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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2010**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 2010, or tax year beginning , 2010, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeE. 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 ☐

Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationFair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 223,209,274.

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

4 Dividends and interest from securities

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 110305857.

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

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)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

b Accounting fees (attach sch)

c Other prof fees (attach sch) SEE ST 3

17 Interest

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

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

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

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

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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		2,954,415.	3,773,093.	3,773,093.
	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	705,949.	1,216,874.	1,126,371.	
	b	Investments — corporate stock (attach schedule) STATEMENT 7	142,505,556.	145,027,056.	168,403,102.	
	c	Investments — corporate bonds (attach schedule) STATEMENT 8	11,449,677.	9,633,283.	9,667,532.	
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 9	16,494,107.	16,962,487.	40,197,556.		
14	Land, buildings, and equipment: basis 83,697.					
	Less: accumulated depreciation (attach schedule) SEE STMT 10	42,077.	31,886.	41,620.	41,620.	
15	Other assets (describe)	2.				
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item i)	174,141,592.	176,654,413.	223,209,274.		
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 SEE STATEMENT 11)		1.		
	23	Total liabilities (add lines 17 through 22)	0.	1.		
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. ☒					
	27	Capital stock, trust principal, or current funds	174,141,592.	176,654,412.		
	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)	174,141,592.	176,654,412.		
	31	Total liabilities and net assets/fund balances (see the instructions)	174,141,592.	176,654,413.		

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	174,141,592.
2	Enter amount from Part I, line 27a	2	2,274,505.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	3	238,316.
4	Add lines 1, 2, and 3	4	176,654,413.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	176,654,413.

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			

(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	9,973,799.
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))
2009	10,614,868.	178,071,975.	0.059610
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

2 Total of line 1, column (d)	2	0.250802
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	0.050160
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	204,448,604.
5 Multiply line 4 by line 3	5	10,255,142.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	127,667.
7 Add lines 5 and 6	7	10,382,809.
8 Enter qualifying distributions from Part XII, line 4	8	10,388,616.

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	127,667.
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	127,667.
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	127,667.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	331,511.	
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		
7 Total credits and payments. Add lines 6a through 6d	7	331,511.	
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	203,844.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax 203,844. Refunded	11	0.	

Part VII-A 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)? <i>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.</i>		X
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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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 P</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 and enter the amount of tax-exempt interest received or accrued during the year	N/A	☐	N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u>BERMUDA, CAYMAN</u>	16	X	

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
1 a	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 ☐	1 b	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 2010?	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> ☐ Yes ☒ No		
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)	2 b	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__ , 20__ , 20__ , 20__</u>		
3 a	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 2010 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 2010)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	X

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Part VII-B 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

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 10.00	47,000.	315.	0.
PAUL B. DAY, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/V-PRES/S 10.00	47,000.	315.	0.
M. H. REINHART % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIRECTOR 7.00	42,000.	315.	0.
JOSEPH A. O'CONNOR, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	EXE. DIRECTO 45.00	266,000.	19,203.	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 50	71,400.	28,845.	0.
JOHN T. YODER % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CPA 50	89,900.	14,675.	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		793,687.

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.

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Form 990-PF (2010)

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	202,642,319.
b	Average of monthly cash balances	1b	4,882,963.
c	Fair market value of all other assets (see instructions)	1c	36,753.
d	Total (add lines 1a, b, and c)	1d	207,562,035.
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	207,562,035.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,113,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	204,448,604.
6	Minimum investment return. Enter 5% of line 5	6	10,222,430.

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	10,222,430.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	127,667.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	127,667.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,094,763.
4	Recoveries of amounts treated as qualifying distributions	4	1,557,140.
5	Add lines 3 and 4	5	11,651,903.
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	11,651,903.

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	10,388,616.
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	10,388,616.
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	127,667.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,260,949.

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

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Form 990-PF (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				11,651,903.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			8,513,807.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 10,388,616.				
a Applied to 2009, but not more than line 2a			8,513,807.	
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 2010 distributable amount				1,874,809.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
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 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				9,777,094.
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 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Part VII Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE GRANTS PAID SCHEDULE	NOT INDIVIDUALS *			9,723,935.
" " " "				
PER K-1'S SEE PARTNERSHIPS SUMMARY				147.
* 501(c)(3) public charities				
Total			3a	9,724,082.
b Approved for future payment				
Total			3b	0.

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

	Yes	No
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		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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?

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 _____

EXECUTIVE DIRECTOR

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check if ☒ if
self-employed

PTIN

Firm's name

Firm's EIN ▶

Firm's address

Phone no

2010

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION

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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	\$ 1,557,140.		
TOTAL	\$ 1,557,140.	\$ 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	\$ 5,151.	\$ 839.		\$ 4,313.
TOTAL	\$ 5,151.	\$ 839.		\$ 4,313.

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	\$ 94,642.	\$ 94,642.		
INVESTMENT ADVISORY	831,600.	831,600.		
TOTAL	\$ 926,242.	\$ 926,242.		\$ 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	\$ 26,200.	\$ 26,200.		
STATE UBIT	117.			
US EXCISE	245,000.			
US UBIT	-292,178.			
TOTAL	\$ -20,861.	\$ 26,200.		\$ 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	\$ 5,827.	\$ 1,457.		\$ 4,370.
CONSULTING - CHARITBLE	4,000.			4,000.
MISCELLANEOUS	363.	91.		272.
OFFICE INTERNET SERVICE	4,993.	1,248.		3,745.
OFFICE OTHER	518.	130.		388.
OFFICE PHONE	9,584.	2,396.		7,188.
OFFICE SUPPLIES	3,974.	994.		2,980.
POSTAGE/DELIVERY	6,706.	1,677.		5,029.
PROFESSIONAL DEVELOPMENT/DUES	2,634.	659.		1,975.
REGISTRATION/REPRESENTATION FEES	197.	49.		148.
SEE SCHEDULE PER K-1 EXPENSES		623,038.		
TOTAL	\$ 38,796.	\$ 631,739.		\$ 30,095.

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	COST	\$ 1,216,874.	\$ 1,126,371.
		\$ 1,216,874.	\$ 1,126,371.
TOTAL		\$ 1,216,874.	\$ 1,126,371.

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	\$ 4,913,228.	\$ 5,231,787.
CAUSEWAY INTERNATIONAL VALUE FUND	COST	24,429,934.	21,141,579.
QUELLOS STRATIGIC PARTNERS	COST	12,500,000.	14,353,243.
WESTERN ASSET ABS STRATEGY FUND	COST	8,355,644.	11,292,792.
COMMON SENSE INVESTORS OFFSHORE HOLDINGS	COST	13,000,000.	14,078,214.
KENNEDY CAPITAL MANAGEMENT	COST	23,771,546.	30,625,688.
INSTITUTIONAL EMERGING MARKETS PORT FUND	COST	7,317,667.	8,592,329.
WEDGE CAPITAL MANAGEMENT	COST	24,760,095.	30,617,065.
WESTFIELD CAPITAL MANAGMENT	COST	25,978,942.	32,470,405.
TOTAL		\$ 145,027,056.	\$ 168,403,102.

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
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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	COST	\$ 9,633,283.	\$ 9,667,532.
	TOTAL	<u>\$ 9,633,283.</u>	<u>\$ 9,667,532.</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.	\$ 22,451,849.
SIGULER GUFF DISTRESSED OPPORTUNITIES FD	COST	-169,414.	4,224,702.
PRIVATE ADVISORS PRIVATE EQUITY LP	COST	-1,228,417.	2,078,286.
OCM REAL ESTATE OPPORTUNITIES FUND 3 LP	COST	-120,000.	2,398,312.
SIGULER GUFF BRIC OPPORTUNITIES FD LP	COST	3,579,248.	5,240,049.
WCP REAL ESTATE FUND II (B)	COST	3,900,000.	3,804,358.
	TOTAL	<u>\$ 16,962,487.</u>	<u>\$ 40,197,556.</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	\$ 49,802.	\$ 19,886.	\$ 29,916.	\$ 29,916.
MACHINERY AND EQUIPMENT	33,895.	22,191.	11,704.	11,704.
TOTAL	<u>\$ 83,697.</u>	<u>\$ 42,077.</u>	<u>\$ 41,620.</u>	<u>\$ 41,620.</u>

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

ROUNDING	1.
TOTAL	<u>\$ 1.</u>

FEDERAL STATEMENTS
E. RHODES AND LEONA B. CARPENTER
FOUNDATION

STATEMENT 12
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NON TAXABLE RETURN OF CAPITAL	\$ 3,343.
PARTNERSHIP CHARITABLE CONTRIBUTION	147.
UNLOCATED DIFFERENCES	234,826.
TOTAL	\$ 238,316.

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 - CHICAGO	PURCHASED	VARIOUS	VARIOUS
2	PUBLICLY TRADED SEC - KENNEDY	PURCHASED	VARIOUS	VARIOUS
3	PUBLICLY TRADED SEC - WEDGE	PURCHASED	VARIOUS	VARIOUS
4	PUBLICLY TRADED SEC - WESTFIELD	PURCHASED	VARIOUS	VARIOUS
5	PUBLICLY TRADED SEC - WELLS	PURCHASED	VARIOUS	VARIOUS
6	PUBLICLY TRADED SEC - WESTERN ASSET	PURCHASED	VARIOUS	VARIOUS
7	PUBLICLY TRADED SEC - CAUSEWAY INT'L V F	PURCHASED	VARIOUS	VARIOUS
8	NET CLASS ACTION/SECURITIES LITIGATION	PURCHASED	VARIOUS	VARIOUS
9	S&P 500 INDEX CTF	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	16032328.		15744037.	288,291.				\$ 288,291.
2	24404731.		19641172.	4763559.				4763559.
3	18496420.		16903330.	1593090.				1593090.
4	24756662.		22280092.	2476570.				2476570.
5	21603162.		20965900.	637,262.				637,262.
6	2000425.		1405882.	594,543.				594,543.
7	2000000.		2397598.	-397,598.				-397,598.
8	2,129.		0.	2,129.				2,129.
9	1010000.		994,047.	15,953.				15,953.
							TOTAL	\$ 9973799.

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	275,479.
WELLS CAPITAL MGT. INC. ONE HUNDRED HERITAGE RESERVE MENOMONEE FALLS, WI 53051	INVESTMENT ADVISORY	181,012.
WEDGE CAPITAL MGT. L.L.P. 301 SOUTH COLLEGE ST, SUITE 2920 CHARLOTTE, NC 28202	INVESTMENT ADVISORY	131,957.

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>
LCG ASSOCIATES, INC. 400 GALLERIA PARKWAY-SUITE 1800 ATLANTA, GA 30339	INVESTMENT CONSULTANT	110,597.
BNY MELLON N A 1735 MARKET STREET - 9TH FLOOR PHILADELPHIA, PA 19103	CUSTODIAN FEES	94,642.
TOTAL \$		<u>793,687.</u>

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

NAME OF GRANT PROGRAM: SEE "GRANT MAKING GUIDELINES @ 10/31/09" *

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: EE "GRANT MAKING GUIDELINES @ 10/31/09" *

SUBMISSION DEADLINES: JANUARY 31 JULY 31 SEE "GRANT MAKING GUIDELINES @ 10/31/09" *

RESTRICTIONS ON AWARDS: SEE "GRANT MAKING GUIDELINES @ 10/31/09" *

* Attached

Note: Also attached is the current "Grant Making Guidelines @ 10/7/11"

2010

FEDERAL SUPPORTING DETAIL

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E. RHODES AND LEONA B. CARPENTER
FOUNDATION

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NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME

SEE PARTNERSHIPS SUMMARY	\$	2,454,298.
LESS BOOK INCOME & GAIN - STATE STREET S&P 500 INDEX CTF		-125,332.
TOTAL	\$	<u>2,328,966.</u>

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

PENSION PLAN	\$	10,079.
HEALTH INSURANCE		22,017.
LIABILITY INSURANCE		2,200.
LT DISABILITY INSURANCE		6,886.
FICA - FOUNDATION'S SHARE		24,130.
PA UNEMPLOYMENT - FOUNDATION'S SHARE		885.
LESS AMOUNTS FOR OFFICERS & DIRECTORS		-20,148.
TOTAL	\$	<u>46,049.</u>

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

AIRFARE	\$	4,840.
LODGING		3,789.
TRANSPORTATION, TAXI, LIMO RENTAL, PARKING		3,502.
MEALS (50% IN COLUMNS B & D)		3,645.
TOTAL	\$	<u>15,776.</u>

12/31/10

2010 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE

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E. RHODES AND LEONA B. CARPENTER
FOUNDATION

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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			12,836	S/L	15	1,791
3	OFFICE FURNITURE+FIXTURES	11/03/03		9,516			3,910	S/L	15	634
7	OFFICE FURNITURE+FIXTURES	5/01/10		6,263				S/L	15	278
8	FILE ROOM SHELVING	2/01/10		7,156				S/L	15	437
	TOTAL FURNITURE AND FIXTURE			49,802		0	16,746			3,140
MACHINERY AND EQUIPMENT										
2	COMPUTERS+SCREENS+PRINTE	11/16/02		14,852			14,352	S/L	10	500
4	FAX MACHINE	1/17/03		1,595			1,119	S/L	10	160
5	CANON IMAGERUNNER 2270	1/01/06		8,698			3,480	S/L	10	870
6	COMPUTERS+SCREENS+PRINTE	10/15/08		6,920			865	S/L	10	692
9	COMPUTER+SCREEN+PRINTER	3/01/10		1,830				S/L	10	153
	TOTAL MACHINERY AND EQUIPME			33,895		0	19,816			2,375
	TOTAL DEPRECIATION			83,697		0	36,562			5,515
	GRAND TOTAL DEPRECIATION			83,697		0	36,562			5,515

