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Form **990-PF**

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

OMB No 1545-0052

2012Department 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 2012, or tax year beginning , 2012, and ending ,

E. 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 ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 218,865,841.

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 instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Ch ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	481.	481.	N/A	
	4	Dividends and interest from securities	2,586,718.	2,586,718.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	7,764,882.			
	b	Gross sales price for all assets on line 6a	79,676,234.			
	7	Capital gain net income (from Part IV line 2)		7,764,882.		
	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 SUPPORTING DETAIL		-5,101,585.			
12	Total. Add lines 1 through 11	10,352,081.	5,250,496.			
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc.	433,106.	108,277.		324,829.
	14	Other employee salaries and wages	186,608.	46,652.		139,956.
	15	Pension plans, employee benefits	50,409.	12,602.		37,807.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 1	23,500.	5,875.		17,625.
	c	Other prof fees (attach sch) SEE ST 2	954,570.	954,570.		
	17	Interest	18,484.	18,484.		
	18	Taxes (attach schedule) (see instrs) SEE STM 3	141,045.	30,224.		
	19	Depreciation (attach sch) and depletion	5,221.	5,221.		
	20	Occupancy	183,641.	45,910.		137,731.
	21	Travel, conferences, and meetings	15,202.	3,801.		11,401.
	22	Printing and publications	2,048.	512.		1,536.
	23	Other expenses (attach schedule) SEE STATEMENT 4	33,064.	410,200.		24,797.
	24	Total operating and administrative expenses. Add lines 13 through 23	2,046,898.	1,642,328.		695,682.
25	Contributions, gifts, grants paid STMT 5	10,321,203.			10,321,203.	
26	Total expenses and disbursements. Add lines 24 and 25	12,368,101.	1,642,328.		11,016,885.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-2,016,020.				
b	Net investment income (if negative, enter 0-)		3,608,168.			
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	3,756,330.	9,351,912.	9,351,912.
	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 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	9,336.	1,577.	1,577.
	10a Investments — U S and state government obligations (attach schedule) STATEMENT 6	2,740,313.	3,421,132.	3,493,710.
	b Investments — corporate stock (attach schedule) STATEMENT 7	147,495,594.	133,605,641.	151,838,319.
	c Investments — corporate bonds (attach schedule) STATEMENT 8	9,026,468.	6,842,707.	6,974,744.
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 9	15,269,202.	23,084,736.	47,174,405.	
14 Land, buildings, and equipment basis 83,697.				
Less accumulated depreciation (attach schedule) SEE STMT 10 52,523.	36,395.	31,174.	31,174.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)	178,333,638.	176,338,879.	218,865,841.	
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 ROUNDING)	1.		
	23 Total liabilities (add lines 17 through 22)	1.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X		
	27 Capital stock, trust principal, or current funds	178,333,637.	176,338,879.	
	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 instructions)	178,333,637.	176,338,879.	
	31 Total liabilities and net assets/fund balances (see instructions)	178,333,638.	176,338,879.	

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	178,333,637.
2 Enter amount from Part I, line 27a	2	-2,016,020.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	26,937.
4 Add lines 1, 2, and 3	4	176,344,554.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 12	5	5,675.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	176,338,879.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 13				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 7,764,882.
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 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))
2011	10,347,749.	217,037,242.	0.047677
2010	10,260,949.	204,448,604.	0.050188
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
2 Total of line 1, column (d)			2 0.254804
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 0.050961
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 219,435,914.
5 Multiply line 4 by line 3			5 11,182,674.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,082.
7 Add lines 5 and 6			7 11,218,756.
8 Enter qualifying distributions from Part XII, line 4			8 11,016,885.

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 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	72,163.
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	72,163.
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	72,163.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	258,748.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	258,748.	
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	186,585.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	186,585.	Refunded

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)? 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		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? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA PA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ERLBCARPENTERFOUNDATION.ORG				
14	The books are in care of JOSEPH A. O'CONNOR, JR. Telephone no (215) 979-3222			
Located at 1735 MARKET STREET-SUITE 3420 PHILADELPHIA PA ZIP + 4 19103				
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	☐	
16	At any time during calendar year 2012, 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?	16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country BERMUDA, CAYMAN				

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 53.4947(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		☐
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 2012?		
1 b		X
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No	
If 'Yes,' list the years 20 , 20 , 20 , 20		
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 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		
20 , 20 , 20 , 20		
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 2012 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 2012)		
3 b	N/A	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		
4 b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b 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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

N/A

7 b

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	277,365.	18,796.	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	72,775.	31,771.	0.
JOHN T. YODER % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CPA 50	91,740.	15,086.	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
KENNEDY CAPITAL MGT. INC. 10829 OLIVE BLVD ST. LOUIS, MO 63141	INVESTMENT ADVISORY	285,801.
WESTFIELD CAPITAL MGT. CO. L.P. ONE FINANCIAL CENTER, 24TH FLOOR BOSTON, MA 02111	INVESTMENT ADVISORY	203,167.
WEDGE CAPITAL MGT. L.L.P. 301 SOUTH COLLEGE ST, SUITE 2920 CHARLOTTE, NC 28202	INVESTMENT ADVISORY	150,908.
LCG ASSOCIATES, INC. 400 GALLERIA PARKWAY-SUITE 1800 ATLANTA, GA 30339	INVESTMENT CONSULTANT	113,713.
BNY MELLON N A 200 PARK AVENUE - 10TH FLOOR NEW YORK, NY 10166	CUSTODIAN FEES	93,195.
Total number of others receiving over \$50,000 for professional services		1

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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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	1 a	217,836,978.
b	Average of monthly cash balances	1 b	4,906,815.
c	Fair market value of all other assets (see instructions)	1 c	33,785.
d	Total (add lines 1a, b, and c)	1 d	222,777,578.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	222,777,578.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,341,664.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	219,435,914.
6	Minimum investment return. Enter 5% of line 5	6	10,971,796.

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	10,971,796.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	72,163.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	72,163.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	10,899,633.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	10,899,633.
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	10,899,633.

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	1 a	11,016,885.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,016,885.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,016,885.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,899,633.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,006,111.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 11,016,885.				
a Applied to 2011, but not more than line 2a			10,006,111.	
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 2012 distributable amount				1,010,774.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				9,888,859.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	481.	
4 Dividends and interest from securities			14	2,586,718.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	7,764,882.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				10,352,081.	
13 Total. Add line 12, columns (b), (d), and (e)				13	10,352,081.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT - BBD	\$ 23,500.	\$ 5,875.		\$ 17,625.
TOTAL	<u>\$ 23,500.</u>	<u>\$ 5,875.</u>		<u>\$ 17,625.</u>

STATEMENT 2
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	\$ 93,195.	\$ 93,195.		
INVESTMENT ADVISORY	861,375.	861,375.		
TOTAL	<u>\$ 954,570.</u>	<u>\$ 954,570.</u>		<u>\$ 0.</u>

STATEMENT 3
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	\$ 30,224.	\$ 30,224.		
STATE UBIT	821.			
US EXCISE	110,000.			
TOTAL	<u>\$ 141,045.</u>	<u>\$ 30,224.</u>		<u>\$ 0.</u>

STATEMENT 4
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	\$ 8,750.	\$ 2,188.		\$ 6,562.
MISCELLANEOUS	260.	65.		195.
OFFICE INTERNET SERVICE	3,107.	777.		2,330.
OFFICE OTHER	172.	43.		129.
OFFICE PHONE	10,427.	2,607.		7,820.
OFFICE SUPPLIES	2,355.	589.		1,766.
POSTAGE/DELIVERY	7,223.	1,806.		5,417.
PROFESSIONAL DEVELOPMENT/DUES	325.	81.		244.
REGISTRATION/REPRESENTATION FEES	445.	111.		334.
SEE PARTNERSHIP SUMMARY PER K-1 EXPENSES		401,933.		
TOTAL	<u>\$ 33,064.</u>	<u>\$ 410,200.</u>		<u>\$ 24,797.</u>

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	CASH	
DONEE'S NAME:	SEE GRANTS PAID SCHEDULE	
DONEE'S ADDRESS:	" " " "	
RELATIONSHIP OF DONEE:	NOT INDIVIDUALS	
ORGANIZATIONAL STATUS OF DONEE:	501 (C) (3) CHARITIES	
AMOUNT GIVEN:		\$ 10,321,102.

