



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
InstructionsE. RHODES AND LEONA B. CARPENTER
FOUNDATION
1735 MARKET STREET - SUITE 3420
PHILADELPHIA, PA 19103

A Employer identification number

51-0155772

B Telephone number (see the instructions)

(215) 979-3222

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 203,472,692.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

736,630.

736,630.

N/A

4 Dividends and interest from securities

1,537,822.

1,537,822.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 101706792.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

1

12,800.

789,380.

13 Compensation of officers, directors, trustees, etc.

420,466.

105,117.

315,349.

14 Other employee salaries and wages

157,600.

39,400.

118,200.

15 Pension plans, employee benefits

42,141.

10,535.

31,606.

16a Legal fees (attach schedule) SEE ST 2

21,721.

21,721.

b Accounting fees (attach sch).

c Other prof fees (attach sch) SEE ST 3

848,191.

848,191.

17 Interest

18 Taxes (attach schedule) (see instr.) SEE STM 4

-371,599.

37,875.

19 Depreciation (attach sch) and depletion

9,465.

9,465.

20 Occupancy

126,182.

31,546.

94,636.

21 Travel, conferences, and meetings

9,719.

2,192.

6,574.

22 Printing and publications

1,556.

389.

1,167.

23 Other expenses (attach schedule)

SEE STATEMENT 5

31,254.

630,081.

23,441.

24 Total operating and administrative expenses. Add lines 13 through 23

1,296,696.

1,714,791.

612,694.

25 Contributions, gifts, grants paid PART XV

10,015,664.

10,015,664.

26 Total expenses and disbursements. Add lines 24 and 25

11,312,360.

1,714,791.

10,628,358.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-24,909,234.

b Net investment income (if negative, enter -0-)

1,349,041.

c Adjusted net income (if negative, enter -0-)

SCANNED NOV 23 2010

REVENUE

ADMINISTRATIVE EXPENSES

2-14 73

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	4,493,270.	2,954,415.	2,954,415.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	STATEMENT 6 258,388.	705,949.	677,950.
	b Investments — corporate stock (attach schedule)	STATEMENT 7 162,770,256.	142,505,556.	151,971,277.
	c Investments — corporate bonds (attach schedule)	STATEMENT 8 14,398,915.	11,449,677.	11,389,970.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)	STATEMENT 9 17,184,653.	16,494,107.	36,447,194.	
14 Land, buildings, and equipment: basis	68,448.			
Less: accumulated depreciation (attach schedule)	SEE STMT 10 36,562.	41,351.	31,886.	
15 Other assets (describe)	SEE STATEMENT 11 2.			
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	199,146,833.	174,141,592.	203,472,692.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		X	
	27 Capital stock, trust principal, or current funds	199,146,833.	174,141,592.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	199,146,833.	174,141,592.	
	31 Total liabilities and net assets/fund balances (see the instructions)	199,146,833.	174,141,592.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	199,146,833.
2 Enter amount from Part I, line 27a	2	-24,909,234.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	174,237,599.
5 Decreases not included in line 2 (itemize)	5	96,007.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	174,141,592.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-15,884,126.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 		3	0.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	12,120,089.	227,608,834.	0.053250
2007	11,947,860.	271,056,291.	0.044079
2006	10,996,042.	240,991,120.	0.045628
2005	10,577,789.	219,298,548.	0.048235
2004	8,653,734.	204,128,221.	0.042394

2 Total of line 1, column (d)	2	0.233586
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046717
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	178,071,975.
5 Multiply line 4 by line 3	5	8,318,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,490.
7 Add lines 5 and 6	7	8,332,478.
8 Enter qualifying distributions from Part XII, line 4	8	10,628,358.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	13,490.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	13,490.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,490.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	100,000.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d	1.	
7 Total credits and payments. Add lines 6a through 6d	7	100,001.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	86,511.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax. 86,511. Refunded	11	0.	

Part VII Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) VA PA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

BAA

Form 990-PF (2009)

Part VII-A: Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>ERLBCARPENTERFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>JOSEPH A. O'CONNOR, JR.</u> Telephone no. <u>(215) 979-3222</u> Located at <u>1735 MARKET STREET-SUITE 3420 PHILADELPHIA PA</u> ZIP + 4 <u>19103</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

BAA

Form 990-PF (2009)

Part VII Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANN B. DAY % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/PRESIDEN 10	47,000.	367.	0.
PAUL B. DAY, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/V-PRES/S 10	47,000.	367.	0.
M. H. REINHART % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIRECTOR 7	42,000.	367.	0.
JOSEPH A. O'CONNOR, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	EXE. DIRECTO 45 - 50	264,000.	19,365.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN A. MCNAMEE % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	ADMIN ASSISTA 45 - 50	69,300.	27,374.	0.
JOHN T. YODER % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CPA 45 - 50	87,300.	14,665.	0.

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter NONE.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 14		747,532.
Total number of others receiving over \$50,000 for professional services.		0

Part IX A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NOT APPLICABLE	
2	
3	
4	

Part IX B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 175,156,619.
b	Average of monthly cash balances	1b 5,590,493.
c	Fair market value of all other assets (see instructions)	1c 36,619.
d	Total (add lines 1a, b, and c)	1d 180,783,731.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 180,783,731.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 2,711,756.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 178,071,975.
6	Minimum investment return. Enter 5% of line 5	6 8,903,599.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1 8,903,599.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 13,490.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b.	2c 13,490.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 8,890,109.
4	Recoveries of amounts treated as qualifying distributions	4 12,800.
5	Add lines 3 and 4	5 8,902,909.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 8,902,909.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a 10,628,358.
b	Program-related investments — total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 10,628,358.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 13,490.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 10,614,868.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

BAA

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,902,909.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			10,239,256.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 10,628,358.				
a Applied to 2008, but not more than line 2a			10,239,256.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount	0.			389,102.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				8,513,807.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
			</	

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 15

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

SEE STATEMENT 15

c Any submission deadlines:

SEE STATEMENT 15

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

SEE STATEMENT 15

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash

- ## (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
		
1a (1)		X
1a (2)		X
		
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

SIGN HERE

Signature of officer or trustee

Date 11/12/10

EXECUTIVE DIRECTOR
Title

**Paid
Pre-
parer's
Use
Only**Preparer's
signature

SELF-PREPARED

Date

Check if self-employed ☐

Preparer's Identifying number
(See **Signature** in the instrs)

Firm's name (or yours if self-employed), address, and ZIP code

EIN

Phone no

BAA

Form 990-PF (2009)

2009

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION

PAGE 1

51-0155772

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RECOVERIES OF GRANTS PAID	\$ 12,800.		
TOTAL	\$ 12,800.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN, LEWIS & BOCKIUS . . .	\$ 21,721.			\$ 21,721.
TOTAL	\$ 21,721.	\$ 0.		\$ 21,721.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN	\$ 136,840.	\$ 136,840.		
INVESTMENT ADVISORY	711,351.	711,351.		
TOTAL	\$ 848,191.	\$ 848,191.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN ON DIVIDENDS	\$ 37,875.	\$ 37,875.		
STATE UBIT	8,984.			
US EXCISE	-389,444.			
US UBIT	-29,014.			
TOTAL	\$ -371,599.	\$ 37,875.		\$ 0.

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS INSURANCE	\$ 6,017.	\$ 1,504.		\$ 4,513.
MISCELLANEOUS	517.	129.		388.
OFFICE INTERNET SERVICE	7,322.	1,831.		5,491.
OFFICE OTHER	637.	159.		478.
OFFICE PHONE	8,325.	2,081.		6,244.
OFFICE SUPPLIES	2,386.	597.		1,789.
POSTAGE/DELIVERY	4,073.	1,018.		3,055.
PROFESSIONAL DEVELOPMENT/DUES	1,785.	446.		1,339.
REGISTRATION/REPRESENTATION FEES	192.	48.		144.
SEE SCHEDULE PER K-1 EXPENSES		622,268.		
TOTAL	\$ 31,254.	\$ 630,081.		\$ 23,441.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHICAGO EQUITY PARTNERS (TATTERSAL AD GP)	COST	\$ 705,949.	\$ 677,950.
		\$ 705,949.	\$ 677,950.
TOTAL		\$ 705,949.	\$ 677,950.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATE STREET - S & P 500 INDEX FUND	COST	\$ 5,797,896.	\$ 5,468,743.
CAUSEWAY INTERNATIONAL VALUE FUND	COST	26,504,747.	20,692,486.
QUELLOS STRATIGIC PARTNERS	COST	12,500,000.	13,198,172.
WESTERN ASSET ABS STRATEGY FUND	COST	9,761,526.	12,178,521.
COMMON SENSE INVESTORS OFFSHORE HOLDINGS	COST	13,000,000.	13,731,607.
KENNEDY CAPITAL MANAGEMENT	COST	21,878,685.	26,103,589.
INSTITUTIONAL EMERGING MARKETS PORT FUND	COST	7,296,316.	7,113,016.
WEDGE CAPITAL MANAGEMENT	COST	22,768,778.	26,039,981.
WELLS CAPITAL MANAGEMENT	COST	22,997,608.	27,445,162.
TOTAL		\$ 142,505,556.	\$ 151,971,277.

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHICAGO EQUITY PARTNERS (TATTERSAL AD GP)	COST	\$ 11,449,677.	\$ 11,389,970.
	TOTAL	<u>\$ 11,449,677.</u>	<u>\$ 11,389,970.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
AXIOM INTERNATIONAL EQUITY FUND	COST	\$ 11,001,070.	\$ 20,866,543.
SIGULER GUFF DISTRESSED OPPORTUNITIES FD	COST	2,750,638.	6,839,412.
PRIVATE ADVISORS PRIVATE EQUITY LP	COST	-569,747.	2,413,499.
OCM REAL ESTATE OPPORTUNITIES FUND 3 LP	COST	260,000.	2,345,639.
SIGULER GUFF BRIC OPPORTUNITIES FD LP	COST	3,052,146.	3,982,101.
	TOTAL	<u>\$ 16,494,107.</u>	<u>\$ 36,447,194.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM. DEPREC.</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
FURNITURE AND FIXTURES	\$ 36,383.	\$ 16,746.	\$ 19,637.	\$ 19,637.
MACHINERY AND EQUIPMENT	32,065.	19,816.	12,249.	12,249.
TOTAL	<u>\$ 68,448.</u>	<u>\$ 36,562.</u>	<u>\$ 31,886.</u>	<u>\$ 31,886.</u>

STATEMENT 11
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ROUNDING.	\$ 2.	
TOTAL	<u>\$ 2.</u>	<u>\$ 0.</u>

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNLOCATED DIFFERENCES

TOTAL \$ 96,007.
 TOTAL \$ 96,007.

STATEMENT 13
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PUBLICLY TRADED SEC - KENNEDY	PURCHASED	VARIOUS	VARIOUS
2	PUBLICLY TRADED SEC - CHICAGO (TATTERSAL)	PURCHASED	VARIOUS	VARIOUS
3	PUBLICLY TRADED SEC - WEDGE	PURCHASED	VARIOUS	VARIOUS
4	PUBLICLY TRADED SEC - WELLS	PURCHASED	VARIOUS	VARIOUS
5	WESTERN ASSET ABSOLUTE RETURN STRATEGY	PURCHASED	VARIOUS	VARIOUS
6	INSTITUTIONAL EMERGING MARKETS PORTFOLIO	PURCHASED	VARIOUS	VARIOUS
7	S&P 500 INDEX CTF	PURCHASED	VARIOUS	VARIOUS
8	NET CLASS ACTION/SECURITIES LITIGATION	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	4165971.		7231204.	-3065233.				\$ -3065233.
2	32548929.		35089874.	-2540945.				-2540945.
3	21575133.		26223389.	-4648256.				-4648256.
4	39337156.		43562081.	-4224925.				-4224925.
5	64,714.		55,170.	9,544.				9,544.
6	4000000.		5413560.	-1413560.				-1413560.
7	12,500.		15,640.	-3,140.				-3,140.
8	2,389.		0.	2,389.				2,389.
TOTAL								\$ -15884126.

STATEMENT 14
FORM 990-PF, PART VIII, LINE 3
COMPENSATION OF FIVE HIGHEST PAID CONTRACTORS

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
KENNEDY CAPITAL MGT. INC. 10829 OLIVE BLVD ST. LOUIS, MO 63141	INVESTMENT ADVISORY	235,438.
WELLS CAPITAL MGT. INC. ONE HUNDRED HERITAGE RESERVE MENOMONEE FALLS, WI 53051	INVESTMENT ADVISORY	165,827.
WEDGE CAPITAL MGT. L.L.P. 301 SOUTH COLLEGE ST, SUITE 2920 CHARLOTTE, NC 28202	INVESTMENT ADVISORY	107,751.
LCG ASSOCIATES, INC. 400 GALLERIA PARKWAY-SUITE 1800 ATLANTA, GA 30339	INVESTMENT CONSULTAN	101,676.

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION**STATEMENT 14 (CONTINUED)**
FORM 990-PF, PART VIII, LINE 3
COMPENSATION OF FIVE HIGHEST PAID CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY MELLON N A 1735 MARKET STREET - 9TH FLOOR PHILADELPHIA, PA 19103	CUSTODIAN FEES	136,840.
		TOTAL \$ <u>747,532.</u>

STATEMENT 15
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	SEE "GRANT MAKING GUIDELINES @ 11/1/07" *
NAME:	E RHODES & LEONA B CARPENTER FOUNDATION
CARE OF:	JOSEPH A O'CONNOR, JR, EXECUTIVE DIRECTOR
STREET ADDRESS:	1735 MARKET STREET - SUITE 3420
CITY, STATE, ZIP CODE:	PHILADELPHIA, PA 19103
TELEPHONE:	(215) 979-3222
FORM AND CONTENT:	SEE "GRANT MAKING GUIDELINES @ 11/1/07" *
SUBMISSION DEADLINES:	JANUARY 31 JULY 31 SEE "GRANT MAKING GUIDELINES @ 11/1/07" *
RESTRICTIONS ON AWARDS:	SEE "GRANT MAKING GUIDELINES @ 11/1/07" *

* Attached

Note: Also attached is the current "Grant Making Guidelines @ 10/31/09"

NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME

SEE PARTNERSHIPS SUMMARY	\$	-754,486.
ADD CAPITAL LOSS RE: (*)		1,651,618.
LESS BOOK INCOME - STATE STREET S&P 500 INDEX CTF		-107,752.
ADD BOOK LOSS - STATE STREET S&P 500 INDEX CTF RE: (*)		0.
(*) RE: LIMITED TO -0- IN PART I LINE 7		
TOTAL	\$	<u>789,380.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)
PENSION PLAN CONTRIBUTIONS

PENSION PLAN	\$	9,396.
HEALTH INSURANCE		20,454.
LIABILITY INSURANCE		2,200.
LT DISABILITY INSURANCE		7,459.
FICA - FOUNDATION'S SHARE		22,506.
PA UNEMPLOYMENT - FOUNDATION'S SHARE		592.
LESS AMOUNTS FOR OFFICERS & DIRECTORS		-20,466.
TOTAL	\$	<u>42,141.</u>

OPERATING & ADMINISTRATIVE EXP. (990-PF)
TRAVEL, CONFERENCES, ETC.