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2010 FORM 990-PF

Part I - Partnerships Summary

Income / Gain / (Loss)	Axiom 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 #04-6625099	Siguler Guff Distressed Opportunities Fund #52-2317256	Siguler Guff BRIC Opportunities Fund #20-2425854	WCP Real Estate Fund II (B), L P #27-1049391
Total							
Interest	130,070	34,967	30,036	165	57,092	4,661	3,048
Dividends	766,624	380,534	103,744	113,293	144,400	24,653	
Capital Gain							
Short Term - Section 1256	203,228	161,695	(26,833)	2,728	50,739	8,956	5,691
Long Term	13,131	252		14,022	(3)	(888)	
Long Term - Section 1231	1,151,139	(439,500)	310,593	(35,176)	183,571	132,934	
	18,427	18,337	371		(281)		
	<u>1,385,925</u>						
Other							
Other Income - Portfolio	18,041		344		(5,321)	990	22,028
Other Income (Loss) - Miscellaneous	11,962					11,962	
Other Trade/Business Income (Loss)	0						
Ordinary Section 988 - Currency (Loss)	(124,544)	5,491	88,778		(40,504)	1,416	
Ordinary Income (Loss)	67,241	402			(5)		
Rental Income (Loss)	34,481	57,357			(942)		
PFIC Ordinary Income (Loss)	97,480	45,084					
Ordinary Sec 108 (i) Deferred Debt Discharged							
Per K-1	<u>2,454,298</u>	<u>(277,610)</u>	<u>507,033</u>	<u>95,032</u>	<u>388,746</u>	<u>184,684</u>	<u>(32,714)</u>
Expenses							
Portfolio Expenses - 2% Misc	779		16	748		6	9
Portfolio Expenses - 2% Mgt, etc	496,207	17,035	43,465		72,593	107,149	61,740
Interest	34,152		9,687		23,680	785	
Other Trade/Business Deductions	35,291	12,963	19,297		191	2,840	
Foreign Tax	56,606	53,905	483		1,855	363	
Section 179	3		3				
Per K-1	<u>623,038</u>	<u>261,093</u>	<u>72,951</u>	<u>748</u>	<u>98,319</u>	<u>111,143</u>	<u>61,749</u>
Charitable	147		147				
Per K-1	<u>623,185</u>	<u>261,093</u>	<u>73,098</u>	<u>748</u>	<u>98,319</u>	<u>111,143</u>	<u>61,749</u>
Net Per K-1	<u>1,831,113</u>	<u>1,328,034</u>	<u>433,935</u>	<u>94,284</u>	<u>290,427</u>	<u>73,541</u>	<u>(94,463)</u>
US credit employer FICA	0				0		0
US Tax Withheld	0				0	0	0
US UBTI	<u>4,802</u>	<u>0</u>	<u>15,672</u>	<u>0</u>	<u>(5)</u>	<u>6</u>	<u>(20,355)</u>

Part II - Balance Sheets

Portfolio Value by Investment Account As of 12/31/2010	Investment	Quantity	Book Value	Fair Market Value	
<u>Axiom International Equity Fund</u>					
Axiom International Equity Fund LLC			11,001,070 00		
Total Axiom International Equity Fund			11,001,070 00	22,451,849 00	(A)
<u>Wedge Capital Management</u>					
See attached for details			24,760,094 90	30,617,064 65	
Total Wedge Capital Management			24,760,094 90	30,617,064 65	(B)
<u>Causeway International Value Fund Institutional</u>					
Causeway International Value Fund Institutional		1,691,326 2950	24,429,933 82		
Total Causeway International Value Fund Institutional			24,429,933 82	21,141,578 69	(C)
<u>Common Sense Investors Offshore</u>					
Common Sense Investors Offshore Class A, Series 01/05		56,106 0216	8,000,000 00	7,976,031 80	
Common Sense Investors Offshore Class A, Series 01/05		42,924 7494	5,000,000 00	6,102,182 20	
Total Common Sense Investors Offshore		99,030 7710	13,000,000 00	14,078,214 00	(C)
<u>Harding, Loevner Funds Inc.</u>					
Institutional Emerging Markets Portfolio Fund Inc		496,953 6440	7,317,666 86		
Total Harding Loevner Funds Inc			7,317,666 86	8,592,328 85	(C)
<u>Kennedy Capital Management</u>					
See attached for details			23,771,545 70	30,625,687 71	
Total Kennedy Capital Management			23,771,545 70	30,625,687 71	(B)
<u>Westfield Capital Management</u>					
See attached for details			25,978,941 84	32,470,404 85	
Total Westfield Capital Management			25,978,941 84	32,470,404 85	(B)
<u>OCM Real Estate Opportunities Fund III, L P</u>					
OCM Real Estate Opportunities Fund III, L P			-120,000 00		
Total OCM Real Estate Opportunities Fund III, L P			-120,000 00	2,398,312 00	(A)
<u>Private Advisors Private Equity Fund, L P</u>					
Private Advisors Private Equity Fund, L P			-1,228,417 28		
Total Private Advisors Private Equity Fund, L P			-1,228,417 28	2,078,286 00	(A)
<u>Quellos Strategic Partners II, Ltd 48SU</u>					
Quellos Strategic Partners II, Ltd - 2007 Series 11		7,500 0000	7,500,000 00	7,539,870 00	
Quellos Strategic Partners II, Ltd - 2008 Series 1		6,744 4080	5,000,000 00	6,813,372 91	
Total Quellos Strategic Partners II, Ltd 48SU			12,500,000 00	14,353,242 91	(C)
<u>Siguler Guff BRIC Opportunities Fund, LP</u>					
Siguler Guff BRIC Opportunities Fund, LP			3,579,248 45		
Total Siguler Guff BRIC Opportunities Fund, LP			3,579,248 45	5,240,049 00	(A)
<u>Siguler Guff Distressed Opportunities Fund, LLC</u>					
Siguler Guff Distressed Opportunities Fund, LLC			-169,414 38		
Total Siguler Guff Distressed Opportunities Fund, LLC			-169,414 38	4,224,702 00	(A)
<u>State Street Global Advisors</u>					
S&P 500 Index CTF		96,082 4810	4,913,228 16		
Total State Street Global Advisors			4,913,228 16	5,231,787 17	(D)
<u>Chicago Equity Partners LLC</u>					
See attached for details			10,850,156 84	10,793,902 80	
Total Chicago Equity Partners LLC			10,850,156 84	10,793,902 80	(B)
<u>Westport Capital Partners LLC</u>					
WCP Real Estate Fund II(B)			3,900,000 00		
Total Westport Capital Partners LLC			3,900,000 00	3,804,358 00	(C)
<u>Western Asset Management Company</u>					
Western Asset Absolute Return Strategy, Ltd		74,863 0540	8,355,644 00		
Total Western Asset Management Company			8,355,644 00	11,292,792 24	(C)
Grand Totals			172,839,698 91	219,394,559 87	

Notes

- (A) Per K-1 Ending Capital Account - GAAP Basis
- (B) Per BNY Mellon Bank N A Custodian 12/31/10 Statement
- (C) Per Fund's 12/31/10 Statement
- (D) Per Fund's 12/31/10 Appraisal Report

PART II - Balance Sheets @

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Wedge Capital Management

Asset detail

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
9,700	Nabors Industries LTD (NBR)	\$ 23.4600	\$ 227,562.00	\$ 199,426.33
4,800	Bp PLC Spons ADR (BP)	44.1700	212,016.00	268,433.95
2,400	Chevron Corporation (CVX)	91.2500	219,000.00	122,367.70
3,400	Conocophillips (COP)	68.1000	231,540.00	193,324.00
5,300	E N I Spa Sponsored ADR (E)	43.7400	231,822.00	283,582.93
7,200	Encana Corp (ECA)	29.1200	209,664.00	236,545.77
2,900	Exxon Mobil Corp (XOM)	73.1200	212,048.00	233,349.77
6,300	Marathon Oil Corp (MRO)	37.0300	233,289.00	207,550.73
3,500	National Oilwell Varco Inc. (NOV)	67.2500	235,375.00	150,808.81
2,300	Occidental Petroleum Corp (OXY)	98.1000	225,630.00	149,813.08
10,300	Patterson-UTI Energy Inc (PTEN)	21.5500	221,965.00	161,157.01
3,300	Royal Dutch Shell PLC (RDSA) ADR	66.7800	220,374.00	195,382.33
5,400	Sunoco Inc (SUN)	40.3100	217,674.00	214,234.36
11,000	Talisman Energy Inc (TLM)	22.1900	244,090.00	201,799.17
3,800	Total S.A. ADR (TOT)	53.4800	203,224.00	265,310.17
10,800	Valero Energy Corp New (VLO)	23.1200	249,696.00	208,427.66
Total energy			\$ 3,594,969.00	\$ 3,291,513.77

Materials

Shares/par value	Description	Market price	Market value	Tax cost
1,300	Air Products & Chemicals Inc (APD)	\$ 90.9500	\$ 118,235.00	\$ 89,011.99
2,000	Ashland Inc (ASH)	50.8600	101,720.00	75,331.35
1,700	Ball Corp (BLL)	68.0500	115,685.00	78,165.26

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PART II - Balance Sheets @

December 31, 2010

Wedge Capital Management

Materials
continued

Shares/par value	Description	Market price	Market value	Tax cost
900	Cf Industries Holdings Inc (CF)	135.1500	121,635.00	87,652.35
2,967	Celanese Corp (CE) Series A	41.1700	122,151.39	66,901.22
1,600	Cliffs Nats Res Inc (CLF)	78.0100	124,816.00	80,876.72
3,600	Dow Chemical Co (DOW)	34.1400	122,904.00	96,728.44
2,300	DU Pont (E I) De Nemours And (DD) Company	49.8800	114,724.00	56,676.56
1,300	Eastman Chem Co (EMN)	84.0800	109,304.00	44,953.16
4,200	International Paper Co (IP)	27.2400	114,408.00	71,764.71
1,400	P P G Industries Inc (PPG)	84.0700	117,698.00	70,312.17
2,400	Reliance Steel & Aluminum (RS)	51.1000	122,640.00	62,177.57
1,900	Teck Resources LTD Class B	61.8300	117,477.00	61,160.62
Total materials			\$ 1,523,397.39	\$ 941,712.12

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
2,800	Cummins Inc (CMI)	\$ 110.0100	\$ 308,028.00	\$ 74,819.03
2,900	Eaton Corp (ETN)	101.5100	294,379.00	178,687.68
4,800	Fluor Corp New (FLR)	66.2600	318,048.00	223,334.87
3,700	Joy Global Inc (JOYG)	86.7500	320,975.00	105,096.79
9,900	Kbr Inc (KBR)	30.4700	301,653.00	172,697.24
3,450	Parker Hannifin Corp (PH)	86.3000	297,735.00	198,635.74
12,000	Pitney Bowes Inc (PBI)	24.1800	290,160.00	294,458.10
3,200	3m Co (MMM)	86.3000	276,160.00	215,417.59
Total industrials			\$ 2,407,138.00	\$ 1,463,147.04

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Wedge Capital Management

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
4,600	Royal Caribbean Cruises LTD (RCL)	\$ 47.0000	\$ 216,200.00	\$ 195,415.85
3,100	Advanced Auto Pts Inc (AAP)	66.1500	205,065.00	157,132.18
3,900	Autoliv Inc (ALV)	78.9400	307,866.00	168,954.54
800	Autozone Inc (AZO)	272.5900	218,072.00	186,804.32
4,500	Bed Bath & Beyond Inc (BBBY)	49.1500	221,175.00	149,903.09
6,500	Carmax Inc (KMX)	31.8800	207,220.00	154,533.82
4,000	Coach Inc (COH)	55.3100	221,240.00	210,201.21
2,400	Deckers Outdoor Corp (DECK)	79.7400	191,376.00	119,313.40
3,550	Dollar Tree Inc (DLTR)	56.0800	199,084.00	111,032.36
4,100	Family Dlr Stores Inc (FDO)	49.7100	203,811.00	159,527.60
10,400	Foot Locker Inc (FL)	19.6200	204,048.00	202,728.14
11,600	Ford Motor Company (F)	16.7900	194,764.00	115,619.17
2,800	Fossil Inc (FOSL)	70.4800	197,344.00	204,472.59
3,866	Hasbro Inc (HAS)	47.1800	182,397.88	146,446.37
7,400	Johnson Ctls Inc (JCI)	38.2000	282,680.00	125,417.36
6,200	Limited Brands Inc (LTD)	30.7300	190,526.00	161,895.22
10,100	Radioshack Corp (RSH)	18.4900	186,749.00	222,770.10
3,000	Ross Stores Inc (ROST)	63.2500	189,750.00	121,524.65
3,200	Stanley Black & Decker Inc (SWK)	66.8700	213,984.00	183,072.54
5,900	Tempur-Pedic Intl Inc (TPX)	40.0600	236,354.00	173,291.60
4,300	Tractor Supply Company (TSCO)	48.4900	208,507.00	145,299.34
5,500	Williams Sonoma Inc (WSM)	35.6900	196,295.00	164,205.33
Total consumer discretionary			\$ 4,674,507.88	\$ 3,579,560.78

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost
1,600	Bunge Limited (BG)	\$ 65.5200	\$ 104,832.00	\$ 89,491.24
10,400	Altria Group Inc (MO)	24.6200	256,048.00	188,460.73
3,500	Archer Daniels Midland Co (ADM)	30.0800	105,280.00	100,774.85
2,800	Lorillard Inc (LO)	82.0600	229,768.00	219,002.26
4,500	Philip Morris International Inc (PM)	58.5300	263,385.00	201,060.86
8,000	Reynolds American Inc (RAI)	32.6200	260,960.00	190,026.68
Total consumer staples			\$ 1,220,273.00	\$ 988,816.62