CLASS OF ACTIVITY:	CASH
DONEE'S NAME:	PER K-1'S SEE PARTNERSHIPS
DONEE'S ADDRESS:	SUMMARY

RELATIONSHIP OF DONEE:	
ORGANIZATIONAL STATUS OF DONEE:	
AMOUNT GIVEN:	101.

TOTAL \$ 10,321,203.

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

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CHICAGO EQUITY PARTNERS	COST	\$ 3,421,132.	\$ 3,493,710.
		\$ 3,421,132.	\$ 3,493,710.
TOTAL		<u>\$ 3,421,132.</u>	<u>\$ 3,493,710.</u>

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

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
STATE STREET - S & P 500 INDEX FUND	COST	\$ 0.	\$ 0.
CAUSEWAY INTERNATIONAL VALUE FUND	COST	22,104,636.	20,371,174.
QUELOS STRATIGIC PARTNERS	COST	12,500,000.	15,496,454.
WESTERN ASSET ABS STRATEGY FUND	COST	7,596,952.	11,390,529.
COMMON SENSE INVESTORS OFFSHORE HOLDINGS	COST	13,000,000.	14,683,645.
KENNEDY CAPITAL MANAGEMENT	COST	20,364,499.	22,705,545.
INSTITUTIONAL EMERGING MARKETS PORT FUND	COST	6,663,847.	7,809,342.
WEDGE CAPITAL MANAGEMENT	COST	26,179,245.	29,673,351.
WESTFIELD CAPITAL MANAGMENT	COST	25,196,462.	29,708,279.
TOTAL		<u>\$ 133605641.</u>	<u>\$ 151,838,319.</u>

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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	\$ 6,842,707.	\$ 6,974,744.
	TOTAL	<u>\$ 6,842,707.</u>	<u>\$ 6,974,744.</u>

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

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
LCG HEDGED EQUITY FUND, LTD.	COST	\$ 8,000,000.	\$ 8,188,043.
TOTAL OTHER INVESTMENTS		<u>\$ 8,000,000.</u>	<u>\$ 8,188,043.</u>
<u>OTHER SECURITIES</u>			
AXIOM INTERNATIONAL EQUITY FUND	COST	9,001,070.	18,392,033.
SIGULER GUFF DISTRESSED OPPORTUNITIES FD	COST	-2,642,951.	1,875,491.
PRIVATE ADVISORS PRIVATE EQUITY LP	COST	-2,018,197.	1,968,350.
OCM REAL ESTATE OPPORTUNITIES FUND 3 LP	COST	-2,328,995.	610,546.
SIGULER GUFF BRIC OPPORTUNITIES FD LP	COST	3,593,809.	4,983,036.
WCP REAL ESTATE FUND II (B)	COST	4,530,000.	5,769,907.
MARATHON EUROPEAN CREDIT OPPORTUNITY FUN	COST	4,950,000.	5,386,999.
TOTAL OTHER SECURITIES		<u>\$ 15,084,736.</u>	<u>\$ 38,986,362.</u>
	TOTAL	<u>\$ 23,084,736.</u>	<u>\$ 47,174,405.</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.	\$ 26,526.	\$ 23,276.	\$ 31,174.
MACHINERY AND EQUIPMENT	33,895.	25,997.	7,898.	0.
TOTAL	<u>\$ 83,697.</u>	<u>\$ 52,523.</u>	<u>\$ 31,174.</u>	<u>\$ 31,174.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NON TAXABLE DISTRIBUTIONS	\$ 26,836.
PARTNERSHIP CONTRIBUTION	101.
TOTAL	<u>\$ 26,937.</u>

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

UNLOCATED DIFFERENCE

\$ 5,675.
TOTAL \$ 5,675.

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

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PUBLICLY TRADED SEC - KENNEDY CAPITAL MA	PURCHASED	VARIOUS	VARIOUS
2	PUBLICLY TRADED SEC - WEDGE CAPITAL MAN	PURCHASED	VARIOUS	VARIOUS
3	PUBLICLY TRADED SEC - WESTFIELD CAPITAL	PURCHASED	VARIOUS	VARIOUS
4	PUBLICLY TRADED SEC - CHICAGO EQUITY PTR	PURCHASED	VARIOUS	VARIOUS
5	WESTERN ASSET ABSOLUTE RETURN STRATEGY	PURCHASED	VARIOUS	VARIOUS
6	CAUSEWAY INTERNATIONAL VALUE FUND INSTIT	PURCHASED	VARIOUS	VARIOUS
7	NET CLASS ACTION PROCEEDS	PURCHASED	VARIOUS	VARIOUS
8	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	23181733.		20387360.	2794373.				\$ 2794373.
2	21375712.		19377662.	1998050.				1998050.
3	21751712.		19996741.	1754971.				1754971.
4	6170169.		6110342.	59,827.				59,827.
5	1200000.		758,692.	441,308.				441,308.
6	1000000.		1179793.	-179,793.				-179,793.
7	782.		0.	782.				782.
8	4996126.		4100762.	895,364.				895,364.
							TOTAL	\$ 7764882.

STATEMENT 14
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: SEE "GRANT MAKING GUIDELINES @ *"
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
E-MAIL ADDRESS:
FORM AND CONTENT: SEE "GRANT MAKING GUIDELINES @ *"
SUBMISSION DEADLINES: JANUARY 31 JULY 31 SEE "GRANT MAKING GUIDELINES @ *"
RESTRICTIONS ON AWARDS: SEE "GRANT MAKING GUIDELINES @ *"

* 10/7/11 & 12/3/12 (BOTH ATTACHED)

12/31/12

2012 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE

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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			16,418	S/L	15	1,791
3	OFFICE FURNITURE+FIXTURES	11/03/03		9,516			5,178	S/L	15	634
7	OFFICE FURNITURE+FIXTURES	5/01/10		6,263			696	S/L	15	418
8	FILE ROOM SHELVING	2/01/10		7,156			914	S/L	15	477
TOTAL FURNITURE AND FIXTURE				49,802		0	23,206			3,320
MACHINERY AND EQUIPMENT										
2	COMPUTERS+SCREENS+PRINTE	11/16/02		14,852			14,852	S/L	10	0
4	FAX MACHINE	1/17/03		1,595			1,439	S/L	10	156
5	CANON IMAGERUNNER 2270	1/01/06		8,698			5,220	S/L	10	870
6	COMPUTERS+SCREENS+PRINTE	10/15/08		6,920			2,249	S/L	10	692
9	COMPUTER+SCREEN+PRINTER	3/01/10		1,830			336	S/L	10	183
TOTAL MACHINERY AND EQUIPME				33,895		0	24,096			1,901
TOTAL DEPRECIATION				83,697		0	47,302			5,221
GRAND TOTAL DEPRECIATION				83,697		0	47,302			5,221

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NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME

SEE PARTNERSHIPS SUMMARY	\$	2,198,773.
LESS BOOK GAIN - STATE STREET S&P 500 INDEX CTF		-895,364.
LESS TAX LOSS ON DISPOSITION-STATE STREET S&P 500 INDEX CTF		-6,404,994.
TOTAL	\$	<u>-5,101,585.</u>

OPERATING & ADMINISTRATIVE EXP. (990-11000PF)

PENSION PLAN	\$	11,196.
HEALTH INSURANCE		23,811.
LIABILITY INSURANCE		2,200.
LT DISABILITY INSURANCE		6,921.
FICA - FOUNDATIONS'S SHARE		25,107.
PA UNEMPLOYMENT - FOUNDATION'S SHARE		915.
LESS AMOUNTS FOR OFFICERS & DIRECTORS		-19,741.
TOTAL	\$	<u>50,409.</u>

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

AIRFARE	\$	2,141.
TRANSPORTATION, TAXI, LIMO RENTAL, PARKING		3,824.
LODGING		5,679.
MEALS (50% IN COLUMNS B & D)		3,558.
TOTAL	\$	<u>15,202.</u>

