of individual Family members and trusts would benefit from intensive, risk-oriented management of a portion of their marketable securities. The Fund's typical investment fills a gap in the risk spectrum between the more seasoned securities owned in many Family portfolios and the ventures owned in the Venrock partnership. With a few minor exceptions Pocantico Fund's holdings, unlike those of Venrock, are publicly traded securities and the typical investments are in the stocks of small companies.

The performance of Pocantico Fund was exceptional last year as indicated in the tables below. During the fiscal year ended October 31, 1980 the stock market was in an uptrend which was even more pronounced in smaller companies such as those held in Pocantico Fund. The tables below indicate that Pocantico Fund outperformed other similarly managed funds and show its growth in assets over the year as well as the fiscal year's performance relative to various indices.

	<u>Pocantico Fund</u> <u>Total Market Value</u>		<u>Total Return</u> <u>Year ended 10/31/80</u>
11/1/79			
Beginning of Year	\$10,300,000	Pocantico Fund	87.4%
8/14/80		S&P 500 Index	25.2%
Date of Distribution	\$16,800,000	Lipper Index of Small Growth Funds	34.6%
Less: Distribution	\$ 7,000,000	Lipper Index of all Mutual Funds	30.8%
10/31/80		OTC Composite	42.2%
Fiscal Year-end	\$11,200,000		

Pocantico Fund can most appropriately be compared with the Lipper Index of Small Growth Funds. Among these funds which range in size from \$100,000 to \$25 million, Pocantico Fund ranked 1st out of 58 funds in performance. In the case of all mutual funds, Pocantico Fund ranked 9th out of 482 funds. From the end of the fiscal year on October 31, 1980, Pocantico Fund had appreciated an additional 9% through December 31, 1980.

The extraordinary performance of the past few years, in particular the last two, is clearly not likely to be sustained at the same rate in the future. In the last two years, the Fund has appreciated over 165% and distributed a total of over \$10,000,000.

Since its inception Pocantico Fund has concentrated on

the stocks of small rapidly growing publicly held companies. Most of these companies exhibit two characteristics: a market position in a fast-growing segment of the economy and superior financial returns. Thus many of the investments are in companies that have developed a unique technology, not easily duplicated.

Some of the fields being emphasized now are word processing systems marketed by Lanier Business Products, devices used in the conversion of signals from analog to digital, manufactured by Analog Devices, and seismic services to the oil industry, such as Seiscom Delta provides. Earnings' growth for these companies should average 20% or more annually.

The enclosed list of securities shows the amount of investment in each holding in Pocantico Fund and the general area in which each company is involved. The size of the investment in each company varies in accordance with market capitalization. More than half of Pocantico Fund's investments are in companies that are providing new technologies and are listed in categories according to the type of business in which they are involved. The non-technology and energy companies are listed alphabetically. The non-technology investments are generally companies which appear undervalued and serve a particular niche in the economy.

The Fund will continue seeking to identify those businesses which will provide an economic benefit consistent with social considerations that are of importance to the partners. We believe that the current holdings are well suited for this objective.

POCANTICO FUND

<u>Security</u>	<u>Type of Business</u>	<u>Date First Acquired</u>	<u>Cost</u>	<u>Oct.31, 1980 Market Value</u>
<u>TECHNOLOGY COMPANIES</u>				
<u>Computers & Peripherals</u>				
Cray Research	Scientific computers	2/22/78	\$ 21,831	\$ 133,500
Datapoint	Computers, terminals & distributed data processing equipment	5/13/75	61,690	213,800
Data Products	Printers & other peripheral equipment	10/3/77	106,805	208,300
Docutel	Bank automatic tellers	11/14/79	128,125	331,900
Lanier Business Products	Word processing systems	10/4/79	202,473	288,000
Management Assistance	Small business computers	1/16/80	118,130	225,000
Modular Computer	Mini-computer systems	2/4/77	90,726	190,100
Mohawk Data Science	Computer data storage sub-systems, mini-computers	10/20/80	142,575	255,000
Storage Technology	Computer data storage sub-systems	10/20/80	111,482	180,000
Systems Engineering Labs	Scientific mini-computers	3/28/80	187,500	<u>496,500</u> \$2,522,100
<u>Components & Test Equip.</u>				
Analog Devices	Data conversion devices	12/15/78	51,919	206,500
Siliconix Inc.	Semi-conductor devices	5/30/79	117,250	142,600
Teradyne	Computer test equipment	12/21/78	77,715	138,000
Tesdata Systems	Computer performance measurement systems	4/27/77	170,212	233,000
North Atlantic Ind.	Computer components	2/26/80	128,500	<u>135,000</u> \$855,100

<u>Security</u>	<u>Type of Business</u>	<u>Date First Acquired</u>	<u>Cost</u>	<u>Oct.31, 1980 Market Value</u>
<u>Software/Communications</u>				
Data Design Labs.	Engineering systems	9/26/79	\$ 97,650	\$ 174,600
California Microwave	Microwave communications	12/10/79	177,500	219,400
Communications Industries	Radio & common carrier, pagers	2/15/78	77,241	246,800
General Datacom Industries	Data comm. equipment	9/27/77	79,224	209,000
National Computer Systems	Optical mark readers, software	5/16/80	148,000	290,000
Paradyne	Data comm. equipment	11/3/78	22,677	149,600
STS, Inc.	Computer software	11/13/78	70,207	182,500
Quotron Systems	Financial data systems	5/22/79	52,881	231,500
				\$1,703,400
<u>Health Care & Misc.</u>				
Genentech	Health care, gene splicing	10/14/80	35,000	\$ 51,500
Pacific Scientific	Aerospace, shock arrestors	9/24/79	18,082	39,900
Stryker	Specialized medical supplies	5/2/79	45,112	101,300
Bio-medical Sciences	Disposable thermometers	10/25/77	3,500	9,800
				\$202,500
Total Technology				\$5,283,100
<u>NON-TECHNOLOGY COMPANIES</u>				
Allied Maintenance	Cleaning services, plane fueling	9/22/78	\$178,808	\$196,900
American Bankers Ins.	Credit insurance	7/31/80	148,437	156,300
Associated Communications	Cable T.V.	10/6/80	118,540	137,500
BDM Int'l.	Program evaluation services	10/3/80	46,250	36,600
Bowne & Co.	Financial printer	6/11/80	224,142	378,000
Chris Craft	T.V. stations, entertainment	10/14/80	143,329	151,500
Church's Fried Chicken	Fast food restaurant	9/18/80	89,130	78,800

<u>Security</u>	<u>Type of Business</u>	<u>Date First Acquired</u>	<u>Cost</u>	<u>Oct.31, 1980 Market Value</u>
<u>NON-TECHNOLOGY COMPANIES</u> (cont'd.)				
Frontier Airlines	Regional airline	4/20/78	\$113,911	\$ 200,000
International Aluminum	Storm windows & doors	2/13/78	155,140	194,300
Monarch Petroleum ADR	Oil & gas in Australia	4/11/80	60,625	73,500
Moran Energy	Oil & gas exploration and development	5/7/80	65,436	263,600
Pandick Press	Financial printer	11/8/79	118,750	257,000
Philadelphia Suburban	Oil tool rental	5/28/80	90,405	147,000
Pulte Homes	Single family homes	9/28/79	107,792	200,000
Quaker Chemical	Specialty chemicals	5/5/77	98,769	148,500
R.L.C Corp.	Pollution control & truck leasing	4/10/80	43,420	71,900
Ryland Group	Single family homes	9/28/79	197,000	300,000
Sealed Air	Air cellular packaging material	9/28/78	110,250	192,500
Seiscom Delta	Seismic data for oil industry	12/19/79	150,788	282,800
Singer	Multi-industry company	10/30/80	66,229	69,400
Stanley Home Products	Household products	10/12/79	151,000	202,500
Telecommunications, Inc.	Cable T.V.	5/22/80	119,100	253,600
Toys-R-Us	Discount toy retailer	4/14/80	90,945	136,700
U. S. Realty	Real estate investment trust	7/25/80	195,900	211,900
			Total Non-Technology ..	\$4,340,800
<u>RESERVES</u>				\$1,554,100
TOTAL FUND				\$11,178,000

FORM ADVPart I
(revised 7-31-79)
Page 1**APPLICATION FOR REGISTRATION AS AN INVESTMENT ADVISER
OR TO AMEND SUCH AN APPLICATION UNDER THE INVESTMENT
ADVISERS ACT OF 1940**

Securities and Exchange Commission, Washington, D.C. 20549

OFFICIAL USE

GENERAL: Read all instructions before preparing the Form. Please print or type all responses. If this Form is filed as an amendment, a completed and signed execution page, Page 1 of Part I (this page) and those pages containing items which are being amended or which have changed since the previous filing must be filed. Such pages should be completed in full. Submit check for \$150 if this is an application for registration. Return in triplicate.

1. (a) If this is an APPLICATION for registration, check here ☐ and complete all items in full.

(b) If this is an AMENDMENT to an application, check here ☒ and specify below all items which are amended.

Item(s) 1, 2(b), 3(a), 13(a), 15, 16 of Part I of Form ADV

Schedule A ☐Schedule B ☐

Item(s) cover page of Part II of Form ADV

Schedule C ☐Schedule D ☐Schedule E ☒Schedule F ☒Schedule G ☒

2. (a) Exact name, principal business address, mailing address, if different, and telephone number of applicant:

Full name of applicant (if sole proprietor, state last, first, and middle name)

IRS Empl. Ident. No.:

ROCKEFELLER & CO., INC.13-3006584

Name under which business is conducted, if different:

Not Applicable

If name of business is hereby amended, state previous name:

Not Applicable

Address of principal place of business: (Do not use P.O. Box Number)

Room 5500, 30 Rockefeller Plaza, New York, New York 10112

(NUMBER AND STREET)

(CITY)

(STATE)

(ZIP CODE)

Mailing Address, if different:

Not Applicable

(NUMBER AND STREET)

(CITY)

(STATE)

(ZIP CODE)

Telephone Number:

212586-3500

(AREA CODE)

(TELEPHONE NUMBER)

Address of each location of the books and records applicant is required to maintain, pursuant to Section 204 of the Investment Advisers Act of 1940 and the rules thereunder, if different from address of principal place of business:

Not Applicable

(NUMBER AND STREET)

(CITY)

(STATE)

(ZIP CODE)

ALL OF THE ITEMS ON THIS PAGE MUST BE ANSWERED AND COMPLETED IN FULL

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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

FORM ADV PART I Page 2

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2. (b) Persons to contact for further information concerning this Form:

Donald B. Brant, Jr., Esq.
Helen G. Goodman, Esq.

(NAME)

(TITLE)

Milbank, Tweed, Hadley & McCloy
One Chase Manhattan Plaza, New York, N.Y. 10005 (212) 530-5000

(MAILING ADDRESS)

(TELEPHONE NO.)