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Wedge Capital Management

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
8,400	Aetna Inc (AET)	\$ 30.5100	\$ 256,284.00	\$ 254,220.09
7,800	Amerisourcebergen Corp (ABC)	34.1200	266,136.00	147,003.18
4,400	Amgen Inc (AMGN)	54.9000	241,560.00	228,337.20
5,200	Astrazeneca PLC Sponsored ADR (AZN)	46.1900	240,188.00	226,528.85
3,800	Biogen Idec Inc (BIIB)	67.0500	254,790.00	213,393.33
32,700	Boston Scientific Corporation (BSX)	7.5700	247,539.00	183,989.02
6,800	Cigna Corp (CI)	36.6600	249,288.00	216,850.33
7,100	Cardinal Health Inc (CAH)	38.3100	272,001.00	258,052.10
4,100	Cephalon Inc (CEPH)	61.7200	253,052.00	244,983.29
7,000	Gilead Sciences Inc (GILD)	36.2400	253,680.00	317,107.40
6,750	Glaxo Smithkline PLC Spons ADR (GSK)	39.2200	264,735.00	241,052.84
4,200	Humana Inc (HUM)	54.7400	229,908.00	201,488.63
4,200	Medco Health Solutions Inc (MHS)	61.2700	257,334.00	248,849.44
7,300	Medtronic Inc (MDT)	37.0900	270,757.00	297,323.40
15,400	Pfizer Inc (PFE)	17.5100	269,654.00	269,174.18
7,400	Sanofi-Aventis ADR (SNY)	32.2300	238,502.00	235,993.78
6,600	Unitedhealth Group Inc (UNH)	36.1100	238,326.00	178,646.49
4,500	Wellpoint Inc (WLP)	56.8600	255,870.00	250,793.66
Total healthcare			\$ 4,559,604.00	\$ 4,213,787.21

Financials

Shares/par value	Description	Market price	Market value	Tax cost
5,700	Ace LTD (ACE)	\$ 62.2500	\$ 354,825.00	\$ 272,434.44
7,000	Ameriprise Financial Inc (AMP)	57.5500	402,850.00	244,007.77
9,100	Assurant Inc (AIZ)	38.5200	350,532.00	248,653.70
8,400	Capital One Financial Corp (COF)	42.5600	357,504.00	350,630.74
6,100	Chubb Corp (CB)	59.6400	363,804.00	282,856.16
8,400	Credit Suisse Group (CS) Sponsored ADR	40.4100	339,444.00	363,491.14
3,100	Franklin Res Inc (BEN)	111.2100	344,751.00	202,820.97
2,100	Goldman Sachs Group Inc (GS)	168.1600	353,136.00	318,858.20
12,600	Hartford Finl Svcs Group Inc (HIG)	26.4900	333,774.00	342,910.92
8,400	JP Morgan Chase & Co (JPM)	42.4200	356,328.00	305,804.39
8,600	Metlife Inc (MET)	44.4400	382,184.00	304,430.78
5,300	Price T Rowe Group Inc (TROW)	64.5400	342,062.00	178,559.90
6,300	Prudential Financial Inc (PRU)	58.7100	369,873.00	148,891.08
6,200	The Travelers Companies Inc (TRV)	55.7100	345,402.00	274,370.53
Total financials			\$ 4,996,469.00	\$ 3,838,720.72

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PART II - Balance Sheets @

December 31, 2010

Wedge Capital Management

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
6,400	Accenture PLC (ACN)	\$ 48.4900	\$ 310,336.00	\$ 288,120.32
9,900	Altera Corp (ALTR)	35.5800	352,242.00	190,961.17
6,000	Amphenol Corp New (APH) CL A	52.7800	316,680.00	203,145.88
9,400	Analog Devices Inc (ADI)	37.6700	354,098.00	271,553.42
1,000	Apple Inc (AAPL)	322.5600	322,560.00	237,453.44
6,000	Computer Sciences Corp (CSC)	49.6000	297,600.00	297,176.54
4,900	Dolby Laboratories Inc (DLB) CL -A	66.7000	326,830.00	215,927.90
600	Google Inc (GOOG)	593.9700	356,382.00	365,832.90
8,000	Hewlett Packard Co (HPQ)	42.1000	336,800.00	336,054.25
2,100	International Business Machines (IBM) Corporation	146.7600	308,196.00	248,708.38
6,400	Intuit (INTU)	49.3000	315,520.00	282,643.20
6,500	Lam Resh Corp (LRCX)	51.7800	336,570.00	309,346.05
10,200	Linear Technology Corp (LLTC)	34.5900	352,818.00	284,439.12
10,100	Oracle Corp (ORCL)	31.3000	316,130.00	292,855.56
5,700	Sap Akiengesellschaft Sponsored ADR (SAP)	50.6100	288,477.00	262,516.46
9,500	Texas Instruments Inc (TXN)	32.5000	308,750.00	220,536.46
4,300	Visa Inc-Class A Shrs (V)	70.3800	302,634.00	308,120.94
14,000	Western Union Co (WU)	18.5700	259,980.00	229,099.30
Total information technology			\$ 5,762,603.00	\$ 4,844,491.29

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost
3,900	Nii Hldgs Inc (NIHD) CL B New	\$ 44.6600	\$ 174,174.00	\$ 95,779.56
Total telcommunications services			\$ 174,174.00	\$ 95,779.56

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December 31, 2010

Wedge Capital Management

Utilities

Shares/par value	Description	Market price	Market value	Tax cost
5,800	Ameren Corporation (AEE)	\$ 28.1900	\$ 163,502.00	\$ 154,760.28
9,400	C M S Energy Corp (CMS)	18.6000	174,840.00	114,981.34
4,500	Edison International (EIX)	38.6000	173,700.00	158,003.94
2,200	Entergy Corp (ETR)	70.8300	155,826.00	166,933.66
4,200	Firstenergy Corp (FE)	37.0200	155,484.00	158,300.94
3,238	Integrus Energy Group Inc (TEG)	48.5100	157,075.38	124,886.96
8,400	Nrg Energy Inc (NRG) Com New	19.5400	164,136.00	186,935.49
12,200	NV Energy Inc (NVE)	14.0500	171,410.00	130,695.44
9,200	Teco Energy Inc (TE)	17.8000	163,760.00	131,575.01
Total utilities			\$ 1,479,733.38	\$ 1,327,073.06
Total U.S. common stocks			\$ 30,392,868.65	\$ 24,584,602.17
International-developed				
Shares/par value	Description	Market price	Market value	Tax cost
4,200	Ensco International PLC (ESV)	\$ 53.3800	\$ 224,196.00	\$ 175,492.73
Total international-developed			\$ 224,196.00	\$ 175,492.73
Total equities			\$ 30,617,064.65	\$ 24,760,094.90

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Kennedy Capital Management

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
5,100	Carrizo Oil & Gas Inc (CRZO)	\$ 34.4900	\$ 175,899.00	\$ 154,862.01
34,000	Gmx Resources Inc (GMXR) Com	5.5200	187,680.00	223,965.99
68,625	Hercules Offshore Inc (HERO)	3.4800	238,815.00	338,884.41
34,000	Pioneer Drilling Co (PDC)	8.8100	299,540.00	260,920.64
9,800	Superior Energy Svcs Inc (SPN)	34.9900	342,902.00	188,599.32
25,500	Tesco Corp (TESO)	15.8800	404,940.00	260,880.78
36,850	Vaalco Energy Inc (EGY)	7.1600	263,846.00	205,910.24
Total energy			\$ 1,913,622.00	\$ 1,634,023.39

Materials

Shares/par value	Description	Market price	Market value	Tax cost
2,050	Greif Inc Class A (GEF)	\$ 61.9000	\$ 126,895.00	\$ 113,546.88
7,345	Koppers Holdings Inc (KOP)	35.7800	262,804.10	188,050.59
49,075	Omnova Solutions Inc (OMN)	8.3600	410,267.00	348,434.44
12,740	Rock-Tennessee Co Class A (RKT)	53.9500	687,323.00	497,359.71
1,750	Stepan Co (SCL)	76.2700	133,472.50	124,563.17
Total materials			\$ 1,620,761.60	\$ 1,271,954.79

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Kennedy Capital Management

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
7,100	Azz Inc (AZZ)	\$ 40.0100	\$ 284,071.00	\$ 238,326.99
10,865	Actuant Corp (ATU) Class A	26.6200	289,226.30	172,218.43
75,450	Air Transport Services Group Inc (ATSG)	7.9000	596,055.00	404,873.05
33,225	Commercial Veh Group Inc (CVGI)	16.2500	539,906.25	211,738.64
8,125	Curtiss Wright Corp (CW)	33.2000	269,750.00	335,545.62
21,425	Dolan Media Company (DM)	13.9200	298,236.00	216,052.57
7,475	Ducommun Inc (DCO)	21.7800	162,805.50	156,836.11
6,150	Esco Technologies Inc (ESE)	37.8400	232,716.00	217,554.34
2,470	Gardner Denver Machy Inc (GDI)	68.8200	169,985.40	54,926.79
14,950	Graftech Intl LTD (GTI)	19.8400	296,608.00	206,284.82
3,100	Ladish Inc (LDSH)	48.6200	150,722.00	77,903.23
66,950	Metalico Inc (MEA)	5.8800	393,666.00	413,705.73
4,050	Middleby Corp (MIDD)	84.4200	341,901.00	182,677.48
7,125	Teledyne Technologies Inc (TDY)	43.9700	313,286.25	309,028.46
1,750	Triumph Group Inc New (TGI)	89.4100	156,467.50	142,990.22
5,505	II - VI Inc (IIVI)	46.3600	255,211.80	126,850.67
9,525	Wabtec Corp (WAB)	52.8900	503,777.25	298,994.87
Total industrials			\$ 5,254,391.25	\$ 3,766,508.02

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
10,225	Cooper Tire & Rubr Co (CTB)	\$ 23.5800	\$ 241,105.50	\$ 217,274.45
41,525	Entercom Communications Corp CL A (ETM)	11.5800	480,859.50	282,310.25
31,100	Exide Technologies (XIDE)	9.4100	292,651.00	180,725.21
7,200	Genesco Inc (GCO)	37.4900	269,928.00	187,009.50
6,500	Hillenbrand Inc (HI)	20.8100	135,265.00	133,405.05

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Kennedy Capital Management

Consumer discretionary
continued

Shares/par value	Description	Market price	Market value	Tax cost
32,420	Iconix Brand Group Inc (ICON)	19.3100	626,030.20	353,664.79
9,410	Jo-Ann Stores Inc (JAS)	60.2200	566,670.20	259,563.69
18,775	Knology Inc (KNOL)	15.6300	293,453.25	151,135.57
17,662	Maidenform Brands Inc (MFB)	23.7700	419,825.74	442,123.39
22,755	RC2 Corp (RCRC)	21.7700	495,376.35	368,303.13
5,550	Spectrum Brands Holdings Inc (SPB)	31.1700	172,993.50	150,414.57
21,600	Stoneridge Inc (SRI)	15.7900	341,064.00	232,200.00
11,095	Valassis Communications Inc (VCI)	32.3500	358,923.25	217,704.99
4,100	W M S Inds Inc (WMS)	45.2400	185,484.00	156,470.91
14,625	Wolverine World Wide Inc (WWW)	31.8800	466,245.00	407,709.50
Total consumer discretionary			\$ 5,345,874.49	\$ 3,740,015.00

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost
8,975	Spartan Stores Inc (SPTN)	\$ 16.9500	\$ 152,126.25	\$ 159,909.89
7,115	Treehouse Foods Inc (THS)	51.0900	363,505.35	231,496.57
Total consumer staples			\$ 515,631.60	\$ 391,406.46

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
21,175	Orthofix Intl N V (OFIX)	\$ 29.0000	\$ 614,075.00	\$ 523,564.93
17,550	American Med Sys Hldgs Inc (AMMD)	18.8600	330,993.00	288,015.41
6,100	Catalyst Health Solutions Inc (CHSI)	46.4900	283,589.00	168,265.67
23,250	Emdeon, Inc (EM)	13.5400	314,805.00	290,808.52
8,350	Genoptix Inc (GXDX)	19.0200	158,817.00	172,187.14
22,100	Healthsouth Corporation (HLS)	20.7100	457,691.00	378,933.04
24,925	Healthspring Inc (HS)	26.5300	661,260.25	354,051.61

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December 31, 2010

Kennedy Capital Management

Healthcare
continued

Shares/par value	Description	Market price	Market value	Tax cost
18,150	Rehabcare Group Inc (RHB)	23.7000	430,155.00	492,315.58
15,200	Zoll Med Corp (ZOLL)	37.2300	565,896.00	294,316.94
Total healthcare			\$ 3,817,281.25	\$ 2,962,458.84

Financials

Shares/par value	Description	Market price	Market value	Tax cost
6,655	Aspen Insurance Holdings LTD (AHL)	\$ 28.6200	\$ 190,466.10	\$ 161,245.50
4,750	Platinum Underwriter Hldgs Lcom (PTP)	44.9700	213,607.50	152,635.47
20,075	Amtrust Financial Services (AFSI)	17.5000	351,312.50	204,169.34
63,000	Banner Corp (BANR)	2.3200	146,160.00	126,000.00
22,950	Brandywine Realty Trust Reit (BDN)	11.6500	267,367.50	270,659.92
11,750	Chesapeake Lodging Trust (CHSP)	18.8100	221,017.50	192,930.75
6,525	Community TR Bancorp Inc (CTBI)	28.9600	188,964.00	186,250.63
8,045	Corporate Office Properties Reit (OFC)	34.9500	281,172.75	267,942.21
8,150	Delphi Finl Group Inc CL A (DFG)	28.8400	235,046.00	182,595.74
8,763	First Merchants Corp (FRME)	8.8600	77,640.18	66,543.46
3,950	Iberiabank Corp (IBKC)	59.1300	233,563.50	213,051.16
11,725	Mb Finl Inc (MBFI)	17.3200	203,077.00	184,548.72
26,050	Medical Properties Trust Inc (MPW)	10.8300	282,121.50	253,373.81
30,235	Ngp Capital Resources Company (NGPC)	9.2000	278,162.00	346,481.05
11,000	National Retail Properties (NNN)	26.5000	291,500.00	220,490.67
21,875	Northwest Bancshares Inc (NWBI)	11.7775	257,632.81	211,402.97
11,750	Privatebancorp Inc (PVTB)	14.3800	168,965.00	169,219.45
8,650	Redwood Trust Inc (RWT)	14.9300	129,144.50	117,169.64
21,300	Sws Group Inc (SWS)	5.0500	107,565.00	244,950.00
26,300	U-Store-It Trust (YSI)	9.5300	250,639.00	164,981.26
Total financials			\$ 4,375,124.34	\$ 3,936,641.75