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

Part I - Partnerships Summary

Income / Gain / Loss	Axiom International Equity Fund #38-7288281	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. #27-1059391
Total							
Interest	143,878	57,858	20,765	11	12,798	1,254	51,192
Dividends	893,814	486,653	78,444	100,322	201,440	41,968	4,987
Capital Gain							
Short Term	(1,102,278)	(1,116,883)	(2,608)	1,719	1,628	(1,055)	14,921
Long Term	10,246			10,505	(259)		
Long Term - Section 1256	1,939,784	500,651	67,993	128,570	589,843	138,726	512,228
Long Term - Section 1231	1,166,459	1,166,733	(1,409)		1,135		
Other							
Other Income - Portfolio	86,810		225		26,578	23,685	36,322
Other Income (Loss) - Miscellaneous	(15,268)		820		(25,467)	9,379	-29,381
Ordinary Business Income (Loss)	(18,690)	(74,391)	84,608		(107)	581	
Ordinary Section 988 - Currency (Loss)	(2,348)	(5,089)				2,741	
Ordinary Income (Loss)	0				(14)		2,707
Rental Income (Loss)	(27,497)	(30,190)					
PHC Ordinary Income (Loss)	5,041	5,041					
Ordinary Sec 108 (i) Deferred Debt Discharge	0						
Per K-1	3,079,951	1,121,783	248,838	241,127	807,575	217,279	592,976
Less Amounts Reported on Form 990-T	(8,707)	0	(8,814)		107		0
Amounts Reported on Form 990-PF	3,071,244	1,121,783	240,024	241,127	807,682	217,279	592,976

Expenses

Portfolio Expenses - 2% Misc	69,259		35		19,705	48,691	102
Portfolio Expenses - 2% Mgt, etc	311,843	2,842	17,826	726	26,107	32,607	64,547
Interest	16,277		5,997			212	10,068
Other Trade/Business Deductions	44,932		18,129		15,955	1,216	
Foreign Tax	51,491	43,091	772		2,055	5,573	
Section 179	0						
Per K-1	493,802	2,842	42,759	726	63,822	88,299	74,717
Charitable	101		101				
Per K-1	493,903	2,842	42,860	726	63,822	88,299	74,717
Net Per K-1	2,586,048	1,118,941	205,978	240,401	743,753	128,980	518,259
Per K-1 Expenses	493,802	2,842	42,759	726	63,822	88,299	74,717
Less Amounts Reported on Form 990-T	0	0					0
Amounts Reported on Form 990-PF	493,802	2,842	42,759	726	63,822	88,299	74,717
US UBTI	789,309	756,913	8,814	0	(107)	0	23,689

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

Part II - Balance Sheets

Portfolio Value by Investment Account As of 12/31/2012	Investment	Quantity	Book Value	Fair Market Value	
<u>Axiom International Equity Fund</u>					
Axiom International Equity Fund LLC			9,001,070.00		
Total Axiom International Equity Fund			9,001,070.00	18,392,033.28	(A)
<u>Wedge Capital Management</u>					
See attached for details			26,179,244.71	29,673,350.91	
Total Wedge Capital Management			26,179,244.71	29,673,350.91	(B)
<u>Causeway International Value Fund Institutional</u>					
Causeway International Value Fund Institutional		1,547,961.5690	22,104,636.30		
Total Causeway International Value Fund Institutional			22,104,636.30	20,371,174.25	(C)
<u>Common Sense Investors Offshore</u>					
Common Sense Investors Offshore Class A, Series 01/05		56,106.0216	8,000,000.00	8,319,039.51	
Common Sense Investors Offshore Class A, Series 01/05		42,924.7494	5,000,000.00	6,364,605.37	
Total Common Sense Investors Offshore		99,030.7710	13,000,000.00	14,683,644.88	(C)
<u>Harding Loevner Funds Inc.</u>					
Institutional Emerging Markets Portfolio Fund Inc		452,453.2110	6,663,847.48		
Total Harding Loevner Funds Inc			6,663,847.48	7,809,342.42	(C)
<u>Kennedy Capital Management</u>					
See attached for details			20,364,498.83	22,705,544.93	
Total Kennedy Capital Management			20,364,498.83	22,705,544.93	(B)
<u>Westfield Capital Management</u>					
See attached for details			25,196,462.26	29,708,278.68	
Total Westfield Capital Management			25,196,462.26	29,708,278.68	(B)
<u>OCM Real Estate Opportunities Fund III, L.P.</u>					
OCM Real Estate Opportunities Fund III, L.P.			-2,328,995.00		
Total OCM Real Estate Opportunities Fund III, L.P.			-2,328,995.00	610,546.00	(A)
<u>Private Advisors Private Equity Fund, L.P.</u>					
Private Advisors Private Equity Fund, L.P.			-2,018,197.34		
Total Private Advisors Private Equity Fund, L.P.			-2,018,197.34	1,968,350.00	(A)
<u>Quelios Strategic Partners II, Ltd 48SU</u>					
Quelios Strategic Partners II, Ltd - 2011 Series 1 8/03/04		7,539.8700	7,500,000.00	8,140,407.83	
Quelios Strategic Partners II, Ltd - 2011 Series 1 10/31/07		6,813.3730	5,000,000.00	7,356,046.57	
Total Quelios Strategic Partners II, Ltd 48SU		14,353.2430	12,500,000.00	15,496,454.40	(C)
<u>Siguler Guff BRIC Opportunities Fund, LP</u>					
Siguler Guff BRIC Opportunities Fund, LP			3,593,808.70		
Total Siguler Guff BRIC Opportunities Fund, LP			3,593,808.70	4,983,036.00	(A)
<u>Siguler Guff Distressed Opportunities Fund, LLC</u>					
Siguler Guff Distressed Opportunities Fund, LLC			-2,642,951.08		
Total Siguler Guff Distressed Opportunities Fund, LLC			-2,642,951.08	1,875,491.00	(A)
<u>LCG Hedged Equity Fund, Ltd.</u>					
LCG Hedged Equity Fund, Ltd		8,022.3530	8,000,000.00		
Total LCG Hedged Equity Fund, Ltd			8,000,000.00	8,188,043.00	(C)
<u>Marathon European Credit Opportunity Fund SPC (B)</u>					
Marathon European Credit Opportunity Fund SPC (B)		4,860.2780	4,950,000.00		
Total Marathon European Credit Opportunity Fund SPC (B)			4,950,000.00	5,386,999.00	(C)
<u>State Street Global Advisors</u>					
S&P 500 Index CTF		0.0000	0.00		
Total State Street Global Advisors			0.00	0.00	(A)
<u>Chicago Equity Partners LLC</u>					
See attached for details			10,263,839.03	10,468,454.01	
Total Chicago Equity Partners LLC			10,263,839.03	10,468,454.01	(B)
<u>Westport Capital Partners LLC</u>					
WCP Real Estate Fund II(B)			4,530,000.00		
Total Westport Capital Partners LLC			4,530,000.00	5,769,907.39	(C)
<u>Western Asset Management Company</u>					
Western Asset Absolute Return Strategy, Ltd		67,349.7650	7,596,952.48		
Total Western Asset Management Company			7,596,952.48	11,390,529.01	(A)
Grand Totals			166,954,216.37	209,481,179.16	

Notes.

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

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

PART II - Balance Sheets @

December 31, 2012

Wedge Capital Management

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
6,200	Accenture PLC (ACN)	\$ 66.5000	\$ 412,300.00	\$ 428,441.70
5,300	Eaton Corp PLC (ETN)	54.1800	287,154.00	273,771.50
15,300	Nabors Industries Ltd (NBR)	14.4500	221,085.00	287,395.88
2,900	ACE Ltd (ACE)	79.8000	231,420.00	150,932.84
5,300	Abbott Laboratories (ABT)	65.5000	347,150.00	282,863.91
8,100	Aetna Inc (AET)	46.3100	375,111.00	278,567.43
1,000	Air Products & Chemicals Inc (APD)	84.0200	84,020.00	69,253.17
2,900	Alliance Data Sys Corp (ADS)	144.7600	419,804.00	288,314.82
3,800	American Electric Power Inc (AEP)	42.6800	162,184.00	150,461.66
8,400	Amerisourcebergen Corp (ABC)	43.1800	362,712.00	229,474.92
3,900	Ameriprise Financial Inc (AMP)	62.6300	244,257.00	152,121.94
3,900	Amgen Inc (AMGN)	86.2000	336,180.00	222,532.80
6,800	Amphenol Corp New (APH) CI A	64.7000	439,960.00	322,152.76
2,700	Apache Corp (APA)	78.5000	211,950.00	269,754.84
800	Apple Inc (AAPL)	532.1730	425,738.40	351,638.65
3,100	Archer Daniels Midland Co (ADM)	27.3900	84,909.00	89,644.08
4,400	Autoliv Inc (ALV)	67.3900	296,516.00	212,690.86
700	Autozone Inc (AZO)	354.4300	248,101.00	225,648.30
10,800	Bristol-Myers Squibb Company (BMJ)	32.5900	351,972.00	342,104.67
7,300	C B S Corp (CBS) Class B	38.0500	277,765.00	194,316.33
400	CF Industries Holdings Inc (CF)	203.1600	81,264.00	62,474.09
5,500	CVS Caremark Corporation (CVS)	48.3500	265,925.00	269,475.25
8,500	Cardinal Health Inc (CAH)	41.1800	350,030.00	329,382.37
2,067	Celanese Corp (CE) Series A	44.5300	92,043.51	71,709.48
2,000	Chevron Corporation (CVX)	108.1400	216,280.00	156,791.98
3,000	Chubb Corp (CB)	75.3200	225,960.00	164,216.12
2,400	Cliffs Nats Res Inc (CLF)	38.5700	92,568.00	120,022.56