2. (c) Applicant consents that notice of any proceeding before the Commission in connection with its application for or registration as an investment adviser may be given by sending notice by registered or certified mail or confirmed telegram to the person named at the address given.

Same as 2(b)

(LAST NAME)

(FIRST NAME)

(MIDDLE NAME)

(NUMBER AND STREET)

(CITY)

(STATE)

(ZIP CODE)

2. (d) Does applicant have offices other than that mentioned in Item 2(a)?
(If "yes," state their addresses and telephone numbers on Schedule E.)

YES

NO

☐☒

2. (e) Applicant's fiscal year ends:

12

(MONTH)

31

(DAY)

3. (a) Applicant is filing or has filed its application for registration or license as an investment adviser with the following: (Place a code after each applicable jurisdiction in accordance with the following: If application is pending, insert number "1"; if presently or previously registered or licensed, insert number "2".)

AL__ AK__ AZ__ AR__ CA__ CO__ CT__ DE__ DC__ FL__ GA__ HI__ ID__ IL__ IN__ IA__
KS__ KY__ LA__ ME__ MD__ MA__ MI__ MN__ MS__ MO__ MT__ NE__ NV__ NH__ NJ__ NM__
NY₂ NC__ ND__ OH__ OK__ OR__ PA__ RI__ SC__ SD__ TN__ TX__ UT__ VT__ VA__ WA__
WV__ WI__ WY__ PR__ Other _____

(SPECIFY)

3. (b) If any license or registration listed above is of a restricted nature or has been suspended or involuntarily terminated, or withdrawn or voluntarily terminated, explain on Schedule E.

4. Applicant is a:

☒ Corporation

☐ Partnership

☐ Sole Proprietorship

☐ Other _____

(SPECIFY)

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FORM ADV PART I Page 4

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9. (a) Does any person not named in Items 2(a) and 8, or any Schedule thereunder, directly or indirectly through agreement or otherwise, exercise or have the power to exercise a controlling influence over the management or policies of applicant?
(If "yes," state on Schedule E the exact name of each person (if individual, state last, first, and middle names) and describe the agreement or other basis through which such person exercises or has the power to exercise a controlling influence.)

YES
☐

NO
☒

(b) Is the business of applicant wholly or partially financed, directly or indirectly, by any person not named in Items 2(a) and 8, or any Schedule thereunder, in any manner other than by: (1) a public offering of securities made pursuant to the Securities Act of 1933; (2) credit extended in the ordinary course of business by suppliers, banks and others; or (3) a satisfactory subordination agreement, as defined in Rule 15c3-1 under the Securities Exchange Act of 1934 (17 CFR 240.15c3-1)? . . . See Schedule E
(If "yes," state on Schedule E the exact name (last, first, middle) of each person and describe the agreement or arrangement through which such financing is made available, including the amount thereof.)

YES
☐

NO
☒

10. State whether the applicant, any person named in Items 2(a), 8 or 9, or any Schedule thereunder, or any other person directly or indirectly controlling, or controlled by applicant, including any clerical or ministerial employee of applicant:

(a) Has been found by the Securities and Exchange Commission or any jurisdiction to have willfully made or caused to be made in any application for registration or report required to be filed with the Commission under the Investment Advisers Act of 1940 or in any proceeding before the Commission with respect to registration, any statement which was at the time and in the light of the circumstances under which it was made false or misleading with respect to any material fact, or to have omitted to state in any such application or report any material fact which is required to be stated therein

YES
☐

NO
☒

(b) Has been convicted of or has pleaded nolo contendere to, within 10 years preceding the filing of any application for registration or at any time thereafter, any felony or misdemeanor:

(i) involving the purchase or sale of any security, the taking of a false oath, the making of a false report, bribery, perjury, burglary, or conspiracy to commit any such offense;.

YES
☐

NO
☒

(ii) arising out of the conduct of the business of a broker, dealer, municipal securities dealer, investment adviser, bank, insurance company, or fiduciary;

YES
☐

NO
☒

(iii) involving the larceny, theft, robbery, extortion, forgery, counterfeiting, fraudulent concealment, embezzlement, fraudulent conversion, or misappropriation of funds or securities; or

YES
☐

NO
☒

(iv) involving the violation of Section 152, 1341, 1342 or 1343 or Chapter 25 or 47 of Title 18, United States Code (concealment of assets, false oaths and claims, or bribery, in any bankruptcy proceeding; mail fraud, fraud by wire, including telephone, telegraph, radio or television; counterfeiting, forgery, fraud, false statements)

YES
☐

NO
☒

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FORM ADV PART I Page 5

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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

10. (c) Is permanently or temporarily enjoined by order, judgment, or decree of any court of competent jurisdiction from acting as an investment adviser, underwriter, broker, dealer, or municipal securities dealer, or as an affiliated person or employee of any investment company, bank, or insurance company, or from engaging in or continuing any conduct or practice in connection with any such activity, or in connection with the purchase or sale of any security or arising out of any securities or investment advisory activity.

YES ☐ NO ☒

(d) Has been found by the Securities and Exchange Commission or any other jurisdiction to have willfully violated or willfully aided, abetted, counseled, commanded, induced, or procured the violation by any other person of any provision of the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940, the Investment Advisers Act of 1940, the rules or regulations under any of such statutes, or the rules of the Municipal Securities Rulemaking Board, or to have failed reasonably to supervise, with a view to preventing violations of the provisions of such statutes, rules, and regulations, another person who commits such a violation, if such other person is subject to his supervision, or to have been unable to comply with any of the foregoing provisions

YES ☐ NO ☒

(e) Is subject to an order of the Securities and Exchange Commission entered pursuant to Section 203(f) of the Investment Advisers Act of 1940 barring or suspending the right of such person to be associated with an investment adviser which order is in effect with respect to such person

YES ☐ NO ☒

(f) Has been denied membership or registration with, or participation in, or has been suspended, revoked or expelled from membership, participation in or registration with any self-regulatory organization registered under the Securities Exchange Act of 1934.

YES ☐ NO ☒

(g) Has been denied registration (license) with, or suspended, revoked or expelled from registration (license) with the Securities and Exchange Commission or any jurisdiction (or any agency thereof) as a broker, dealer, investment adviser, securities salesman, or municipal securities dealer, or has been barred from being associated with a person engaged in such business

YES ☐ NO ☒

(h) Has been found to have been a cause of (1) the denial, suspension, or revocation of any person's (a) registration with the Securities and Exchange Commission or any jurisdiction (or any agency thereof), or (b) membership or participation in any self-regulatory organization registered under the Securities Exchange Act of 1934; or (2) any person's expulsion from such self-regulatory organization.

YES ☐ NO ☒

(i) Has been, within the past 10 years, the subject of any cease and desist, desist, and refrain, prohibition, or similar order which was issued by the United States or any jurisdiction arising out of the conduct of the business of a broker, dealer, municipal securities dealer or investment adviser

YES ☐ NO ☒

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FORM ADV PART I Page 6

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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

(j) Has been the subject of any order, judgment, decree or other sanction of a foreign court, foreign exchange, or foreign governmental or regulatory agency arising out of any securities or investment advisory activities

YES ☐ NO ☒

(k) State whether applicant, any person named in Items 2(a), 8 or 9, or any Schedule thereunder, or any other person directly or indirectly controlling or controlled by applicant, including any employee, is presently the subject of any public proceedings in which an adverse decision would result in any of the foregoing questions being answered "yes." . . .

YES ☐ NO ☒

11. Complete a separate Schedule D for each appropriate person in accordance with the instructions thereon and instruction 21 to this Form.

12. Does applicant, or any person associated with applicant, have custody or possession of, or have authority to obtain custody or possession of:

YES ☐ NO ☒

(a) Securities of any client?

YES ☐ NO ☒

(b) Funds of any client?

Reminder: Rule 206(4)-2 contains special provisions relating to investment advisers who have custody or possession of securities or funds of their advisory clients.

(c) If the answer to any of the foregoing questions of Item 12 is "yes," provide the approximate value of the clients' funds and securities in applicant's custody or possession as of the end of the last fiscal year

10

13. (a) State the number of persons employed by applicant, other than clerical or ministerial employees

(b) Does a substantial part of applicant's investment advisory business consist of rendering "investment supervisory services" as defined in Section 202 (a)(13) of the Act?

YES ☒ NO ☐

14. Is applicant a defendant in any material civil litigation relating to its business as an investment adviser?

YES ☐ NO ☒

(If "yes," explain on Schedule E.)

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FORM ADV PART I Page 7

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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

15. (i) Opposite each of the following types of clients for which the applicant generally provides discretionary account management place a numeral indicating its rank (largest = 1) according to the approximate dollar amount under management in each category as of the end of applicant's last fiscal year. Omit any category where the dollar amount under management is less than (a) 10% of the amount stated in response to Item 15(ii) (b) or (b) \$50,000, whichever is lesser.

a) Individuals	3
b) Registered investment companies	
c) Pension and profit-sharing plans	6
d) Banks	
e) Charitable institutions	2
f) Educational institutions	1
g) Trust accounts	
h) Corporations	4
i) Insurance companies	
j) Other exceptions on Schedule E Partnerships	5

(If the applicant imposes any limitations on the types of clients it will accept, explain on Schedule E.)

(ii) (a) Total number of accounts under discretionary management as of the end of the last fiscal year 75

(b) Approximate aggregate market value of such accounts as of the end of the last fiscal year. (Round off to nearest hundred)..... \$720,000,000

(iii) Approximate number of accounts under discretionary management in the following size categories as of the end of the last fiscal year:

a) Less than \$10,000	
b) \$10,000 – less than \$50,000	
c) \$50,000 – less than \$200,000	9
d) \$200,000 – less than \$500,000	19
e) \$500,000 – less than \$1,000,000	8
f) \$1,000,000 or more	39

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FORM ADV PART I Page 8

OFFICIAL USE

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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

16. (i) Opposite each of the following types of clients for which the applicant generally provides account management or supervision on other than a discretionary basis place a numeral indicating its rank (largest = 1) according to the approximate dollar amount under management in each category as of the end of the applicant's last fiscal year. Omit any category where the dollar amount under management is less than (a) 10% of the amount stated in response to Item 16(ii) (b) or (b) \$50,000, whichever is lesser.
- | | |
|--|---|
| a) Individuals | 3 |
| b) Registered investment companies | |
| c) Pension and profit-sharing plans | |
| d) Banks | |
| e) Charitable institutions | 4 |
| f) Educational institutions | |
| g) Trust accounts | 1 |
| h) Corporations | |
| i) Insurance companies | |
| j) Other (explain on Schedule E) Estates Real Estate | 2 |
- (If the applicant imposes any limitations on the types of clients it will accept, explain on Schedule E.)*
- (ii) (a) Total number of accounts under management or supervision on other than a discretionary basis as of the end of the last fiscal year 133
- (b) Approximate market value of such accounts as of the end of the last fiscal year. (Round off to nearest hundred). 330,000,000
- (iii) Approximate number of such accounts in the following size categories as of the end of the last fiscal year:
- | | |
|--------------------------------------|----|
| a) Less than \$10,000 | 22 |
| b) \$10,000 – less than \$50,000 | 15 |
| c) \$50,000 – less than \$200,000 | 21 |
| d) \$200,000 – less than \$500,000 | 29 |
| e) \$500,000 – less than \$1,000,000 | 12 |
| f) \$1,000,000 or more | 34 |

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FORM ADV PART I Page 9

OFFICIAL USE

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17. Every applicant not subject to the requirement of Part II - Item 13 shall provide on Schedule G a balance sheet as of the end of applicant's most recent fiscal year. The balance sheet need not be audited by an independent public accountant. The balance sheet shall be prepared in accordance with generally accepted accounting principles and shall show assets and liabilities related to the advisory business separately from other business and personal assets and liabilities. The statement shall be accompanied by a note stating the accounting principles and practices followed in its preparation, the basis at which securities are included and other notes as may be necessary for an understanding of the statement. If securities are included at cost, their market or fair value shall be shown parenthetically.