AIRFARE	\$	3,319.
LODGING		2,414.
TRANSPORTATION, TAXI, LIMO RENTAL, PARKING		2,080.
MEALS (50% IN COLUMNS B & D)		1,906.
TOTAL	\$	<u>9,719.</u>

12/31/09

2009 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE

PAGE 1

E. RHODES AND LEONA B. CARPENTER
FOUNDATION

51-0155772

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR
FORM 990/990-PF										
FURNITURE AND FIXTURES										
1	OFFICE FURNITURE+FIXTURES	10/30/02		26,867			11,045	S/L	15	1,791
3	OFFICE FURNITURE+FIXTURES	11/03/03		9,516			3,276	S/L	15	634
	TOTAL FURNITURE AND FIXTURE			36,383		0	14,321			2,425
MACHINERY AND EQUIPMENT										
2	COMPUTERS+SCREENS+PRINTE	11/16/02		14,852			9,034		*	5,318
4	FAX MACHINE	1/17/03		1,595			959	S/L	10	160
5	CANON IMAGERUNNER 2270	1/01/06		8,698			2,610	S/L	10	870
6	COMPUTERS+SCREENS+PRINTE	10/15/08		6,920			173	S/L	10	692
	TOTAL MACHINERY AND EQUIPME			32,065		0	12,776			7,040
	TOTAL DEPRECIATION			68,448		0	27,097			9,465
	GRAND TOTAL DEPRECIATION			68,448		0	27,097			9,465

* Some 2002 computers, etc. disposed of -- written down to items retained.

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

Part I - Partnerships Summary

	Adom International Equity Fund #36-7298281	OCM Real Estate Opportunities Fund #01-0709496	Private Advisors Private Equity Fund #54-1955692	State Street S & P 500 Index Common Trust Fund #04-6825099	Siguler Guff Distressed Opportunities Fund #52-2317256	Siguler Guff BRIC Opportunities Fund #20-2425854
--	--	--	--	---	---	---

Total

Income / Gain (Loss)

Interest	228,052	31	45,395	153,072	6,484
Dividends	663,240	405,116	9,156	84,399	56,725
Capital Gain				107,844	
Short Term	(1,642,961)	(1,484,527)	(1,467)	178,532	7,527
Short Term - Section 1256	26,571			1,255	
Long Term	6,192	(213,090)	(15,427)	214,263	70,293
Long Term - Section 1231	(41,420)	(40,304)	(607)	(509)	
Other					
Other Income - Portfolio	6,776	5,135		1,606	35
Other Income (Loss) - Miscellaneous	(57,121)	404	(1,425)	(56,077)	(23)
Other Trade/Business Income (Loss)	1				1
Ordinary Section 988 - Currency (Loss)	(67,519)	(68,442)	70,785	(15,286)	923
Ordinary Income (Loss)	27,884	(27,615)		(4,054)	
Rental Income (Loss)	36,537	40,591			
PFIC Ordinary Income (Loss)	59,282	59,282			
Per K-1	(754,486)	(1,311,630)	106,410	557,201	141,965

Expenses

Portfolio Expenses - 2% Misc	5,332	9	31	615	4,677
Portfolio Expenses - 2% Mgt, etc.	503,337	179,812	43,375	126,715	127,060
Interest	48,805	195	11,296	37,039	275
Other Trade/Business Deductions	19,572	43,682	19,213	359	151
Foreign Tax	45,222		355	1,034	
Section 179	0				
Per K-1	622,268	223,698	74,270	165,147	132,163
Charitable	55		55		
Per K-1	622,323	223,698	74,325	165,147	132,163
Net Per K-1	(1,376,809)	(1,535,328)	32,085	392,054	9,802
US credit employer FICA	8			8	
US Tax Withheld	1			0	1
US UBTI	(45,302)	0	(5,652)	(19,104)	0

Part II - Balance Sheets

Portfolio Value by Investment Account
As of 12/31/2009

<u>Investment</u>	<u>Quantity</u>	<u>Book Value</u>	<u>Fair Market Value</u>	
<u>Axiom International Equity Fund</u>				
Axiom International Equity Fund LLC		11,001,070 00		
Total Axiom International Equity Fund		11,001,070 00	20,866,542 69	(A)
<u>Wedge Capital Management</u>				
See attached for details		22,768,778 34	26,039,981 11	
Total Wedge Capital Management		22,768,778 34	26,039,981 11	(B)
<u>Causeway International Value Fund Institutional</u>				
Causeway International Value Fund Institutional	1,829,574 4010	26,504,747 47		
Total Causeway International Value Fund Institutional		26,504,747 47	20,692,486 48	(C)
<u>Common Sense Investors Offshore</u>				
Common Sense Investors Offshore Class A, Series 01/05	56,106 0216	8,000,000 00	7,779,660 96	
Common Sense Investors Offshore Class A, Series 01/05	42,924 7494	5,000,000 00	5,951,945 75	
Total Common Sense Investors Offshore	99,030 7710	13,000,000 00	13,731,606 71	(C)
<u>Harding, Loevner Funds Inc</u>				
Institutional Emerging Markets Portfolio Fund Inc	495,680 5300	7,296,316 41		
Total Institutional Emerging Markets Portfolio Fund		7,296,316 41	7,113,015 61	(C)
<u>Kennedy Capital Management</u>				
See attached for details		21,878,685 00	26,103,588 67	
Total Kennedy Capital Management		21,878,685 00	26,103,588 67	(B)
<u>Wells Capital Management</u>				
See attached for details		22,997,608 46	27,445,161 94	
Total Wells Capital Management		22,997,608 46	27,445,161 94	(B)
<u>OCM Real Estate Opportunities Fund III, L P</u>				
OCM Real Estate Opportunities Fund III, L P		260,000 00		
Total OCM Real Estate Opportunities Fund III, L P		260,000 00	2,345,639 00	(A)
<u>Private Advisors Private Equity Fund, L P</u>				
Private Advisors Private Equity Fund, L P		-569,747 20		
Total Private Advisors Private Equity Fund, L P		-569,747 20	2,413,499 00	(C)
<u>Quellos Strategic Partners II, Ltd 48SU</u>				
Quellos Strategic Partners II, Ltd - 2007 Series 11	7,500 0000	7,500,000 00	6,930,053 25	
Quellos Strategic Partners II, Ltd - 2008 Series 1	6,744 4080	5,000,000 00	6,268,118 56	
Total Quellos Strategic Partners II, Ltd 48SU		12,500,000 00	13,198,171 81	(C)
<u>Siguler Guff BRIC Opportunities Fund, LP</u>				
Siguler Guff BRIC Opportunities Fund, LP		3,052,145 97		
Total Siguler Guff BRIC Opportunities Fund, LP		3,052,145 97	3,982,101 00	(A)
<u>Siguler Guff Distressed Opportunities Fund, LLC</u>				
Siguler Guff Distressed Opportunities Fund, LLC		2,750,638 07		
Total Siguler Guff Distressed Opportunities Fund, LLC		2,750,638 07	6,839,412 00	(A)
<u>State Street Global Advisors</u>				
S&P 500 Index CTF	113,297 2110	5,797,896 41		
Total State Street Global Advisors		5,797,896 41	5,468,743 08	(D)
<u>Chicago Equity Partners LLC (Tattersall Advisory Group)</u>				
See attached for details		12,155,626 14	12,067,919 33	
Total Tattersall Advisory Group		12,155,626 14	12,067,919 33	(B)
<u>Western Asset Management Company</u>				
Western Asset Absolute Return Strategy, Ltd	88,785 4350	9,761,526 43		
Total Western Asset Management Company		9,761,526 43	12,178,520 54	(C)
Grand Totals		171,155,291 50	200,486,388 97	

Notes

- (A) Per K-1 Ending Capital Account - GAAP Basis
- (B) Per BNY Mellon Bank N A Custodian 12/31/09 Statement
- (C) Per Fund's 12/31/09 Statement
- (D) Per Fund's 12/31/09 Appraisal Report

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wedge Capital Management

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
5,000	Bp PLC Spons ADR (BP)	\$ 57.9700	\$ 289,850.00	\$ 310,771.62
3,600	Chevron Corporation (CVX)	76.9900	277,164.00	163,413.70
5,300	Conocophillips (COP)	51.0700	270,671.00	343,079.34
5,200	E N I Spa Sponsored ADR (E)	50.6100	263,172.00	311,412.27
4,500	Encana Corp (ECA)	32.3900	145,755.00	144,930.74
3,800	Exxon Mobil Corp (XOM)	68.1900	259,122.00	317,994.50
8,000	Marathon Oil Corp (MRO)	31.2200	249,760.00	331,273.07
3,400	Occidental Petroleum Corp (OXY)	81.3500	276,590.00	214,634.53
4,500	Royal Dutch Shell PLC (RDS.A) ADR	60.1100	270,495.00	288,160.32
14,900	Talisman Energy Inc (TLM)	18.6400	277,736.00	275,692.96
4,400	Total S.A. ADR (TOT)	64.0400	281,776.00	312,465.25
Total energy			\$ 2,862,091.00	\$ 3,013,828.30

Materials

Shares/par value	Description	Market price	Market value	Tax cost
1,200	Air Products & Chemicals Inc (APD)	\$ 81.0600	\$ 97,272.00	\$ 82,186.52
2,300	Ashland Inc (ASH)	39.6200	91,126.00	84,380.49
1,900	Ball Corp (BLL)	51.7000	98,230.00	84,927.94
3,067	Celanese Corp (CE) Series A	32.1000	98,450.70	67,850.13
3,400	Dow Chemical Co (DOW)	27.6300	93,942.00	90,053.76
2,900	DU Pont (E I) De Nemours And (DD) Company	33.6700	97,643.00	68,389.21
1,500	Eastman Chem Co (EMN)	60.2400	90,360.00	44,037.26
3,600	International Paper Co (IP)	26.7800	96,408.00	53,752.48
1,300	Lubrizol Corp (LZ)	72.9500	94,835.00	47,345.28
1,600	P P G Industries Inc (PPG)	58.5400	93,664.00	83,251.63
2,300	Reliance Steel & Aluminum (RS)	43.2200	99,406.00	56,168.66
Total materials			\$ 1,051,336.70	\$ 762,343.36

E. RHODES AND LEONA B CARPENTER FOUNDATION
2009 FORM 990-PF

#51-0155772

PART II - Balance Sheets @

December 31, 2009

Wedge Capital Management

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
4,000	Alliant Techsystems Inc (ATK)	\$ 88.2700	\$ 353,080.00	\$ 328,394.92
5,100	Cummins Inc (CMI)	45.8600	233,886.00	180,460.07
4,100	Eaton Corp (ETN)	63.6200	260,842.00	298,455.72
7,600	Harsco Corp (HSC)	32.2300	244,948.00	270,261.89
4,500	Joy Global Inc (JOYG)	51.5700	232,065.00	94,106.65
12,600	Kbr Inc (KBR)	19.0000	239,400.00	200,379.51
4,450	Parker Hannifin Corp (PH)	53.8800	239,766.00	273,758.59
10,700	Pitney Bowes Inc (PBI)	22.7600	243,532.00	285,852.76
3,100	3m Co (MMM)	82.6700	256,277.00	202,768.49
Total industrials			\$ 2,303,796.00	\$ 2,134,438.60

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
7,400	Aeropostale (ARO)	\$ 34.0500	\$ 251,970.00	\$ 252,386.04
13,700	Autonation Inc (AN)	19.1500	262,355.00	240,263.12
6,800	Bed Bath & Beyond Inc (BBBY)	38.6100	262,548.00	217,973.40
8,258	Big Lots Inc (BIG)	28.9800	239,316.84	237,130.35
5,200	Dollar Tree Inc (DLTR)	48.3000	251,160.00	211,976.33
26,900	Ford Motor Company (F)	10.0000	269,000.00	237,879.39
11,300	Gap Inc (GPS)	20.9500	236,735.00	257,325.08
2,700	I T T Edl Svcs Inc (ESI)	95.9600	259,092.00	245,432.40
9,600	Johnson Ctl's Inc (JCI)	27.2400	261,504.00	199,673.67
4,300	Mc Donald's Corporation (MCD)	62.4400	268,492.00	243,419.80
376	N V R Inc (NVR)	710.7100	267,226.96	239,151.56
1,200	Priceline.Com Inc (PCLN)	218.4100	262,092.00	112,503.33
5,500	Ross Stores Inc (ROST)	42.7100	234,905.00	212,248.13
6,500	T J X Companies Inc (TJX)	36.5500	237,575.00	204,070.98
Total consumer discretionary			\$ 3,563,971.80	\$ 3,111,433.58

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wedge Capital Management

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost
1,500	Bunge Limited (BG)	\$ 63.8300	\$ 95,745.00	\$ 85,330.40
13,200	Altria Group Inc (MO)	19.6300	259,116.00	225,252.15
3,200	Archer Daniels Midland Co (ADM)	31.3100	100,192.00	90,575.49
8,600	Campbell Soup Co (CPB)	33.8000	290,680.00	255,983.99
4,000	Kimberly Clark Corp (KMB)	63.7100	254,840.00	207,504.04
5,700	Philip Morris International Inc (PM)	48.1900	274,683.00	241,979.33
4,200	The Procter & Gamble Company (PG)	60.6300	254,646.00	242,494.56
4,900	Reynolds American Inc (RAI)	52.9700	259,553.00	219,661.30
Total consumer staples			\$ 1,789,455.00	\$ 1,568,781.26

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
10,700	Amerisourcebergen Corp (ABC)	\$ 26.0700	\$ 278,949.00	\$ 203,591.44
4,700	Amgen Inc (AMGN)	56.5700	265,879.00	242,984.95
6,100	Astrazeneca PLC Sponsored ADR (AZN)	46.9400	286,334.00	246,230.79
8,200	Cigna Corp (CI)	35.2700	289,214.00	250,039.25
8,259	Forest Labs Inc (FRX)	32.1100	265,196.49	197,317.62
6,150	Glaxo Smithkline PLC Spons ADR (GSK)	42.2500	259,837.50	213,192.04
4,000	Johnson & Johnson (JNJ)	64.4100	257,640.00	230,713.09
7,200	Lilly Eli & Co (LLY)	35.7100	257,112.00	230,712.70
4,200	McKesson Corporation (MCK)	62.5000	262,500.00	244,689.47
6,000	Medtronic Inc (MDT)	43.9800	263,880.00	257,479.20
14,400	Pfizer Inc (PFE)	18.1900	261,936.00	265,042.08
7,400	Sanofi-Aventis ADR (SNY)	39.2700	290,598.00	216,450.98
8,100	Unitedhealth Group Inc (UNH)	30.4800	246,888.00	216,181.62
4,900	Wellpoint Inc (WLP)	58.2900	285,621.00	267,690.43
Total healthcare			\$ 3,771,584.99	\$ 3,282,315.66