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Kennedy Capital Management

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
21,175	Anaren Microwave Inc (ANEN)	\$ 20.8500	\$ 441,498.75	\$ 260,619.01
5,800	Blue Coat Sys Inc (BCSI)	29.8700	173,246.00	135,059.96
7,700	Comtech Telecommunications Corp (CMTL)	27.7575	213,732.75	246,947.15
25,175	Ddi Corp (DDIC)	11.7600	296,058.00	209,765.97
53,950	Entropic Communications Inc (ENTR)	12.0800	651,716.00	448,933.75
20,300	Kvh Inds Inc (KVHI)	11.9500	242,585.00	267,303.21
16,550	Mks Instrs Inc (MKSI)	24.5000	405,475.00	351,543.96
9,000	Netscout Sys Inc (NTCT)	23.0100	207,090.00	132,065.73
19,100	Oclaro Inc (OCLR)	13.1500	251,165.00	271,182.66
112,875	Quantum Corp Dlt & Storage (QTM)	3.7200	419,895.00	321,627.36
15,000	Quest Software Inc (QSFT)	27.7400	416,100.00	261,602.40
33,750	Rf Micro Devices Inc (RFMD)	7.3500	248,062.50	152,998.64
5,650	Rovi Corporation (ROVI)	62.0100	350,356.50	112,074.72
42,050	Sanmina-Sci Corporation (SANM)	11.4800	482,734.00	422,913.43
17,450	Synnex Corp (SNX) Com	31.2000	544,440.00	488,769.75
11,600	Tns Inc (TNS)	20.8000	241,280.00	279,074.68
18,625	Unisys Corporation (UIS)	25.8900	482,201.25	567,276.25
Total information technology			\$ 6,067,635.75	\$ 4,929,758.63

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost
23,960	Syniverse Holdings Inc (SVR)	\$ 30.8500	\$ 739,166.00	\$ 344,378.10
Total telcommunications services			\$ 739,166.00	\$ 344,378.10

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Kennedy Capital Management

Utilities

Shares/par value	Description	Market price	Market value	Tax cost
3,875	Allele Inc (ALE)	\$ 37.2600	\$ 144,382.50	\$ 152,367.91
10,150	Portland General Electric Company (POR)	21.7000	220,255.00	210,139.96
4,515	Southwest Gas Corp (SWX)	36.6700	165,565.05	114,311.10
6,650	Uil Hldg Corp (UIL)	29.9600	199,234.00	189,361.69
Total utilities			\$ 729,436.55	\$ 666,180.66

Other U.S. common stocks

Shares/par value	Description	Market price	Market value	Tax cost
31,275	Neo Material Technologies Inc (NEMFF)	\$ 7.8901	\$ 246,762.88	\$ 128,220.06
Total other U.S. common stocks			\$ 246,762.88	\$ 128,220.06
Total U.S. common stocks			\$ 30,625,687.71	\$ 23,771,545.70
Total equities			<u>\$ 30,625,687.71</u>	<u>\$ 23,771,545.70</u>

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Westfield Capital Management

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Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost
13,350	Consol Energy Inc (CNX)	\$ 48.7400	\$ 650,679.00	\$ 570,728.05
16,250	Halliburton Co (HAL)	40.8300	663,487.50	469,992.50
11,650	National Oilwell Varco Inc. (NOV)	67.2500	783,462.50	436,257.55
3,750	Occidental Petroleum Corp (OXY)	98.1000	367,875.00	273,701.25
11,150	Peabody Energy Corporation (BTU)	63.9800	713,377.00	475,986.81
6,175	Schlumberger LTD (SLB)	83.5000	515,612.50	487,750.29
Total energy			\$ 3,694,493.50	\$ 2,714,416.45

Materials

Shares/par value	Description	Market price	Market value	Tax cost
8,100	Air Products & Chemicals Inc (APD)	\$ 90.9500	\$ 736,695.00	\$ 598,560.84
2,630	Freeport McMoran Copper & Gold Inc (FCX)	120.0900	315,836.70	219,313.50
Total materials			\$ 1,052,531.70	\$ 817,874.34

Industrials

Shares/par value	Description	Market price	Market value	Tax cost
8,150	The Boeing Company (BA)	\$ 65.2600	\$ 531,869.00	\$ 509,779.35
10,500	C S X Corp (CSX)	64.6100	678,405.00	522,486.30
16,600	Emerson Electric Co (EMR)	57.1700	949,022.00	773,726.00
9,000	Fedex Corp (FDX)	93.0100	837,090.00	788,447.99
38,100	General Electric Company (GE)	18.2900	696,849.00	648,874.44
8,850	Goodrich Corp (GR)	88.0700	779,419.50	606,112.61
14,300	Honeywell Intl Inc (HON)	53.1600	760,188.00	556,939.24
10,200	United Technologies Corp (UTX)	78.7200	802,944.00	690,564.78
Total industrials			\$ 6,035,786.50	\$ 5,096,930.71

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Westfield Capital Management

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost
3,810	Amazon.Com Inc (AMZN)	\$ 180.0000	\$ 685,800.00	\$ 380,134.04
12,200	Borg-Warner Automotive Inc (BWA)	72.3600	882,792.00	531,361.24
21,900	Comcast Corp CL A (CMCSA)	21.9700	481,143.00	483,167.66
20,700	The Walt Disney Company (DIS)	37.5100	776,457.00	679,476.05
9,055	General Motors Co (GM)	36.8600	333,767.30	312,533.38
15,440	Las Vegas Sands Corp (LVS)	45.9500	709,468.00	436,516.59
9,150	Nike Inc Class B Stock (NKE)	85.4200	781,593.00	641,659.31
780	Priceline.Com Inc (PCLN)	399.5500	311,649.00	321,466.08
13,100	Target Corp (TGT)	60.1300	787,703.00	719,597.48
17,000	Viacom Inc Class B (VIA.B)	39.6100	673,370.00	534,315.10
Total consumer discretionary			\$ 6,423,742.30	\$ 5,040,226.93

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost
3,550	Alcon Inc (ACL)	\$ 163.4000	\$ 580,070.00	\$ 574,874.22
18,700	Aetna Inc (AET)	30.5100	570,537.00	499,529.36
14,250	Gilead Sciences Inc (GILD)	36.2400	516,420.00	453,091.57
7,400	Illumina Inc (ILMN)	63.3400	468,716.00	316,498.00
Total healthcare			\$ 2,135,743.00	\$ 1,843,993.15

Financials

Shares/par value	Description	Market price	Market value	Tax cost
22,000	The Bank Of New York Mellon (BK) Corporation	\$ 30.2000	\$ 664,400.00	\$ 531,498.00
37,200	Manulife Finl Corp (MFC)	17.1800	639,096.00	424,665.24
17,800	Wells Fargo & Company (WFC)	30.9900	551,622.00	460,738.72
Total financials			\$ 1,855,118.00	\$ 1,416,901.96

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Westfield Capital Management

Information technology

Shares/par value	Description	Market price	Market value	Tax cost
32,000	Marvell Technology Group LTD (MRVL)	\$ 18.5500	\$ 593,600.00	\$ 540,947.35
4,620	Apple Inc (AAPL)	322.5600	1,490,227.20	485,684.49
40,300	Cisco Systems Inc (CSCO)	20.2300	815,269.00	909,079.49
22,600	Dell Inc (DELL)	13.5500	306,230.00	311,710.67
28,350	E M C Corp Mass (EMC)	22.9000	649,215.00	520,207.33
1,855	Google Inc (GOOG)	593.9700	1,101,814.35	680,545.54
14,200	Hewlett Packard Co (HPQ)	42.1000	597,820.00	565,465.88
23,000	Intel Corp (INTC)	21.0300	483,690.00	482,024.65
3,230	International Business Machines (IBM) Corporation	146.7600	474,034.80	446,404.02
29,200	Oracle Corp (ORCL)	31.3000	913,960.00	665,447.20
13,450	Qualcomm Inc (QCOM)	49.4900	665,640.50	519,394.27
Total information technology			\$ 8,091,500.85	\$ 6,126,910.89
Total U.S. common stocks			\$ 29,288,915.85	\$ 23,057,254.43

International-developed

Shares/par value	Description	Market price	Market value	Tax cost
12,900	Covidien PLC (COV)	\$ 45.6600	\$ 589,014.00	\$ 584,738.38
27,000	Warner Chilcott PLC (WCRX)	22.5600	609,120.00	770,931.00
33,400	Weatherford International LTD (WFT)	22.8000	761,520.00	507,982.28
12,000	Goldcorp Inc New (GG)	45.9800	551,760.00	529,170.00
17,500	Suncor Energy Inc (SU)	38.2900	670,075.00	528,865.75
Total international-developed			\$ 3,181,489.00	\$ 2,921,687.41
Total equities			\$ 32,470,404.85	\$ 25,978,941.84

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Chicago Equity Partners LLC

Asset detail

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	\$ 107.8600	\$ 107,860.00	\$ 100,218.75
100,582.44	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	100.7650	101,351.90	101,085.36
67,473.53	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	100.1170	67,552.47	68,432.91
125,000	Wachovia Bank Commercial Mortgage Trust Passthru CTF DTD 1/1/2005 4.847% 10/15/2041 Series 2005-C16 Class A4 Moody's: AAA S&P: AAA	106.6090	133,261.25	124,531.25
100,000	Banc Of America Commercial Mortgage Inc Passthru CTF DTD 4/1/2005 Fltg Rate 11/10/2042 Series 2005-1 Class A4 Moody's: N/A S&P: AAA	104.8290	104,829.00	102,351.56
125,000	JP Morgan Chase Commercial Mortgage Sec Passthru CTF DTD 11/1/2005 5.294% 1/12/2043 Series 2005-CB13 Class A4 Moody's: AAA S&P: N/A	104.5470	130,683.75	125,385.74

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Chicago Equity Partners LLC

Fixed income

Taxable

Individual holdings Other
continued

Shares/par value	Description	Market price	Market value	Tax cost
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	103.4760	129,345.00	127,285.16
130,000	Citigroup/Deutsche Bank Commercial Mortgage Passthru CTF DTD 11/1/2005 Flt Rate 9/15/2020 Series 2005-CD1 Class A4 Moody's: AAA S&P: AAA	107.6210	139,907.30	135,367.58
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	105.0810	131,351.25	123,750.00

Individual holdings Government related

Shares/par value	Description	Market price	Market value	Tax cost
280,000	Federal Home Loan Mortgage Corp DTD 10/21/2009 1.125% 12/15/2011 Moody's: AAA S&P: AAA	\$ 100.6950	\$ 281,946.00	\$ 282,559.20
610,000	Federal National Mortgage Assn DTD 3/2/2010 1% 4/4/2012 Moody's: AAA S&P: AAA	100.6560	614,001.60	614,116.05
115,000	Federal National Mortgage Assn DTD 1/11/2008 3.625% 2/12/2013 Moody's: AAA S&P: AAA	106.0220	121,925.30	122,178.45
255,000	Federal Natl Mtg Assn Preassign 00255 3/28/2003 4.375% 3/15/2013 Moody's: AAA S&P: AAA	107.7520	274,767.60	277,309.43
45,000	Federal Home Loan Bank DTD 8/1/2008 4% 9/6/2013 Moody's: AAA S&P: AAA	107.6860	48,458.70	49,177.35
645,000	Federal National Mortgage Assn DTD 12/11/2008 2.875% 12/11/2013 Moody's: AAA S&P: AAA	105.1220	678,036.90	681,176.55
40,000	Federal Home Loan Bank DTD 5/3/2006 5.375% 5/18/2016 Moody's: AAA S&P: AAA	114.7260	45,890.40	45,220.00

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Chicago Equity Partners LLC

Individual holdings Government related
continued

Shares/par value	Description	Market price	Market value	Tax cost
390,000	Federal National Mortgage Assn DTD 4/16/2007 5% 5/11/2017 Moody's: AAA S&P: AAA	112.1350	437,326.50	438,662.00
10,000	Federal Home LN Bks DTD 10/19/2007 5% 11/17/2017 Moody's: AAA S&P: AAA	113.3750	11,337.50	11,015.20
600,000	Federal Home Loan Mortgage Corp DTD 3/27/2009 3.75% 3/27/2019 Moody's: AAA S&P: AAA	103.5170	621,102.00	639,921.18

Individual holdings Treasury

Shares/par value	Description	Market price	Market value	Tax cost
431,100	United States Treasury Note DTD 8/15/2010 2.625% 8/15/2020 Moody's: AAA S&P: AAA	\$ 94.8050	\$ 408,704.36	\$ 436,072.18
315,000	United States Treasury Note DTD 2/15/2009 3.5% 2/15/2039 Moody's: AAA S&P: AAA	86.1720	271,441.80	278,314.54
1,660,000	U S Treasury Strip Principal DTD 8/17/2009 Mat 8/15/2039 Moody's: N/A S&P: N/A	26.8810	446,224.60	502,487.75