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

PART II - Balance Sheets @

December 31, 2012

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
3,700	Conocophillips (COP)	57.9900	214,563.00	169,850.31
2,700	Cummins Inc (CMI)	108.3500	292,545.00	165,049.93
2,700	D T E Energy Co (DTE)	60.0500	162,135.00	147,862.06
3,100	Diamond Offshore Drilling Inc (DO)	67.9600	210,676.00	211,156.61
5,500	Discover Financial Services (DFS)	38.5500	212,025.00	131,261.70
2,800	Dow Chemical Co (DOW)	32.3294	90,522.32	77,332.62
8,100	Dr Pepper Snapple Group Inc (DPS)	44.1800	357,858.00	353,250.42
1,900	DU Pont (E I) De Nemours And (DD) Company	44.9785	85,459.15	62,379.19
1,400	Eastman Chem Co (EMN)	68.0500	95,270.00	48,233.13
3,800	Edison International (EIX)	45.1900	171,722.00	143,337.17
2,500	Entergy Corp (ETR)	63.7500	159,375.00	175,466.79
2,300	Exxon Mobil Corp (XOM)	86.5500	199,065.00	179,510.60
16,700	Fifth Third Bancorp (FITB)	15.2000	253,840.00	223,625.69
3,800	Firstenergy Corp (FE)	41.7600	158,688.00	152,442.99
1,900	Franklin Res Inc (BEN)	125.7000	238,830.00	191,238.26
8,000	Gap Inc (GPS)	31.0400	248,320.00	230,710.10
1,900	Goldman Sachs Group Inc (GS)	127.5600	242,364.00	263,644.66
11,500	Hartford Finl Svcs Group Inc (HIG)	22.4400	258,060.00	267,748.89
4,500	Home Depot Inc (HD)	61.8500	278,325.00	211,692.60
2,200	International Business Machines (IBM) Corporation	191.5500	421,410.00	378,892.55
2,400	International Paper Co (IP)	39.8400	95,616.00	50,331.06
6,900	Intuit (INTU)	59.4754	410,380.26	347,442.22
5,500	JP Morgan Chase & Co (JPM)	43.9691	241,830.05	191,718.45
4,900	Johnson & Johnson (JNJ)	70.1000	343,490.00	321,513.90
9,700	KBR Inc (KBR)	29.9200	290,224.00	229,696.86
27,100	Keycorp New (KEY)	8.4200	228,182.00	228,791.21
4,000	Kimberly Clark Corp (KMB)	84.4300	337,720.00	313,868.50
6,900	Lilly Eli & Co (LLY)	49.3200	340,308.00	284,950.68
9,800	Lincoln Natl Corp Ind (LNC)	25.9000	253,820.00	246,040.57
7,600	Mattel Inc (MAT)	36.6200	278,312.00	263,221.43
3,900	McKesson Corporation (MCK)	96.9600	378,144.00	321,023.73

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

PART II - Balance Sheets @

December 31, 2012

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
7,900	Merck & Co Inc (MRK)	40.9400	323,426.00	342,064.12
6,800	Metlife Inc (MET)	32.9400	223,992.00	189,448.34
17,200	Microsoft Corporation (MSFT)	26.7097	459,406.84	534,610.82
5,200	Moody's Corp (MCO)	50.3200	261,664.00	240,237.08
6,300	Northrop Grumman Corp (NOC)	67.5800	425,754.00	394,182.22
2,700	Occidental Petroleum Corp (OXY)	76.6100	206,847.00	212,610.12
12,800	Oracle Corp (ORCL)	33.3200	426,496.00	435,790.08
700	P P G Industries Inc (PPG)	135.3500	94,745.00	42,345.20
2,500	P V H Corp (PVH)	111.0100	277,525.00	186,178.37
3,450	Parker Hannifin Corp (PH)	85.0600	293,457.00	216,182.00
14,400	Pfizer Inc (PFE)	25.0793	361,141.92	277,404.18
8,400	Principal Financial Group Inc (PFG)	28.5200	239,568.00	242,748.08
4,200	Prudential Financial Inc (PRU)	53.3300	223,986.00	160,300.51
5,500	Public Service Enterprise Group Inc (PEG)	30.6000	168,300.00	168,621.53
7,500	Raytheon Co (RTN)	57.5600	431,700.00	421,756.27
3,000	Royal Dutch Shell PLC (RDSA) ADR	68.9500	206,850.00	174,290.32
20,700	Safeway Inc (SWY)	18.0900	374,463.00	402,648.19
8,100	Sanofi-Aventis ADR (SNY)	47.3800	383,778.00	286,136.77
8,600	Suntrust Banks Inc (STI)	28.3500	243,810.00	237,164.78
3,000	3M Co (MMM)	92.8500	278,550.00	225,326.50
4,100	Total S.A. ADR (TOT)	52.0100	213,241.00	257,255.39
3,200	The Travelers Companies Inc (TRV)	71.8200	229,824.00	167,982.67
6,400	UnitedHealth Group Inc (UNH)	54.2400	347,136.00	250,273.22
6,300	Valero Energy Corp New (VLO)	34.1200	214,956.00	140,974.24
5,300	Zimmer Holdings Inc (ZMH)	66.6600	353,298.00	327,536.37
Total U.S. large cap			\$ 21,957,352.45	\$ 19,113,507.16

E RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @

December 31, 2012

Wedge Capital Management

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
4,400	Transocean Ltd (RIG)	\$ 44.6600	\$ 196,504.00	\$ 215,771.42
5,300	Ameren Corporation (AEE)	30.7200	162,816.00	147,312.15
13,100	American Eagle Outfitters Inc New (AEO)	20.5100	268,681.00	263,684.87
6,200	Assurant Inc (AIZ)	34.7000	215,140.00	205,911.43
2,000	Ball Corp (BLL)	44.7500	89,500.00	58,522.94
19,200	CA Inc (CA)	21.9800	422,016.00	417,812.06
3,300	Dillards Inc Cl A (DDS)	83.7700	276,441.00	207,443.76
8,500	Foot Locker Inc (FL)	32.1200	273,020.00	183,628.32
3,800	Helmerich & Payne Inc (HP)	56.0100	212,838.00	219,819.16
5,600	Iac Interactivecorp (IACI)	47.2420	264,555.20	231,690.73
1,300	Ingredion Incorporated (INGR)	64.4300	83,759.00	64,191.80
7,100	Lennar Corp Class A (LEN)	38.6700	274,557.00	223,167.38
7,100	Nrg Energy Inc (NRG) Com New	22.9900	163,229.00	140,340.00
8,800	NV Energy Inc (NVE)	18.1400	159,632.00	115,562.92
3,100	Pinnacle West Cap Corp (PNW)	50.9800	158,038.00	143,542.03
24,600	Pitney Bowes Inc (PBI)	10.6400	261,744.00	391,263.35
3,300	Polaris Industries Inc (PII)	84.1500	277,695.00	206,725.80
14,400	Pulte Homes Inc (PHM)	18.1600	261,504.00	243,751.68
35,300	Regions Finl Corp New (RF)	7.1300	251,689.00	219,721.30
1,500	Reliance Steel & Aluminum (RS)	62.1000	93,150.00	58,996.40
13,300	Slm Corp (SLM)	17.1300	227,829.00	182,824.96
9,300	Teco Energy Inc (TE)	16.7600	155,868.00	157,214.99
5,500	Trw Automotive Hldgs Corp (TRW)	53.6100	294,855.00	241,787.91
5,900	Timken Co (TKR)	47.8300	282,197.00	237,386.05
11,400	Unum Group (UNM)	20.8200	237,348.00	251,298.18
5,400	Wyndham Worldwide Corporation (WYN)	53.2100	287,334.00	199,967.67
Total U.S. mid cap			\$ 5,851,939.20	\$ 5,229,339.26

E. RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @

December 31, 2012

Wedge Capital Management

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
1,100	Bunge Limited (BG)	\$ 72.6900	\$ 79,959.00	\$ 65,628.22
14,500	Abb Ltd (ABB) Sponsored ADR	20.7900	301,455.00	268,866.78
900	Agrium Inc (AGU)	99.8714	89,884.26	79,701.42
5,200	BP PLC Spons ADR (BP)	41.6400	216,528.00	262,021.51
4,600	E N I Spa Sponsored ADR (E)	49.1400	226,044.00	205,957.50
9,700	Encana Corp (ECA)	19.7600	191,672.00	247,377.66
5,800	Sap Akiengesellschaft Sponsored ADR (SAP)	80.3800	466,204.00	315,192.36
18,100	Talisman Energy Inc (TLM)	11.3300	205,073.00	303,767.44
2,400	Teck Resources Ltd (TCK) Class B	36.3500	87,240.00	87,885.40
Total developed international			\$ 1,864,059.26	\$ 1,836,398.29
Total equities			\$ 29,673,350.91	\$ 26,179,244.71

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

PART II - Balance Sheets @

December 31, 2012

Kennedy Capital Management

Equities

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
14,505	Accretive Health Inc (AH)	\$ 11.5800	\$ 167,967.90	\$ 173,257.42
8,617	Actuant Corp (ATU) Class A	27.9100	240,500.47	161,334.89
8,458	Adtran Inc (ADTN)	19.5400	165,269.32	279,152.81
2,429	Allele Inc (ALE)	40.9800	99,540.42	90,803.79
6,608	Amtrust Financial Services (AFSI)	28.6900	189,583.52	73,074.87
4,830	Centene Corp Del (CNC)	41.0000	198,030.00	191,035.52
13,328	Chemtura Corporation (CHMT)	21.2600	283,353.28	227,413.34
8,947	Cognex Corp (CGNX)	36.7901	329,161.02	291,895.66
5,510	Cooper Tire & Rubr Co (CTB)	25.3600	139,733.60	65,611.49
6,758	Darling Intl Inc (DAR)	16.0400	108,398.32	95,012.74
17,723	Express Inc (EXPR)	15.0900	267,440.07	301,747.92
11,918	Firstmerit Corporation (FMER)	14.1900	169,116.42	162,715.23
5,762	Genesco Inc (GCO)	55.0000	316,910.00	294,373.54
21,950	Healthsouth Corporation (HLS)	21.1100	463,364.50	367,242.54
5,465	Hill-Rom Holdings Inc (HRC)	28.5000	155,752.50	166,040.81
4,745	Hornbeck Offshore Svcs Inc (HOS)	34.3400	162,943.30	171,176.68
5,471	Ipg Photonics Corporation (IPGP)	66.6500	364,642.15	294,782.26
14,615	Iconix Brand Group Inc (ICON)	22.3200	326,206.80	220,209.49
18,226	Investors Bancorp Inc (ISBC)	17.7800	324,058.28	264,146.62
19,540	Key Energy Svcs Inc (KEG)	6.9500	135,803.00	256,591.98
4,312	Liquidity Services Inc (LQDT)	40.8600	176,188.32	170,346.21
4,055	Mks Instrs Inc (MKSI)	25.7800	104,537.90	107,605.91
1,983	Middleby Corp (MIDD)	128.2100	254,240.43	89,026.62
12,498	Netgear Inc (NTGR)	39.4300	492,796.14	430,472.20
18,662	Northwest Bancshares Inc (NWBI)	12.1400	226,556.68	204,359.14
8,257	Parametric Technology Corporation (PMTC)	22.5100	185,865.07	173,529.45
13,701	Pier 1 Imports Inc (PIR)	20.0000	274,020.00	165,006.38
8,084	Polypore International Inc (PPO)	46.5000	375,906.00	329,894.53
10,981	Portland General Electric Company (POR)	27.3600	300,440.16	257,779.63
11,227	Privatebancorp Inc (PVTB)	15.3200	171,997.64	157,349.71
5,238	Regal Beloit Corp (RBC)	70.4700	369,121.86	295,570.04

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @

December 31, 2012

Kennedy Capital Management

Equities

U.S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
6,707	Rent A Ctr Inc New (RCII)	34.3600	230,452.52	223,803.07
4,132	Salix Pharmaceuticals Ltd (SLXP)	40.4717	167,229.06	174,924.91
13,554	Select Comfort Corp (SCSS)	26.1700	354,708.18	391,114.41
4,294	Smith A O Corp (AOS)	63.0700	270,822.58	205,920.00
4,062	Southwest Gas Corp (SWX)	42.4100	172,269.42	125,911.25
9,418	Spectrum Brands Holdings Inc (SPB)	44.9300	423,150.74	255,239.74
4,900	Stancorp Financial Group Inc (SFG)	36.6700	179,683.00	150,452.74
3,398	Stepan Co (SCL)	55.5400	188,724.92	134,607.61
9,338	Superior Energy Svcs Inc (SPN)	20.7200	193,483.36	287,190.19
23,132	Susquehanna Bancshares, Inc. (SUSQ)	10.4800	242,423.36	202,042.52
78,453	Synovus Finl Corp (SNV)	2.4500	192,209.85	170,046.88
14,349	Synnex Corp (SNX) Com	34.3800	493,318.62	450,870.22
4,530	Teledyne Technologies Inc (TDY)	65.0700	294,767.10	173,300.22
5,807	Tempur-Pedic Intl Inc (TPX)	31.4900	182,862.43	170,480.75
7,217	Trinity Industries Inc (TRN)	35.8200	258,512.94	223,833.18
5,280	Triumph Group Inc New (TGI)	65.3000	344,784.00	245,363.07
5,392	Uil Hldg Corp (UIL)	35.8100	193,087.52	164,450.04
14,820	Umpqua Hldgs Corp (UMPQ)	11.7900	174,727.80	159,118.06
26,381	Valueclick Inc (VCLK)	19.4100	512,055.21	432,125.10
2,081	Wabtec Corp (WAB)	87.5400	182,170.74	67,535.15
3,085	West Pharmaceutical Services Inc (WST) N/C From West Co Eff 2/12/99	54.7500	168,903.75	115,079.93
10,168	Wolverine World Wide Inc (WWW)	40.9800	416,684.64	319,961.68
3,333	Woodward Governor Co (WWD)	38.1300	127,087.29	90,794.76
Total U.S. mid cap			\$ 13,503,564.10	\$ 11,462,724.90

E. RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2012 FORM 990-PF

PART II - Balance Sheets @

December 31, 2012

Kennedy Capital Management

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost
6,950	Orthofix Intl N V (OFIX)	\$ 39.3300	\$ 273,343.50	\$ 232,296.47
5,966	Acco Brands Corp -W/I (ACCO)	7.3400	43,790.44	40,514.16
13,038	Azz Inc (AZZ)	38.4300	501,050.34	343,719.97
4,473	Analogic Corp (ALOG)	74.3000	332,343.90	326,251.90
11,817	Anaren Microwave Inc (ANEN)	19.4500	229,840.65	194,619.04
5,706	Arctic Cat Inc (ACAT) Com	33.3900	190,523.34	236,232.50
9,206	Barrett Bill Corp (BBG)	17.7900	163,774.74	271,267.76
11,122	Cambrex Corp (CBM)	11.3800	126,568.36	109,551.70
20,815	Campus Crest Communities Inc (CCG)	12.2600	255,191.90	228,956.03
10,362	Carrizo Oil & Gas Inc (CRZO)	20.9200	216,773.04	292,468.52
14,507	Endeavour International Corporation (END)	5.1800	75,146.26	128,968.75
38,702	Entropic Communications Inc (ENTR)	5.2900	204,733.58	351,542.37
6,090	Esco Technologies Inc (ESE)	37.4100	227,826.90	209,651.65
4,806	First Merchants Corp (FRME)	14.8400	71,321.04	40,898.58
11,116	Gentherm Inc.	13.3001	147,843.91	159,157.81
23,041	Healthways Inc (HWAY)	10.7000	246,538.70	227,330.58
43,814	Hercules Offshore Inc (HERO)	6.1700	270,332.38	228,015.65
12,467	Icf International Inc (ICFI)	23.4400	292,226.48	276,062.24
12,222	Innospec Inc (IOSP) Com	34.4900	421,536.78	345,998.28
2,291	Innophos Holdings Inc (IPHS)	46.5000	106,531.50	102,908.20
10,232	Inter Parfums Inc (IPAR)	19.4600	199,114.72	170,750.76
9,503	Koppers Holdings Inc (KOP)	38.1500	362,539.45	307,395.12
7,830	Logmein Inc (LOGM)	22.4100	175,470.30	170,820.08
15,107	Maidenform Brands Inc (MFB)	19.4900	294,435.43	355,682.70
13,214	Merit Med Sys Inc (MMSI)	13.9000	183,674.60	184,384.75
16,097	Ngp Capital Resources Company (NGPC)	7.2200	116,220.34	131,046.51
9,710	Newport Corp (NEWP)	13.4500	130,599.50	158,402.21
7,229	Pacwest Bancorp (PACW)	24.7700	179,062.33	167,552.32
7,730	Rue21 Inc (RUE)	28.3900	219,454.70	218,518.11
19,417	Sanmina Corporation	11.0700	214,946.19	220,245.70
5,533	Tennant Co (TNC)	43.9500	243,175.35	208,541.16