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wedge Capital Management

Financials

Shares/par value	Description	Market price	Market value	Tax cost
5,500	Ace LTD (ACE)	\$ 50.4000	\$ 277,200.00	\$ 262,399.02
9,900	Allstate Corp (ALL)	30.0400	297,396.00	308,787.07
8,100	Ameriprise Financial Inc (AMP)	38.8200	314,442.00	284,104.13
8,900	Assurant Inc (AIZ)	29.4800	262,372.00	250,264.04
5,200	Chubb Corp (CB)	49.1800	255,736.00	236,415.58
5,800	Credit Suisse Group (CS) Sponsored ADR	49.1600	285,128.00	264,579.30
2,600	Franklin Res Inc (BEN)	105.3500	273,910.00	140,197.67
1,600	Goldman Sachs Group Inc (GS)	168.8400	270,144.00	236,402.40
6,200	JP Morgan Chase & Co (JPM)	41.6700	258,354.00	215,650.92
7,800	Metlife Inc (MET)	35.3500	275,730.00	275,017.90
5,600	Price T Rowe Group Inc (TROW)	53.2500	298,200.00	160,794.66
5,700	Prudential Financial Inc (PRU)	49.7600	283,632.00	119,223.06
15,600	Schwab Charles Corp New (SCHW)	18.8200	293,592.00	253,448.04
5,900	The Travelers Companies Inc (TRV)	49.8600	294,174.00	247,547.32
Total financials			\$ 3,940,010.00	\$ 3,254,831.11

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
11,900	Asml Holding N.V. (ASML)	\$ 34.0900	\$ 405,671.00	\$ 361,727.54
9,200	Adobe Systems Inc (ADBE)	36.7800	338,376.00	316,206.50
15,500	Altera Corp (ALTR)	22.6300	350,765.00	313,233.07
8,200	Amphenol Corp New (APH) CL A	46.1800	378,676.00	286,141.58
6,100	Computer Sciences Corp (CSC)	57.5300	350,933.00	303,543.94
7,900	Dolby Laboratories Inc (DLB) CL -A	47.7300	377,067.00	279,210.93
6,600	Hewlett Packard Co (HPQ)	51.5100	339,966.00	286,571.07
16,300	Intel Corp (INTC)	20.4000	332,520.00	315,148.98
2,600	International Business Machines (IBM) Corporation	130.9000	340,340.00	287,896.15
15,500	Oracle Corp (ORCL)	24.5300	380,215.00	326,168.69
13,800	Texas Instruments Inc (TXN)	26.0600	359,628.00	271,708.19
3,200	Visa Inc-Class A Shrs (V)	87.4600	279,872.00	217,130.40
8,700	Western Digital Corp (WDC)	44.1500	384,105.00	197,291.98
14,900	Western Union Co (WU)	18.8500	280,865.00	247,846.21
Total information technology			\$ 4,898,999.00	\$ 4,009,825.23

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wedge Capital Management

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost
3,100	Nii Hldgs Inc (NIHD) CL B New	\$ 33.5800	\$ 104,098.00	\$ 44,772.59
25,600	Qwest Communications Intl Inc (Q)	4.2100	107,776.00	92,872.90
Total telcommunications services			\$ 211,874.00	\$ 137,645.49

Utilities

Shares/par value	Description	Market price	Market value	Tax cost
3,900	Ameren Corporation (AEE)	\$ 27.9500	\$ 109,005.00	\$ 106,178.37
7,300	C M S Energy Corp (CMS)	15.6600	114,318.00	81,778.94
3,000	Constellation Energy Group Inc (CEG)	35.1700	105,510.00	90,535.85
2,700	D T E Energy Co (DTE)	43.5900	117,693.00	95,669.82
2,900	Edison International (EIX)	34.7800	100,862.00	105,412.29
2,500	Firstenergy Corp (FE)	46.4500	116,125.00	95,499.48
2,638	Integrus Energy Group Inc (TEG)	41.9900	110,769.62	94,550.62
7,100	Nisource Inc (NI)	15.3800	109,198.00	100,137.78
8,600	NV Energy Inc (NVE)	12.3800	106,468.00	87,181.04
2,800	Pinnacle West Cap Corp (PNW)	36.5800	102,424.00	84,899.68
1,800	Sempra Energy (SRE)	55.9800	100,764.00	82,495.34
6,700	Teco Energy Inc (TE)	16.2200	108,674.00	90,650.22
Total utilities			\$ 1,301,810.62	\$ 1,114,989.43

Total U.S. common stocks

\$ 25,694,929.11 \$ 22,390,432.02

International-developed

Shares/par value	Description	Market price	Market value	Tax cost
4,500	Cenovus Energy Inc (CVE)	\$ 25.2000	\$ 113,400.00	\$ 133,731.31
5,800	Enesco International PLC	39.9400	231,652.00	244,615.01
Total international-developed			\$ 345,052.00	\$ 378,346.32
Total equities			\$ 26,039,981.11	\$ 22,768,778.34

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management
Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
6,820	Dril-Quip Inc (DRQ)	\$ 56.4800	\$ 385,193.60	\$ 161,033.89
69,650	Hercules Offshore Inc (HERO)	4.7800	332,927.00	349,845.50
9,075	Hornbeck Offshore Svcs Inc (HOS)	23.2800	211,266.00	207,661.64
46,500	Newpark Res Inc (NR)	4.2300	196,695.00	128,914.20
6,475	Oil Sts Intl Inc (OIS)	39.2900	254,402.75	157,208.49
16,800	Penn Virginia Corp (PVA)	21.2900	357,672.00	306,408.18
20,300	Tesco Corp (TESO)	12.9100	262,073.00	197,766.82
Total energy			\$ 2,000,229.35	\$ 1,508,838.72

Materials

Shares/par value	Description	Market price	Market value	Tax cost
8,575	Calgon Carbon Corp (CCC)	\$ 13.9000	\$ 119,192.50	\$ 104,160.53
8,775	Carpenter Technology Corp (CRS)	26.9500	236,486.25	159,201.01
5,975	Greif Inc Class A (GEF)	53.9800	322,530.50	353,009.94
5,845	Koppers Holdings Inc (KOP)	30.4400	177,921.80	218,898.52
6,540	Rock-Tennessee Co Class A (RKT)	50.4100	329,681.40	204,057.96
Total materials			\$ 1,185,812.45	\$ 1,039,327.96

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
12,165	Actuant Corp (ATU) Class A	\$ 18.5300	\$ 225,417.45	\$ 192,465.93
6,705	B E Aerospace Inc (BEAV)	23.5000	157,567.50	208,270.64
38,025	Commercial Veh Group Inc (CVGI)	5.9900	227,769.75	244,065.56
9,125	Curtiss Wright Corp (CW)	31.3200	285,795.00	378,346.82
6,675	Esco Technologies Inc (ESE)	35.8500	239,298.75	260,732.47
4,600	Franklin Electric Inc (FELE)	29.0500	133,630.00	128,737.09
8,170	Gardner Denver Machy Inc (GDI)	42.5500	347,633.50	276,807.41
11,450	Insituform Technols CL A (INSU)	22.7200	260,144.00	160,925.08
4,900	Kirby Corp (KEX)	34.8300	170,667.00	119,771.03
9,150	Orbital Sciences Corp (ORB)	15.2600	139,629.00	115,400.71
5,075	Teledyne Technologies Inc (TDY)	38.3600	194,677.00	222,061.65
6,105	II - VI Inc (IIVI)	31.8000	194,139.00	114,750.20
15,925	Wabtec Corp (WAB)	40.8400	650,377.00	516,216.96
Total industrials			\$ 3,226,744.95	\$ 2,938,551.55

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
11,900	Coinstar Inc (CSTR)	\$ 27.7800	\$ 330,582.00	\$ 361,769.09
33,400	Entercom Communications Corp CL A (ETM)	7.0700	236,138.00	179,578.70
2,425	Fuel Systems Solutions Inc (FSYS)	41.2400	100,007.00	47,809.36
36,270	Iconix Brand Group Inc (ICON)	12.6700	459,540.90	399,214.68
8,185	Jo-Ann Stores Inc (JAS)	36.2400	296,624.40	130,965.99
30,875	Knology Inc (KNOL)	10.9200	337,155.00	250,012.45
18,775	Pacific Sunwear Calif Inc (PSUN)	3.9800	74,724.50	56,958.73
4,555	RC2 Corp (RCRC)	14.7500	67,186.25	67,342.43
20,820	Valassis Communications Inc (VCI)	18.2600	380,173.20	29,195.51
8,000	W M S Inds Inc (WMS)	40.0000	320,000.00	249,557.49
Total consumer discretionary			\$ 2,602,131.25	\$ 1,772,404.43

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost
15,750	American Italian Pasta Co CL A (AIPC)	\$ 34.7900	\$ 547,942.50	\$ 457,021.31
3,025	Chattem Inc (CHTT)	93.3000	282,232.50	169,733.22
2,325	Orchids Paper Products Company (TIS)	20.0200	46,546.50	43,226.35
18,350	Spartan Stores Inc (SPTN)	14.2900	262,221.50	374,004.71
6,865	Treehouse Foods Inc (THS)	38.8600	266,773.90	159,837.45
22,700	Winn-Dixie Stores Inc (WINN)	10.0400	227,908.00	313,423.02
Total consumer staples			\$ 1,633,624.90	\$ 1,517,246.06

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management

Financials

Shares/par value	Description	Market price	Market value	Tax cost
4,755	Aspen Insurance Holdings LTD (AHL)	\$ 25.4500	\$ 121,014.75	\$ 102,163.89
4,400	Platinum Underwriter Hldgs Lcom (PTP)	38.2900	168,476.00	130,386.09
22,475	Amtrust Financial Services (AFSI)	11.8200	265,654.50	223,894.31
7,275	Community TR Bancorp Inc (CTBI)	24.4500	177,873.75	207,525.50
7,395	Corporate Office Properties Reit (OFC)	36.6300	270,878.85	246,909.21
9,150	Delphi Finl Group Inc CL A (DFG)	22.3700	204,685.50	205,000.34
25,850	First Financial Bancorp (FFBC) Com	14.5600	376,376.00	212,077.96
11,480	First Merchants Corp (FRME)	5.9400	68,191.20	170,162.37
5,625	Healthcare Realty Trust Inc (HR)	21.4600	120,712.50	83,490.88
9,625	Mb Finl Inc (MBFI)	19.7100	189,708.75	157,441.14
22,935	Ngp Capital Resources Company (NGPC)	8.1300	186,461.55	315,946.51
12,600	National Penn Bancshares Inc (NPBC)	5.7900	72,954.00	57,093.99
12,300	Commercial Net Lease Realty (NNN)	21.2200	261,006.00	247,766.60
24,525	Northwest Bancshares Inc (NWBI)	11.2700	276,396.75	235,195.38
12,450	Old Natl Bancorp Ind (ONB)	12.4300	154,753.50	130,995.17
7,700	Pacwest Bancorp (PACW)	20.1500	155,155.00	126,333.91
11,518	Raymond James Finl Inc (RJF)	23.7700	273,782.86	179,908.95
7,750	Redwood Trust Inc (RWT)	14.4600	112,065.00	103,619.65
36,225	Sws Group Inc (SWS)	12.1000	438,322.50	459,957.84
41,750	U-Store-It Trust (YSI)	7.3200	305,610.00	241,537.43
16,200	Whitney Hldg Corp (WTNV)	9.1100	147,582.00	150,826.50
Total financials			\$ 4,347,660.96	\$ 3,988,233.62

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
16,775	Orthofix Intl N V (OFIX)	\$ 30.9300	\$ 518,850.75	\$ 361,993.75
25,900	American Med Sys Hldgs Inc (AMMD)	19.2900	499,611.00	312,658.66
2,110	Bio Rad Labs Inc CL A (BIO)	96.4600	203,530.60	149,732.69
21,621	Bruker Corp (BRKR)	12.0600	260,749.26	90,282.39
5,900	Catalyst Health Solutions Inc (CHSI)	36.4700	215,173.00	120,909.73
28,632	Celera Corporation (CRA)	6.9000	197,560.80	170,279.66
21,250	Healthsouth Corporation (HLS)	18.7700	398,862.50	338,265.75
23,450	Healthspring Inc (HS)	17.6100	412,954.50	256,175.81
7,150	Icu Med Inc (ICUI)	36.4400	260,546.00	264,057.04
14,324	Martek Biosciences Corp (MATK)	18.9500	271,439.80	318,342.05
17,025	Psychiatric Solutions Inc (PSYS) Com	21.1400	359,908.50	281,992.49
6,385	Thoratec Corporation (THOR)	26.9200	171,884.20	182,853.20
4,050	Universal Health Services Inc CL B (UHS)	30.5000	123,525.00	79,999.25
19,550	Zoll Med Corp (ZOLL)	26.7200	522,376.00	331,233.71
Total healthcare			\$ 4,416,971.91	\$ 3,258,776.18

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
29,700	Anaren Microwave Inc (ANEN)	\$ 15.0500	\$ 446,985.00	\$ 349,025.85
13,150	Arris Group Inc (ARRS)	11.4300	150,304.50	132,374.95
4,035	Caci Intl Inc CL A (CACI)	48.8500	197,109.75	151,185.62
51,375	Ciber Inc (CBR)	3.4500	177,243.75	163,459.56
13,800	Comtech Telecommunications Corp (CMTL)	35.0400	483,552.00	393,295.72
4,125	D S T Sys Inc Del (DST)	43.5500	179,643.75	148,813.58
4,650	Digital Riv Inc (DRIV)	26.9900	125,503.50	103,909.83
4,085	Hewitt Associates Inc (HEW)	42.2600	172,632.10	108,352.04
7,050	Monolithic Power Systems Inc (MPWR)	23.9700	168,988.50	154,253.32
8,095	Neustar Inc (NSR) CL A	23.0400	186,508.80	162,572.83
64,100	Rf Micro Devices Inc (RFMD)	4.7700	305,757.00	205,659.15
42,950	Radiant Sys Inc (RADS)	10.4000	446,680.00	410,256.71
8,750	Rovi Corporation (ROVI)	31.8700	278,862.50	152,844.59
25,300	Sanmina-Sci Corporation (SANM)	11.0300	279,059.00	198,061.87
19,125	Skillsoft Pub LTD Co (SKIL) Sponsored ADR	10.4800	200,430.00	143,813.41
27,050	Smith Micro Software Inc (SMSI)	9.1500	247,507.50	263,111.59
9,025	Synaptics Inc (SYNA)	30.6500	276,616.25	246,478.96
9,800	Synnex Corp (SNX) Com	30.6600	300,468.00	267,854.87
15,875	Take-Two Interactive Software Inc (TTWO)	10.0500	159,543.75	145,394.86
5,625	Unisys Corporation (UIS)	38.5600	216,900.00	184,921.93
Total information technology			\$ 5,000,295.65	\$ 4,085,641.24

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Kennedy Capital Management

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost
16,350	Neutral Tandem Inc (TNDM)	\$ 22.7500	\$ 371,962.50	\$ 419,244.35
36,700	Premiere Global Svcs Inc (PGI)	8.2500	302,775.00	454,240.86
37,560	Syniverse Holdings Inc (SVR)	17.4800	656,548.80	522,377.33
Total telcommunications services			\$ 1,331,286.30	\$ 1,395,862.54

Utilities

Shares/par value	Description	Market price	Market value	Tax cost
4,325	Allele Inc (ALE)	\$ 32.6800	\$ 141,341.00	\$ 172,067.83
5,015	Southwest Gas Corp (SWX)	28.5300	143,077.95	127,192.30
2,650	Uil Hldg Corp (UIL)	28.0800	74,412.00	74,542.57
Total utilities			\$ 358,830.95	\$ 373,802.70
Total U.S. common stocks			\$ 26,103,588.67	\$ 21,878,685.00
Total equities			\$ 26,103,588.67	\$ 21,878,685.00

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wells Capital Management

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost
22,690	Avon Products Inc (AVP)	\$ 31.5000	\$ 714,735.00	\$ 776,068.68
Total consumer staples			\$ 714,735.00	\$ 776,068.68