Has applicant provided a balance sheet on Schedule G pursuant to this Item?

YES
☒

NO
☐

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FORM ADV PART II Page 1

Name of Investment Adviser:

ROCKEFELLER & CO., INC.

Address:

Room 5500, 30 Rockefeller Plaza, New York, New York 10012

(NUMBER AND STREET)

(CITY)

(STATE)

(ZIP CODE)

Telephone Number:

212 586-3500

(AREA CODE) (NUMBER)

Part II of Form ADV, the application for registration as an investment adviser under the Investment Advisers Act of 1940, contains information relating to the investment adviser and the nature of his business. Items 1 through 4 relate to general information about the adviser's basic operations including the types of services offered and the fees charged, the types of clients advised, the types of investments generally recommended, the methods of analysis, the types of investment strategies employed, and the sources of information used by the adviser in formulating recommendations. Items 5 and 6 provide information concerning any educational and business standards applicable to persons associated with the adviser and the actual educational and business backgrounds of certain persons associated with the adviser. Items 7 through 9 contain information about other business activities of the adviser, other activities or affiliations of the adviser in the securities industry, and his participation in connection with securities transactions of clients. Items 10 through 12 provide additional information for clients whose accounts are managed by the adviser including conditions for managing investment advisory accounts, the nature of the adviser's discretionary authority, if any, with respect to clients' accounts, and the process of reviewing investment advisory accounts. Item 11 also contains information about brokerage placement practices of the adviser. Item 13 contains, for certain advisers, a certified balance sheet.

The information regarding the investment adviser contained in Part II of Form ADV has not been passed upon or approved by the Securities and Exchange Commission nor has the Commission passed upon or approved the qualifications or business practices of the investment adviser described in Part II.

FORM ADV PART II Page 2

OFFICIAL USE

1. Advisory Services and Fees. Does applicant:

- | | | |
|--|--|---|
| a) Furnish "investment supervisory services," defined as the giving of continuous advice to clients as to the investment of funds on the basis of individual needs of each client, e.g., the nature and amount of other assets, investments and insurance, and the nature and extent of the personal and family obligations of each client (distinguished from continuous advice of any nature which is not based on consideration of such relevant individual factors)? | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |
| b) Manage investment advisory accounts under circumstances not involving investment supervisory services? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| c) Furnish investment advice through consultations (not as part of (a) or (b) above)? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| d) Issue periodic publications relating to securities on a subscription basis? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| e) Prepare or issue special reports or analyses relating to securities, not included in any service described above? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| f) Prepare or issue, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| g) Furnish advice to clients on any matters not involving securities on other than an incidental basis? | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |
| h) Furnish investment advice in any manner not described above? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |

(In each case in which the answer to the preceding paragraphs is "yes," the applicant shall describe such services and the fees for such services on Schedule F, including the basis or bases of compensation, e.g., a percentage of the assets under management, hourly charges, a fixed fee or an annual subscription fee in the case of a periodic publication for the services which the investment adviser provides and the amounts charged, e.g., 1% per annum, applicant's basic fee schedule and an indication that its fees are negotiable, if such is the case, and when such compensation is payable. If such compensation is payable prior to the rendering of the services relating thereto, the applicant should explain to what extent and under what conditions such compensation is refundable.)

In addition, those applicants who answered "yes" to questions (d) and (e) above should include the name of each publication or analysis issued on a regular basis and a general description of any special reports or analyses to be issued on an irregular basis.

The applicant should set forth the procedures and conditions, if any, pursuant to which the applicant or any client may terminate an investment advisory contract prior to the termination date set forth in the contract.)

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FORM ADV PART II Page 3

OFFICIAL USE

2. Types of Clients. List the type or types of clients for which the investment adviser generally provides investment advice, including but not limited to, individuals or specified classes of individuals, banks, investment companies and pension and profit-sharing plans.

Individuals

Trusts

Corporations

Estates

Partnerships

Pension and other employee
benefit funds

Charitable Institutions

3. Types of Securities. Check the types of securities concerning which the applicant generally provides investment advice:

a) Equity securities

1) exchange listed securities

YES NO

☒

☐

2) securities traded over-the-counter

YES NO

☒

☐

b) Corporate debt securities

YES NO

☒

☐

c) Warrants

YES NO

☒

☐

d) Commercial paper

YES NO

☒

☐

e) Bank certificates of deposit

YES NO

☒

☐

f) Municipal securities

YES NO

☒

☐

g) Investment company securities

1) variable life insurance

YES NO

☐

☒

2) variable annuities.

YES NO

☐

☒

3) mutual fund shares

YES NO

☒

☐

h) United States government securities.

YES NO

☒

☐

i) Options contracts on

1) securities

YES NO

☒

☐

2) commodities.

YES NO

☐

☒

j) Interests in partnerships investing in

1) real estate

YES NO

☒

☐

2) oil and gas interests

YES NO

☒

☐

3) other (explain on Schedule F)

YES NO

☒

☐

k) Other (explain on Schedule F)

YES NO

☐

☒

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FORM ADV PART II Page 4

OFFICIAL USE

4. Methods of Analysis, Sources of Information, and Investment Strategies.

- a) Relate in a narrative fashion the applicant's method or methods of security analysis, e.g., fundamental analysis, technical analysis, cyclical analysis or charting.

See Schedule F

- b) Relate in a narrative fashion the principal sources of information applicant uses, e.g., financial newspapers and magazines, company prepared information (i.e., annual reports, prospectuses, filings with the Commission, press releases), inspections of corporate activities, research materials prepared by others, or corporate rating services.

See Schedule F

- c) Relate in a narrative fashion the types of investment strategies generally recommended or used to implement any investment advice rendered to clients, e.g., long term purchases (securities will be held at least one year except in unusual circumstances), short term purchases (securities will generally be sold within one year after purchase), trading (securities will generally be sold within 30 days after purchase), short sales, margin transactions, or option writing, including covered options, uncovered options, and spreading strategies.

See Schedule F

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FORM ADV PART II Page 5

OFFICIAL USE

- 5. Education and Business Standards.** Are there any general standards of education and business background which applicant requires of persons associated with applicant (other than persons whose functions are solely clerical or ministerial whose functions or duties relate to providing investment advice to clients?

YES
☒

NO
☐

(If "yes," describe such standards briefly on Schedule F).

6. Education and Business Background.

- a) Applicant shall set forth the name, age, formal education after high school, and, for the preceding five years, the business background of each member of the investment adviser's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by the investment adviser to any client or to which client such investment advice shall be rendered.

Not Applicable

- b) If applicant does not have an investment committee or similar committee, applicant shall set forth the name, age, formal education after high school, and, for the preceding five years, the business background of each person associated with the investment adviser who determines or approves what investment advice shall be rendered by the investment adviser *(if more than five such persons, it shall be sufficient to limit this information to persons having supervisory responsibility over those persons described in this paragraph).*

See Schedule F

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FORM ADV PART II Page 6		OFFICIAL USE	
7. Other Business Activities.			
a) Is applicant engaged in any business or profession other than acting as an investment adviser?	YES <input type="checkbox"/>	NO <input checked="" type="checkbox"/>	
b) Does applicant offer or sell any type of product, other than investment advice concerning securities, to clients?	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>	
<i>(If the answer to item (a) or (b) is "yes," describe briefly on Schedule F such other activities.)</i>			
c) Is the principal business of applicant that of an investment adviser?	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>	
8. Other Securities Industry Activities or Affiliations.			
a) Is applicant registered (or does applicant have an application for registration pending) as broker or dealer?	YES <input type="checkbox"/>	NO <input checked="" type="checkbox"/>	
b) Is applicant affiliated with any broker, dealer, investment company or another investment adviser?	YES <input type="checkbox"/>	NO <input checked="" type="checkbox"/>	
<i>(If "yes," state the nature of such affiliation and the business relationship, if any, between such entity and applicant on Schedule F.)</i>			
NOTE: Pursuant to Section 202 (a)(12) of the Act [15 U.S.C. 80b-2(a)(12)], the term "affiliated person" has the same meaning as in Section 2(a)(3) of the Investment Company Act of 1940 [15 U.S.C. 80a-2(a)(3)], which, as relevant, means "(A) any person directly or indirectly owning, controlling, or holding with power to vote, 5 per centum or more of the outstanding voting securities of such other person; (B) any person 5 per centum or more whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by such other person; (C) any person directly or indirectly controlling, controlled by, or under common control with, such other person; (D) any officer, director, partner, co-partner, or employee of such other person"			
<i>If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page and Page 1 of Part I. No Schedule required by any item on this page need be filed with an amended item unless the Schedule itself is amended.</i>			

FORM ADV PART II Page 7

OFFICIAL USE

9. Participation or Interest in Securities Transactions. Does applicant:

- | | | |
|---|--|---|
| (a) As principal, sell securities to or buy securities from any (investment advisory) client? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| (b) Effect securities transactions for compensation as broker or agent for any (investment advisory) client? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| (c) As broker or agent for any person other than a (investment advisory) client, sell securities to or buy securities from clients? | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| (d) Recommend to (investment advisory) clients or prospective clients, the purchase or sale of securities in which the applicant, directly or indirectly, has a position or interest? | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |

(If the answer to any of the foregoing questions of Item 9 is "yes," describe on Schedule F the circumstances in which the investment adviser engages in such transactions and any internal procedures the investment adviser has concerning conflicts of interest in such transactions.)

- | | | |
|---|--|--------------------------------|
| (e) Impose any restrictions upon itself or any person associated with it in connection with the purchase or sale, directly or indirectly, for its or their account of securities recommended to clients? <i>(If the answer to this paragraph is "yes," describe such restrictions on Schedule F.)</i> | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |
|---|--|--------------------------------|

(If applicant provides investment supervisory services (as defined in Section 202(a)(13) of the Act [15 U.S.C. 80b-2(a)(13)]) or manages investment advisory accounts for clients under circumstances not involving investment supervisory services, answer Items 10 through 12. If applicant does not provide any of the foregoing services, Item 11 must, nevertheless, be answered if applicant determines or suggests the broker or dealer through which or the commission rates at which securities transactions for client accounts are effected.)