Individual holdings Mortgage backed securities

Shares/par value	Description	Market price	Market value	Tax cost
129,594.32	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E98683 DTD 8/1/2003 4.5% 8/1/2018 Moody's: N/A S&P: N/A	\$ 105.5630	\$ 136,803.65	\$ 136,033.55
82,181	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number B14218 DTD 5/1/2004 4.5% 5/1/2019 Moody's: N/A S&P: N/A	105.5630	86,752.73	86,379.95
59,086.02	Federal National Mortgage Assn Passthru CTF Pool Number 839290 DTD 9/1/2005 5% 9/1/2020 Moody's: N/A S&P: N/A	106.8280	63,120.41	59,152.85
97,138.24	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G12321 DTD 8/1/2006 5.5% 9/1/2021 Moody's: N/A S&P: N/A	107.2970	104,226.42	103,239.73
198,946.83	Federal National Mortgage Assn Passthru CTF Pool Number 890121 DTD 3/1/2009 5% 3/1/2023 Moody's: N/A S&P: N/A	106.4840	211,846.54	208,396.80

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Chicago Equity Partners LLC

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
185,709.36	Federal National Mortgage Assn Passthru CTF Pool Number AD7151 DTD 7/1/2010 4% 7/1/2025 Moody's: N/A S&P: N/A	103.3750	191,977.05	192,644.44
361,533.90	Federal National Mortgage Assn Passthru CTF Pool Number 745275 DTD 1/1/2006 5% 2/1/2036 Moody's: N/A S&P: N/A	105.5780	381,700.26	373,114.29
328,117.39	Federal National Mortgage Assn Passthru CTF Pool Number 745885 DTD 9/1/2006 6% 10/1/2036 Moody's: N/A S&P: N/A	109.0040	357,661.08	347,240.49
407,220.39	Federal National Mortgage Assn Passthru CTF Pool Number 888129 DTD 1/1/2007 5.5% 2/1/2037 Moody's: N/A S&P: N/A	107.2270	436,650.21	426,054.32
230,032.49	Federal National Mortgage Assn Passthru CTF Pool Number 928584 DTD 8/1/2007 6.5% 8/1/2037 Moody's: N/A S&P: N/A	111.9420	257,502.97	246,242.60
52,990.57	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G03781 DTD 1/1/2008 6% 1/1/2038 Moody's: N/A S&P: N/A	108.4300	57,457.68	57,527.88
204,077.71	Federal National Mortgage Assn Passthru CTF Pool Number 889588 DTD 5/1/2008 5.5% 6/1/2038 Moody's: N/A S&P: N/A	107.0550	218,475.39	219,000.89
176,079.06	Federal National Mortgage Assn Passthru CTF Pool Number AC6118 DTD 10/1/2009 4.5% 11/1/2039 Moody's: N/A S&P: N/A	102.7560	180,931.80	180,274.69
45,035.55	Federal National Mortgage Assn Passthru CTF Pool Number AD6374 DTD 5/1/2010 5% 5/1/2040 Moody's: N/A S&P: N/A	105.2030	47,378.75	47,667.32
353,405.04	Federal National Mortgage Assn Passthru CTF Pool Number AB1387 DTD 7/1/2010 4.5% 8/1/2040 Moody's: N/A S&P: N/A	102.7400	363,088.34	372,897.54

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Chicago Equity Partners LLC

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
324,841.26	Federal National Mortgage Assn Passthru CTF Pool Number AD8536 DTD 8/1/2010 5% 8/1/2040 Moody's: N/A S&P: N/A	105.2030	341,742.75	347,478.64
362,277.91	Federal National Mortgage Assn Passthru CTF Pool Number AE0313 DTD 8/1/2010 4.5% 9/1/2040 Moody's: N/A S&P: N/A	102.7400	372,204.32	370,032.91
327,902.88	Federal National Mortgage Assn Passthru CTF Pool Number AE5463 DTD 10/1/2010 4% 10/1/2040 Moody's: N/A S&P: N/A	99.5800	326,525.69	339,814.98
344,790.23	Federal National Mortgage Assn Passthru CTF Pool Number AE6061 DTD 9/1/2010 4.5% 10/1/2040 Moody's: N/A S&P: N/A	102.7400	354,237.48	363,942.26

Individual holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost
55,000	Kroger Co DTD 1/28/2003 5.5% 2/1/2013 Moody's: BAA2 S&P: BBB	\$ 108.1690	\$ 59,492.95	\$ 59,193.75
60,000	Credit Suisse New York DTD 5/6/2008 5% 5/15/2013 Moody's: AA1 S&P: A+	107.6280	64,576.80	64,939.20
55,000	Amer Express Credit Co DTD 8/20/2008 7.3% 8/20/2013 Moody's: A2 S&P: BBB+	112.6860	61,977.30	61,261.75
105,000	AT&T Corp DTD 11/17/2008 6.7% 11/15/2013 Moody's: A2 S&P: A-	113.6170	119,297.85	121,743.30
55,000	Duke Energy Corp DTD 1/26/2009 6.3% 2/1/2014 Moody's: BAA2 S&P: BBB+	111.3850	61,261.75	60,696.35
25,000	Wells Fargo & Company DTD 10/1/2009 3.75% 10/1/2014 Moody's: A1 S&P: AA-	104.3890	26,097.25	26,095.25
50,000	Norfolk Southern Corp DTD 5/19/1997 7.7% 5/15/2017 Moody's: BAA1 S&P: BBB+	122.1400	61,070.00	63,733.47

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Chicago Equity Partners LLC

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
15,000	Bank Of America Corp DTD 12/4/2007 5.75% 12/1/2017 Moody's: A2 S&P: A	104.0630	15,609.45	15,300.75
15,000	Morgan Stnaley DTD 12/28/2007 5.95% 12/28/2017 Moody's: A2 S&P: A	105.8040	15,870.60	14,957.55
25,000	JP Morgan Chase & Co DTD 12/20/2007 6% 1/15/2018 Moody's: AA3 S&P: A+	111.6750	27,918.75	27,122.00
25,000	Goldman Sachs Group Inc DTD 1/18/2008 5.95% 1/18/2018 Moody's: A1 S&P: A	108.4880	27,122.00	24,964.50
80,000	Union Pacific Corp DTD 2/5/2008 5.7% 8/15/2018 Moody's: BAA2 S&P: BBB+	112.2480	89,798.40	86,988.80
35,000	Altria Group Inc DTD 11/10/08 9.7% 11/10/18 Moody's: BAA1 S&P: BBB	131.9230	46,173.05	43,520.40
20,000	Citigroup Inc DTD 5/22/2009 8.5% 5/22/2019 Moody's: A3 S&P: A	124.1430	24,828.60	23,581.20
10,000	Bank Of America Corp DTD 6/2/2009 7.625% 6/1/2019 Moody's: A2 S&P: A	115.1430	11,514.30	11,407.50
25,000	Kellogg Co DTD 3/29/01 7.45% 4/1/2031 Moody's: A3 S&P: BBB+	125.3230	31,330.75	31,288.00
15,000	General Elec Cap Corp Medium Term Nts Book Entry Tranche # TR 00528 6.75% 03/15/2032 Moody's: AA2 S&P: AA+	113.2120	16,981.80	15,711.00
30,000	Wal-Mart Strokes Inc DTD 8/24/2007 6.5% 8/15/2037 Moody's: AA2 S&P: AA	117.4850	35,245.50	35,014.50

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December 31, 2010

Chicago Equity Partners LLC

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
30,000	McDonalds Corp DTD 10/18/2007 6.3% 10/15/2037 Moody's: A2 S&P: A	117.9020	35,370.60	35,427.90
30,000	United Parcel Service DTD 1/15/2008 6.2% 1/15/2038 Moody's: AA3 S&P: AA-	117.3490	35,204.70	34,986.90
30,000	IBM Corp DTD 11/30/2009 5.6% 11/30/2039 Moody's: AA3 S&P: A+	108.9530	32,685.90	32,841.60
35,000	Georgia Power Company DTD 6/3/2010 5.4% 6/1/2040 Moody's: A3 S&P: A	101.0130	35,354.55	35,204.40
Total taxable individual holdings			\$ 10,732,371.55	\$ 10,789,734.39
Total taxable fixed income			\$ 10,732,371.55	\$ 10,789,734.39
Total fixed income			\$ 10,732,371.55	\$ 10,789,734.39

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-	\$ 111.8750	\$ 61,531.25	\$ 60,422.45
Total private equity			\$ 61,531.25	\$ 60,422.45
Total alternative investments			\$ 61,531.25	\$ 60,422.45
Total Fixed Income			\$10,793,902.80	\$10,850,156.84

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.

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E. RHODES AND LEONA B. CARPENTER FOUNDATION
Grant-Making Guidelines – as of 10/7/11

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).

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5. 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.

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Grants 1/1/2010 through 12/31/2010

Date	Payee	Address	Purpose of Grant	Amount
12/7/2010	Abby Kelley Foster House, Inc	52 High Street, Worcester, MA 01609	Support of its emergency shelter program	-7,500.00
12/3/2010	aMaze	P O Box 17417, Minneapolis, Minnesota 55417	Support of a national pilot for its Families all Matter Faith Curriculum	-20,000.00
1/19/2010	American Friends - British Museum	6 West 48th Street, New York, NY 10036	General operation expenses	-7,000.00
8/4/2010	Angel's Place	4323 Division Street - Suite 206, Metairie, LA 70002	Children's hospice care	-10,000.00
8/6/2010	Aquinas Institute Of Theology	23 South Spring Avenue, St. Louis, Missouri 63108	To help with scholarship program for one year for students enrolled in Master of Arts in Sacred Music	-10,000.00
12/3/2010	Aquinas Institute Of Theology	23 South Spring Avenue, St. Louis, Missouri 63108	To help with scholarship program for one year for students enrolled in Master of Arts in Sacred Music	-10,000.00
12/7/2010	Art-Reach	1819 JFK Bld, Philadelphia, PA 19103	Support of ticketing and in facility programs to economically disadvantaged, elderly, and ill individuals	-150,000.00
12/7/2010	Asia Society	725 Park Avenue, New York, NY 10021	Support exhibition in the Shadow of Empires Delhi 1700-1857	-100,000.00
12/7/2010	Asian Art Museum Foundation	200 Larkin Street, San Francisco, CA 94102	Help with Bali Art, Ritual, Performance and Maharaja The Splendor of India's Royal Courts	-10,000.00
8/2/2010	Assistance League of Riverside	6165 Industrial Avenue, Riverside, CA 92504	General operation expenses	-1,000.00
12/7/2010	Assoc Of Small Foundations	P O Box 247, Winoski, VT 05404	Develop and grow unique and timely investment seminars	-25,000.00
8/6/2010	Auburn Theological Seminary	3041 Broadway at 121st Street, New York, NY 10027	Support of Coaching Program for Clergy	-20,000.00
12/7/2010	Avow Hospice	1085 Whipponwill Lane, Naples, FL 34105	Purchase of new beds	-50,000.00
12/3/2010	Aware Central Texas	202 E First Street, Belton, TX 76513	Support of Volunteer Family Coaching program	-10,000.00
8/2/2010	Baldwyn School District	515 Bender Circle, Baldwin, MS 38824	Help with costs associated with desktop computers, monitors, headphones and computer tables	-1,000.00
12/7/2010	Baptist Memorial Regional	6141 Walnut Grove Road, Memphis, TN 38120	Costs of construction of a 24 bed residential hospice house	-20,000.00
1/25/2010	Barksdale Theatre	1601 Willow Lawn Drive, Suite 301E, Richmond, VA 23230	General operation expenses	-10,000.00
12/3/2010	Barksdale Theatre	1601 Willow Lawn Drive, Suite 301E, Richmond, VA 23230	45 performances of Dirty Rotten Scoundrels	-50,000.00
12/3/2010	Barren River Area Child Advocacy	103 E 12TH Street, Bowling Green, KY 31201	General operation expenses	-28,266.00
12/3/2010	Belton Christian Youth Center	P O Box 854, Belton, TX 76513	Costs of remodeling its building	-130,000.00
8/4/2010	Bloom VT Desert Ministries, UCC	3155 East Ramon Road - Unit 802, Palm Springs, CA 92264	Help with costs of community support and diversity affirmation programs	-7,000.00
12/7/2010	Bon Secours Richmond Health Care	5875 Brems Road, Suite 710, Richmond, VA 23226	Underwrite the purchase of Genesis HomeMed telemedicine monitors and software and interface capacities	-150,000.00
8/2/2010	Bowling Green KY-Kids of/ Block	2465 Russellville Rd, Bowling Green, KY 42101	Traveling puppet troupe	-10,000.00
12/3/2010	Boys & Girls Clubs of N MS	P O Box 109, Tupelo, MS 38802	Underwrite purchase of two 15 passenger mini buses	-43,000.00
12/3/2010	Brandeis University	The Irving Endive, Mailstop 100, P O Box 549110, Waltham, MA 02454	Underwrite Buddhist-Jewish Encounters A Case Study for Theological Students and Educators	-40,000.00
8/4/2010	Brethren Mennonite Council For LGBT	P O Box 6300, Minneapolis, MN 55406	Costs associated with efforts to address needs of elder LGBT individuals	-15,000.00
12/3/2010	Brethren Mennonite Council For LGBT	P O Box 6300, Minneapolis, MN 55406	Costs associated with efforts to address needs of elder LGBT individuals	-10,000.00
12/7/2010	Brooklyn Institute Of Arts & So	200 Eastern Parkway, Brooklyn, NY 11238	Support exhibition Vishnu Hinduism's Blue skinned Savor	-25,000.00
12/3/2010	CA Riverside Ballet	3840 Lemon Street - Suite B, Riverside, CA 92501	General operation expenses	-47,500.00
12/7/2010	Calvary Fund Inc	1740 Eastchester Road, Bronx, NY 10461	Costs of Calvary's hospice pastoral care program	-10,000.00
8/4/2010	Capital Hospice	6565 Arlington Boulevard - Suite 500, Falls Church, VA 22042	Reaching out to minority people throughout the service area	-12,000.00
12/3/2010	Capital Region Theological Centre	160 Central Avenue, Albany, NY 12206	Support of its Leadership Development Initiative program	-20,000.00
8/4/2010	Carroll Hospice, Inc	293 Stoner Avenue, Westminster, MD 21157	Underwrite the costs of non reimbursed care and bereavement services	-15,000.00
12/3/2010	CASA of South Central KY	293 Stoner Avenue, Westminster, MD 21157	Underwrite the costs of non reimbursed care and bereavement services	-10,000.00
8/2/2010	Catawba County Health Partners	P O Box 867, Bowling Green, KY 42302	Volunteer training including LGBT issues and faith partnerships in foster care and court system	-15,000.00
12/7/2010	Cedars Community Hospice	3070 11th Ave DR SE, Hickory, NC 28602	Volunteer training including LGBT issues and faith partnerships in foster care and court system	-20,000.00
12/3/2010	Center For Anti-Violence Educati	4363 Northern Pike, Monroeville, PA 15146	Cedars Hospice Center flooring and ceiling lighting	-35,000.00
10/6/2010	Center For Lesbian + Gay Studies	327 7th Street, Brooklyn, NY 11215	To help with program of providing violence prevention, empowerment and stress reduction to LGBT persons in NY	-150,000.00
8/4/2010	CenterStage Foundation	1798 Scenic Avenue, Berkeley, CA 94709	General operation expenses	-200,000.00
11/4/2010	CenterStage Foundation	600 E Grace Street, Richmond, VA 23219	Endowment installment payment for CenterStage facilities	-100,000.00
8/2/2010	Chandler's Elementary School	600 E Grace Street, Richmond, VA 23219	Endowment installment payment for CenterStage facilities	-5,500.00
12/7/2010	Charles W Bowers Museum Corpor	6000 Morgantown Road, Russellville, KY 42276	Cover the costs of its Chain Link Club	-5,000.00
8/4/2010	Cheerful Givers	2002 North Main Street, Santa Ana, CA 92706	Increasing access to permanent exhibition Ancient Arts of China A 500 Year Legacy	-5,000.00
12/7/2010	Chester Beatty Library	1287 Berry Ridge Road, Eagan, MN 55123	To assist in providing toy-filled birthday bags to disadvantaged children	-20,000.00
12/7/2010	Children's Hospital Corporation	Dublin Castle, Dublin, Ireland	Part of costs associated with exhibition Telling Images of China catalogue	-15,000.00
8/4/2010	Children's Hospital Medical Cent	300 Longwood Avenue, Boston, MA 02115	Salary and fringe benefits of a nurse practitioner for the pediatric Advanced Care Team	-12,000.00
1/14/2010	Children's Museum of Richmond	3333 Burnet Avenue, Cincinnati, Ohio 45229	Help with costs of inhome therapeutic massage therapy for terminally ill children	-25,000.00
12/3/2010	Children's Museum of Richmond	2626 West Broad Street, Richmond, VA 23220	Tenth Anniversary celebration of Carnball	-30,000.00
8/6/2010	Chinese Christian Scholars Assoc	2626 West Broad Street, Richmond, VA 23220	30TH Anniversary celebration	-10,000.00
8/6/2010	Christian Assoc University of PA	144 Hancock Street, Abundant, MA 02468	Underwrite costs of a dialogue symposium and cultural exchange conference	-20,000.00
12/7/2010	Christian Community	118 South 37th Street, Philadelphia, PA 19104	Expansion of field education internships for seminary students	-80,000.00
12/3/2010	Christian Farms-Treehouse Inc	6404 South Calhoun Street, Fort Wayne, Indiana 46807	General operation expenses	-70,000.00
12/3/2010	Church of Saint Luke /A Fields	3804 Riverside Trail, Temple, Texas 76502	Support 90 day drug and alcohol treatment program	-15,000.00
8/4/2010	Church Within A Church Movement	487 Hudson Street, New York, NY 10014	Support of its Youth Outreach program	-10,000.00
5/17/2010	City Mission Society of Boston	P O Box 578524, Chicago, IL 60657	Support of its LGBTQ Seminary Outreach project	-26,667.00
12/3/2010	City Mission Society of Boston	14 Beacon Street #203, Boston, MA 02108	Third and final grant payment	-160,000.00
12/3/2010	City of Refuge Community	724 S Center Street, Hickory, NC 28602	Support two years of Seminars in the City program	-5,375.00
9/10/2010	City of Refuge UCC	1025 Howard Street, San Francisco, CA 94103	After school enrichment program	-32,000.00
12/3/2010	City of Russellville	168 South Main Street, Russellville, KY 42276	General charitable purposes	-150,000.00
2/26/2010	City Of Temple	2 North Main Street, Temple, TX 76501	Redevelopment of land tract for sports complex	-30,000.00