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
9,320	Express Scripts Inc CL A (ESRX)	\$ 86.4200	\$ 805,434.40	\$ 776,046.43
12,250	Teva Pharmaceutical Inds LTD ADR (TEVA)	56.1800	688,205.00	553,113.64
Total healthcare			\$ 1,493,639.40	\$ 1,329,160.07

Financials

Shares/par value	Description	Market price	Market value	Tax cost
17,100	Invesco Limited (IVZ)	\$ 23.4900	\$ 401,679.00	\$ 299,351.51
17,390	American Express Company (AXP)	40.5200	704,642.80	499,223.86
46,430	Bank Of America Corporation (BAC)	15.0600	699,235.80	574,217.78
Total financials			\$ 1,805,557.60	\$ 1,372,793.15

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
29,530	Marvell Technology Group LTD (MRVL)	\$ 20.7500	\$ 612,747.50	\$ 551,591.96
8,311	Apple Inc (AAPL)	210.7320	1,751,393.65	868,185.81
19,015	Broadcom Corp CL A (BRCM)	31.4700	598,402.05	473,654.63
42,240	Cisco Systems Inc (CSCO)	23.9400	1,011,225.60	958,553.95
28,150	E M C Corp Mass (EMC)	17.4700	491,780.50	437,599.98
28,300	Ebay Inc (EBAY)	23.5300	665,899.00	642,073.71
2,210	Google Inc (GOOG)	619.9800	1,370,155.80	906,249.62
27,760	Juniper Networks Inc (JNPR)	26.6700	740,359.20	754,982.73
3,400	Mastercard Inc (MA)	255.9800	870,332.00	798,247.79
46,230	Microsoft Corporation (MSFT)	30.4800	1,409,090.40	1,002,934.66
108,590	Motorola Inc (MOT)	7.7600	842,658.40	942,935.28
10,560	Netapp Inc (NTAP)	34.3600	362,841.60	349,827.72
32,870	Oracle Corp (ORCL)	24.5300	806,301.10	729,359.82
13,296	Qualcomm Inc (QCOM)	46.2600	615,072.96	558,261.92
25,300	Texas Instruments Inc (TXN)	26.0600	659,318.00	651,141.64
40,527	Yahoo Inc (YHOO)	16.7800	680,043.06	690,629.28
Total information technology			\$ 13,487,620.82	\$ 11,316,230.50

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wells Capital Management

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
6,018	Transocean LTD (RIG)	\$ 82.8000	\$ 498,290.40	\$ 646,334.40
5,540	Noble Energy Inc (NBL)	71.2200	394,558.80	323,377.73
Total energy			\$ 892,849.20	\$ 969,712.13

Materials

Shares/par value	Description	Market price	Market value	Tax cost
7,420	Air Products & Chemicals Inc (APD)	\$ 81.0600	\$ 601,465.20	\$ 603,408.28
3,992	Freeport McMoran Copper & Gold Inc (FCX)	80.2900	320,517.68	202,936.17
Total materials			\$ 921,982.88	\$ 806,344.45

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
17,060	Tyco International LTD (TYC)	\$ 35.6800	\$ 608,700.80	\$ 329,655.99
48,600	Delta Air Lines Inc (DAL)	11.3800	553,068.00	426,540.62
14,700	Illinois Tool Wks Inc (ITW)	47.9900	705,453.00	661,355.46
Total industrials			\$ 1,867,221.80	\$ 1,417,552.07

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
5,420	Amazon.Com Inc (AMZN)	\$ 134.5200	\$ 729,098.40	\$ 488,137.24
14,580	Best Buy Inc (BBY)	39.4600	575,326.80	562,871.08
30,333	Directv (DTV)	33.3500	1,011,605.55	691,592.00
61,660	Ford Motor Company (F)	10.0000	616,600.00	470,981.11
3,430	Priceline.Com Inc (PCLN)	218.4100	749,146.30	564,836.46
12,040	T J X Companies Inc (TJX)	36.5500	440,062.00	412,223.84
Total consumer discretionary			\$ 4,121,839.05	\$ 3,190,641.73

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Wells Capital Management

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost
14,227	American Tower Corp CL A (AMT)	\$ 43.2100	\$ 614,748.67	\$ 524,214.11
Total telcommunications services			\$ 614,748.67	\$ 524,214.11
Total U.S. common stocks			\$ 25,920,194.42	\$ 21,702,716.89

International-developed

Shares/par value	Description	Market price	Market value	Tax cost
12,180	Covidien PLC (COV)	\$ 47.8900	\$ 583,300.20	\$ 537,287.55
14,828	Ingersoll-Rand PLC (IR)	35.7400	529,952.72	415,298.30
11,660	Suncor Energy Inc (SU)	35.3100	411,714.60	342,305.72
Total international-developed			\$ 1,524,967.52	\$ 1,294,891.57
Total equities			<u>\$ 27,445,161.94</u>	<u>\$ 22,997,608.46</u>

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Fixed income

Taxable

Individual holdings Other

Shares/par value	Description	Market price	Market value	Tax cost
100,000	Greenwich Capital Commerical Funding Corp Passthru CTF DTD 5/1/2004 5.317% 6/10/2036 Series 2004-GG1 Class A7 Moody's: AAA S&P: AAA	\$ 101.5000	\$ 101,500.00	\$ 100,218.75
130,000	Greenwich Capital Commercial Funding Corportion Passthru CTF DTD 11/1/2005 5.117% 4/10/2037 Series 2005-GG5 Class A2 Moody's: AAA S&P: AAA	100.3900	130,507.00	130,650.00
125,000	Bear Stearns Commercial Mortgage Securities Passthru CTF DTD 12/1/2005 5.27% 12/11/2040 Series 2005-PW10 Class A2 Moody's: N/A S&P: AAA	100.1840	125,230.00	126,777.34
117,916.04	JP Morgan Chase Commercial Mortgage Sec Corp Passthru CTF DTD 8/1/2005 4.851% 8/15/2042 Series 2005-LDP3 Class A2 Moody's: AAA S&P: AAA	100.1210	118,058.72	118,653.01
125,000	Wachovia Bank Commercial Mortgage Trust Passthru CTF DTD 6/1/2005 4.661% 5/15/2044 Series 2005-C19 Class A5 Moody's: N/A S&P: AAA	100.3340	125,417.50	127,285.16
125,000	JP Morgan Chase Commercial Mortgage Sec Passthru CTF DTD 12/1/2005 5.373164% 1/15/2014 Ser 2005-LDP5 Class A3 Moody's: AAA S&P: AAA	100.0060	125,007.50	123,750.00

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Individual holdings Government related

Shares/par value	Description	Market price	Market value	Tax cost
500,000	Federal Natl Mtg Assn Benchmark Notes DTD 5/25/2001 6.00% 5/15/2011 Moody's: AAA S&P: AAA	\$ 107.0630	\$ 535,315.00	\$ 536,505.00
500,000	Federal Home Loan Mortgage Corp DTD 10/21/2009 1.125% 12/15/2011 Moody's: AAA S&P: AAA	99.6880	498,440.00	501,045.00
305,000	Federal Home Loan Bank DTD 1/17/2008 3.375% 2/27/2013 Moody's: AAA S&P: AAA	104.0940	317,486.70	319,097.10
885,000	Federal Home Loan Bank DTD 9/22/2003 4.50% 9/16/2013 Moody's: AAA S&P: AAA	107.9690	955,525.65	960,658.80

Individual holdings Treasury

Shares/par value	Description	Market price	Market value	Tax cost
250,000	United States Treasury Note DTD 2/16/1999 5.25% 2/15/2029 Moody's: AAA S&P: AAA	\$ 108.3440	\$ 270,860.00	\$ 280,918.97
400,000	United States Treasury Note DTD 2/15/2009 3.5% 2/15/2039 Moody's: AAA S&P: AAA	81.9060	327,624.00	345,391.83
325,000	U S Treasury Strip Principal DTD 8/17/2009 Mat 8/15/2039 Moody's: N/A S&P: N/A	24.4510	79,465.75	79,638.05

Individual holdings Mortgage backed securities

Shares/par value	Description	Market price	Market value	Tax cost
0.07	Federal National Mortgage Assn Passthru CTF Pool Number 725372 7.067% 12/1/2010 Moody's: N/A S&P: N/A	\$ 99.9860	\$ 0.07	\$ 0.08

E. RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

~~Individual holdings~~ Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
100,079.18	Federal National Mortgage Assn Passthru CTF Pool Number 839290 5% 9/1/2020 Moody's: N/A S&P: N/A	105.1060	105,189.22	99,093.01
636,972.41	Federal National Mortgage Assn Passthru CTF Pool Number 889901 4.5% 9/1/2020 Moody's: N/A S&P: N/A	104.2300	663,916.34	669,244.02
154,095.42	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G12321 5.5% 9/1/2021 Moody's: N/A S&P: N/A	106.1380	163,553.80	163,774.54
297,405.58	Federal National Mortgage Assn Passthru CTF Pool Number 890121 5% 3/1/2023 Moody's: N/A S&P: N/A	104.8870	311,939.79	311,532.34
609,630.58	Federal National Mortgage Assn Passthru CTF Pool Number AD0466 4.5% 12/1/2022 Moody's: N/A S&P: N/A	103.7930	632,753.87	644,303.32
491,265.31	Federal National Mortgage Assn Passthru CTF Pool Number 745275 5% 2/1/2036 Moody's: N/A S&P: N/A	102.8180	505,109.17	507,001.16
504,807.48	Federal National Mortgage Assn Passthru CTF Pool Number 745885 6% 10/1/2036 Moody's: N/A S&P: N/A	106.2190	536,201.46	534,228.29
921,659.56	Federal National Mortgage Assn Passthru CTF Pool Number 888129 5.5% 2/1/2037 Moody's: N/A S&P: N/A	104.8700	966,544.38	964,286.31
315,030.50	Federal National Mortgage Assn Passthru CTF Pool Number 928584 6.5% 8/1/2037 Moody's: N/A S&P: N/A	107.2030	337,722.15	337,230.31

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
199,305.03	Federal National Mortgage Assn Passthru CTF Pool Number AC6118 4.5% 11/1/2039 Moody's: N/A S&P: N/A	99.9170	199,139.61	204,054.10

Individual holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost
30,000	Burlington North Santa Fe Corp DTD 6/21/2002 5.9% 7/1/2012 Moody's: BAA1 S&P: BBB	\$ 108.4230	\$ 32,526.90	\$ 32,985.00
55,000	Kroger Co DTD 1/28/2003 5.5% 2/1/2013 Moody's: BAA2 S&P: BBB	106.7950	58,737.25	59,193.75
50,000	Merrill Lynch & Co DTD 2/5/2008 5.45% 2/5/2013 Moody's: A2 S&P: A	105.2270	52,613.50	52,254.00
90,000	Citigroup Inc DTD 4/11/2008 5.5% 4/11/2013 Moody's: A3 S&P: A	103.6760	93,308.40	91,509.30
55,000	Amer Express Credit Co DTD 8/20/2008 7.3% 8/20/2013 Moody's: A2 S&P: BBB+	112.3880	61,813.40	61,261.75
70,000	Telecom Italia Cap DTD 5/15/2004 5.25% 11/15/2013 Moody's: BAA2 S&P: BBB	105.1790	73,625.30	74,969.30
50,000	Diageo PLC DTD 10/21/2008 7.375% 1/15/2014 Moody's: A3 S&P: A-	115.6810	57,840.50	58,102.00
55,000	Duke Energy Corp DTD 1/26/2009 6.3% 2/1/2014 Moody's: BAA2 S&P: BBB+	109.9620	60,479.10	60,696.35

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Individual Holdings Corporate
continued

Shares per value	Description	Market price	Market value	Tax cost
115,000	AT&T Inc DTD 2/3/2009 4.85% 2/15/2014 Moody's: A2 S&P: A	106.3290	122,278.35	123,357.05
55,000	Cme Group Inc DTD 2/9/2009 5.75% 2/15/2014 Moody's: AA3 S&P: AA	109.3770	60,157.35	60,661.70
55,000	Hewlett-Packard Co DTD 12/5/2008 6.125% 3/1/2014 Moody's: A2 S&P: A	111.7390	61,456.45	61,839.25
50,000	Coca Cola Enterprises Inc DTD 11/3/2008 7.375% 3/3/2014 Moody's: A3 S&P: A	115.9600	57,980.00	58,681.00
75,000	Dow Chemical Company DTD 5/13/2009 7.6% 5/15/2014 Moody's: BAA3 S&P: BBB-	113.7890	85,341.75	74,766.00
60,000	France Telecom DTD 7/7/2009 4.375% 7/8/2014 Moody's: A3 S&P: A-	104.4960	62,697.60	63,135.00
60,000	Marsh & McLennan Cos Inc Marsh & McLennan Cos Inc Sr NT Moody's: BAA2 S&P: BBB-	102.2720	61,363.20	62,452.00
75,000	Wells Fargo & Company DTD 10/1/2009 3.75% 10/1/2014 Moody's: A1 S&P: AA-	99.7050	74,778.75	74,880.45
75,000	Prudential Financial Inc DTD 9/15/2009 4.75% 9/17/2015 Moody's: BAA2 S&P: A	101.4020	76,051.50	75,412.90
80,000	Abbott Labs DTD 5/12/2006 5.875% 5/15/2016 Moody's: A1 S&P: AA	110.2990	88,239.20	89,709.60
75,000	Boeing Co DTD 11/20/2009 3.75% 11/20/2016 Moody's: A2 S&P: A	96.6710	72,503.25	73,797.75

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
85,000	General Mills Inc DTD 1/24/2007 5.7% 2/15/2017 Moody's: BAA1 S&P: BBB+	108.1450	91,923.25	92,893.95
40,000	Kimberly-Clark DTD 7/30/2007 6.125% 8/1/2017 Moody's: A2 S&P: A	110.8570	44,342.80	45,739.20
55,000	Exelon Generation Co LLC DTD 9/28/2007 6.2% 10/1/2017 Moody's: A3 S&P: BBB	107.1940	58,956.70	60,500.00
50,000	Bank Of America Corp DTD 12/4/2007 5.75% 12/1/2017 Moody's: A2 S&P: A	102.4020	51,201.00	51,002.50
100,000	Morgan Stanley DTD 12/28/2007 5.95% 12/28/2017 Moody's: A2 S&P: A	103.1440	103,144.00	99,717.00
55,000	JP Morgan Chase & Co DTD 12/20/2007 6% 1/15/2018 Moody's: AA3 S&P: A+	107.4990	59,124.45	59,668.40
100,000	Goldman Sachs Group Inc DTD 1/18/2008 5.95% 1/18/2018 Moody's: A1 S&P: A	105.5970	105,597.00	99,858.00
75,000	Comcast Corp DTD 11/17/2006 5.875% 2/15/2018 Moody's: BAA1 S&P: BBB+	106.1580	79,618.50	80,216.25
50,000	Credit Suisse New York DTD 2/19/2008 5.75% 2/15/2018 Moody's: AA2 S&P: A	104.6340	52,317.00	49,835.50
55,000	Archer Daniels DTD 3/4/2008 5.45% 3/15/2018 Moody's: A2 S&P: A	106.5120	58,581.60	59,285.60
75,000	Spectra Energy Capital DTD 4/10/2008 6.2% 4/15/2018 Moody's: BAA2 S&P: BBB	106.2010	79,650.75	80,705.25

E RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Investment Holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost
60,000	Berkshire Hathaway Fin DTD 11/15/2008 5.4% 5/15/2018 Moody's: AA2 S&P: AAA	104.4790	62,687.40	64,165.80
55,000	Travelers Companies Inc DTD 5/13/2008 5.8% 5/15/2018 Moody's: A2 S&P: A-	106.5730	58,615.15	60,661.70
55,000	Time Warner Cable Inc DTD 6/19/2008 6.75% 7/1/2018 Moody's: BAA2 S&P: BBB	109.8560	60,420.80	61,205.65
60,000	E.I. DU Pont De Nemours DTD 7/28/08 6% 7/15/2018 Moody's: A2 S&P: A	109.1170	65,470.20	67,488.00
80,000	Union Pacific Corp DTD 2/5/2008 5.7% 8/15/2018 Moody's: BAA2 S&P: BBB	104.7500	83,800.00	86,988.80
75,000	Pacific Gas & Electric Co DTD 10/21/2008 8.25% 10/15/2018 Moody's: A3 S&P: BBB+	122.1050	91,578.75	95,400.00
45,000	National Rural Util Coop DTD 10/30/2008 10.375% 11/1/2018 Moody's: A1 S&P: A+	132.5080	59,628.60	59,283.00
35,000	Altria Group Inc DTD 11/10/08 9.7% 11/10/18 Moody's: BAA1 S&P: BBB	123.6170	43,265.95	43,520.40
55,000	Devon Energy Corporation DTD 1/9/2009 6.3% 1/15/2019 Moody's: BAA1 S&P: BBB+	111.3460	61,240.30	60,749.70
40,000	Nisource Finance Corp DTD 5/20/2008 6.8% 1/15/2019 Moody's: BAA3 S&P: BBB-	106.9450	42,778.00	43,458.80
50,000	Trans-Canada Pipelines DTD 1/9/2009 7.125% 1/15/2019 Moody's: A3 S&P: A-	116.9220	58,461.00	59,126.00

E. RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
25,000	Amgen Inc DTD 1/16/2009 5.7% 2/1/2019 Moody's: A3 S&P: A+	107.2350	26,808.75	27,546.75
85,000	Conocophillips DTD 2/3/2009 5.75% 2/1/2019 Moody's: A1 S&P: A	109.4550	93,036.75	92,814.90
50,000	Hess Corp DTD 2/3/2009 8.125% 2/15/2019 Moody's: BAA2 S&P: BBB-	120.5960	60,298.00	59,468.50
100,000	Honeywell International Inc DTD 2/20/2009 5.0% 2/15/2019 Moody's: A2 S&P: A	103.5470	103,547.00	106,135.00
50,000	McKesson Corp DTD 2/12/2009 7.50% 2/15/2019 Moody's: BAA3 S&P: BBB+	118.5880	59,294.00	59,198.00
100,000	Consolidated Edison Co Of NY DTD 3/25/2009 6.65% 4/1/2019 Moody's: A3 S&P: A-	113.3190	113,319.00	115,914.00
50,000	Conagra Foods Inc DTD 4/14/2009 7.0% 4/15/2019 Moody's: BAA2 S&P: BBB	113.1810	56,590.50	58,817.50
50,000	Norfolk Southern Corp DTD 6/1/2009 5.9% 6/15/2019 Moody's: BAA1 S&P: BBB+	106.7750	53,387.50	55,525.00
75,000	Deutsche Telekom INT Fin DTD 6/22/2009 6% 7/8/2019 Moody's: BAA1 S&P: BBB+	106.7670	80,075.25	80,637.75
45,000	Northrop Grumman Corp DTD 7/30/2009 5.05% 8/1/2019 Moody's: BAA2 S&P: BBB	102.1160	45,952.20	47,379.15
35,000	Kellogg Co DTD 3/29/01 7.45% 4/1/2031 Moody's: A3 S&P: BBB+	121.2410	42,434.35	43,803.20

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2009 FORM 990-PF

PART II - Balance Sheets @

December 31, 2009

Chicago Equity Partners LLC

~~Individual Holdings Corporate~~
~~continued~~

Shares/par value	Description	Market price	Market value	Tax cost
40,000	Kraft Foods Inc DTD 11/2/2001 6.5% 11/1/2031 Moody's: BAA2 S&P: BBB+	100.4530	40,181.20	42,169.60
35,000	General Elec Cap Corp Medium Term Nts Book Entry Tranche # TR 00528 6.75% 03/15/2032 Moody's: AA2 S&P: AA+	101.9560	35,684.60	36,659.00
45,000	Wal-Mart Stores Inc DTD 8/24/2007 6.5% 8/15/2037 Moody's: AA2 S&P: AA	113.7980	51,209.10	52,521.75
40,000	United Parcel Service DTD 1/15/2008 6.2% 1/15/2038 Moody's: AA3 S&P: AA-	110.8640	44,345.60	46,649.20
35,000	Chubb Corp DTD 5/6/2008 6.5% 5/15/2038 Moody's: A2 S&P: A+	110.1210	38,542.35	40,255.60
35,000	Glaxosmithkline Cap Inc DTD 5/13/2008 6.375% 5/15/2038 Moody's: A1 S&P: A+	110.7880	38,775.80	41,077.05
40,000	Cisco Systems Inc DTD 2/17/2009 5.9% 2/15/2039 Moody's: A1 S&P: A+	101.1090	40,443.60	43,032.80
35,000	Pfizer Inc DTD 3/24/2009 7.2% 3/15/2039 Moody's: A1 S&P: AA	122.1940	42,767.90	44,335.55
25,000	Lockhead Martin Corp DTD 11/18/2009 5.5% 11/15/2039 Moody's: BAA1 S&P: A-	97.9820	24,495.50	24,793.25
Total taxable individual holdings			\$ 12,009,891.58	\$ 12,095,203.69

Alternative investments

Private equity

Shares/par value	Description	Market price	Market value	Tax cost
55,000	Northern Trust Company DTD 11/9/2007 5.85% 11/9/2017 Moody's: A1 S&P: AA-	\$ 105.5050	\$ 58,027.75	\$ 60,422.45
Total private equity			\$ 58,027.75	\$ 60,422.45
Total alternative investments			\$ 58,027.75	\$ 60,422.45
Total fixed income			\$12,067,919.33	\$12,155,626.14

E. RHODES AND LEONA B. CARPENTER FOUNDATION
Grant-Making Guidelines – as of 11/1/07

Form of Applications

All applications must be in writing, in duplicate, and addressed to the E. Rhodes and Leona B. Carpenter Foundation, 1735 Market Street – Suite 3420, Philadelphia, PA 19103. No specific forms are required. Letter applications are sufficient and must include:

1. A brief history of and the purpose of the organization.
2. The specific project or program for which funding is requested.
3. A detailed budget for that project or program, including any charges for general administrative overhead.
4. The amount requested.
5. Financial statements of the requesting organization for its current and the immediately preceding fiscal year.
6. A copy of the organization's ruling that it is described in Internal Revenue Code Section 501(c)(3) and is not a private foundation under Code Section 509(a).

Application Deadlines

The Foundation Board generally meets in the spring and in the autumn. Applications should be postmarked or private carrier dated on or before January 31 to be considered at the spring meeting and on or before July 31 for the autumn meeting.

Grant-Making Guidelines

1. The Foundation will consider grant requests from public charities which had direct relationships with Leona or Rhodes Carpenter during their lifetimes.
2. The Foundation will consider grant requests in support of graduate theological education from United States and Canadian organizations which are public charities.
3. The Foundation will consider grant requests from public charities in communities where Carpenter Co. has had long-time manufacturing facilities. In regard to the community of Richmond, Virginia, the Foundation will consider requests only for support of the performing arts. The Foundation will consider requests from organizations in or outside Richmond, provided that the performing arts activity for which funding is requested occurs primarily within the Richmond City limits.
4. The Foundation will consider requests from museums which are public charities and have a permanent collection for the purchase, restoration and conservation of Asian art and relating to education in Asian art. In addition, the Foundation will consider requests from such institutions to underwrite the costs of exhibitions of Western art in the Peoples Republic of China or the Republic of China (Taiwan).
5. The Foundation will consider grant requests from public charities involved in providing hospice care.
6. The Foundation will consider funding public charities' projects (e.g., programs, conferences, resources, etc.) offering support to lesbian, gay, bisexual and transgender persons of faith, or endeavoring to insure faith communities' understanding, affirmation, and inclusion of such persons.

Restrictions and Limitations

1. The Foundation generally will not consider grant requests to support private secondary education, individuals or large public charities, e.g., the American Red Cross, American Cancer Society, United Way, etc.
2. The Foundation generally will not transfer funds from its endowment to the endowment of another organization. Grants are made for specific projects or programs.

* * *

E. RHODES AND LEONA B. CARPENTER FOUNDATION
Grant-Making Guidelines – as of 10/31/09

Form of Applications

All applications must be in writing, in duplicate, and addressed to the E. Rhodes and Leona B. Carpenter Foundation, 1735 Market Street – Suite 3420, Philadelphia, PA 19103. The Foundation will consider only one request from an organization in a calendar year. Applications must have numbered pages. No specific form is required; however, an application must be prefaced by a maximum 50-word synopsis of the project and the amount of funding requested. A letter application is sufficient and must include:

1. The amount requested.
2. The specific project or program for which funding is requested.
3. A detailed budget for that project or program, including any charges for general administrative overhead.
4. A brief history of and the purpose of the requesting organization.
5. Financial statements of the requesting organization for its current and the immediately preceding fiscal year.
6. A copy of the organization's IRS ruling that it is described in Internal Revenue Code Section 501(c)(3) and is not a private foundation under Code Section 509(a).

Application Deadlines

The Foundation Board generally meets in the spring and in the autumn. Applications should be postmarked or private carrier dated on or before January 31 to be considered at the spring meeting and on or before July 31 for the autumn meeting.

Grant-Making Guidelines

1. The Foundation will consider grant requests from public charities which had direct relationships with Leona or Rhodes Carpenter during their lifetimes.
2. The Foundation will consider grant requests in support of graduate theological education from United States and Canadian organizations which are public charities.
3. The Foundation will consider grant requests from public charities in communities where Carpenter Co. has had long-time manufacturing facilities. In regard to the community of Richmond, Virginia, the Foundation will consider requests only for support of the performing arts. The Foundation will consider requests from organizations in or outside Richmond, provided that the performing arts activity for which funding is requested occurs within the Richmond City limits.
4. The Foundation will consider requests from museums which are public charities and have a permanent collection for the purchase, restoration and conservation of Asian art and relating to education in Asian art. In addition, the Foundation will consider requests from such institutions to underwrite the costs of exhibitions of Western art in the Peoples Republic of China or the Republic of China (Taiwan).
5. The Foundation will consider grant requests from public charities involved in providing hospice care.
6. The Foundation will consider funding public charities' projects (e.g., programs, conferences, resources, etc.) offering support to lesbian, gay, bisexual and transgender persons of faith, or endeavoring to insure faith communities' understanding, affirmation, and inclusion of such persons.

Restrictions and Limitations

1. The Foundation generally will not consider requests to support private secondary education, individuals, local religious congregations, or large public charities, e.g., the American Red Cross, American Cancer Society, United Way, etc.
2. The Foundation generally will not transfer funds from its endowment to the endowment of another organization. Grants are made for specific projects or programs.