- | | | |
|---|--|--------------------------------|
| 10. Conditions for Managing Accounts. Does applicant generally require a minimum dollar amount of assets for or generally impose any other conditions on the establishment or maintenance of an investment advisory account? | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |
|---|--|--------------------------------|

(If "yes," describe such minimum and/or other conditions on Schedule F.)

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page and Page 1 of Part I. No Schedule required by any item on this page need be filed with an amended item unless the Schedule itself is amended.

FORM ADV PART II Page 8

OFFICIAL USE

11. Investment or Brokerage Discretion. Does applicant or any person associated with applicant have discretionary authority to make any of the following determinations without obtaining the consent of the investment advisory client before the transactions are effected:

- | | YES | NO |
|---|-------------------------------------|--------------------------|
| (a) Which securities are to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (b) The total amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (c) Through which broker or dealer securities are to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (d) The commission rates at which securities transactions for client accounts are effected? . . . | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

(If the answer to any question of Item 11 is "yes" and there are limitations on such authority, describe such limitations on Schedule F.

If applicant or any person associated with applicant determines or suggests the broker or brokers through whom, or the commission rates at which, securities transactions for client accounts are executed, describe on Schedule F how brokers will be selected to effect securities transactions and how evaluations will be made of the overall reasonableness of brokerage commissions paid, including factors considered in these determinations. If the receipt of products or services other than brokerage or research services is such a factor, this description should specify them. If the receipt of research services is such a factor in selecting brokers, this description should identify the nature of such research services.

State on Schedule F if applicant may pay a broker a brokerage commission in excess of that which another broker might have charged for effecting the same transactions, in recognition of the value of (a) brokerage or (b) research services provided by the broker.

If applicable, explain that research services furnished by brokers through whom applicant effects securities transactions may be used in servicing all of applicant's accounts and that not all such services may be used by applicant in connection with the accounts which paid commissions to the broker providing such services; or, if other policies or practices are applicable with respect to the allocation of research services provided by brokers, explain on Schedule F such policies and practices.

If, during the last fiscal year, applicant, pursuant to an agreement or understanding with a broker or otherwise through an internal allocation procedure, directed brokerage transactions to a broker or brokers because of research services provided, identify and briefly describe on Schedule F such arrangements.)

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page and Page 1 of Part I. No Schedule required by any item on this page need be filed with an amended item unless the Schedule itself is amended.

FORM ADV PART II Page 9

OFFICIAL USE

12. Review of Accounts.

- (a) Describe briefly below the process pursuant to which the applicant reviews investment advisory accounts, including, but not limited to, the category of personnel performing the review, the frequency of review, the number of accounts assigned to account managers, factors which trigger reviews, the sequence in which accounts are reviewed and the matters reviewed.

See Schedule F

- (b) State below the general frequency and nature of any reports regularly furnished to clients concerning their investment advisory accounts.

See Schedule F

- 13. Balance Sheet.** Every applicant who has custody or possession of clients' funds or securities, or requires prepayment of advisory fees six months or more in advance and in excess of \$500 per client, shall provide on Schedule G a balance sheet as of the end of applicant's most recent fiscal year. The balance sheet shall be audited by an independent public accountant. The balance sheet shall be prepared in accordance with generally accepted accounting principles and shall show assets and liabilities related to the advisory business separately from other business and personal assets and liabilities. The statement shall be accompanied by a note stating the accounting principles and practices followed in its preparation, the basis at which securities are included and other notes as may be necessary for an understanding of the statement. If securities are included at cost, their market or fair value shall be shown parenthetically.

Has applicant provided a balance sheet on Schedule G pursuant to this item?

YES
☐

NO
☒

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page and Page 1 of Part I. No Schedule required by any item on this page need be filed with an amended item unless the Schedule itself is amended.

WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

Schedule A of						FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/>		OFFICIAL USE	
FOR CORPORATIONS									
(Answers in response to Item 8(a) of Part I of FORM ADV or Item 8(a) of FORM BD.)						Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29, 1981			
I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.						IRS Empl. Ident. No.: 13 - 3006584		OFFICIAL USE	
II Name under which business is conducted if different: Not Applicable									
III Complete and mark appropriate columns for (a) each officer, director, and person with similar status or functions, and (b) each other person who is, directly or indirectly, the beneficial owner of 1% or more of the outstanding shares of any class of equity security of applicant unless applicant is the issuer of a security which is exempted pursuant to Subsections (g)(2)(B) or (g)(2)(G) thereof in which case each other person who is, directly or indirectly, the beneficial owner of 5% or more of the outstanding shares of any such registered class of equity security of applicant. Thus, if applicant is owned directly, or indirectly through one or more intermediaries, by a corporation, then such corporation's shareholders should be considered in determining who must be listed on Schedule A. Place an asterisk (*) after the names of the persons for whom a change in title, status, or stock ownership is being reported. Place a double asterisk (**) after the names of the persons which are ADDED to those furnished in the most recent previous filing. Designate percentage of ownership as follows: If none, enter "none," above 0% to less than 1%, enter "A," 1% to less than 5%, enter "B," 5% to less than 10%, enter "C," 10% to less than 25%, enter "D," 25% to less than 50%, enter "E," 50% to less than 75%, enter "F," 75% to 100% enter "G."									
FULL NAME			RELATIONSHIP		Official Use Only	Ownership Code	Class of Equity Security	Social Security Number	
Last	First	Middle	Beginning Date						Title or Status
			Mo.	Yr.					
Dilworth, Joseph	Richardson		12	79	Chmn. of Board	E1	None	119-22-6365	
Fanning, James	Erskine		12	79	V. Chmn. of Bd; Pres.	E2	None	244-46-5717	
Strawbridge, David	Alan		12	79	Director	E3	None	017-30-5320	
Burdick, Edward	Hyde		12	79	Secty. Asst. Treas.	E4	None	120-26-7067	
Fernald, David	Gordon		12	79	Treas. Asst. Secty.	E5	None	028-18-8559	
5600, Inc.			12	79	Parent		G-Direct Common		
Dilworth, Joseph	Richardson ¹		12	79	Parent of	E6	G-Indirect Common	see above	
Bowen, William	Gordon ¹	**	12	80	Parent of	E8	G-Indirect Common	295-30-9168	
Brown, Jr., Ralph	Manning ¹	**	12	80	Parent of	E9	G-Indirect Common	136-07-1535	
Gray, Hanna	Holborn ¹	**	12	80	Parent of	E10	G-Indirect Common	043-24-0987	
Nickerson, Albert	Lindsay ¹	**	12	80	Parent of	E11	G-Indirect Common	092-05-3913	
Putnam, George ¹	(no middle name)	**	12	80	Parent of	E12	G-Indirect Common	014-22-9417	
IV. List below names reported in the most recent previous filing pursuant to this Item which are DELETED hereby:									
FULL NAME			Ending Date		Social Security Number	OFFICIAL USE			
Last	First	Middle	Mo.	Yr.					
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page of Page 1 of Part I of Form ADV									

Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/>		OFFICIAL USE		
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 28, 1980		
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function. (b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD. (c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial. (d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).			
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13 - 3006584	
	II Full name of person for whom this Schedule is being completed: Dilworth, Joseph Richardson		IRS Empl. Ident. No. or Soc. Sec. No.: 119-22-6365	
	III (a) Residence address of person: 141 Hodge Road Princeton New Jersey 08540 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: June 9, 1916	(c) City of Birth: Hewlett, Long Island	(d) State or Province: New York	(e) Country: U.S.A.
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None			
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.				

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 FORM BD <input type="checkbox"/>				OFFICIAL USE																			
I. Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No. 13 - 3006584																			
V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received). <table style="width: 100%; border: none;"><tr><td style="width: 40%;">Yale University</td><td style="width: 20%;">New Haven, Conn.</td><td style="width: 20%;">M.A. (Hon.)</td><td style="width: 20%;">1959</td></tr><tr><td>Yale University</td><td>New Haven, Conn.</td><td>LL.B</td><td>1942 Feb.</td></tr><tr><td>Yale University</td><td>New Haven, Conn.</td><td>B.A.</td><td>1938</td></tr><tr><td>St. Mark's School</td><td>Southborough, Mass.</td><td></td><td>1934</td></tr></table>								Yale University	New Haven, Conn.	M.A. (Hon.)	1959	Yale University	New Haven, Conn.	LL.B	1942 Feb.	Yale University	New Haven, Conn.	B.A.	1938	St. Mark's School	Southborough, Mass.		1934
Yale University	New Haven, Conn.	M.A. (Hon.)	1959																				
Yale University	New Haven, Conn.	LL.B	1942 Feb.																				
Yale University	New Haven, Conn.	B.A.	1938																				
St. Mark's School	Southborough, Mass.		1934																				
VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."																							
Name of Firm and Address				Kind of Business		Exact Nature of Connection or Employment		Beginning Date		Ending Date													
								Mo. Yr.		Mo. Yr.													
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020				Family Office		Chief Executive		6 58		to date													
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:																							
Applicable Part and Question of Item 10		Title or Description of Action		Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Name and Date of and Disposition of Proceeding																	
				Not Applicable																			
<i>If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.</i>																							

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FORM ADV <input checked="" type="checkbox"/>		OFFICIAL USE		
Schedule D of FORM BD <input type="checkbox"/>				
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 28, 1980		
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function. (b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD. (c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial. (d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).			
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13 - 3006584	
	II Full name of person for whom this Schedule is being completed: Fanning, James Erskine		IRS Empl. Ident. No. or Soc. Sec. No.: 244-46-5717	
	III. (a) Residence address of person: 31 Midwood Terrace Madison New Jersey 07940 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: January 23, 1938	(c) City of Birth: Tampa	(d) State or Province: Florida	(e) Country: U.S.A.
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None			
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.				