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @

December 31, 2012

Kennedy Capital Management

U.S. small cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
17,878	W M S Inds Inc (WMS)	17.5000	312,865.00	350,370.06
9,856	Walker & Dunlop Inc (WD)	16.6600	164,200.96	116,638.79
Total U.S. small cap			\$ 7,192,996.61	\$ 7,106,760.43

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
4,267	Aspen Insurance Holdings Ltd (AHL)	\$ 32.0800	\$ 136,885.36	\$ 108,956.37
4,135	Platinum Underwriter Hldgs Lcom (PTP)	46.0000	190,210.00	130,339.75
25,377	Cott Corporation (COT)	8.0300	203,777.31	211,036.22
21,505	Gsi Group Inc. (GSIG)	8.6600	186,233.30	251,262.76
11,939	Icon Pub Ltd Co (ICLR)	27.7600	331,426.64	284,380.78
Total developed international			\$ 1,048,532.61	\$ 985,975.88

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost
9,652	Chesapeake Lodging Trust (CHSP)	\$ 20.8800	\$ 201,533.76	\$ 152,400.32
7,279	Corporate Office Properties Reit (OFC)	24.9800	181,829.42	231,296.67
2,404	Home Properties Inc (HME)	61.3100	147,389.24	132,235.06
17,581	Medical Properties Trust Inc (MPW)	11.9600	210,268.76	162,279.32
7,033	National Retail Properties (NNN)	31.2000	219,429.60	130,826.25
Total equity reits			\$ 960,450.78	\$ 809,037.52

Other equity

Shares/par value	Description	Market price	Market value	Tax cost
8,298	C.V.R. Energy Inc	\$ 0.0001	\$ 0.83	
Total other equity			\$ 0.83	\$ 0.00
Total equities			<u>\$ 22,705,544.93</u>	<u>\$ 20,364,498.83</u>

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December 31, 2012

Westfield Capital Management

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
1,705	Amazon.Com Inc (AMZN)	\$ 250.8700	\$ 427,733.35	\$ 317,136.47
12,610	American International Group Inc (AIG)	35.3000	445,133.00	410,745.03
3,901	Apple Inc (AAPL)	532.1730	2,076,006.87	672,631.34
13,170	Broadcom Corp Cl A (BRCM)	33.2100	437,375.70	454,695.25
13,700	Cardinal Health Inc (CAH)	41.1800	564,166.00	590,624.82
15,090	Celgene Corp (CELG)	78.4700	1,184,112.30	823,857.13
9,930	Cisco Systems Inc (CSCO)	19.6494	195,118.54	183,134.75
11,830	Citigroup Inc (C)	39.5600	467,994.80	355,396.71
5,560	Citrix Sys Inc (CTXS)	65.6200	364,847.20	367,318.68
8,170	Cognizant Technology Solutions Corp (CTSH) Cl A	73.8823	603,618.39	530,547.91
19,430	Comcast Corp Cl A (CMCSA)	37.3600	725,904.80	441,956.67
3,010	Costco Whsl Corp New (COST)	98.7300	297,177.30	296,260.64
11,980	Danaher Corp (DHR)	55.9000	669,682.00	638,874.84
15,020	The Walt Disney Company (DIS)	49.7900	747,845.80	696,273.02
18,800	E M C Corp Mass (EMC)	25.3000	475,640.00	468,556.07
4,560	EBAY Inc (EBAY)	50.9977	232,549.51	226,815.39
1,328	Google Inc (GOOG)	707.3800	939,400.64	607,547.46
20,910	Halliburton Co (HAL)	34.6900	725,367.90	642,635.10
8,290	Hershey Co (HSY)	72.2200	598,703.80	458,970.55
9,090	Home Depot Inc (HD)	61.8500	562,216.50	386,066.34
8,870	International Paper Co (IP)	39.8400	353,380.80	303,591.17
10,230	JP Morgan Chase & Co (JPM)	43.9691	449,803.89	422,738.37
9,826	Kraft Foods Group, Inc. (KRFT)	45.4700	446,788.22	409,511.31
6,180	Las Vegas Sands Corp (LVS)	46.1600	285,268.80	324,976.57
16,030	Lowe's Companies Inc (LOW)	35.5200	569,385.60	390,809.12
16,370	Merck & Co Inc (MRK)	40.9400	670,187.80	722,223.85
22,570	Microsoft Corporation (MSFT)	26.7097	602,837.93	648,833.93
29,470	Mondelez International-W/I (MDLZ)	25.4532	750,105.80	762,738.43
5,090	Monsanto Co New (MON)	94.6500	481,768.50	443,453.60
6,410	National Oilwell Varco Inc. (NOV)	68.3500	438,123.50	240,035.27

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December 31, 2012

Westfield Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
6,680	Nike Inc Class B Stock (NKE)	51.6000	344,688.00	346,220.61
4,390	Occidental Petroleum Corp (OXY)	76.6100	336,317.90	428,950.46
19,790	Oracle Corp (ORCL)	33.3200	659,402.80	506,219.78
4,450	P P G Industries Inc (PPG)	135.3500	602,307.50	449,101.03
6,250	Paccar Inc (PCAR)	45.2100	282,562.50	280,456.96
3,305	Precision Castparts Corp (PCP)	189.4200	626,033.10	514,105.22
7,140	Qualcomm Inc (QCOM)	61.8596	441,677.54	382,041.93
2,800	Salesforce.Com Inc (CRM)	168.1000	470,680.00	444,614.92
8,800	Stanley Black & Decker Inc (SWK)	73.9700	650,936.00	600,039.52
9,530	Starbucks Corp (SBUX)	53.6300	511,093.90	453,613.70
7,270	State Street Corp (STT)	47.0100	341,762.70	309,592.85
12,140	Texas Instruments Inc (TXN)	30.8900	375,004.60	349,577.54
11,200	Thermo Fisher Scientific Inc. (TMO)	63.7800	714,336.00	581,702.54
8,620	United Technologies Corp (UTX)	82.0100	706,926.20	638,234.96
23,130	Valero Energy Corp New (VLO)	34.1200	789,195.60	555,859.74
10,930	Vertex Pharmaceuticals Inc (VRTX)	41.9000	457,967.00	433,300.12
8,300	Viacom Inc Class B (VIAB)	52.7400	437,742.00	430,181.52
4,845	Visa Inc-Class A Shrs (V)	151.5800	734,405.10	627,886.68
3,620	Watson Pharmaceuticals Inc (WPI)	86.0000	311,320.00	284,937.69
3,190	Whole Foods Mkt Inc (WFM)	91.1600	290,800.40	304,437.20
Total U.S. large cap			\$ 27,873,404.08	\$ 23,160,030.76

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
22,350	Warner Chilcott PLC (WCRX)	\$ 12.0400	\$ 269,094.00	\$ 453,712.79
7,600	Check Point Software Technology Ord (CHKP)	47.6400	362,064.00	420,475.53
5,640	Cooper Cos Inc (COO)	92.4800	521,587.20	445,981.93
4,020	F M C Corp (FMC)	58.5200	235,250.40	219,845.06
Total U.S. mid cap			\$ 1,387,995.60	\$ 1,540,015.31