* * *

2009 FORM 990-PF

Grants 1/1/2009 through 12/31/2009

Date	Payee	Address	Purpose of Grant	Amount
7/6/2009	Abby Kelley Foster House, Inc.	52 High Street, Worcester, MA 01609	Support of its emergency shelter program	(6,000.00)
6/8/2009	Aids Leadership Foothills Alliance	1120 Fairgrove Church Road SE - Suite 28, Hickory, NC 28602	Help with the expense of expanding its outreach department and upgrading its computer technology	(5,000.00)
12/4/2009	Amherst College - Mead Art Museum	Box 5000, Amherst, MA 01002	Underwriting the conservation of nine Tibetan Tangkas	(40,000.00)
7/2/2009	Angel's Place	4323 Division Street - Suite 206, Metairie, LA 70002	Help with operating costs of its newly renovated house	(8,000.00)
12/4/2009	Art 180	OE 4th Street, Studio 1, Richmond, VA 23224	Help with one year after school programming in performing arts for disadvantaged youth	(15,000.00)
12/9/2009	Art-Reach	1819 FK Blvd., Philadelphia, PA 19103	Ticketing and in-facility program	(5,000.00)
6/12/2009	Arts Council of Richmond, Inc.	1906-A North Hamilton Street, Richmond, VA 23230	Help with costs of creation of a Performing Arts Education Web Site	(30,000.00)
2/13/2009	Arts Engine, Inc.	104 West 14th Street - 4th Floor, New York, NY 10011	General operation expenses	(10,000.00)
7/6/2009	Assoc Of Small Foundations	P O Box 247, Winokos, VT 05604	Develop and grow unique and timely investment seminars	(1,000.00)
12/11/2009	Avow Hospice	1095 Whipcorwill Lane, Naples, FL 34105	Underwrite the costs of replacing 18 laptop computers	(10,242.00)
12/4/2009	Aware Central Texas	202 E First Street, Belton, TX 76513	Support the family coach program	(50,000.00)
12/11/2009	Baptist Memorial Regional Home	6141 Walnut Grove road, Memphis, Tennessee 38120	Costs of a new 24-bed residential hospice house	(10,000.00)
3/11/2009	Barksdale Theatre	1601 Willow Lawn Drive - Suite 301E, Richmond, VA 23230	- General operation expenses	(45,000.00)
12/11/2009	Bartlesville Theatre	1601 Willow Lawn Drive - Suite 301E, Richmond, VA 23230	Underwrite partially the costs of the Sound of Music	(10,000.00)
12/11/2009	Bd Of Trustees-University Of AL	1530 3rd Avenue S., Birmingham, AL 35294	Support the art therapy programming at the Legacy Art Station at the UAB Palliative and Comfort Care unit	(10,000.00)
12/11/2009	Beloit Regional Hospice	655 Third Street, Suite 200, Beloit, Wisconsin 53511	Help with the purchase of laptop computers, mobile printers and Allscripts field licenses	(10,000.00)
12/4/2009	Bellon Christian Youth Center	P O Box 854, Belton, TX 76513	Support Youth Center playground structure and a duro-last roof	(55,370.00)
12/4/2009	Birmingham Museum Of Art	2000 Eighth Avenue North, Birmingham, Alabama 35203	Help with exhibit costs for Dragons and Lotus Petals Vietnamese Ceramics from the Birmingham Museum of Art	(10,000.00)
6/30/2009	Bloom VT Desert Ministries, UCC	3155 East Ramon Road - Unit 802, Palm Springs, CA 92264	General operation expenses	(20,000.00)
12/9/2009	Board Church Extension Disciples of Christ	130 E Washington Street, 9th Fl., Indianapolis, Indiana 46204	Help with costs of graduate level course exploring church development and church planning	(60,000.00)
3/20/2009	Brethren Mennonite Council For LGBT Interests	810 West 31st Street, Minneapolis, MN 55408	Help with the costs of a National Field Organizer	(20,000.00)
12/9/2009	Bryn Mawr Hospital	130 S Bryn Mawr Ave., Bryn Mawr, PA 19010	Pastoral care training component of the Hospital's Palliative Care Program	(25,000.00)
1/23/2009	Calcutta House	1601 West Grand Avenue, Philadelphia, PA 19130	Help with costs of providing housing and palliative support services	(15,000.00)
6/8/2009	Caldwell County Hospice	902 Kirkwood Street, N.W. Lenox, NC 28645	Help with construction costs	(150,000.00)
6/12/2009	California Riverside Ballet	3840 Lemon Street - Suite B, Riverside, CA 92501	Help fund two performances	(10,000.00)
7/2/2009	Calvary Fund Inc.	1740 Eastchester Road, Bronx, NY 10461	Pastoral Care program	(10,000.00)
7/2/2009	Capital Hospice	5555 Arlington Boulevard - Suite 500, Falls Church, VA 22042	Assist with its continuing efforts to reach out to racial, ethnic, and linguistic minorities	(15,000.00)
12/4/2009	Catawba County Schools	P O Box 1000 Newton, NC 28658	Charitable purposes of Catawba County Parenting Network	(8,000.00)
12/4/2009	Catch Kids, Inc.	P O Box 796, Tupelo, MS 38802	Support dental care program for disadvantaged youth	(50,000.00)
12/19/2009	Cathedral of the Sacred Heart	823 Park Avenue, Richmond, VA 23220	Fees of guest artists and guest choirs at the Cathedral's Richmond concert series	(100,000.00)
4/10/2009	Cathedral Church/St James Chicago	65 East Huron Street, Chicago, IL 60611	General operation expenses	(10,000.00)
12/9/2009	Center For Anti-Violence Education	327 7th Street, Brooklyn, NY 11215	Expand its violence prevention, stress reduction programs for LGBT persons of faith in the N Y area	(20,000.00)
7/6/2009	Center For Progressive Christianity	4916 Pt Fossil Dr NW #148, Gig Harbor, WA 98335	Development of age appropriate Children's Curriculum project	(20,000.00)
11/19/2009	Center For Progressive Christianity	4916 Pt Fossil Dr NW #148, Gig Harbor, WA 98335	Support development of the age appropriate Children's Curriculum project	(20,000.00)
1/16/2009	Central Massachusetts Housing Alliance	7-11 Bellevue Street, Worcester, MA 01609	Help support its "Hope for Housing" program	(10,000.00)
7/2/2009	Central Vermont Home Health Agency	600 Greiner Road, Barre, VT 05641	Help with costs of its bereavement program	(20,000.00)
7/6/2009	Cheerful Givers	2002 North Main Street, Santa Ana, CA 92706	Help with 2010 educational programs connected to Andel Arts of China	(5,000.00)
12/9/2009	Children's Hospital Foundation	1287 Berry Ridge Road, Eagan, MN 55123	To assist in providing toy-filled birthday bags to disadvantaged children	(15,000.00)
12/9/2009	China Institute	34th Street and One Center Blvd., Philadelphia, PA 19104	Support of the Hospital's pediatric Pastoral Care Fellowship Training Program	(20,000.00)
6/30/2009	Chinese Christian Scholars Assoc	125 East 65th Street, New York, NY 10065	Supporting 2010 art exhibition entitled "Confucius"	(20,000.00)
1/23/2009	Christian Community-Life Quies	6404 South Calhoun Street, Fort Wayne, IN 46807	Help with costs of its Dialogue Symposium and Cultural Exchange Program	(10,000.00)
12/9/2009	Christian Community	6404 South Calhoun Street, Fort Wayne, IN 46807	General operation expenses	(10,000.00)
12/4/2009	Christian Farm-Treehouse, Inc	3804 Riverside Trail, Temple, Texas 76702	Treatment of at least 9 persons at its drug/alcohol treatment centers	(65,000.00)
12/9/2009	Church of Saint Luke/Lt Fields	487 Hudson Street, New York, NY 10014	Support LGBTQ youth outreach program	(15,000.00)
6/30/2009	Church Within A Church Movement	P O Box 576524, Chicago, IL 60657	General operation expenses	(26,667.00)
3/20/2009	City Mission Society of Boston	14 Beacon Street - #203, Boston, MA 02108	Help support its Urban Ministry Education Program	(4,100.00)
10/13/2009	City of Richmond	724 S Center Street, Hickory, NC 28602	Help with costs of its Summer Enrichment program	(25,000.00)
3/25/2009	City of Verona	900 E Broad Street, Room 407, Richmond, VA 23219	General operating expenses	(40,000.00)
6/12/2009	Columbia College	194 Main Street, Verona, MS 38879	Help with costs of repairs to its City Park	(25,000.00)
6/12/2009	Communities in School Bell-Coryell Counties	600 South Michigan Avenue, Chicago, IL 60605	Help with costs of its exhibition Reversed Images	(10,000.00)
6/30/2009	Cooperative Metropolitan Ministries	4520 E Central Texas Expressway, Killeen, TX 76543	Help underwrite salaries and benefits of two Communities in Schools Site Directors	(45,000.00)
12/4/2009	Cornell University	474 Centre Street, Newton, MA 02458	Help support its Interfaith Youth Initiative	(40,000.00)
7/2/2009	Covenant Hospice	Herbert F. Johnson Museum of Art, Ithaca, NY 14853	Conservation and preservation costs of three East Asian paintings	(15,000.00)
10/14/2009	Cross over Ministry	5041 North 12th Avenue, Pensacola, FL 32504	Help with costs of CareAssist beds	(15,000.00)
12/9/2009	Cross over Ministry	108 Cowardin Avenue, Richmond, VA 23224	General operating expenses	(15,000.00)
7/2/2009	Crozer-Chester Foundation	One Medical Center Boulevard, Upland, PA 19013	Help with costs associated with Lay Health Promoter program	(10,000.00)
7/29/2009	Cultural Arts Center-Glen Allen	2880 Mountain Road, P O Box 1249, Glen Allen, VA 23060	General operating expenses	(7,000.00)
12/9/2009	Dancers' Group	1360 Mission Street, Suite 200, San Francisco, CA 94013	General operating expenses	(9,000.00)

12/9/2009	Downtown United Presbyterian Chu	121 North Fitzhugh, Rochester, NY 14614	Cover the costs of bringing a team of 25 persons to a meeting of the Presbyterian Church for LGBT inclusion	(30,000.00)
12/9/2009	Dumbarton United Methodist Church	3133 Dumbarton Street, N.W., Washington, DC 20007	Help with the project "Many Voices"	(25,000.00)
12/4/2009	East Bell County Interfaith	P O Box 3201, Temple, TX 76701	Grant to Family Promise of Bell County to help with renovations, operation and expansion of its program	(40,000.00)
11/2/2009	Eastern Mennonite University	Harrisonburg, VA 22802	General operating expenses	(10,000.00)
10/13/2009	Ecclesia Ministries	P O Box 51003, Boston, MA 02205	General operating expenses	(28,000.00)
12/4/2009	Emory University - Atlanta	571 South Mills Circle, Atlanta, GA 30322	Help with spring 2010 exhibition "When Gold Blossoms: Indian Jewellery from the Susan L. Benington Collection"	(25,000.00)
12/9/2009	Emory University - Atlanta	571 South Mills Circle, Atlanta, GA 30322	Provide financial planning for and to teach financial literacy to Candler Divinity School students	(50,000.00)
6/30/2009	Equality Ohio Education Fund	50 W Broad Street, LeVeque Tower Suite 1970, Columbus, OH 43215	Help support its program "Our Stories: Our Faith" and full-time faith Community Organizer	(20,000.00)
12/9/2009	Extraordinary Lutheran Ministries	2649 N Francisco Ave., Chicago, IL 06647	Help with operational expenses of Chicago office and staff and costs of preparing an outreach DVD	(20,000.00)
11/9/2009	Faith Trust Institute	2400 North 45th Street, Suite 101, Seattle, WA 98103	Help with the expansion and continuation of the Institute's Seminary Project	(100,000.00)
12/4/2009	Families In Crisis, Inc.	P O Box 25, Kilken, Texas 76540	To help with the costs of 50% of the salaries, benefits and travel expenses of the case manager and educator	(40,000.00)
6/30/2009	Family Diversity Projects	P O Box 1246, Amherst, MA 01004	Partially fund a master's level counselor position to assist with the Center's Emotional & Financial recovery project	(60,000.00)
12/4/2009	Family Guidance Center	17 Highway 70 SE, Hickory, NC 28602	General operating expenses	(25,000.00)
8/7/2009	Fan Free Clinic	1010 North Thompson St., P O Box 6477, Richmond, VA 23230	General operating expenses ??	(15,000.00)
10/14/2009	Fan Free Clinic	1010 N Thompson St., P O Box 6477, Richmond, VA 23230	General charitable purposes	(20,000.00)
9/4/2009	Feed More, Inc.	1415 Rhoadmiller Street, Richmond, VA 23220	Funding to help three items in their project	(50,000.00)
12/4/2009	Firehouse Theatre Project	1619 West Broad Street, Richmond, VA 23220	Cover the costs of the six month trial for a Sunday evening arts centered worship gathering	(12,000.00)
7/20/2009	First Congregational Church-Harick	2 East Central Street, Natch, MA 01760	Help with costs of one of its exhibitions	(25,000.00)
3/6/2009	FL State University Research Fdn	441 East Fordham Road, Bronx, NY 10458	Help with costs of producing a book by Dr. Bradford Hintz	(22,500.00)
6/30/2009	Fordham University	2601 Atkinson Avenue, Kilken, TX 76543	Help with costs of building one home in the Belton/Temple area	(30,000.00)
6/12/2009	Fort Hood Area Habitat for Humanity	P O Box 29053, Washington, DC 20017	Help support eight civic engagement training workshops	(10,000.00)
4/79/2009	Franciscan Action Network	2901 Bridgeport Way East, University Place, WA 98466	Continued support of the SOUL program	(20,000.00)
12/11/2009	Franciscan Foundation Washington	706 West Girard Avenue, Philadelphia, PA 19123	General operation and expanded outreach program costs	(100,000.00)
7/2/2009	Friends Hospice Project of Phila	825 Houston Mill Road - Suite 250, Atlanta, GA 30329	Help support second-year summary students and African-American Doctoral Fellows	(65,000.00)
4/28/2009	Fund for Theological Education	111 Queen's Park, Toronto, Ontario, Canada M5S 2C7	Help with costs of two projects for its Japanese and Japanese inspired porcelain	(20,000.00)
12/9/2009	Gardiner Museum	104 West 29th Street, 4th Fl., New York, N Y 10001	Support of GLAAD's Religion, Faith & Values Media Program	(100,000.00)
12/9/2009	Gay+Lesbian Alliance Against Defamation	Tupelo Public Schools, Tupelo, MS 38804	Equipment costs	(4,000.00)
11/10/2009	George Washington Cancer Elementary School	2400 Ridge Road, Berkeley, CA 94709	Provide scholarships for 2 LGBT students for two years	(10,000.00)
12/9/2009	Graduate Theological Union	370 Main Street, Suite 650, Worcester, MA 01608	Support of its efforts to establish a GLBT Partnership Fund	(10,000.00)
7/6/2009	Greater Worcester Community Fdn	370 Main Street, Suite 650, Worcester, MA 01608	Support of its Worcester Tree Initiative	(10,000.00)
8/7/2009	Greater Worcester Community Fdn	1840 West Greco Street, Richmond, VA 23220	General operation expenses	(4,000.00)
6/12/2009	Ground Zero Dance Company	P O Box 1341, Lenoir, NC 28645	Help with construction costs	(10,000.00)
6/8/2009	Habitat for Humanity-Caldwell Co	P O Box 9475, 772 6th Street SW, Hickory, NC 28603	Underwrite the costs of construction of one Habitat House	(60,000.00)
12/4/2009	Habitat for Humanity-Clawwa Valley	77 Sherman Street, Hartford, CT 06105	Support of its congregational relations program	(33,000.00)
8/18/2009	Hartford Seminary	45 Francis Avenue, Cambridge, MA 02138	Support of the Seminary's Congregational Relations Program	(75,000.00)
11/19/2009	Harvard Divinity School	1600 Herick Road, Newton Centre, MA 02459	Help support graduate and doctoral students whose studies relate to religion, ethics and sexuality	(86,000.00)
6/30/2009	Hebrew College	1200 Centre Street, Boston, MA 02131	Help support its "Jewtechs" program	(10,000.00)
12/9/2009	Hebrew Senior Life	P O Box 2572, Hickory, NC 28601	Education of religious professionals	(13,387.00)
12/4/2009	Hickory Museum of Art	331 Main Avenue, P O Box 1431, Hickory, NC 28603	Help with the costs of upgrading its phone system and security system	(6,261.00)
12/4/2009	Hickory Soup Kitchen	309 Court Route 47, P O Box 840, Saranac Lake, NY 12983	Underwrite the costs of purchasing and replacing evaporator coil and condensing unit walk in freezer & cooler	(20,000.00)
7/2/2009	High Peaks Hospice & Palliative Care Inc	P O Box 116, Russellville, KY 42276	Help underwrite costs of equipment, converting and implementing a computerized patient charting system	(27,540.00)
12/4/2009	Historic Russellville	P O Box 416, Morgantown, NC 28680	Development of a program called "Reach One - Teach One" an after school tutoring & work program for boys	(12,000.00)
6/8/2009	History Museum of Burke County	22 Prospect Street, Nashua, NH 03060	Help with its building renovations	(15,000.00)
12/11/2009	Home Health & Hospice Care	154 Hindman Road, Butler, PA 16001	Help with costs of replacing worn carpeting in Hospice	(15,000.00)
12/11/2009	Home Health Services	3532 Ephraim McDowell Dr., Louisville, KY 40205	Underwrite the costs of a portion of the costs of construction of a new Inpatient Hospice	(20,000.00)
12/11/2009	Hospasus Inc.	1531 W Palmetto Park Road, Boca Raton, FL 33486	Help with costs renovating and refurbishing the Inpatient Care Center	(10,000.00)
12/11/2009	Hospice By The Sea	540 White Plains Road - Suite 300, Tarrytown, NY 10591	Support the Compassionate Care Fund for medically indigent individuals	(5,000.00)
7/2/2009	Hospice Care in Westchester & Putnam	99 Sunnyside Boulevard, Woodbury, NY 11797	General operation expenses	(40,000.00)
12/11/2009	Hospice Care Network	208 Eld Drive, Beres, KY 40403	Massage Therapy project	(35,000.00)
12/11/2009	Hospice Care Plus	1306 Pine Tree Road, Longview, TX 75604	Help with purchase of satellite office space in Onaway County	(10,000.00)
7/2/2009	Hospice Longview, Heart's Way's	P O Box 266, Enola, PA 17025	Help with costs of uninsured hospice patients	(25,000.00)
7/2/2009	Hospice of Central Pennsylvania	P O Box 271, Oakland, MD 21550	Help with costs of retiring a loan to finance the new Community Caring Center	(15,000.00)
7/2/2009	Hospice Of Garrett Co., Inc.	501 South Cherry Street, Suite 700, Denver, CO 80246	Help underwrite a portion of its staff travel budget	(10,000.00)
12/11/2009	Hospice of Metro Denver	800 Stony Brook Court, Newburgh, NY 12550	Supporting the art therapy program	(10,000.00)
12/11/2009	Hospice of Midcoast Maine	227 Dunham Street, Norwich, CT 06360	Help with costs of Hospice Volunteers	(13,000.00)
12/11/2009	Hospice of Orange & Sullivan Cos	P O Box 1472, Beckley, W VA 25801	Help with costs of the Hospice Homecare Program	(15,000.00)
12/11/2009	Hospice of Southeastern CT	6805 US Hwy 11, Putnam, NY 13676	Help with construction costs of a new home care administration building	(25,000.00)
7/2/2009	Hospice Of Southern West Va, Inc	2042 Beacon Street, Newton, MA 02468	Cost of purchasing a CellTrak software system	(15,000.00)
12/11/2009	Hospice of St. Lawrence Valley	1835 Rogers Road, Anderson, SC 29621	Help support its Helping Hands Program	(20,000.00)
7/2/2009	Hospice Of The Comforter, Inc.	1300 St. Mary's Street, Suite 400, Raleigh, NC 27605	Help with costs providing services to individuals with inadequate or no insurance	(15,000.00)
12/11/2009	Hospice of the Good Shepherd	1717 South Main Street, Lakewood, CA 95453	Help with renovation project known as Renewal at the Rainey House	(10,000.00)
12/11/2009	Hospice of the Upstate	P O Box 772, Middlebury, VT 05753	Support the Indigent Patient Fund project	(10,000.00)
12/11/2009	Hospice of Wake County	P O Box 309, Boone, NC 28607	Help with costs of its Wings of Hope Bereavement Program	(5,000.00)
7/2/2009	Hospice Service of Lake County	1905 Holcombe Boulevard, Houston, TX 77030	Help with costs of training hospice volunteers	(40,000.00)
12/11/2009	Hospice Volunteer Services, Inc.	1640 Rhode Island Avenue, N.W., Washington, DC 20036	General operating expenses	(10,000.00)
6/8/2009	Hospitality House O/T Boone Area	184 Fifth Avenue - 4th Floor, New York, NY	Underwrite the costs of producing and marketing an episode dealing with how religious arguments promote LGBT	(40,300.00)
12/9/2009	Houston Hospice	619 E Dupont road, #267, Ft. Wayne, Indiana 46825	Provides transitional housing for nonviolent, male, ex-offenders	(20,000.00)
12/9/2009	Human Rights Campaign Foundation			(1,000.00)
7/6/2009	In The Life Media, Inc			
12/9/2009	Indiana Development Council, Inc			