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 FORM BD <input type="checkbox"/>				OFFICIAL USE																											
I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.			IRS Empl. Ident. No.: 13 - 3006584																												
V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received). <table style="width: 100%; border: none;"><tr><td style="width: 40%;">Massachusetts Institute of Technology</td><td style="width: 20%;">Cambridge, Mass.</td><td style="width: 10%;">M.S.</td><td style="width: 10%;">1963</td><td style="width: 10%;"></td><td style="width: 10%;"></td></tr><tr><td></td><td></td><td>Ph.D.</td><td>1964</td><td></td><td></td></tr><tr><td>Northwestern University</td><td>Evanston, Ill.</td><td>B.S.</td><td>1960</td><td></td><td></td></tr><tr><td>High Point High School</td><td>High Point, N.C.</td><td></td><td></td><td></td><td></td></tr></table>								Massachusetts Institute of Technology	Cambridge, Mass.	M.S.	1963					Ph.D.	1964			Northwestern University	Evanston, Ill.	B.S.	1960			High Point High School	High Point, N.C.				
Massachusetts Institute of Technology	Cambridge, Mass.	M.S.	1963																												
		Ph.D.	1964																												
Northwestern University	Evanston, Ill.	B.S.	1960																												
High Point High School	High Point, N.C.																														
VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."																															
Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment		Beginning Date		Ending Date																								
Mo. Yr.			Mo. Yr.		Mo. Yr.		Mo. Yr.																								
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020		Family Office	Investments		10	66	to	date																							
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:																															
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Nature and Date of and Disposition of Proceeding																											
		Not Applicable																													
<i>If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.</i>																															

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Schedule D of		FORM ADV <input checked="" type="checkbox"/>		FORM BD <input type="checkbox"/>		OFFICIAL USE	
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule January 28, 1980					
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	<p>NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function.</p> <p>(b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD.</p> <p>(c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial.</p> <p>(d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).</p>						
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.					IRS Empl. Ident. No.: 13 - 3006584	
	II Full name of person for whom this Schedule is being completed: Burdick, Edward Hyde					IRS Empl. Ident. No. or Soc. Sec. No.: 120-26-7067	
	III. (a) Residence address of person: 67 Magnolia Avenue Larchmont New York 10538 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)						
	(b) Date of Birth: January 25, 1935		(c) City of Birth: Chicago		(d) State or Province: Illinois		(e) Country: U.S.A.
IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None							
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.							

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 FORM BD <input type="checkbox"/>				OFFICIAL USE			
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	I. Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD ROCKEFELLER & CO., INC.			IRS Empl. Ident. No. 13 - 3006584			
	V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).						
	Harvard University		Cambridge, Mass.	M.B.A.	1964		
	Cornell University		Ithaca, N.Y.	B.M.E.	1958		
	Mamaroneck High School		Mamaroneck, N.Y.				
VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."							
Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment		Beginning Date		Ending Date
					Mo.	Yr.	Mo. Yr.
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020		Family Office	Administrative Management		9	68	to date
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:							
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Nature and Date of and Disposition of Proceeding			
		Not Applicable					
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.							

Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/>		OFFICIAL USE		
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 28, 1980		
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	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13 - 3006584	
	II Full name of person for whom this Schedule is being completed: Fernald, David Gordon		IRS Empl. Ident. No. or Soc. Sec. No.: 028-18-8559	
	III. (a) Residence address of person: 102 Lorraine Avenue Upper Montclair New Jersey 07043 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: August 16, 1923	(c) City of Birth: Glen Ridge	(d) State or Province: New Jersey	(e) Country: U.S.A
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None			
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	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13 - 3006584		
	II Full name of person for whom this Schedule is being completed: Strawbridge, David Alan		IRS Empl. Ident. No. or Soc. Sec. No.: 017-30-5320		
	III. (a) Residence address of person: 1 Lincoln Plaza New York New York 10023 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)				
	(b) Date of Birth: April 1, 1938		(c) City of Birth: Plainfield	(d) State or Province: New Jersey	(e) Country: U.S.A.
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None				
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Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020		Family Office	Lawyer	6	71	to	date															
Milbank, Tweed, Hadley & McCloy One Chase Manhattan Plaza New York, New York 10005		Law Firm	Associate	9	67	5	71															
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:																						
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	II Full name of person for whom this Schedule is being completed: Carlson, Richard Edward		IRS Empl. Ident. No. or Soc. Sec. No.: 533-40-6432	
	III. (a) Residence address of person: 210 Richards Road Ridgewood New Jersey 07450 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: July 23, 1944	(c) City of Birth: Spokane	(d) State or Province: Washington	(e) Country: U.S.A.
IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None				
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	II Full name of person for whom this Schedule is being completed: Harding, Daniel Diss		IRS Empl. Ident. No. or Soc. Sec. No.: 135-38-8279	
	III. (a) Residence address of person: 59 Center Avenue Chatam New Jersey 07928 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: April 10, 1952	(c) City of Birth: Orange	(d) State or Province: New Jersey	(e) Country: U.S.A.
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None			
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	II Full name of person for whom this Schedule is being completed: Logan, Joseph Murray		IRS Empl. Ident. No. or Soc. Sec. No.: 218-28-9741		
	III. (a) Residence address of person: 635 Tenth Street Brooklyn New York 11215 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)				
	(b) Date of Birth: March 15, 1935		(c) City of Birth: Baltimore		(d) State or Province: Maryland
IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None					
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.					

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 FORM BD <input type="checkbox"/>						OFFICIAL USE	
I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.						IRS Empl. Ident. No.: 13 - 3006584	
V EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received). <div style="display: flex; justify-content: space-between;"><div>The Johns Hopkins University</div><div>Baltimore, Md.</div><div>B.A.</div><div>1959</div></div> <div style="display: flex; justify-content: space-between;"><div>McDonogh School</div><div>McDonogh, Md.</div><div></div><div>1952</div></div>							
VI BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."							
Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
				Mo.	Yr.	Mo.	Yr.
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020		Family Office	Investments	9	75	to date	
Faulkner, Dawkins & Sullivan, Inc. 1 New York Plaza New York, New York 10005		Brokerage	V.P. & Assoc. Director of Research	10	73	9	75
EFC Management Corporation Los Angeles, California		Mutual Fund Management	V.P. - Portfolio Manager	8	70	3	73
Equity Growth Fund			V.P.	8	70	9	73
Fund of America			V.P.	8	70	9	73
Equity Progress Fund			V.P.	8	70	9	73
VII PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:							
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Nature and Date of and Disposition of Proceeding			
		Not Applicable					
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INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 Continued FORM BD <input type="checkbox"/>					OFFICIAL USE									
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13 - 3006584									
	V EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).													
	VI BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."													
	Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th colspan="2" style="text-align: center;">Beginning Date</th><th colspan="2" style="text-align: center;">Ending Date</th></tr><tr><th style="text-align: center;">Mo.</th><th style="text-align: center;">Yr.</th><th style="text-align: center;">Mo.</th><th style="text-align: center;">Yr.</th></tr></thead></table>		Beginning Date		Ending Date		Mo.	Yr.	Mo.	Yr.
	Beginning Date		Ending Date											
Mo.	Yr.	Mo.	Yr.											
(Logan, Joseph Murray continued) Self employed New York, New York Wood, Struthers & Winthrop, Inc. 20 Exchange Place New York, New York deVegh Mutual Fund		Investment Management Business Brokerage & Investment	 V.P. (General Partner prior to incorporation) V.P.	1 10 10	70 62 67	8 12 12	70 69 69							
VII PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:														
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Nature and Date of and Disposition of Proceeding										
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<div style="display: flex; justify-content: space-between; align-items: center;"> <div> <p>Schedule D of</p> <p>(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)</p> </div> <div> <p>FORM ADV <input checked="" type="checkbox"/></p> <p>FORM BD <input type="checkbox"/></p> </div> <div style="border: 1px solid black; padding: 2px;"> <p style="margin: 0;">OFFICIAL USE</p> </div> </div>									
<p>NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function.</p> <p>(b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD.</p> <p>(c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial.</p> <p>(d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).</p>									
<p>I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD:</p> <p>ROCKEFELLER & CO., INC.</p>	<p>IRS Empl. Ident. No.:</p> <p>13 - 3006584</p>								
<p>II Full name of person for whom this Schedule is being completed:</p> <p>Mori, Albert Henry</p>	<p>IRS Empl. Ident. No. or Soc. Sec. No.:</p> <p>116-22-2714</p>								
<p>III (a) Residence address of person:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%; text-align: center;">7 Willets Lane</td> <td style="width: 20%; text-align: center;">Manhasset</td> <td style="width: 20%; text-align: center;">New York</td> <td style="width: 20%; text-align: center;">11030</td> </tr> <tr> <td style="text-align: center;">(NUMBER AND STREET)</td> <td style="text-align: center;">(CITY)</td> <td style="text-align: center;">(STATE)</td> <td style="text-align: center;">(ZIP CODE)</td> </tr> </table>		7 Willets Lane	Manhasset	New York	11030	(NUMBER AND STREET)	(CITY)	(STATE)	(ZIP CODE)
7 Willets Lane	Manhasset	New York	11030						
(NUMBER AND STREET)	(CITY)	(STATE)	(ZIP CODE)						
<p>(b) Date of Birth:</p> <p>June 4, 1929</p>	<p>(c) City of Birth:</p> <p>Brooklyn</p>	<p>(d) State or Province:</p> <p>New York</p>	<p>(e) Country:</p> <p>U.S.A.</p>						
<p>IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None."</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">(LAST)</td> <td style="width: 33%; text-align: center;">(FIRST)</td> <td style="width: 34%; text-align: center;">(MIDDLE)</td> </tr> <tr> <td style="text-align: center;">None</td> <td></td> <td></td> </tr> </table>				(LAST)	(FIRST)	(MIDDLE)	None		
(LAST)	(FIRST)	(MIDDLE)							
None									
<p><i>If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.</i></p>									

Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/> Page 2				OFFICIAL USE																																			
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Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/>		OFFICIAL USE		
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 28, 1980		
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function. (b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD. (c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial. (d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).			
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13 - 3006584	
	II Full name of person for whom this Schedule is being completed: Partlow, Ann (NMN)		IRS Empl. Ident. No. or Soc. Sec. No.: 048-34-4086	
	III. (a) Residence address of person: 2 Charlton Street (7A) New York New York 10014 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)			
	(b) Date of Birth: October 3, 1943	(c) City of Birth: Springfield	(d) State or Province: Massachusetts	(e) Country: U.S.A.
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) Renda Ann			
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.				