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8/4/2010	City of Tupelo	106 Jefferson Street, Tupelo, MS 38804	Underwrite the purchase of a mobile fire safety trailer	-34,000.00
9/10/2010	Collegiate Church of New York	500 Fifth Ave., Suite 1710, New York, NY 10110	General charitable purposes	-30,000.00
8/2/2010	Communities In School Bell County	4520 E. Central Texas Expressway, Killeen, TX 76543	Help underwrite the salaries of two directors	-30,000.00
12/7/2010	Concord Regional Visiting Nurse	30 Pillsbury Street, Concord, NH 03301	Costs of preparatory courses and certification exam fees leading to certification for Hospice and Palliative care nurses	-10,000.00
2/24/2010	CONNECT	P O Box 20217, Greeley Square Station, New York, NY 10001	Help with costs of clergy training sessions	-32,120.00
8/4/2010	Connect Care	710 Park Island Drive SW, Hutchinson, MN 55350	Help cover costs associated with uncompensated care at the Mary Bunch House	-10,000.00
12/7/2010	Covenant Hospice	5041 North 12th Avenue, Pensacola, FL 32504	Creating a comprehensive Chaplain Education Program providing clinical pastoral education for chaplains	-15,000.00
8/6/2010	Cooperative Metropolitan Ministries	500 - 17th Street NW, Washington, DC 20006	Support graduate theological education components of the Interfaith Youth Initiative	-30,000.00
8/6/2010	Corcoran Gallery of Art	1121 Fairgrounds Church Rd SE, Suite 22, Hickory, NC 28602	Upcoming exhibit Chuck Close prints	-5,000.00
8/2/2010	Council On Adolescents - Casaba	213 West Main Street, P O Box 1053, Tupelo, MS 38802	To help with the costs of a new telephone system and purchase of Quickbooks	-5,000.00
1/8/2010	Creative Foundation	213 West Main Street, P O Box 1053, Tupelo, MS 38802	General operation expenses	-10,000.00
8/2/2010	Create Foundation	3011 North Third Street, Temple, TX 76701	General operation expenses	-10,000.00
12/7/2010	Cross over Ministry	1905 A North Hamilton Street, Richmond, VA 23230	Support Lay Health Promotor program	-25,000.00
8/2/2010	Cultural Activities Center	100 Cowardin Avenue, Richmond, VA 23224	General operation expenses	-20,000.00
12/3/2010	CultureWorks	P O Box 376, Medford, MA 02155	Help with associated costs of forming a Marketing Consortium for performing arts organizations	-30,000.00
12/3/2010	Dignity USA	333 Seventh Avenue, 2nd Fl., New York, NY 10001	General operation expenses	-70,000.00
2/18/2010	Doctors Without Borders	333 Seventh Avenue, 2nd Fl., New York, NY 10001	Aid victims of Haitian earthquake	-50,000.00
12/7/2010	Doctors Without Borders	101 Morse Street, Watertown, MA 02472	General operation expenses	-10,000.00
1/19/2010	Drexel University	3141 Chestnut Street, Philadelphia, PA 19104	Help with costs of exhibition the Iconography of the Dragons East and West	-13,264.00
12/3/2010	East Bell County Interfaith	1018 East Avenue A, Temple, TX 76701	General operation expenses	-50,000.00
12/7/2010	Eastern Maine HomeCare	885 Union Street, Suite 220, Bangor, ME 04401	General operation expenses	-20,000.00
12/7/2010	Eastern Mennonite University	1200 Park Road, Harrisonburg, VA 22802	Help with costs of massage therapy program	-20,000.00
12/3/2010	Episcopal Divinity School	99 Brattle Street, Cambridge, MA 02138	To cover half tuition for five students over two year period	-120,000.00
8/2/2010	Evangelical Lutheran Church In A	1125 10th Street Blvd., NW, Hickory, NC 28601	To purchase pneumatic resistance physical therapy equipment	-18,500.00
12/3/2010	Extraordinary Lutheran Ministries	2649 N Francisco Avenue, Chicago, IL 60647	General operation expenses	-20,000.00
8/6/2010	Fabric Workshop Inc.	1214 Arch Street, Philadelphia, PA 19107	Residency of sculptor and mixed media artist Mikla Tajima	-5,000.00
10/4/2010	FaithTrust Institute	2400 North 45th Street, Suite 101, Seattle, WA 98103	General operation expenses	-30,000.00
12/3/2010	Families In Crisis, Inc.	P O Box 25, Killeen, Texas 76540	General operation expenses	-41,356.00
12/3/2010	Family Equality Council	P O Box 206, Boston, MA 02133	General operation expenses	-25,000.00
12/3/2010	Family Guidance Center	17 Hwy 70SE, Hickory, NC 28602	Support its Emotional and Financial Recovery Project	-30,000.00
12/7/2010	Fan Free Clinic	1010 N. Thompson Street, P O Box 6477, Richmond, VA 23230	Costs of providing nurse led care to low income, uninsured residents of Gr. Richmond	-25,000.00
9/15/2010	Feed More, Inc.	1415 Rhoadmiller Street, Richmond, VA 23220	General operation expenses	-25,000.00
8/6/2010	Firehouse Theatre Project	1609 West Broad Street, Richmond, VA 23220	General operation expenses	-13,000.00
9/13/2010	Fordham University	441 East Fordham Road, Bronx, NY 10458	General operation expenses	-15,000.00
12/7/2010	Franciscan Foundation Washington	2901 Bridgeport Way West, University Place, WA 98466	Continued support of its Service Opportunities for Understanding Life program	-10,000.00
7/12/2010	Franklin & Marshall College	P O Box 3003, Lancaster, PA 17604	To help with costs associated with study of a possible formal relationship between college and Lancaster Theology	-45,000.00
8/6/2010	Garrett-Evangelical Theological	2121 Sheridan Road, Evanston, IL 60201	Underwrite 2 day conference to be held at the Seminary	-25,000.00
12/3/2010	Gay & Lesbian Alliance Against O	544 Wilshire Blvd #1500, Los Angeles, CA 90036	Help with costs of its Religion Faith & Values Media program	-25,000.00
8/6/2010	General Theological Seminary-Epi	175 Ninth Avenue, New York, NY 10011	Complete digitization of its library card catalogue	-15,000.00
12/3/2010	General Theological Seminary-Epi	657 Mission Street, #300, San Francisco, CA 94105	Help with costs of producing a traveling exhibit	-5,000.00
8/4/2010	GLBT Historical Society	1840 West Grace Street, Richmond, VA 23220	General operation expenses	-4,000.00
8/6/2010	Ground Zero Dance Company	P O Box 10, Orland, ME 04472	General operation expenses	-10,000.00
12/7/2010	H O M E	6 Clover Street, Worcester, MA 01603	General operation expenses	-8,000.00
8/4/2010	Hadwen Park Congregational Church	4200 Dover Road, Richmond, VA 23221	General operation expenses	-25,000.00
12/3/2010	HARPS Foundation	77 Sherman Street, Hartford, CT 06105	Support of International Peacemaking Program scholarships	-120,000.00
12/3/2010	Hartford Seminary	49 Richmondville Ave., Suite 204, Westport, CT 06880	General operation expenses	-30,000.00
12/3/2010	Hartley Film Foundation	315 E. 62nd Street, 4th Fl., New York, NY 10065	Costs associated with New Scholarship project	-35,000.00
8/17/2010	Health Care Chaplaincy	P O Box 7265, Richmond, VA 23221	Costs associated with salary for one year of theatre's artistic director	-20,000.00
8/6/2010	Henley Street Theatre Company	2402 Wayne Memorial Drive, Goldsboro, NC 27534	General operation expenses	-25,000.00
12/3/2010	Henley Street Theatre Company	900 South Beretana Street, Honolulu, Hawaii 96814	General operation expenses	-20,000.00
12/7/2010	Home Health & Hospice	5910 Cedar Springs, Dallas, TX 75235	Support exhibition The Solitary Pavilion The Four Masters of Yuan Dynasty Painting and their Enduring Influence	-50,000.00
12/7/2010	Honolulu Academy of Arts	3532 Ephraim McDowell Drive, Louisville, KY 40205	Help with the costs of an institute for Progressive Renewal	-15,000.00
12/3/2010	Hospice Inc.	4777 Middle Settlement Road, New Hartford, NY 13413	Translating and printing primary hospice documents and brochures into Spanish and interpretation services	-15,000.00
8/4/2010	Hospice & Palliative Care	3080 North 12th Street, Unit B, Grand Junction, CO 81506	Replace aging computer equipment and to purchase new computer software	-25,000.00
12/7/2010	Hospice & Palliative Care	Queens Center, 59-07 175th Place, Fresh Meadows, NY 11365	General operation expenses	-50,000.00
12/7/2010	Hospice Care Network	P O Box 3827, Bluffton, South Carolina 29910	Costs associated with third year of the Complementary Therapy program	-30,000.00
12/7/2010	Hospice Care Of The Lowcountry	1440 Midvale Way, El Paso, TX 79923	Help with the costs of uninsured and underinsured patients' program	-40,000.00
12/7/2010	Hospice Care Plus	208 Kidd Drive, Berea, Kentucky 40403	General operation expenses	-5,000.00
4/29/2010	Hospice El Paso	2910 Westown Parkway, Suite 200, West Des Moines, IA 50266	Offset expenses associated with low income needy individuals	-7,500.00
12/7/2010	Hospice Of Central Iowa	P O Box 271, Oakland, MD 21550	Support of "End of Life Care Outreach Physician Education, Phase III" program	-15,000.00
8/4/2010	Hospice of Garrett County	685 Good Drive, P O Box 4125, Lancaster, PA 17604	Professional staff travel during 2010	-50,000.00
12/7/2010	Hospice of Lancaster County	501 South Cherry Street, Suite 700, Denver, CO 80246	Divided between Hospice Building Campaign and providing uncompensated hospice care	-15,000.00
12/7/2010	Hospice of Metro Denver	405 Lake Zurich Road, Barrington, Illinois 60010	Support of the Art Therapy program	-13,000.00
12/7/2010	Hospice Of Northeastern Illinois	227 Dunham Street, Norwich, CT 06360	Underwrite the purchase of two Camtec beds for bariatric patients	-18,000.00
12/7/2010	Hospice Of Southeastern CT	P O Box 1472, Beckley, West Virginia 25802	Underwrite the costs of Complementary Therapies Program for one year	-50,000.00
12/7/2010	Hospice Of Southern West VA, Inc	480 West Central Parkway, Altamonte	To help with salary and fringe benefits for the first year of employment of Chief Financial Officer	-50,000.00
8/4/2010	Hospice of the Comforter	P O Box 1715, Culpeper, VA 22701	Support renovation and expansion of the new Robinson Hospice residence	-12,000.00
12/7/2010	Hospice Of The Rapids	250 Hospice Circle, Raleigh, NC 27607	Support of minority outreach program called Project Samaritan	-25,000.00
12/7/2010	Hospice of Wake County		Purchase of new equipment and software for its Horizons Palliative Care program	-15,000.00