Part IV - Grants and Contributions Paid

12/29/2009	Institute For Jewish Spirituality	330 Seventh Ave., Suite 1401, New York, NY 10001	Support of rabbinic leadership training programs and alumni activities for 2009 to 2010	(30,000.00)
12/29/2009	Integrity	620 Park Avenue #311, Rochester, NY 14607	Underwrite the costs of conducting a series of nine "Inclusion Activism 2.0" workshops	(30,000.00)
10/28/2009	International Arts & Artists	9 Hillier Court NW, Washington, DC 20008	Costs of North American tour of exhibition Savings Voices Recent Ceramics by Women from Japan	(3,000.00)
12/4/2009	James River Singers, Inc.	9224 Holbrook Dr., Richmond, VA 23229	Help with the Singers' balance of 2009 through 2011 programs	(20,000.00)
7/2/2009	Jewish Family Services	2120 Arch Street - 5th Floor, Philadelphia, PA 19103	Help with operating expenses of its hospice network	(35,000.00)
3/11/2009	Johns Hopkins Nursing School	525 N. Wolfe Street - Room 529, Baltimore, MD 21205	Help with costs related to its Community Health Nursing Centers	(25,000.00)
7/2/2009	Joseph's House	1730 Lanier Place, NW, Washington, DC 20009	Help provide services for up to twelve poor and homeless persons dying of cancer	(75,000.00)
6/30/2009	Judson Memorial Church	55 Washington Square South, New York, NY 10012	Help with costs of its "J.A. Carrers with a Purpose" program	(10,675.00)
6/8/2009	Junior Achievement	440 1/2 East Main Avenue, Bowling Green, KY 42101	Help with costs of providing Junior Achievement program to classes at Tupelo Middle and Lee County High school	(10,000.00)
7/6/2009	Junior Achievement of MS	Tupelo High School, Tupelo, MS 38801	Help with costs of its Clergy Education and Empowerment Program	(15,000.00)
6/30/2009	Kansas City Hospice	4 Nancy Lane, Framingham, MA 01701	General operation expenses	(150,000.00)
7/2/2009	LA + MS Hospice + Palliative	700 Prospect Avenue East, Cleveland, OH 44115	Completing the establishment of a scholarship for Latinas and Latinos to attend UCC Seminars	(12,000.00)
3/4/2009	Lee United Companions	9221 Ward Parkway, Suite 100, Kansas City, MO 64114	Adding 8 additional patient rooms to its free-standing hospice facility	(12,000.00)
6/2/2009	Lebanon Cumberland Presbyterian Church	2495 Fox Gap Road, Bangor, PA 18013	Help support its retreat programs - outreach and marketing efforts and scholarships for low income applicants	(15,000.00)
12/4/2009	Logan County Good Samaritan, Inc	717 Kerheres Street, New Orleans, LA 70116	Help with costs of new van and commercial sized refrigerator for its Day Care Center	(35,000.00)
12/4/2009	Logan County School District	Box 366, Tupelo, MS 38801	General operation expenses	(250,000.00)
6/12/2009	Lone Star Legal Aid	105 Church Street (P.O. Box 127), Leeburg, KY 42256	Help with costs of purchasing new computer equipment	(4,450.00)
6/30/2009	Love Makes A Family Foundation	P.O. Box 1602, Russellville, KY 42276	Underwriting the costs of replacing old network switches and creating wireless hot spots within campus	(100,000.00)
6/8/2009	Lutheran Services F/T Aging	P.O. Box 417, Russellville, KY 42276	Help with costs of purchasing new computer equipment	(12,000.00)
6/30/2009	Lutherans Concerned North Americ	512 South Main Street, Belton, TX 76513	Help underwrite salaries and benefits of a part-time volunteer coordinator	(10,000.00)
7/2/2009	Maine Hospice Council	576 Farmington Avenue, Hartford, CT 06105	Help support its LGBT religious organizing project	(16,000.00)
7/6/2009	Mark Thallander Foundation	1125 10th Street, Blvd. NW, Hickory, NC 28601	Help with costs of electric high/low beds	(35,000.00)
6/12/2009	Maymont Foundation	P.O. Box 4707, St. Paul, MN 55104	Help with costs of staffing and other related activities for the August Churchwide Assembly	(8,000.00)
12/4/2009	Mental Health Fund	15 Hospital Drive, York, ME 03909	Help defray costs for its ME Hospice Council Retreat	(10,000.00)
2/19/2009	Merrimack County Nursing Home	1700 Hampton Street, Richmond, VA 23220	Fund the ecumenical choral and organ festival The New England Summer Choir and Organ Festival	(25,000.00)
12/4/2009	Metropolitan Adventist Hospital	3050 11th Avenue DR SE, Hickory, NC 28602	Help support its free musical and tickered music programs	(150,000.00)
12/11/2009	Metropolitan Area Neighborhood Nutrition - MANNA	P.O. Box 1614, Glendale, CA 91209	Help with costs of relocation of its main office	(10,000.00)
12/9/2009	Metropolitan Community Church	P.O. Box 30181, Philadelphia, PA 19103	Help with costs of its new hospice care wing	(23,570.00)
12/4/2009	Metropolitan Museum Of Art	P.O. Box 1374, Abilene, TX 79604	Costs of equipment in its new pediatric unit	(10,000.00)
6/12/2009	Milam Elementary School	1000 Fifth Ave., New York, NY 10028	Delivery of meals to homebound hospice patients	(70,000.00)
1/27/2009	Monroe Hospice Center Inc	720 West Jefferson Street, Tupelo, MS 38804	Help with costs of scholarships for seminary tuition for MCC ministerial candidates	(150,000.00)
12/11/2009	Monroe Hospice Center Inc	4363 Northern Pike, Monticello, PA 15146	Exhibit support for From Kanadu to Dadu - the World of Kublai Khan	(15,000.00)
12/9/2009	Montana Human Rights Network	P.O. Box 1599, Helena, MT 59624	General operation expenses	(25,000.00)
12/11/2009	Montgomery Hospice	1355 Piccard Drive, Suite 100, Rockville, MD 20850	Continued support of the costs of construction of a free standing hospice house	(20,000.00)
7/2/2009	Montgomery Viking Nurses Hospice	300 Harper Drive, Moonstown, NJ 08057	Support the Truth in Progress Project - a multi-media educational project	(15,000.00)
6/12/2009	Mooreville High & Middle School	P.O. Box 60, Mooreville, MS 38857	Providing services to underserved and uninsured patients	(10,000.00)
12/4/2009	Museum Of Arts And Design	2 Columbus Circle, New York, NY 10019	Help with costs of computer software and equipment	(5,000.00)
12/4/2009	Museum of Contemporary Art	770 N.E. 125 Street, North Miami, FL 33161	Help with costs of educational and public programs	(8,000.00)
6/12/2009	Museum of Fine Arts, Boston	465 Huntington Avenue, Boston, MA 02115	Purchase of a work by Chinese artist, Cao Fei	(50,000.00)
6/12/2009	Museum of Fine Arts, Houston	P.O. Box 6826, Houston, TX 77265	Help with costs of Chinese collection documentation project	(10,000.00)
8/18/2009	Naropa University	2130 Arapahoe Avenue, Boulder, CO 80302	Help support its Artists from Korea exhibition	(60,000.00)
6/30/2009	National Gay & Lesbian Task Force	1325 Massachusetts Avenue, NW-Suite 600, Washington, DC 20056	Assessment, curriculum review and modification project relating to Master of Divinity program	(50,000.00)
12/4/2009	National Geographic Society	1145 17th Street, N.W., Washington, DC 20036	Help support its Terra Cotta Warriors Guardian of China's first Emperor	(75,000.00)
6/30/2009	National Interfaith Committee	1020 W. Bryn Mawr Avenue - 4th Floor, Chicago, IL 60660	Help with costs of its religious perspectives on work program	(15,000.00)
6/8/2009	National Nursing Centers Consortium	260 South Broad Street - 18th Floor, Philadelphia, PA 19102	Help with development costs	(50,000.00)
12/4/2009	Nelson Atkins Museum-Kansas City	4525 Oak Street, Kansas City, Missouri	Help with costs of planning the refurbishment and reinstallation of six galleries devoted to Chinese Art	(200,000.00)
6/12/2009	New Beginnings Of Tupelo	P.O. Box 7055, Tupelo, MS 38802	Help support its Genesis program	(5,000.00)
6/12/2009	New York Botanical Garden	Bronx, New York 10458	Help with costs of its children's education program with its "Kiku" exhibition	(75,000.00)
8/18/2009	New York Theological Seminary	475 Riverside Drive, Suite 500, New York, NY 10115	Fund its "The Carpenter Project II Teaching Ministry for Human Wholeness"	(40,000.00)
12/4/2009	Newark Museum	49 Washington Street, Newark, NJ 07102	Support the Red Laquer Collection project	(50,000.00)
12/4/2009	Newton-Conover Auditorium Author	60 West 6th Street, P.O. Box 1354, Newton, NC 28658	Help with costs of capital improvements	(8,000.00)
10/14/2009	Negishi Museum, The	32-37 Vernon Blvd., Long Island City, NY 11106	Conservation treatment costs of basalt and granite sculptures in Museum's permanent collection	(50,000.00)
8/7/2009	Northstar Academy	8055 Strider Road, Richmond, VA 23294	Repairs and renovations described as falling within Phase I	(10,000.00)
3/10/2009	Oak Hill Community Development	74 Providence Street, Worcester, MA 01604	Support charitable activities of Neighborworks - HomeOwnership Center of Worcester	(65,000.00)
6/12/2009	Oberlin College	87 North Main Street, Oberlin, OH 44074	Help with acquisition costs of a hanging scroll by Kao Yu	(12,000.00)
6/12/2009	One Voice Chorus Inc.	P.O. Box 13852, Richmond, VA 23225	General operation expenses	(20,000.00)
6/30/2009	Pacific Asia Museum	46 North Los Robles Avenue, Pasadena, CA 91101	Help with costs of completing the planning phase of its new Orientation Gallery	(120,000.00)
12/9/2009	Parkers	1798 Seaside Avenue, Berkeley, CA 94709	General operation expenses	(25,000.00)
7/2/2009	Partners Home Care	230 Central Street, Auburndale, MA 02466	Help with costs of its College Behind Bars Seminary program	(15,000.00)
7/6/2009	Phag Juneau	281 Winter Street - Suite 240, Waltham, MA 02451	Help with costs of its Transitions program	(5,000.00)
12/4/2009	Philadelphia Museum Of Art	Box 32245, Juneau, AK 99803	Help with costs of literature	(35,000.00)
7/6/2009	Pierpont Morgan Library	P.O. Box 7646, Philadelphia, PA 19101	Upcoming exhibit help for Kambha - the embroidered Quilts of Bengal	(45,000.00)
12/9/2009	Pilgrim Place-The Napier Initiative	225 Madison Avenue, New York, NY 10016	Help with its general operating costs	(10,000.00)
7/2/2009	Pine Tree Hospice	660 Avery Road, Claremont, CA 91711	Creation of annual awards for students demonstrating outstanding leadership potential	(19,000.00)
6/30/2009	Plowshares Institute	809 Hopmeadow Street, P.O. Box 243, Simsbury, CT 06070	Help with costs of an administrative assistant and volunteer coordinator	(15,000.00)
7/20/2009	Plymouth United Church Of Christ	2717 E. Hampshire Street, Milwaukee, WI 53211	Help with costs of seven workshops	(10,000.00)