Schedule D of FORM ADV <input checked="" type="checkbox"/> Page 2 FORM BD <input type="checkbox"/>				OFFICIAL USE				
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	V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received). Connecticut College New London, Conn. B.A. 1965 MacDuffie School for Girls Springfield, Mass. (H.S.) 1961							
	VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."							
	Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
					Mo.	Yr.	Mo.	Yr.
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020		Family Office	Investments	4	74	to	date	
duPont Walston One Wall Street New York, New York		Brokerage	Investment Counsel	9	71	1	74	
Bankers Trust Company 280 Park Avenue New York, New York		Bank	Trust Portfolio Manager	1	68	8	71	
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:								
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization		Nature and Date of and Disposition of Proceeding				
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Schedule D of		FORM ADV <input checked="" type="checkbox"/>		FORM BD <input type="checkbox"/>		OFFICIAL USE		
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)				Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29, 1981				
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	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13-3006584			
	II Full name of person for whom this Schedule is being completed: Bowen, William Gordon				IRS Empl. Ident. No. or Soc. Sec. No.: 295-30-9168			
	III (a) Residence address of person: 83 Stockton Street Princeton New Jersey 08540 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)							
	(b) Date of Birth: October 6, 1933		(c) City of Birth: Cincinnati		(d) State or Province: Ohio		(e) Country: U.S.A.	
	IV NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None							
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Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/> Page 2			OFFICIAL USE					
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	V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).							
	Princeton University		Princeton, N.J.	Ph.D.	1958			
	Denison University		Granville, Ohio	B.A.	1955			
	Wyoming High School		Cincinnati, Ohio					
VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."								
Name of Firm and Address		Kind of Business	Exact Nature of Connection or Employment		Beginning Date <small>Mo. Yr.</small>		Ending Date <small>Mo. Yr.</small>	
Princeton University Princeton, New Jersey 08540		Educational	President		7	72	to	date
Princeton University Princeton, New Jersey 08540		Educational	Provost		7	68	6	72
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:								
Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization			Nature and Date of and Disposition of Proceeding			
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		FORM BD <input type="checkbox"/>			
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)				Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29, 1981	
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I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13-3006584	
II Full name of person for whom this Schedule is being completed: Brown, Jr., Ralph Manning				IRS Empl. Ident. No. or Soc. Sec. No.: 136-07-1535	
III (a) Residence address of person: 50 Westcott Road Princeton New Jersey 08540 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)					
(b) Date of Birth: July 1, 1915		(c) City of Birth: Elizabeth		(d) State or Province: New Jersey	(e) Country: U.S.A.
IV NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None."					
(LAST) None		(FIRST)		(MIDDLE)	
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Schedule D of		FORM ADV <input checked="" type="checkbox"/>	FORM BD <input type="checkbox"/>	OFFICIAL USE	
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)		Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29, 1981			
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function. (b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD. (c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial. (d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).				
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13-3006584		
	II Full name of person for whom this Schedule is being completed: Gray, Hanna Holborn		IRS Empl. Ident. No. or Soc. Sec. No.: 043-24-0987		
	III (a) Residence address of person: 5855 South University Avenue Chicago Illinois 60637 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)				
	(b) Date of Birth: October 25, 1930		(c) City of Birth: Heidelberg	(d) State or Province:	(e) Country: Germany
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) Holborn Hanna Dorthea				
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form AD.					

Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/>				Page 2				OFFICIAL USE					
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	V. EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).												
	Harvard University				Cambridge, Mass.				Ph.D.		1957		
	Oxford University				Oxford, England								
	Bryn Mawr College				Bryn Mawr, Pa.				B.A.		1950		
Prospect High School				New Haven, Conn.									
VI. BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."													
Name of Firm and Address				Kind of Business		Exact Nature of Connection or Employment		Beginning Date		Ending Date			
								Mo. Yr.		Mo. Yr.			
University of Chicago 5801 South Ellis Avenue Chicago, Illinois				Educational		President and Professor		7 78		to date			
Yale University New Haven, Connecticut				Educational		Acting President		7 77		6 78			
Yale University New Haven Connecticut				Educational		Provost and Professor		7 74		6 78			
Northwestern University Evanston, Illinois				Educational		Dean of the College of Arts & Sciences and Professor		9 72		7 74			
VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:													
Applicable Part and Question of Item 10	Title or Description of Action			Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization			Nature and Date of and Disposition of Proceeding						
				Not Applicable									
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.													

<div style="display: flex; justify-content: space-between;"><div>Schedule D of</div><div>FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/></div><div>Page 3</div></div>						OFFICIAL USE																			
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	Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date																			
Mo.				Yr.	Mo.	Yr.																			
University of California Berkeley, California	Educational	Visiting Professor	9	70	6	71																			
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Schedule D of		FORM ADV <input checked="" type="checkbox"/>		FORM BD <input type="checkbox"/>		OFFICIAL USE	
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)				Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29 1981			
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		I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13-3006584	
		II Full name of person for whom this Schedule is being completed: Nickerson, Albert Lindsay				IRS Empl. Ident. No. or Soc. Sec. No.: 092-05-3913	
		III (a) Residence address of person: Lexington Road (P.O. Box 346) Lincoln Massachusetts 01773 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)					
		(b) Date of Birth: January 17, 1911		(c) City of Birth: Dedham		(d) State or Province: Massachusetts	
IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None							
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.							

Schedule D of FORM ADV <input checked="" type="checkbox"/> FORM BD <input type="checkbox"/> Page 2				OFFICIAL USE																																	
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	V EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received). Harvard University Cambridge, Mass. B.S. 1933 Noble and Greenough , Cambridge, Mass. School																																				
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	Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date					Ending Date																												
Mo.				Yr.	Mo.	Yr.																															
State Street Exchange Fund 225 Franklin Street Boston, Massachusetts 02110	Mutual Fund	Managing General Partner		76	to	date																															
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State Street Investment Corp. 225 Franklin Street Boston, Massachusetts 02110	Mutual Fund	Director		70	to	date																															
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Schedule D of

FORM ADV ☒

FORM BD ☐

Page 3

OFFICIAL USE

I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD.

ROCKEFELLER & CO., INC.

IRS Empl. Ident. No..

13-3006584

V **EDUCATION:** Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).

(See Schedule D, page 2)

VI **BUSINESS BACKGROUND:** Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."

Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
			Mo.	Yr.	Mo.	Yr.
Raytheon Company Lexington, Massachusetts 02173	Electronics, etc.	Director		70	to date	
Metropolitan Life Insurance Company One Madison Avenue New York, New York 10010	Insurance	Director		65	to date	
Mobil Corporation 150 E. 42nd Street New York, New York 10017	Oil, etc.	Director (non-employee) as Chairman of the Board in 1969)		69	1	75

VII **PROCEEDINGS:** If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:

Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization	Nature and Date of and Disposition of Proceeding
		Not Applicable	

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.

WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action.
INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

		FORM ADV <input checked="" type="checkbox"/>		FORM BD <input type="checkbox"/>		OFFICIAL USE	
		Schedule D of				Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: January 29, 1981	
		(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)					
"WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS."		<p>NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function.</p> <p>(b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD.</p> <p>(c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial.</p> <p>(d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).</p>					
		I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13-3006584	
		II Full name of person for whom this Schedule is being completed: Putnam, George (no middle name)				IRS Empl. Ident. No. or Soc. Sec. No.: 014-22-9417	
		III (a) Residence address of person: Proctor Street Manchester Massachusetts 01944 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)					
		(b) Date of Birth: August 30, 1926		(c) City of Birth: Manchester		(d) State or Province: Massachusetts	
		IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None					
		If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.					

Schedule D of FORM ADV ☒ Page 2
FORM BD ☐

OFFICIAL USE

I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD.

ROCKEFELLER & CO., INC.

IRS Empl. Ident. No..

13-3006584

V EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).

Harvard Business School	Cambridge, Mass.	M.B.A.	1951
Harvard College	Cambridge, Mass.	A.B.	1949
St. Mark's School	Southborough, Mass.		

VI BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."

Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
			Mo.	Yr.	Mo.	Yr.
The Putnam Management Company, Inc. 265 Franklin Street Boston, Massachusetts 02110	Investment Management	Chairman	4	70	to	date

VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:

Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization	Nature and Date of and Disposition of Proceeding
		Not Applicable	

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.

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Schedule D of		FORM ADV <input checked="" type="checkbox"/>		FORM BD <input type="checkbox"/>		OFFICIAL USE		
(Answers in response to Item 11 of Part I of FORM ADV or Item 12 of FORM BD.)				Date as stated on the execution page of FORM ADV or FORM BD accompanying this Schedule: March 30, 1981				
WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action. INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.	<p>NOTE: (a) Complete a separate Schedule D for each natural person named in Items 2(a), 8 or 9 of Part I of Form ADV or Items 2(a), 8 or 9 of Form BD or any Schedule thereunder, except that Schedule D need not be furnished for any person who meets both of the following conditions: (1) he owns less than 10% of any class of equity security of applicant; and (2) he is not an officer, director, or person with similar status or function.</p> <p>(b) Complete a separate Schedule D for each person subject to any action reported under Item 10 of Part I of Form ADV or Item 10 of Form BD.</p> <p>(c) State all names in the order of last name, first name, full middle name. If any person legally has only an initial, so indicate after the initial.</p> <p>(d) Applicants who are completing Schedule D in response to Item 11 of Part I of Form ADV should also complete a separate Schedule D for: (1) each member of applicant's investment committee or similar group, if any, which determines or approves what investment advice shall generally be rendered by applicant to any client, or to which clients such investment advice shall be rendered; or (2) in the absence of an investment committee or similar group, each person associated with applicant who determines or approves what investment advice shall be rendered by applicant to any client, or to which clients such investment advice shall be rendered (if more than five such persons, it is necessary to complete a separate Schedule D only for those persons having supervisory responsibility over those persons described in this paragraph).</p>							
	I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD: ROCKEFELLER & CO., INC.				IRS Empl. Ident. No.: 13 - 3006584			
	II Full name of person for whom this Schedule is being completed: Loevner, David Richard				IRS Empl. Ident. No. or Soc. Sec. No.: 207-40-0774			
	III (a) Residence address of person: 60 West 66th Street, Apt. 24-G New York New York 10023 (NUMBER AND STREET) (CITY) (STATE) (ZIP CODE)							
	(b) Date of Birth: March 20, 1954		(c) City of Birth: Philadelphia		(d) State or Province: Pennsylvania		(e) Country: U.S.A.	
	IV. NAMES USED: Furnish below a list of all names other than the name stated in Item II of this Schedule the individual is or has been known by or uses or has used, including maiden name if applicable. If applicant is not or has not been known by any other name or does not or has not used any other name, state "None." (LAST) (FIRST) (MIDDLE) None							
If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.								

Schedule D of

FORM ADV ☒
FORM BD ☐

Page 2

OFFICIAL USE

I Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV or Item 2(a) of FORM BD

ROCKEFELLER & CO., INC.

IRS Empl. Ident. No.:

13 - 3006584

V EDUCATION: Furnish below a description of the education of the person named in Item II of this Schedule (include name and location of last high school attended, name and location of any college or university attended, degree received and year it was received).

Oxford University	Oxford, Eng.	M.Sc.	1977
		M. Phil	1978
Princeton University	Princeton, N.J.	A.B	1976
Marple Newton High School	Newton Square, Pa.		

VI BUSINESS BACKGROUND: Furnish below a complete consecutive statement of all business experience and employment for the past ten years. List the most recent position first. If none, state "None."

Name of Firm and Address	Kind of Business	Exact Nature of Connection or Employment	Beginning Date		Ending Date	
			Mo.	Yr.	Mo.	Yr.
Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York 10020	Family Office	Investments	1	81	to	date
The World Bank 1818 H Street N.W. Washington, D.C.	International Organization	Staff Economist	9	78	12	80

VII. PROCEEDINGS: If any answer to any paragraph of Item 10 is "Yes" with respect to the person for whom this Schedule is being completed, furnish the following details:

Applicable Part and Question of Item 10	Title or Description of Action	Name and Location of Court, Agency, Jurisdiction or Self-Regulatory Organization	Nature and Date of and Disposition of Proceeding
		Not Applicable	

If any item on this page is amended, you must answer in full all other items on this page and file with a completed and signed execution page of Form BD or with a completed and signed execution page and Page 1 of Part I of Form ADV.

WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

OFFICIAL USE

Schedule E of FORM ADV

(CONTINUATION SHEET FOR PART I OF FORM ADV)

(Do not use this Schedule as a continuation sheet for
Part II of FORM ADV or Schedules A, B, C, and D.)

Date as stated on the execution page of FORM
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March 30, 1981

I. Full name of applicant exactly as stated in Item 2(a)
of Part I of Form ADV:

ROCKEFELLER & CO., INC.

IRS Empl. Ident. No.:

13 - 3006584

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would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action.

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Item of Form
(identify)

ANSWER

9(b)

As noted on Schedule A, Applicant is indirectly owned by a Trust established primarily for the benefit of the grandchildren of John D. Rockefeller, Jr. and their descendants. The grantors of the Trust property are the senior members of the Rockefeller family, Blanche H. Rockefeller, Margaretta F. Rockefeller, Laurance S. Rockefeller and David Rockefeller. In accordance with the terms of the Trust instrument and the Certificate of Incorporation of 5600, Inc., Applicant's parent company, the Trustees of the Trust have the authority to elect the Board of Directors and the President, who is the Chief Executive Officer of Applicant, with a view to providing qualified individuals to serve in such capacities.

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Item of Form
(identify)

ANSWER

15 and 16

Material filed on January 28, 1980 on Schedule E in response
to Items 15 and 16 of Part I is hereby deleted.

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Schedule F of FORM ADV		OFFICIAL USE																							
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Item of Form (identify)	ANSWER																								
1(a)	<p>Applicant is primarily engaged in the business of furnishing investment supervisory services. Applicant performs such services for individuals, corporations, partnerships, charitable institutions, trust estates, pension and other employee benefit funds. The fee for such services is based on a percentage of the market value of assets under management.</p> <p>The following schedule sets forth Applicant's basic fee schedule. These basic rates reflect the annual charges which would generally apply for clients entering into Applicant's customary investment advisory agreement. The rates are negotiable, however, and given that Applicant's services generally depend on a client's individual and particular needs, the fees for such services may vary depending upon the identity and nature of the client, relationships with other clients the nature of the account and the circumstances involved. Fees for specialized services (such as those described below in response to item 1(g)) may be separately negotiated.</p> <table><thead><tr><th colspan="4"><u>FEE SCHEDULE</u></th></tr></thead><tbody><tr><td>1ST</td><td>\$ 1MM</td><td>at</td><td>.6%</td></tr><tr><td>Next</td><td>4MM</td><td>at</td><td>.5%</td></tr><tr><td>Next</td><td>15MM</td><td>at</td><td>.4%</td></tr><tr><td>Next</td><td>30MM</td><td>at</td><td>.3%</td></tr><tr><td>All over</td><td>50MM</td><td>at</td><td>.25%</td></tr></tbody></table>	<u>FEE SCHEDULE</u>				1ST	\$ 1MM	at	.6%	Next	4MM	at	.5%	Next	15MM	at	.4%	Next	30MM	at	.3%	All over	50MM	at	.25%
<u>FEE SCHEDULE</u>																									
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Item of Form (identify)	ANSWER	
1(g)	<p>Fees generally are payable quarterly in advance. Applicant's basic form of investment advisory agreement provides that an account may be terminated by either party at the end of any quarter upon at least thirty days' written notice. In the event of an account termination and to the extent that any fees have been prepaid, Applicant will refund that portion of the fee paid which is allocable to the period following termination.</p> <p>In addition to investment supervisory services, Applicant may from time to time at the request of a client provide financial advice not related to securities. Such advice might include long-range income and expense projections for an institution or an individual, analysis of real estate investments, advice on client's private business ventures, etc. Any such recommendations made to a client are based on Applicant's financial knowledge and business judgment. Such business activities will not constitute a major portion of Applicant's business and will be rendered only as a secondary service to the central function as investment adviser. As mentioned in 1(a) above, an additional, negotiable fee would be charged for services rendered in connection with such financial advice. The fee would be payable when billed.</p>	
3(j)(3)	<p>Applicant will provide investment advice to clients concerning partnerships which invest in some or all of the securities listed in item 3.</p>	
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Schedule F of FORM ADV

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Item of Form (Identify)	ANSWER
4(a)	<p>Applicant's method of security analysis is primarily fundamental research based on the study of a company's financial characteristics and industry environment with quantitative valuation procedures applied to ascertain fair value. Investment concepts are developed based on general information and specific contacts in the business, brokerage and government communities. Potentially attractive industries and companies are identified and studied through meetings with management and with research analysts close to the industry or company.</p> <p>In analyzing a specific security Applicant develops estimates of future financial results of the issuer which, in turn, serve as input to a computer-based valuation model. The estimates are based on detailed analysis of a company's business environment, its return and growth characteristics and its financing policies. A primary function of the valuation model is the calculation of a fair, or economically justifiable, price for all issues which are owned or may be purchased.</p> <p>Applicant is predisposed to own equities, because it is expected that over long periods of time equities will provide a higher total return than fixed income securities. Fixed income securities, however, are employed to reduce portfolio volatility and to fund known future liabilities.</p>
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13 - 3006584

Item of Form (Identify)	ANSWER
4(b)	<p>Applicant encourages its professional staff to develop contacts with companies in which it may invest and to visit these companies at their offices or production facilities. In addition, information about the current status of each company is obtained through the financial press, through the periodic financial reports released by the company and through the research reports prepared by the brokerage community. Applicant receives regular research reports from most of the principal brokerage houses in the U.S.</p>
4(c)	<p>Applicant's general investment strategy is to make long-term purchases of assets, principally equities, as noted in response to Question 4(a). In cases where fundamentals change or a price objective is met, however, securities may be held for less than a year. Other investment strategies, such as short sales and option transactions, are employed if unusual opportunity is apparent, but are not a common practice. As stated in Part II, Item 1, Applicant primarily provides investment supervisory services. The application of Applicant's investment strategies therefore depends upon the individual needs of each client. Given that the clients' respective needs, assets and investment objectives differ, the content and timing of investment advice rendered may also vary among clients. For instance, advice concerning a particular security might be given to different clients at different times and recommended securities may be purchased or sold at different times and at different prices. In addition, the amount of research done in advance of a transaction may vary. Depending upon the</p>
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Item of Form (Identify)	ANSWER
5	<p>wishes of a client, Applicant may occasionally act on information not substantiated by extensive research.</p> <p>Applicant's general standards of education and business background required of its investment professionals are flexible. Generally, a college degree or an equivalent level of business experience is required. An advanced degree, such as an M.B.A. and/or C.F.A. designation, course work on the graduate level and/or investment oriented work experience may be required for certain positions.</p>
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Item 6(b)	<p>Name: <u>FANNING, JAMES ERSKINE</u></p> <p>Age: 42</p> <p>Education: Massachusetts Institute of Technology, Cambridge, MA MS 1963; Ph.D 1964 Northwestern University, Evanston, IL BS 1960</p> <p>Business Background:</p> <table><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York</td><td>Family Office</td><td>Investments</td><td>10/66 to Present</td></tr></tbody></table>			<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York	Family Office	Investments	10/66 to Present
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Item 6(b)	<p>Name: <u>CARLSON, RICHARD EDWARD</u></p> <p>Age: 35</p> <p>Education: Wharton Graduate School, Philadelphia, PA MBA 1971 University of Washington, Seattle, WA BS 1969</p> <p>Business Background:</p> <table><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York</td><td>Family Office</td><td>Investments</td><td>12/75 to Present</td></tr><tr><td>Union Capital Mgmt. Corp. 800 Third Avenue New York, New York</td><td>Investment Manager</td><td>Portfolio Manager, Investment Analyst</td><td>6/73 to 12/75</td></tr><tr><td>Mutual of New York 1740 Broadway New York, New York</td><td>Investment Manager</td><td>Investment Analyst</td><td>9/71 to 6/73</td></tr></tbody></table>			<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York	Family Office	Investments	12/75 to Present	Union Capital Mgmt. Corp. 800 Third Avenue New York, New York	Investment Manager	Portfolio Manager, Investment Analyst	6/73 to 12/75	Mutual of New York 1740 Broadway New York, New York	Investment Manager	Investment Analyst	9/71 to 6/73
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Item 6(b)	<p>Name: <u>HARDING, DANIEL DISS</u> (C.F.A. 1979)</p> <p>Age: 27</p> <p>Education: Colgate University, Hamilton, New York BA 1974</p> <p>Business Background:</p> <table><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York New York</td><td>Family Office</td><td>Investments</td><td>8/78 to Present</td></tr><tr><td>American National Bank & Trust of New Jersey 225 South Street Morristown, New Jersey</td><td>Bank Trust Department</td><td>Trust Investment Officer</td><td>7/74 to 8/78</td></tr></tbody></table>			<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York New York	Family Office	Investments	8/78 to Present	American National Bank & Trust of New Jersey 225 South Street Morristown, New Jersey	Bank Trust Department	Trust Investment Officer	7/74 to 8/78
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Item 6(b)	<p>Name: <u>LOGAN, JOSEPH MURRAY</u></p> <p>Age: 44</p> <p>Education: The Johns Hopkins University, Baltimore, Maryland BA 1959</p> <p>Business Background:</p> <table><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York</td><td>Family Office</td><td>Investments</td><td>9/75 to Present</td></tr><tr><td>Faulkner, Dawkins & Sullivan, Inc. 1 New York Plaza New York, New York 10005</td><td>Brokerage</td><td>V.P. Associate Dir. of Research</td><td>10/73 to 9/75</td></tr><tr><td>EFC Management Corp. Los Angeles, California</td><td>Mutual Fund Management</td><td>V.P. - Portfolio Manager</td><td>8/70 to 9/70</td></tr><tr><td>Equity Growth Fund</td><td></td><td>V.P.</td><td>8/70 to 9/73</td></tr><tr><td>Fund of America</td><td></td><td>V.P.</td><td>8/70 to 9/73</td></tr><tr><td>Equity Progress Fund</td><td></td><td>V.P.</td><td>8/70 to 9/73</td></tr><tr><td>Self-employed New York, New York</td><td>Investment Mgmt. Business</td><td></td><td>1/70 to 8/70</td></tr><tr><td>Wood Struthers & Winthrop, Inc. 20 Exchange Place New York, New York</td><td>Brokerage & Investment</td><td>V.P. (General Partner prior to incorporation)</td><td>10/62 to 12/69</td></tr><tr><td>deVegh Mutual Fund</td><td></td><td>V.P.</td><td>10/67 to 12/69</td></tr></tbody></table>				<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York	Family Office	Investments	9/75 to Present	Faulkner, Dawkins & Sullivan, Inc. 1 New York Plaza New York, New York 10005	Brokerage	V.P. Associate Dir. of Research	10/73 to 9/75	EFC Management Corp. Los Angeles, California	Mutual Fund Management	V.P. - Portfolio Manager	8/70 to 9/70	Equity Growth Fund		V.P.	8/70 to 9/73	Fund of America		V.P.	8/70 to 9/73	Equity Progress Fund		V.P.	8/70 to 9/73	Self-employed New York, New York	Investment Mgmt. Business		1/70 to 8/70	Wood Struthers & Winthrop, Inc. 20 Exchange Place New York, New York	Brokerage & Investment	V.P. (General Partner prior to incorporation)	10/62 to 12/69	deVegh Mutual Fund		V.P.	10/67 to 12/69
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Item 6(b)	<p>Name: <u>MORI, ALBERT HENRY</u></p> <p>Age: 50</p> <p>Education: Hofstra University Graduate School, Hempstead, New York Dartmouth College, Hanover, New Hampshire BA 1951</p> <p>Business Background:</p> <table border="1"><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York</td><td>Family Office</td><td>Investments</td><td>6/74 to Present</td></tr><tr><td>Bessemer Securities 245 Park Avenue New York, New York</td><td>Family Office</td><td>Investment Manager</td><td>10/71 to 6/74</td></tr><tr><td>William S. Paley & Co. 51 West 52nd Street New York, New York</td><td>Family Office</td><td>Investment Manager</td><td>7/67 to 10/71</td></tr></tbody></table>		<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York	Family Office	Investments	6/74 to Present	Bessemer Securities 245 Park Avenue New York, New York	Family Office	Investment Manager	10/71 to 6/74	William S. Paley & Co. 51 West 52nd Street New York, New York	Family Office	Investment Manager	7/67 to 10/71
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Item of Form
(Identify)