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12/7/2010	Hospice Volunteer Services, Inc	P O Box 772, Middlebury, VT 05753	Training hospice volunteers	-5,000.00
12/7/2010	HospiceCare	5395 E Chery Parkway, Madison, WI 53711	Support of its Charity Care Program	-10,000.00
12/7/2010	Houston Hospice	1905 Holcombe Boulevard, Houston, TX 77030	Support of its Charity Care Program	-15,000.00
12/3/2010	Human Rights Campaign Foundation	1640 Rhode Island Ave., NW, Washington, D.C. 20036	Support the Human Rights Campaign LGBT Theological Summer Institute	-65,000.00
8/6/2010	In Trust, Inc	1000 W 10th Street, Suite 5, Wilmington, DE 19801	Help with costs evaluating magazine's impact on seminary boards and fund training of editors	-10,000.00
12/7/2010	Indianapolis Museum Of Art	4000 Michigan Road, Indianapolis, IN 46208	Costs of a catalogue accompanying Museum's exhibition the Universe in Flux Paintings by Iwawara Yusaku	-60,000.00
8/2/2010	Inland Empire Scholarship Fund	1340 Cahulla Street, Colton, CA 92324	Scholarships for low income Latino students	-15,000.00
12/3/2010	Institute For Jewish Spirituality	330 Seventh Ave., 19th Fl, New York, NY 10001	Support of its Rabbinic Leadership Program	-30,000.00
12/3/2010	Interfaith Worker Justice	620 Park Avenue #311, Rochester, NY 14607	Help with costs conducting sueen workshops and production of eight exhibits	-35,000.00
8/6/2010	International Center Of Photogra	1114 Avenue of the Americas at 43rd Street, New York, NY 10036	Help with costs of exhibition Wang Qinglong	-25,000.00
6/21/2010	International Disciples Women's	2010 Quadrennial Assembly, 130 E Washington St, Indianapolis, IN	Help with costs of seminary students, faculty and staff attendance at Quadrennial Assembly meeting	-20,000.00
12/7/2010	Isamu Noguchi Fdn & Garden Museu	32-37 Vernon Boulevard, Long Island City, NY 11106	General conservation survey of Museum's collections	-10,000.00
8/2/2010	Iswamba County School District	605 South Cummings Street, Fulton, MS 38843	Backpack for babies program	-5,000.00
12/7/2010	Japanese Embroidery Center	2927 Spalding Drive, Atlanta, GA 30350	General operation expenses	-10,000.00
2/16/2010	Jesus Metropolitan Community Chu	2950 East 55th Place, Indianapolis, Indiana 46220	General operation expenses	-5,000.00
12/3/2010	Jesus Metropolitan Community Chu	2950 East 55th Place, Indianapolis, Indiana 46220	General operation expenses	-15,000.00
12/7/2010	Jewish Funds For Justice	567 Canyon Road, Emerald Hills, CA 94062	Development of a continuing education program for Jewish spiritual directors at Yedidya Center	-60,000.00
8/4/2010	Joseph's House	1730 Lanier Place, NW, Washington, DC 20009	To help with end of life care for poor and homeless persons dying of cancer	-5,000.00
10/6/2010	Judson Memorial Church	55 Washington Square South, New York, NY 10012	General operation expenses	-10,000.00
8/4/2010	LA-MS Hospice + Palliative Care	717 Kerierec Street, New Orleans, LA 70116	Expansion of veterans' hospice program	-5,000.00
12/3/2010	Lain Ballet Of Virginia	1108-0 Courthouse Road, Richmond, VA 23236	Help with production of Verde, Te Quiero Verde	-15,000.00
8/2/2010	Lawdale Elementary School	1563 Mitchell Road, Tupelo, MS 38801	Underwrite purchase of Smartboards and soft ware called Discovery Educational United Streaming Plus	-10,000.00
8/4/2010	Leaven	P O Box 97, Lyons, MI 48851	General operation expenses	-15,000.00
12/7/2010	LGBT Community Center Coalition	221 N Front Street, 3rd Floor, Harrisburg, PA 17101	Outreach initiative between faith-based organizations and LGBT persons in PA	-12,000.00
8/2/2010	Lone Star Legal Aid	512 South Main Street, Belton, TX 76513	Help fund a part time hospice legal advocate position	-9,000.00
12/7/2010	Lower Cape Fear Hospice Fdn	1414 Physicians Drive, Wilmington, NC 28401	Construction costs of a seven bed LEED certified hospice care center	-20,000.00
8/4/2010	Lutherans Concerned North Americ	P O Box 4707, St Paul, MN 55104	To support "let Justice Roll" and "Believe Out Loud Power Summit"	-25,000.00
8/4/2010	Maine Hospice Council	P O Box 2239, Augusta, ME 04305	Improve end of life care within Maine State Prison system	-15,000.00
12/3/2010	Maine Hospice Council	P O Box 2239, Augusta, ME 04338	Improve end of life care within Maine State Prison system	-12,000.00
8/4/2010	Mark Thallander Foundation	P O Box 1614, Glendale, CA 91209	General operation expenses	-10,000.00
10/22/2010	Massachusetts Conference	One Badger Road, Framingham, MA 01702	General charitable purposes	-10,000.00
12/7/2010	Massachusetts Conference	One Badger Road, Framingham, MA 01702	General operation expenses	-10,000.00
9/12/2010	Maymont Foundation	1700 Hampton Street, Richmond, VA 23220	General operation expenses	-80,000.00
12/7/2010	Merrimack Valley Hospice	360 Merrimack Street, Building 9, Lawrence, MA 01843	Musical programming through June 2011	-15,000.00
12/7/2010	Messila Valley Hospice	299 E Montana, Las Cruces, NM 88005	General operation expenses	-20,000.00
8/6/2010	Methodist Theological School -OH	3081 Columbus Pike, Delaware, Ohio 43015	Charity care to terminally ill persons	-15,000.00
12/7/2010	Methodist Theological School -OH	2233 Ransdell Street, Philadelphia, PA 19103	Provide three stipends to students for one academic year	-15,000.00
9/15/2010	Metropolitan Area Neighborhood Nut	14 Prospect Street, Millard, MA 01757	Providing home delivered meals to hospice patients	-25,000.00
12/7/2010	Millford Regional Medical Center	3969 Main Street, Riverside, CA 92501	Development of newly established hospice program	-15,000.00
12/3/2010	MS Dept of Rehabilitation Service	P O Box 1543, Tupelo, MS 38802	General operation expenses	-40,000.00
12/7/2010	Museum Associates	5905 Wilshire Boulevard, Los Angeles, CA 90036	Underwrite purchase of equipment and supplies for apartment for vision impaired students	-24,000.00
12/7/2010	Naples Botanical Garden	4820 Bayshore Drive, Naples, FL 34112	Help with costs of exhibition Gifts of the Sultan. The Arts of Giving at the Islamic Courts	-70,000.00
8/4/2010	National Gay/Lesbian Task Force	1325 Massachusetts Avenue NW, Suite 600, Washington, DC 20005	Costs associated with creation of an Asian Garden	-25,000.00
12/3/2010	National Gay/Lesbian Task Force	1325 Massachusetts Avenue NW, Suite 600, Washington, DC 20005	Support of the Institute for Welcoming Resources	-30,000.00
12/3/2010	National Society-Colonial Dames	215 S Wilton Road, Richmond, VA 23226	Support of the Institute for Welcoming Resources	-10,000.00
12/7/2010	Nebraska Medical Center	987421 Nebraska Medical Center, Omaha, NE 68198	Expansion of free summer lawn concert	-10,000.00
8/2/2010	Netleton School District	Drawer 409, 179 Mullen Avenue, Nettleton, MS 38858	Upgrading computer technology used in Clinical Pastoral Education program's educational classroom	-20,000.00
12/7/2010	New York Conference - UCC	5575 Thompson Road, Dewitt, NY 13214	Purchase of computers at the high school and middle school	-8,000.00
12/7/2010	New York University	1 Washington Square North, New York, NY 10003	General operation expenses	-30,000.00
12/7/2010	Newark Museum	49 Washington Street, Newark, NJ 07102	Underwrite part of the costs of Silver School of Social Work palliative and end of life care conference	-25,000.00
12/7/2010	Norton Gallery And School Of Art	1451 S Olive Ave., West Palm Beach, FL 33401	Costs of art exhibition forming part of Museum's Tibetan Centennial exhibit	-60,000.00
10/14/2010	Old First Reformed Church	729 Carroll Street, Brooklyn, NY 11215	Help with costs associated with 4 exhibitions titled Celebrating 70 the Norton Legacy of Chinese Art and Beyond	-15,000.00
8/23/2010	Old Lesbians Organizing for Chan	P O Box 5853, Athens, OH 45701	General operation expenses	-20,000.00
8/6/2010	One Voice Chorus Inc	P O Box 13852, Richmond, VA 23225	General operation expenses	-8,000.00
12/3/2010	Our Lady Of The Angels	613 S 9th Street, Temple, TX 76504	Help with costs associated with 2010-2011 performance season	8,000.00
12/7/2010	Ozark-America	P O Box 1211, Albert Lea, MN 56007	Purchase of new van	-26,000.00
12/7/2010	Pacific Asia Museum	46 North Los Robles Avenue, Pasadena, CA 91101	Pakistan Flood relief and recovery	-25,000.00
12/3/2010	Palliative Care Cen+Hosp Cat Val	3975 Robinson Road, Newton, NC 28658	Support exhibition Visions of the Orient Western Women Artists in Asia, 1900-1940	-25,000.00
4/28/2010	Parakees	230 Central Street, Auburndale, MA 02466	General operation expenses	-150,000.00
8/4/2010	Peabody Essex Museum	East India Square, Salem, MA 01970	Support of its College Behind Bars Seminary program	-25,000.00
8/4/2010	Pflag Juneau	Box 32245, Juneau, AK 99803	Help with costs of exhibition An Emperor's Private Paradise	-325,000.00
8/4/2010	Pierpont Morgan Library	225 Madison Avenue, New York, NY 10016	Giving copies of large print book Silent Lives	-3,000.00
8/4/2010	Pine Tree Hospice	883 West Main Street, Dover-Foxcroft, ME 04426	General operation expenses	-40,000.00
12/7/2010	Plymouth District Memorial Museum	P O Box 601, 176 North Main Street, Timberville, VA 22853	Help with costs of a part time administrative assistant and part time volunteer coordinator	-20,000.00
12/22/2010	Plymouth United Church O Christ	2717 E Hampshire Street, Milwaukee, WI 53211	Charitable purposes of Equality Wisconsin for its Voices of Faith program	-75,000.00
12/7/2010	Portland Museum	1219 SW Park Avenue, Portland, OR 97205	Charitable purposes of Equality Wisconsin for its Voices of Faith program	-12,000.00
8/4/2010	Presbyterian Welcome	2095 Broadway, Suite 306, New York, NY 10023	Support exhibition the Artist's touch, the Craftsman's Hand 300 Years of Japanese Prints from the Portland Art Museum	-40,000.00
12/3/2010	Presbyterian Welcome	2095 Broadway, Suite 306, New York, NY 10023	Help with costs in advancing the rights of LGBT individuals in the ordination process	-20,000.00
12/7/2010	Project H O M E	1515 Fairmount Avenue, Philadelphia, PA 19130	Help with costs in advancing the rights of LGBT individuals in the ordination process	-10,000.00
8/6/2010	Protestant Chaplaincy Council	2014 Washington Street, Newtown, MA 02145	General operation expenses	-75,000.00
			Maintaining and expanding the Chaplain Intern Program	-8,000.00