12/4/2009	Pontotoc Elementary School	140 Education Drive, Pontotoc, MS 38863	Underwriting costs of purchasing playground equipment	(15,000 00)
6/12/2009	Preservation Society of Newport	424 Bellevue Avenue, Newport, RI 02840	Help with costs of conservation treatment of a large Chinese lacquer panel	(30,000 00)
6/30/2009	Protestant Chaplaincy Council	2014 Washington Street, Newport, RI 02840	Help expand its field and clergy education programs	(10,000 00)
6/30/2009	Reconciling Ministries	3801 North Keeler Avenue - 3rd Floor, Chicago, IL 60641	Help with costs of its Deep and Wide campaign	(40,000 00)
6/30/2009	Reconstructionist Rabbinical Col	1299 Church Road, Wyncote, PA 19095	Underwrite three internships for Rabbinical students in multifaceted organizations	(80,000 00)
12/9/2009	Resource Center - Women & Ministry	1202 Werts Street, Durham, NC 27701	Supporting Meinrad Craighand Documentary Project "Praying with Images"	(5,500 00)
2/24/2009	Richmond Ballet	407 East Canal Street, Richmond, VA 23219	Help with costs of live music for "The Nutcracker"	(114,398 56)
6/12/2009	Richmond Ballet	407 East Canal Street, Richmond, VA 23219	Help with costs of live music provided by the Richmond Symphony	(65,601 44)
6/12/2009	Richmond Boys Choir, Inc.	P O Box 14654, Richmond, VA 23211	05/09.9.15	(200,000 00)
6/12/2009	Richmond Chamber Players	612 East Grace Street - Suite 401, Richmond, VA 23219	General operation expenses within Richmond	(30,000 00)
6/12/2009	Richmond Community Action	P O Box 6905, Richmond, VA 23230	Help support its Interlude Concert Series	(3,000 00)
6/12/2009	Richmond Symphony	1845 Chicago Avenue - Suite A, Riverside, CA 92507	Help with costs of its Musical Youth Program	(10,000 00)
6/12/2009	Richmond Triangle Players	3425 Mission Inn Avenue, Riverside, CA 92501	General operation expenses	(50,000 00)
6/12/2009	Riverside Area Rape Crisis Center	6165 Industrial Avenue, Riverside, CA 92504	Help with costs of new office equipment	(40,000 00)
6/12/2009	Riverside Art Museum	P O Box 349, Riverside, CA 92502	Help support its Canine Crossroads program	(15,000 00)
6/12/2009	Riverside Humane Society	6050 Industrial Avenue, Riverside, CA 92504	Early learning program at the Riverside Public Library's Case Blanca Library	(10,000 00)
12/4/2009	Riverside Public Library	2110 McElree Road, Richmond, VA 23235	General operating expenses	(80,000 00)
9/18/2009	Riverside School District	765 S Pasadena Avenue, Pasadena, CA 91105	General operating expenses	(55,000 00)
12/9/2009	Riverside School, Inc.	150 West 17th Street, New York, NY 10011	Help purchase transport truck, equipment shuttle vehicle, marching uniforms and an industrial grill	(10,000 00)
12/4/2009	Ronald McDonald House Char's CA	Russellville, KY	General operating expenses	(15,000 00)
6/12/2009	Rubin Museum Of Art	236 W 73rd Street, New York, NY 10023	Help with costs of its exhibition Mandala	(90,000 00)
7/6/2009	Russellville High School Band Boosters	2319 East Broad Street, Richmond, VA 23223	Help purchase transport truck, equipment shuttle vehicle, marching uniforms and an industrial grill	(30,000 00)
8/18/2009	Rugers Presbyterian Church	243 Third Avenue NE, Hickory, NC 28601	General operating expenses	(40,000 00)
6/12/2009	Saint John's Church Foundation	5 Eves Drive - Suite 300, Marlton, NJ 08053	Help support its "Liberty or Death" program	(15,000 00)
3/70/2009	Salt Block Fdn	151 Third Street, San Francisco, CA 94103	Help support its West Educational Wing renovation project	(75,000 00)
7/12/2009	Samiritan Hospice	P O Box 2177, Tupelo, MS 38803	Help implement its Point of Care program	(10,000 00)
6/12/2009	San Francisco Museum	P O Box 2177, Tupelo, MS 38803	Help with two exhibitions	(25,000 00)
7/2/2009	Sanctuary Hospice House	2106 N Hamilton Street, Richmond, VA 23230	Help with its operating revenue shortfall	(35,000 00)
12/4/2009	Sanctuary Hospice House	2106 N Hamilton Street, Richmond, VA 23230	General operating expenses	(50,000 00)
6/12/2009	School of the Performing Arts	2106 N Hamilton Street, Richmond, VA 23230	Help support its "New Voices for the Theater" program	(25,000 00)
1/5/2009	School of the Performing Arts in the Richmond Community	1330 West Peachtree Street, NW - Suite 350, Atlanta, GA 30309	Help support its "2009 STAGES" program	(100,000 00)
11/19/2009	Source Museum of VA Edn	P O Box 11674, Richmond, VA 23230	Carpenter Science Theatre general programming through year 2011	(50,000 00)
12/4/2009	Shaker Museum At South Union	P O Box 177, Auburn, KY 42206	Help with costs of the project "Finishing Touches"	(35,000 00)
12/4/2009	Shannon Primary School	P O Box 469, Shannon, MS 38668	Support the literacy program called TEAM	(10,000 00)
7/6/2009	Southern Hospitals Group	P O Box 3195, Lynchburg, VA 24503	Support conference PTSD & Prejudice being held in West Palm Beach	(10,000 00)
12/11/2009	Southeast Conference United CC	200 Mill Road, Suite 120, Fairhaven, MA 02719	Hospice public awareness and physician education program	(15,000 00)
4/7/2009	Southeast Conference United CC	1330 West Peachtree Street, NW - Suite 350, Atlanta, GA 30309	Help support its Progressive Church Networks program	(160,000 00)
11/19/2009	Southeast Conference United CC	1330 West Peachtree Street, NW, Atlanta, GA 30309	Support UCC Conference's Progressive Church Networks program	(120,000 00)
6/12/2009	SPST Library Archives & Museum	P O Box 100, Temple, TX 76503	Help with construction costs and moving artifacts to new location	(25,000 00)
7/12/2009	St Anthony's Medical Center	10010 Kennedy Road - Suite 150, MOB-A, St. Louis, MO 63128	Help with care of uninsured hospice patients	(11,000 00)
7/6/2009	Stonewall Communities	P O Box 990035, Boston, MA 02199	To help with the general operating costs of its Lifelong Learning Institute	(15,000 00)
7/20/2009	Swift Creek Health Services	61 Duke Street, P O Box 232, Northumberland, PA 17857	Performances of Swift Creek Kids' Children's Theatre Traveling Show	(4,000 00)
10/6/2009	Swift Creek Mill Theatre	2413 South 13th Street, Temple, TX 76504	Help with costs of production, publicity and related expenses for 2009-2010 Main Series season	(40,000 00)
12/4/2009	Temple Cox Theatre	P O Box 1326 Temple, TX 76503	Help with Phase III of renovations to its Mary Alice Marshall Performing Arts Center	(50,000 00)
6/12/2009	Temple Housing Residential	19 North Main Street, Temple, TX 76501	General operating expenses	(7,000 00)
12/4/2009	Temple Junior College Foundation	P O Box 4241, Temple, TX 76505	Help with costs of its 2009-2010 season	(35,000 00)
7/29/2009	Temple Symphony Orchestra	6621 Fannin Street, Temple, Texas 76505	Supporting the Legacy of Love program	(20,000 00)
12/4/2009	Temple Symphony Orchestra	2320 S Street NW, Washington, DC 20008	Underwrite educational programming for Contemporary Japanese Fashion	(24,000 00)
12/11/2009	Texas Children's Hospital	Gerry House #86, 593 Eddy Street, Providence, RI 02903	To underwrite costs of one student for program focusing on the pastoral needs of health care providers	(12,160 00)
12/4/2009	Textile Museum	P O Box 29907, San Francisco, CA 94129	General operation expenses	(34,500 00)
1/23/2009	The Chaplaincy Center	8000 York Road, Towson, MD 21252	Help support its Japanese Ososonne Enamel exhibition	(75,000 00)
2/4/2009	The Tides Center	600 North Charles Street, Baltimore, MD 21201	Underwrite programming for Richmond inner-city children and free main stage tickets and an After School program	(125,000 00)
3/25/2009	The Walters Art Gallery	144 West 100th Street, New York, NY 10025	Help with Society's 2010 Summer Fellowships program	(40,000 00)
12/4/2009	Theaters IV	950 Denia Way, Santa Barbara, CA 93111	Publishing a catalogue of 235 ceramic Nutsicle recently given to Museum	(15,000 00)
12/9/2009	Tides Center	P O Box 1033, Toledo, OH 43697	Partially fund the exhibition and lecture series of Sacred Arts for World Healing program	(25,000 00)
12/4/2009	Toledo Museum Of Art	8000 York Road, Towson, MD 21252	Help with professional development costs of its hospice team	(10,000 00)
12/11/2009	Townson University Foundation, Inc	2108 W. Entart Avenue, Kennenwick, WA 99136	Help with costs of hiring a social worker and other program expenses	(50,000 00)
6/30/2009	Trinity Evangelical Lutheran Church	160 West 100th Street, New York, NY 10025	Help support scholarship aid for female graduate students	(15,000 00)
6/30/2009	Trustees of Boston College	140 Commonwealth Avenue, Chestnut Hill, MA 02467	General operation expenses	(6,000 00)
6/12/2009	Tupelo Ballet, Inc.	1902 W. Main Street, Tupelo, MS 38801	Help with costs of its "Real-World Data" project	(30,000 00)
6/12/2009	Tupelo Middle School	1009 Varsity Drive, Tupelo, MS 38801	Help with costs of its "Building a Community of Life Long Learners"	(55,000 00)
12/4/2009	Tupelo Public School District	Tupelo Public Schools, Tupelo, MS 38804	Purchase of IMAGINE Technology (computers, printers, software licenses, etc.) for gifted students	(50,000 00)
12/4/2009	Tupelo Symphony Orchestra	P O Box 4241, Temple, Texas 76505	Fees to be paid to the Symphony's music director and conductor and fund Orchestra expenses for regional perf	(10,000 00)
4/29/2009	UCC Coalition For LGBT Concerns	2592 W. 14th Street, Cleveland, OH 44113	Help with costs of its Youth and Young Adult Program	(50,000 00)
10/6/2009	UCC Justice + Witness Ministries	700 Prospect Avenue East, Cleveland, OH 44115	General operating expenses	(10,000 00)
11/19/2009	Union Theological Seminary	3041 Broadway at Reinhold Niebuhr Place, N.Y. NY 10027	Scholarships in honor of Joseph C. Hough, Jr	(10,000 00)
12/4/2009	University Corp San Francisco St	1000 Holloway Avenue, San Francisco, CA 94132	Help with presentation South Asian Modern - photography and video	(15,000 00)
6/12/2009	University of Florida	P O Box 112700, SW 34th Street and Hull Road, Gainesville, FL 32611	Help with costs of two Chinese art publication projects	(15,000 00)

2009 FORM 990-PF

6/12/2009	University of Mary Hardin-Baylor	900 College Street, Belton, TX 76513	Help provide scholarships and program support for its Conservatory of Music program	(40,000 00)
12/4/2009	University Of Pennsylvania	3260 South Street, Philadelphia, PA 19104	Underwrite the purchase and installation of a new painting rack system	(15,087 00)
6/12/2009	University of Richmond	Richmond, VA 23173	Help with costs of its four-part performing arts series	(70,000 00)
6/12/2009	VA Commonwealth University	1315 Floyd Avenue, P O Box 843007, Richmond, VA 23284	Help with costs of its Dance Festival and national scholarships program	(75,000 00)
7/2/2009	Valley Home Care	15 Essex Road, Paramus, NJ 07652	Help with its Butterflies program	(10,000 00)
11/19/2009	Vanderbilt Divinity School	411 21st Avenue South, Nashville, Tennessee 37240	Underwrite full tuition and stipends for nine Carpenter scholars pursuing degree ministry programs	(150,000 00)
6/12/2009	Venture Richmond	200 South Third Street, Richmond, VA 23219	Help with costs of its Second Street Festival	(10,000 00)
7/6/2009	Virginia Historical Society	1503 Santa Rosa Road - Suite 234, Richmond, VA 23221	General operation expenses	(5,000 00)
6/12/2009	Virginia Opera Association, Inc.	600 East Grace Street, Richmond, VA 23229	Underwrite the costs of printing a hard copy catalogue for exhibit The Portent John Brown's Raid in American Hist	(125,000 00)
11/19/2009	Virginia Performing Arts Fdn	1510 Valley Center Parkway - Suite 200, Bethlehem, PA 18017	Support of the restoration and expansion of Richmond Center Stage	(500,000 00)
7/2/2009	Visiting Nurse Assoc - St Luke's	120 Thomas Street, Worcester, MA 01608	Help with costs of indigent care for hospice patients	(20,000 00)
12/11/2009	VNA Care Network Foundation Inc	1110 Pm road, Colchester, VT 05446	Renovate and repair Chilton House its hospice residence located in Cambridge	(30,000 00)
12/11/2009	VNA of Chittenden - Grand Isle	502 Bedford Street, Fall River, MA 02720	Replacing the northwest roof corner at Vermont Respite House and replace the ridge vent across roof	(15,000 00)
7/2/2009	VNA of Middlesex - East	P O Box 7226, Winston-Salem, North Carolina 27109	Help with costs of laptop computers	(10,000 00)
7/2/2009	VNA of Southeastern MA	3720 Upton Street, NW, Washington, DC 20016	Help with costs of its hospice and palliative care program	(15,000 00)
11/19/2009	Wake Forest University	304 Main Street, P O Box 200, Waterville, ME 04903	Support Wake Forest Divinity School's Ministerial Capacity Project	(46,000 00)
12/11/2009	Washington Home & Community Hosp	555 Eaton Commons, Exton, PA 19341	Help with uncompensated hospice costs	(10,000 00)
12/11/2009	Waterville Hospice	150 Monument Road - Suite 300, Bala Cynwyd, PA 19004	Identify rural towns in its service area underserved by hospice and provide education and outreach	(15,000 00)
6/30/2009	Well Springs Congregation	48 Winthrop Avenue, Wollaston, MA 02170	Help with capital expenses of its new facility	(5,000 00)
7/2/2009	Wissahickon Hospice	125 3rd Street NE, P O Box 1608, Hickory, NC 28603	Support one pastoral residency at the Church for its Turnaround Ministry Pilot Program	(10,000 00)
7/30/2009	Wollaston Congregational Church	137 S. Easton Road, Glenside, PA 19038	Help with costs of various technology, marketing and financial upgrades	(54,000 00)
6/8/2009	Women's Resource Center	128 Central Street, Auburn, MA 01501	Three strategic initiatives designed to strengthen the Won Buddhist Ministry in America	(10,000 00)
12/9/2009	Won Institute of Graduate Studies	11 Pleasant Street, Suite 300, Worcester, MA 01609	Help with efforts to help congregations act on concerns for housing, youth development and human recovery	(5,000 00)
7/6/2009	Worcester Area Mission Society	474 Boston Turnpike, Shrewsbury, MA 01545	Charitable activities	(20,000 00)
8/7/2009	Worcester Community Housing Reso	486 Chandler Street, Worcester, MA 01602	Safety upgrades and new equipment needed for the New Street Glass Studio	(20,000 00)
8/7/2009	Worcester County Food Bank	4020 Jefferson Street, Riverside, CA 92504	Upgrades to the gymnasium	(10,000 00)
12/9/2009	Worcester State Fdn - College			(75,000 00)
12/2/2009	YMCA of Riverside			

(10,015,609 00)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization E. RHODES AND LEONA B. CARPENTER FOUNDATION		Employer identification number 51 0155772	
	Number, street, and room or suite no. If a P.O. box, see instructions. 1735 MARKET STREET - SUITE 3420			
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103			

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► **JOSEPH A. O'CONNOR, JR.**

Telephone No. ► (**215**) **979-3222** FAX No. ► (**215**) **979-3229**

- If the organization does not have an office or place of business in the United States, check this box ☐ **►**
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ **►**. If it is for part of the group, check this box ☐ **►** and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 16**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20**09** or
 - ☐ tax year beginning, 20, and ending, 20

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 52,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 100,000
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization E. RHODES AND LEONA B. CARPENTER FOUNDATION	Employer identification number 51 : 0155772
	Number, street, and room or suite no. If a P.O. box, see instructions. 1735 MARKET STREET - SUITE 3420	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PHILADELPHIA, PA 19103	

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

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

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

- The books are in the care of **JOSEPH A. O'CONNOR, JR.**
Telephone No. **(215) 979-3222** FAX No. **(215) 979-3229**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20**10**.
- 5 For calendar year **2009**, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE RETURN IS STILL NOT FULLY AVAILABLE AS OF THIS DATE**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 52,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 100,000
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶

Title ▶ **EXECUTIVE DIRECTOR**Date ▶ **7/13/10**