ANSWER

Item 6(b)

Name: PARTLOW, ANN (NMN)

Age: 36

Education: Connecticut College, New London, Conn.
BA 1965

Business Background:

Firm Name

Kind of Business

Position

Period Employed

Rockefeller Family
& Associates
30 Rockefeller Plaza
New York, New York

Family Office

Investments

4/74 to
Present

duPont Walston
One Wall Street
New York, New York

Brokerage

Investment
Counsel

9/71 to
1/74

Bankers Trust Co.
280 Park Avenue
New York, New York

Bank

Trust Port-
folio Mana-
ger

1/68 to
8/71

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(CONTINUATION SHEET FOR PART II OF FORM ADV)																
(Do not use this Schedule as a continuation sheet for Part I of FORM ADV or Schedules A, B, C, and D.)		Date as stated on the execution page of FORM ADV accompanying this Schedule: March 31, 1981														
I. Full name of applicant exactly as stated in Item 2(a) of Part I of FORM ADV: ROCKEFELLER & CO., INC.		IRS Empl. Ident. No.: 13-3006584														
Item of Form (identify)	ANSWER															
Item 6 (b)	<p>Name: <u>LOEVNER, DAVID RICHARD</u></p> <p>Age: 27</p> <p>Education: Oxford University, Oxford, England M.Sc. 1977; M.Phil. 1978 Princeton University, Princeton, NJ A.B. 1976</p> <p>Business Background:</p> <table><thead><tr><th><u>Firm Name</u></th><th><u>Kind of Business</u></th><th><u>Position</u></th><th><u>Period Employed</u></th></tr></thead><tbody><tr><td>Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York</td><td>Family Office</td><td>Investments</td><td>1/81 to Present</td></tr><tr><td>The World Bank 1818 H Street N.W. Washington, D.C.</td><td>International Organization</td><td>Staff economist</td><td>9/78 to 12/80</td></tr></tbody></table>				<u>Firm Name</u>	<u>Kind of Business</u>	<u>Position</u>	<u>Period Employed</u>	Rockefeller Family & Associates 30 Rockefeller Plaza New York, New York	Family Office	Investments	1/81 to Present	The World Bank 1818 H Street N.W. Washington, D.C.	International Organization	Staff economist	9/78 to 12/80
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7(b)	See response to 1(g).	
9(d)	<p>On occasion Applicant might recommend to a client a security, such as a United States Treasury bill, which Applicant has purchased for investment of its cash reserves. In addition, as mentioned in response to question 3(j)(3), Applicant may give investment advice to clients concerning interests in various types of partnerships. One such partnership is Pocantico Fund, a limited partnership which invests in marketable securities. Applicant also provides investment advice to Pocantico Fund. Certain directors, officers and employees of Applicant hold, directly or indirectly, a partnership interest in Pocantico Fund, which interest, as of the end of the last fiscal year, constituted in the aggregate less than 5% of all holdings in the partnership.</p> <p>In addition, Applicant manages Rockefeller Brothers Thrift Plan, an I.R.S. qualified retirement plan. Applicant is one of several employers which participate in the Thrift Plan. Investments made on behalf of the Thrift Plan are subject to review by an administrative committee and to ERISA generally. Applicant's directors, officers and professional employees hold in the aggregate an interest which constitutes less than 15% of the Thrift Plan equity fund managed by Applicant.</p>	
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9(e) (cont'd)	<p>purchase or after being purchased for any client, and no security may be purchased after being recommended to any client for sale or after being sold for any client, if the sale or purchase is effected with a view to making a profit on the anticipated market action of the security resulting from such recommendation, purchase or sale.</p> <p>3. <u>Small Capitalization Stocks.</u></p> <p>No one associated with the firm may effect, without the prior approval of Applicant's Compliance Committee, a securities transaction for a Personal Account (whether or not that security is on the Restricted Trading List referred to below) if that security is known to be held in the portfolio of any client of the firm and if the proposed transaction is likely to have any significant impact on the market price of that security.</p> <p>In order to facilitate compliance with Applicant's policy, Applicant will maintain on a daily basis a Restricted Trading List. This list will contain the names of those securities in which transactions by persons associated with the firm for a Personal Account are prohibited unless prior approval for a specific transaction is obtained.</p> <p>All securities transactions (except transactions in securities which are direct obligations of the United States) effected by persons associated with the firm must be reported to Applicant. This reporting requirement applies to all accounts in which the reporting persons have</p>	
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9(e) (cont'd)	a direct or indirect beneficial interest unless such persons have no direct or indirect influence or control over the account.	
10	Applicant does not impose any specific requirements on the establishment of an investment advisory account. Applicant considers a variety of factors before entering into an investment advisory agreement with a client. Such factors may include the size and nature of the account, the type of client, the client's investment objectives and the type and extent of services to be provided.	
11	<p>Except for the trust accounts and in a limited number of other cases, Applicant directs the buying and selling of securities on a discretionary basis. This discretion may and generally does, include the issue, the amount, the broker or dealer, and the commission rates. Each individual manager's discretion, however, is limited as a matter of policy. Securities suitable for client accounts are identified through a process of joint discussion and agreement among all of the account managers.</p> <p>Brokers are selected on the basis of their overall assistance in terms of execution capabilities and research services, provided that their commission schedules are competitive with other firms providing similar services. Such services address themselves to a variety of matters including analyses of industries, companies, economic factors, business and market trends and assistance in pricing securities.</p>	
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11 (cont'd)	<p>and providing information as to the availability of securities. Commission rates paid for such services may be higher than the lowest commission rate available. Portfolio managers collectively designate commission allocations to various brokers on the basis of the quality or amount of services provided, although there is no agreement with any broker to pay a fixed amount. Brokerage relationships are maintained with about fifty firms and no broker accounts for more than 10% of commissions which are generated.</p> <p>Research services furnished by brokers through whom Applicant effects securities transactions may be used in servicing all of Applicant's accounts, and not all such services may be used by Applicant in connection with the accounts which paid commissions to the broker providing such services.</p>	
12(a)	<p>Each portfolio manager is assigned accounts based not only on the number of clients, but on the value of the portfolios, the activity level of accounts, and the similarity of related accounts. The number of accounts assigned to each manager generally varies from 10 to 60. Each account manager is responsible for continually reviewing assigned accounts in light of changing client objectives or changing investment fundamentals for all portfolio holdings. Portfolio valuations are updated monthly, or more often if circumstances dictate, and investment performance is calculated monthly, or more often if circumstances dictate.</p>	
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12(a) (cont'd)	Formal reviews of each account are held semi-annually, with all officers of Applicant attending. At that meeting each account is reviewed as to the holdings, transactions, and performance. The account manager also reviews any special instructions or circumstances which bear on the management of the account.	
12(b)	At the end of each month, two special client reports are prepared for each account, one listing holdings with month-end market values, cost and yield, and the other indicating all transactions during the month. Most clients receive reports quarterly or more frequently at the discretion of the client, and, at a minimum, yearly.	
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Schedule G of FORM ADV

OFFICIAL USE

(Answer in Response to Item 17 of Part I or
Item 13 of Part II of FORM ADV or Item 4 of FORM ADV-S

Date as given on the execution page of
FORM ADV accompanying this Schedule:

March 30, 1981

I. Full name of applicant exactly as stated in Item 2(a)
of Part I of FORM ADV:

ROCKEFELLER & CO., INC.

IRS Emp. Ident. No.:

13 - 3006584

WARNING: Failure to keep this form current and failure to keep accurate books and records as required by the Federal securities laws
would violate such Federal securities laws and may result in disciplinary, administrative, injunctive or criminal action.

INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS MAY CONSTITUTE CRIMINAL VIOLATIONS.

PART I - ITEM 17

Balance Sheet
December 31, 1980

Assets

Cash		\$123,503
Prepaid expenses		6,684
Organization expenses	\$57,074	
Less - amortization	<u>7,609</u>	<u>49,465</u>
Total Assets		<u>\$179,652</u>

Liabilities and Capital

Accounts payable		\$ 26,539
Capital stock and retained earnings		
Capital stock, \$1 par value		
authorized 20,000 shares issued		
and outstanding 20 shares	\$ 20	
Paid-in capital	19,980	
Retained earnings	<u>133,113</u>	<u>153,113</u>
Total Liabilities and Capital		<u>\$179,652</u>

Note: Unaudited financial statements prepared on the cash basis of
accounting.

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FORM ADV Execution Page

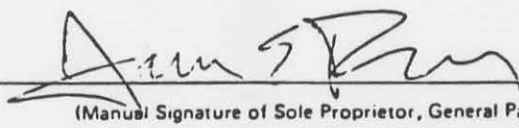
OFFICIAL USE

EXECUTION: The applicant submitting this Form and its attachments and the person by whom it is executed represent hereby that all information contained therein is true, current and complete. It is understood that all required Items and Schedules are considered integral parts of this Form and that the submission of any amendment represents that all unamended Items and Schedules remain true, current and complete as required.

Dated the 30th day of March 19 81

ROCKEFELLER & CO., INC.

(Name of Corporation, Partnership or other organization)



(Manual Signature of Sole Proprietor, General Partner,
Managing Agent or Principal Officer)

James E. Fanning
President

(Title)

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ALL OF THE ITEMS ON THIS PAGE MUST BE ANSWERED AND COMPLETED IN FULL