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12/3/2010	Railroad and Pioneer Museum	315 W Avenue B, Temple, TX, 76501	Restoration of thirteen railway cars	-20,000 00
8/4/2010	Reconciling Ministries	3801 North Keeler Ave., Chicago, IL 60641	Support for its Believe Out Loud program	-35,000 00
8/6/2010	Regents University Of CA-Berkeley	2625 Durant Ave., #2250, Berkeley, CA 94720	Support of 2012 exhibition Enchanting Visions Chinese Paintings of Beautiful Women	-40,000 00
11/16/2010	Richmond Shakespeare	P O Box 27543, #2250, Berkeley, CA 94720	Providing matinee performances for grades 5 through 12	-10,000 00
8/6/2010	Richmond Symphony	612 East Grace Street - Suite 401, Richmond, VA 23261	Costs of theater expenses	-240,942 45
8/6/2010	Richmond Triangle Players	P O Box 6905, Richmond, VA 23230	Costs of new lighting and a rigging and curtain system	-20,000 00
12/3/2010	Richmond Triangle Players	P O Box 6905, Richmond, VA 23230	Costs of new lighting and a rigging and curtain system	-15,000 00
8/2/2010	Riverside Art Museum	3425 Mission Inn Avenue, Riverside, CA 92501	General operation expenses	-20,000 00
10/7/2010	Riverside Arts Council	3425 Mission Inn Avenue, Riverside, CA 92501	General operation expenses	-25,000 00
8/2/2010	Riverside Community College Fdn	4800 Magnolia Ave., Riverside, CA 92506	General operation expenses	-10,500 00
8/2/2010	Riverside County Philharmonic As	P O Box 1601, Riverside, CA 92502	General operation expenses	-20,000 00
8/2/2010	Riverside Educational Enrichment	3380 14TH Street, Riverside, CA 92501	Support the ERLB Foundation Grant Fund	-30,000 00
12/3/2010	Riverside Educational Enrichment	6185 Industrial Avenue, Riverside, CA 92504	Support the ERLB Foundation Grant Fund	-20,000 00
8/2/2010	Riverside Humane Society	221 College Lane, Salem, VA 24153	Support of Lifetime Spay/Neuter program	-2,000 00
12/3/2010	Roanoke College	11365 Anderson Street, Loma Linda, CA 92354	Support of Kandinsky Trio at Modlin Center and public schools	-25,000 00
12/3/2010	Ronald McDonald House South CA	2415 South 47 Street, Temple, TX 76504	General operation expenses	-42,624 00
8/2/2010	Ronald McDonald House Temple TX	150 West 17 Street, New York, NY 10011	General operation expenses	-8,000 00
12/7/2010	Russell Museum Of Art	P O Box 683, Russellville, KY 42276	Support exhibition Grain of Emptiness Buddhist Inspired Contemporary Art	-25,000 00
8/2/2010	Russellville High School Band Bo	6551 North Sheridan Road, Chicago, IL 60626	Purchase marching uniforms	-20,000 00
8/6/2010	Saint Joseph College Seminary	304 Salmon Kill Road, Salisbury, CT 06068	Support Seminary's 2010 scholarship program	-7,500 00
12/7/2010	Salisbury Visiting Nurse Associa	5 Eves Drive, Suite 300, Marlton, NJ 08053	General operation expenses	-85,000 00
12/7/2010	Samaritan Hospice	4311 Third Avenue, San Diego, CA 92103	Cover costs of uncompensated hospice care to the Samaritan Fund	-20,000 00
2/24/2010	San Diego Hospice	39 Mesa Street, Suite 110, The Presidio, San Francisco, CA 94129	Help with project PEACE	-75,000 00
12/7/2010	San Francisco Film Society	P O Box 2177, Tupelo, MS 38803	Charitable purposes of Mercy Seat Films "They Closed Our Schools"	-10,000 00
12/3/2010	Sanctuary Hospice House	2106 N Hamilton Street, Richmond, VA 23230	General operation expenses	-50,000 00
8/6/2010	School of the Performing Arts	2401 S 31st Street, Temple, TX 76508	30TH Anniversary Celebration over 2 year period	-50,000 00
10/6/2010	Scott & White	901 12th Ave., P O Box 222000, Seattle, WA 98122	Mental health counseling to soldiers and families deployed to Iraq and Afghanistan	-140,000 00
12/7/2010	Seattle University	901 John Street, Suite 704, New York, NY 10038	Support distance learning programs to Salem, Oregon and Toppensath, Washington	-5,000 00
8/4/2010	Sexuality Information + Educatio	W7850 State Road 28, Sheboygan Falls, WI 53085	General operation expenses	-5,000 00
12/7/2010	Sharon S Richardson Hospice Home	1071 Fifth Avenue, New York, NY 10128	Support Patient Care Fund for uninsured and underserved hospice patients	-20,000 00
8/6/2010	Solomon R Gruggenheim Foundation	1071 Fifth Avenue, New York, NY 10128	Costs associated with exhibition of the works of Lee Ufan	-50,000 00
12/3/2010	Solomon R Gruggenheim Foundation	P O Box 9, Loretto, PA 15940	Costs associated with exhibition of the works of Lee Ufan	-30,000 00
12/7/2010	Southern Alleghenies Museums Art	860 East River Place, Suite 104, Jackson, MI 39202	Costs associated with national touring exhibition of Museum's Reck Collection of Tibetan Art	-20,000 00
9/20/2010	Southern Christian Services Chil	1301 Mississippi Road, Lawrence, KS 66045	Replacing 12 passenger van for Hardin House	-20,000 00
8/6/2010	Spencer Museum of Art-Kansas	10010 Kennedy Road, Suite 150, MOB-A, St Louis, MO 63128	Support Spencer Museum of Art's Asian art internship program for one year	-17,000 00
12/7/2010	St Anthony's Medical Center	2319 East Broad Street, Richmond, VA 23223	Support to Fern & Russell F de Greeff Hospice for uninsured and underserved patients	-25,000 00
8/6/2010	St John's Church Foundation	555 East 3rd, Grove, OK 74344	Support free performances of Patrick Henry's "Give Me Life or Give Me Death"	-10,000 00
12/7/2010	St Andrew's Episcopal Church	65 East Huron Street, Chicago, IL 60611	Costs of two ordained priests and an ordained minister receiving certification training	-8,000 00
11/4/2010	St James Cathedral	61 Duke Street, P O Box 232, Northumberland, PA 17857	General charitable purposes	-12,000 00
12/7/2010	Stonewall Communities	P O Box 171, Salthill, MS 38866	Support Lifelong Learning Institute	-15,000 00
12/7/2010	Sun Home Health Services	3700 Chestnut Street, Philadelphia, PA 19104	Support of capital campaign	-14,736 00
12/3/2010	Survival, Inc	2413 South 13th Street, Temple, TX 76504	Services to adult and child survivors of homicide victims	-6,000 00
8/6/2010	Swift Creek Mill Theatre	P O Box 4241, Temple, Texas 76505	Establish a permanent Youth Theatre Traveling show	-15,000 00
5/17/2010	Tabernacle United Church	4 Mann Street, Worcester, MA 01602	General operation expenses	-50,000 00
12/3/2010	Temple Civic Theatre	100 West Adams Ave., Suite 305, Temple, TX 76501	Salary and benefit costs of its Kaleidoscope Early Childhood Development program	-25,000 00
8/2/2010	Temple Housing Residential	1202 Watts Street, Durham, NC 27701	General operation expenses	-35,000 00
12/3/2010	Temple Symphony Orchestra	2320 S Street NW, Washington, DC 20008	General operation expenses	-8,700 00
12/7/2010	The Bridge Of Central MA	114 West Broad Street, Richmond, VA 23220	Purchase equipment for the audio visual area of library	-35,000 00
8/2/2010	The Foundation of Temple Public	950 Denia Way, Santa Barbara, CA 93111	Support Paul Murray Centennial Project	-6,000 00
12/7/2010	The Resource Center for Women & Theatre IV	806 S Main Street, Elkhon, KY 42220	Help with exhibition Green the Color and the Cause	-10,000 00
12/3/2010	The Textile Museum	P O Box 171, Ferdinand, IN 47532	General operation expenses	-45,000 00
12/3/2010	Tides Center	164 West 100 Street, New York, NY 10025	Providing additional instruments and music for the Band	-15,000 00
12/3/2010	Todd County Board of Education	3400 Spruce Street, Philadelphia, PA 19104	Capital campaign to construct new facility	-75,000 00
12/7/2010	Tri-Cities Chaplaincy	3260 Spruce Street, Philadelphia, PA 19104	For use of the homeless shelter sheltering LGBTQ homeless youth	-10,000 00
10/6/2010	Tri-County YMCA - KY	1902 W Main Street, Tupelo, MS 38801	2ND installment scholarship support for a supervisory education student	-42,000 00
8/4/2010	Trinity Lutheran Church	Tupelo Public Schools, Tupelo, MS 38804	Museum of Archeology and Anthropology exhibition Secrets of the Silk Road	-42,000 00
9/15/2010	Trustees Of The University of PA	P O Box 474, Tupelo, MS 38802	Providing school performances free of charge in the Tupelo area public schools	-75,000 00
11/4/2010	Trustees Of The University of PA	700 Prospect Avenue, Cleveland, Ohio 44115	Thomas Street elementary computer lab and Joyner Elementary multi media classrooms	-49,185 00
12/7/2010	Tupelo Ballet, Inc	522 South State Street, Ann Arbor, MI 48109	General operation expenses	-25,000 00
8/2/2010	Tupelo Public School District	3041 Broadway at Renhold Niebuhr Place, N.Y., NY 10027	Costs of planning and implementing a two day event about HIV prevention	-20,000 00
12/3/2010	Tupelo Symphony Orchestra	5550 south Greenwood Ave., Chicago, IL 60637	Support exhibition Multiple Impressions Contemporary Chinese Woodblock Prints	-50,000 00
8/6/2010	UCAN, Inc	Rose Street & eudell Avenue, Lexington, KY 40506	Smart Museum exhibit "Echoes of the Past" The Buddhist Cave Temples of Xiangtangan"	-200,000 00
12/3/2010	Univ of Michigan Museum of Art	900 College Street, Belton, TX 76513	Support exhibition Japanese Embroidery Society World Exhibition 2011	-20,000 00
11/7/2010	Union Theological Seminary	3501 University Boulevard East, Adelphi, MD 20783	Costs of program support and scholarships for the Conservatory of Music program	-10,000 00
3/5/2010	University of Chicago		Costs of restoration and preservation of scrolls in the University's Art of China collection	-15,000 00
8/6/2010	University of KY - Art Museum			
8/2/2010	University of Mary Hardin-Baylor			
12/3/2010	University of Maryland U College			

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8/6/2010	University of NC at Chapel Hill	Campus Box 3400, Chapel Hill, NC 27599	Ackland Art Museum conservation of Asian screens and scrolls	-40,000.00
8/6/2010	University of Richmond	Richmond, VA 23173	General operation expenses	-50,000.00
8/6/2010	VA Commonwealth University	1315 Floyd Avenue, P O Box 843007, Richmond, VA 23284	Ment based scholarships and Presenting Projects	-45,000.00
8/6/2010	Va Institute Of Pastoral Care	2000 Breimo Road, Suite 104, Richmond, VA 23226	Scholarship funding for the Pastoral Counseling Education program	-10,000.00
12/7/2010	Valley Home Care	15 Essex Road, Suite 301, Paramus, NJ 07652	Support of its "Butterflies" program	-15,000.00
9/10/2010	Valparaiso University-Brauer Mus	1709 Chapel Drive, Valparaiso, Indiana 46383	Support of exhibition of stencil prints by Sado Watanabe	-5,000.00
11/4/2010	Vanderbilt Divinity School	411 21st Avenue South, Nashville, TN 37240	Underwrite full tuition and stipends for Carpenter scholars in ministry degree programs	-150,000.00
8/6/2010	Venture Richmond	200 South Third Street, Richmond, VA 23219	Help with costs of 2nd Street Festival	-10,000.00
12/3/2010	VA Commonwealth University	P O Box 843007, 1315 Floyd Ave, Richmond, VA 23284	To provide merit based scholarships and costs of guest artist projects	-65,000.00
12/7/2010	Virginia Historical Society	428 North Boulevard, P O Box 7311, Richmond, VA 23221	Support exhibition an American Turning Point the Civil War in Virginia	-30,000.00
8/6/2010	Virginia Opera Association, Inc.	1503 Santa Rosa Road, Suite 234, Richmond, VA 23229	General operation expenses	-100,000.00
12/7/2010	VNA of Chittenden + Grand Isle	1110 Pm Road, Colchester, VT 05446	Support end of life care programs	-5,000.00
8/4/2010	VNA Of Middlesex - East	607 N Avenue, Suite 17, Wakefield, MA 01880	Help with costs of remodeling Sawtelle Family Hospice house	-10,000.00
8/4/2010	VNA of St Luke's Home Health/Ho	1510 Valley Center Parkway, Suite 200, Bethlehem, PA 18017	Help with indigent care for hospice patients	-10,000.00
8/6/2010	Wollaston Congregational Church	48 Winthrop Avenue, Wollaston, MA 02170	Help with the costs of one resident for one year	-50,000.00
8/2/2010	Women First Resource Center, Inc	215 N Gloster, Suite C&D, Tupelo, MS 38804	Help with costs of rent, insurance and telephone	-20,000.00
12/3/2010	Women First Resource Center, Inc	215 N Gloster, Suite C&D, Tupelo, MS 38804	General operation expenses	-20,000.00
8/4/2010	Women's Ordination Conference	P O Box 15057, Washington, DC 20003	Help with the costs of the issue New women, New Church magazine	-3,000.00
8/6/2010	Worcester Art Museum	55 Salisbury Street, Worcester, MA 01609	Costs associated with special display case to Japanese gallery	-27,000.00
12/7/2010	Worcester Community Housing Reso	11 Pleasant Street, Suite 300, Worcester, MA 01609	General operation expenses	-20,000.00
9/15/2010	Worcester County Food Bank	474 Boston Turnpike, Shrewsbury, MA 01545	General operation expenses	-25,000.00
12/7/2010	World Student Christian Federati	475 Riverside Drive, Room 305, New York, NY 10115	LGBT Advocacy program	-35,000.00
8/4/2010	Zen Hospice Project	273 Page Street, San Francisco, CA 94102	General operation expenses	-15,000.00

(9,723,935.45)

Form **8868** (Rev 1-2011)

- 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 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	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 **11**.
- 5 For calendar year **2010**, or other tax year beginning _____, 20 _____, and ending _____, 20 _____.
- 6 If the tax year entered in line 5 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	\$	251,000
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	\$	331,511
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 ► **8/10/11**Form **8868** (Rev. 1-2011)