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December 31, 2012

Westfield Capital Management

Equities

continued

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
13,550	Suncor Energy Inc (SU)	\$ 32.9800	\$ 446,879.00	\$ 496,416.19
Total developed international			\$ 446,879.00	\$ 496,416.19
Total equities			\$ 29,708,278.68	\$ 25,196,462.26

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Chicago Equity Partners LLC

Fixed income

Taxable

Individual securities Treasury

Shares/par value	Description	Market price	Market value	Tax cost
470,000	United States Treasury Note DTD 1/31/2011 0.625% 1/31/2013 Moody's: AAA S&P: AA+	\$ 100.0390	\$ 470,183.30	\$ 470,754.69
385,000	United States Treasury Note DTD 7/31/2011 0.375% 7/31/2013 Moody's: AAA S&P: AA+	100.1410	385,542.85	385,797.07
20,000	United States Treasury Note DTD 3/31/2012 1% 3/31/2017 Moody's: AAA S&P: AA+	101.7890	20,357.80	20,268.82
330,000	United States Treasury Note DTD 2/15/2008 3.5% 2/15/2018 Moody's: AAA S&P: AA+	113.8670	375,761.10	377,040.39
320,000	United States Treasury Note DTD 2/28/2011 2.75% 2/28/2018 Moody's: AAA S&P: AA+	110.1560	352,499.20	320,325.00
480,000	United States Treasury Note DTD 5/15/2011 3.125% 5/15/2021 Moody's: AAA S&P: AA+	113.3980	544,310.40	536,828.87
645,000	United States Treasury Note DTD 2/15/2009 3.5% 2/15/2039 Moody's: AAA S&P: AA+	113.0470	729,153.15	691,069.17
200,000	United States Treasury Bond DTD 2/15/2011 4.75% 2/15/2041 Moody's: AAA S&P: AA+	137.8590	275,718.00	283,297.68
325,000	United States Treasury Bond DTD 11/15/2011 3% 11/15/2041 Moody's: AAA S&P: AA+	104.6720	340,184.00	335,750.32

Individual securities Government related

Shares/par value	Description	Market price	Market value	Tax cost
20,000	Federal Home Loan Bank DTD 8/1/2008 4% 9/6/2013 Moody's: AAA S&P: AA+	\$ 102.5930	\$ 20,518.60	\$ 21,856.60
20,000	Federal National Mortgage Assn DTD 12/11/2008 2.875% 12/11/2013 Moody's: AAA S&P: AA+	102.5630	20,512.60	21,129.52
125,000	Federal Home LN Mtg Corp DTD 1/16/2004 4.50% 1/15/2014 Moody's: AAA S&P: AA+	104.4420	130,552.50	135,525.49

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Chicago Equity Partners LLC

Fixed income

Taxable

Individual securities Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost
180,000	Federal Home LN Bks DTD 5/27/2004 5.25% 6/18/2014 Moody's: AAA S&P: AA+	107.3570	193,242.60	203,895.00
200,000	Federal Home Loan Mortgage Corp DTD 6/2/2011 1% 7/30/2014 Moody's: AAA S&P: AA+	101.2000	202,400.00	202,458.00
135,000	Federal Home Loan Mortgage Corp DTD 7/5/2011 1% 8/27/2011 Moody's: AAA S&P: AA+	101.2940	136,746.90	136,733.40
55,000	Federal National Mortgage Assn DTD 7/18/2011 0.875% 8/28/2014 Moody's: AAA S&P: AA+	101.0070	55,553.85	55,581.90
45,000	Federal Home Loan Mtge Corp DTD 7/14/2005 4.375% 7/17/2015 Moody's: AAA S&P: AA+	110.1380	49,562.10	50,305.86
175,000	Federal Home LN Mtg Corp DTD 10/21/2005 4.75% 11/17/2015 Moody's: AAA S&P: AA+	112.4290	196,750.75	202,677.82
85,000	Federal Home Loan Bank DTD 5/3/2006 5.375% 5/18/2016 Moody's: AAA S&P: AA+	116.4790	99,007.15	98,544.41
250,000	Federal Natl Mtg Assn DTD 6/15/2006 5.375% 7/15/2016 Moody's: AAA S&P: AA+	116.9490	292,372.50	300,040.00
240,000	Federal National Mortgage Assn DTD 4/16/2007 5% 5/11/2017 Moody's: AAA S&P: AA+	118.3260	283,982.40	270,713.28
160,000	Federal National Mortgage Assn DTD 6/8/2007 5.375% 6/12/2017 Moody's: AAA S&P: AA+	120.2480	192,396.80	194,264.16
105,000	Federal Home LN Bks DTD 10/19/2007 5% 11/17/2017 Moody's: AAA S&P: AA+	119.8850	125,879.25	125,354.13
235,000	Federal Home Loan Mortgage Corp DTD 3/27/2009 3.75% 3/27/2019 Moody's: AAA S&P: AA+	115.5920	271,641.20	254,634.37

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Chicago Equity Partners LLC

Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost
45,000	Amer Express Credit Co DTD 8/20/2008 7.3% 8/20/2013 Moody's: A2 S&P: A-	\$ 104.2960	\$ 46,933.20	\$ 50,123.25
45,000	Duke Energy Corp DTD 1/26/2009 6.3% 2/1/2014 Moody's: BAA2 S&P: BBB	105.9450	47,675.25	49,660.65
20,000	Wells Fargo & Company DTD 10/1/2009 3.75% 10/1/2014 Moody's: A2 S&P: A+	105.4380	21,087.60	20,876.20
20,000	Conocophillips DTD 5/21/2009 4.6% 1/15/2015 Moody's: A1 S&P: A	108.0700	21,614.00	22,095.80
45,000	Verizon Communications DTD 3/28/2011 3% 4/1/2016 Moody's: A3 S&P: A-	106.4810	47,916.45	47,406.00
45,000	Pepsico Inc DTD 5/10/2011 2.5% 5/10/2016 Moody's: AA3 S&P: A-	105.3200	47,394.00	46,926.00
40,000	Norfolk Southern Corp DTD 5/19/1997 7.7% 5/15/2017 Moody's: BAA1 S&P: BBB+	126.2250	50,490.00	50,986.78
65,000	Union Pacific Corp DTD 2/5/2008 5.7% 8/15/2018 Moody's: BAA1 S&P: A-	121.3630	78,885.95	70,678.40
10,000	Altria Group Inc DTD 11/10/08 9.7% 11/10/18 Moody's: BAA1 S&P: BBB	139.9930	13,999.30	12,434.40
25,000	Pfizer Inc DTD 3/24/2009 6.2% 3/15/2019 Moody's: A1 S&P: AA	126.3980	31,599.50	31,271.25
25,000	Trans-Canada Pipelines DTD 9/23/2010 3.8% 10/1/2020 Moody's: A3 S&P: A-	111.5900	27,897.50	26,512.75
15,000	Dominion Resources Inc DTD 3/7/2011 4.45% 3/15/2021 Moody's: BAA2 S&P: A-	115.2060	17,280.90	16,525.35
25,000	Duke Energy Corp DTD 8/25/2011 3.55% 9/15/2021 Moody's: BAA2 S&P: BBB	105.3890	26,347.25	25,273.75

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December 31, 2012

Chicago Equity Partners LLC

Individual securities Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
20,000	Kellogg Co DTD 3/29/01 7.45% 4/1/2031 Moody's: BAA1 S&P: BBB+	137.9140	27,582.80	25,030.40
15,000	General Elec Cap Corp Medium Term Nts Book Entry Tranche # TR 00528 6.75% 03/15/2032 Moody's: A1 S&P: AA+	129.8730	19,480.95	15,711.00
15,000	Wal-Mart Stores Inc DTD 8/24/2007 6.5% 8/15/2037 Moody's: AA2 S&P: AA	140.6200	21,093.00	17,507.25
25,000	McDonalds Corp DTD 10/18/2007 6.3% 10/15/2037 Moody's: A2 S&P: A	138.4190	34,604.75	29,523.25
25,000	United Parcel Service DTD 1/15/2008 6.2% 1/15/2038 Moody's: AA3 S&P: A+	134.1270	33,531.75	29,155.75
20,000	Cons Edison Co Of NY DTD 4/4/2008 6.75% 4/1/2038 Moody's: A3 S&P: A-	142.9570	28,591.40	26,946.80
25,000	Georgia Power Company DTD 6/3/2010 5.4% 6/1/2040 Moody's: A3 S&P: A	119.9020	29,975.50	25,270.50
32,000	IBM Corp DTD 6/20/2012 4% 6/20/2042 Moody's: AA3 S&P: AA-	105.8370	33,867.84	30,328.07

Individual securities Mortgage backed securities

Shares/par value	Description	Market price	Market value	Tax cost
53,319.22	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	\$ 106.5880	\$ 56,831.89	\$ 55,968.53
41,492.75	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	108.6510	45,082.29	43,612.79
124,367.94	Federal National Mortgage Assn Passthru CTF Pool Number 931711 DTD 8/1/2009 4% 8/1/2019 Moody's: N/A S&P: N/A	107.1120	133,212.99	131,946.60

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December 31, 2012

Chicago Equity Partners LLC

Individual securities Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
472.45	Federal National Mortgage Assn Passthr CTF Pool Number 839290 DTD 9/1/2005 5% 9/1/2020 Moody's: N/A S&P: N/A	108.6740	513.43	472.99
65,582.19	Federal National Mortgage Assn Passthr CTF Pool Number Ab2497 DTD 2/1/2011 4% 3/1/2021 Moody's: N/A S&P: N/A	107.1120	70,246.40	69,332.66
153,222.62	Federal National Mortgage Assn Passthr CTF Pool Number MA0741 DTD 4/1/2011 4% 5/1/2021 Moody's: N/A S&P: N/A	107.1120	164,119.81	161,966.30
164,954.20	Federal National Mortgage Assn Passthr CTF Pool Number MA1036 DTD 3/1/2012 2.5% 4/1/2022 Moody's: N/A S&P: N/A	104.9580	173,132.63	170,985.33
86,158.48	Federal National Mortgage Assn Passthr CTF Pool Number 890121 DTD 3/1/2009 5% 3/1/2023 Moody's: N/A S&P: N/A	108.6740	93,631.87	90,251.01
89,484.25	Federal National Mortgage Assn Passthr CTF Pool Number Ad7151 DTD 7/1/2010 4% 7/1/2025 Moody's: N/A S&P: N/A	107.1120	95,848.37	92,825.92
170,951.79	Federal National Mortgage Assn Passthr CTF Pool Number 745275 DTD 1/1/2006 5% 2/1/2036 Moody's: N/A S&P: N/A	108.7570	185,922.04	176,427.60
143,407.62	Federal National Mortgage Assn Passthr CTF Pool Number 745885 DTD 9/1/2006 6% 10/1/2036 Moody's: N/A S&P: N/A	109.4810	157,004.10	151,765.60
117,464.71	Federal National Mortgage Assn Passthr CTF Pool Number 928584 DTD 8/1/2007 6.5% 8/1/2037 Moody's: N/A S&P: N/A	112.0280	131,593.37	125,742.29
204,165.69	Federal Home Loan Mortgage Corp Gold Passthr CTF Pool Number G04219 DTD 4/1/2008 5.5% 4/1/2038 Moody's: N/A S&P: N/A	107.9650	220,427.49	222,668.21

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PART II - Balance Sheets @

December 31, 2012

Chicago Equity Partners LLC

Individual securities Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
149,076.66	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G04715 DTD 9/1/2008 6% 6/1/2038 Moody's: N/A S&P: N/A	109.0900	162,627.73	164,962.53
78,900.50	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	108.6530	85,727.76	84,670.11
102,590.53	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	108.0570	110,856.25	105,035.07
27,967.16	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	109.5330	30,633.27	29,601.49
133,829.60	Federal National Mortgage Assn Passthru CTF Pool Number Ad6432 DTD 6/1/2010 4.5% 6/1/2040 Moody's: N/A S&P: N/A	108.3690	145,029.80	143,741.35
211,993.26	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	108.3690	229,734.98	223,686.03
227,592.30	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	108.0200	245,845.20	232,464.18
194,766.27	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	107.3060	208,995.89	201,841.77
168,280.47	Federal National Mortgage Assn Passthru CTF Pool Number AI0160 DTD 4/1/2011 4.5% 5/1/2041 Moody's: N/A S&P: N/A	108.3690	182,363.86	178,982.05
281,393.51	Federal National Mortgage Assn Passthru CTF Pool Number AI0657 DTD 8/1/2011 5% 8/1/2041 Moody's: N/A S&P: N/A	109.1690	307,194.48	305,070.12

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December 31, 2012

Chicago Equity Partners LLC

Individual securities Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
145,443.02	Federal National Mortgage Assn Passthru CTF Pool Number Aj7680 DTD 12/1/2011 3.5% 12/1/2041 Moody's: N/A S&P: N/A	106.7000	155,187.70	151,715.24
94,065.50	Federal National Mortgage Assn Passthru CTF Pool Number Aj7689 DTD 12/1/2011 4% 12/1/2041 Moody's: N/A S&P: N/A	107.3370	100,967.09	98,695.28
49,761.27	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G08479 DTD 3/1/2012 3.5% 3/1/2042 Moody's: N/A S&P: N/A	106.6410	53,065.92	50,974.19
168,232.79	Federal National Mortgage Assn Passthru CTF Pool Number AK6724 DTD 3/1/2012 3% 3/1/2042 Moody's: N/A S&P: N/A	104.8880	176,456.01	171,492.29
54,451.79	Federal National Mortgage Assn Passthru CTF Pool Number Ab4742 DTD 2/1/2012 3% 3/1/2042 Moody's: N/A S&P: N/A	104.8880	57,113.39	55,693.98
112,671.67	Federal National Mortgage Assn Passthru CTF Pool Number AK7497 DTD 3/1/2012 3.5% 4/1/2042 Moody's: N/A S&P: N/A	106.9180	120,466.30	115,523.66

Individual securities Other

Shares/par value	Description	Market price	Market value	Tax cost
29,669.46	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	\$ 102.0110	\$ 30,266.11	\$ 30,211.86
Total taxable individual securities			\$ 10,402,776.31	\$ 10,203,416.58

Other direct/private investment

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: N/A	\$ 119.4140	\$ 65,677.70	\$ 60,422.45
Total other direct/private investment			\$ 65,677.70	\$ 60,422.45
Total Securities			<u>\$10,468,454.01</u>	<u>\$10,263,839.03</u>

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).

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 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 12/3/12

Form of Applications

All applications must be in writing, in hard copy, 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 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
6. The Foundation will consider requests for support of community health nursing from public charities located in the communities of Worcester, Massachusetts; Richmond, Virginia, and Philadelphia, Pennsylvania, pre-selected by the Foundation Board.

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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2012 FORM 990 PF

Part XV Grants and Contributions Paid		2012 FORM 990 PF		E. RHODES AND LEONA B. CARPENTER FOUNDATION		451-Q155772	
Date	Grantee	Address	City, State, Zip	Amount	Purpose	Amount	Purpose
7/18/2012	1708 Gallery	P O Box 12520, 319 W. Broad Street, Richmond, VA 23241	Richmond, VA 23241		2012 performance of Inlight Richmond exhibition		
11/30/2012	Abby Kelley Foster House, Inc	52 High Street, Worcester, MA 01609	Worcester, MA 01609		Support its emergency shelter		(5,000.00)
7/16/2012	Shakertown Revisited, Inc	P O Box 177 Auburn, NY 42206	Auburn, NY 42206		General operation expenses		(16,000.00)
11/13/2012	Aids Leadership Foothills Allain	1120 Fargrove Church Road, Hickory, NC 28602	Hickory, NC 28602		Purchase of computers, office chairs, printer and web support		(85,000.00)
11/15/2012	Alexander Rescue Squad	P O Box 938, Taylorsville, NC 28681	Taylorsville, NC 28681		Help with costs of a heavy duty pickup truck		(7,430.00)
2/17/2012	Alexander Rescue Squad	P O Box 938, Taylorsville, NC 28681	Taylorsville, NC 28681		General charitable purposes of the Vastis Volunteer Fire Co		(53,120.00)
6/30/2012	American Baptist Seminary West	2606 Dwyer Way, Berkeley, CA 94704	Berkeley, CA 94704		Student scholarships over a two year period		(35,000.00)
11/15/2012	American Civil War Center, Tredegar	490 Tredegar Street, Richmond, VA 23219	Richmond, VA 23219		Expansion of living history program		(50,000.00)
11/30/2012	American Museum Natural History	Central Park West at 79th Street, New York, NY 10024	New York, NY 10024		Redesign and planning phase of the Museum's Asian wing		(75,000.00)
6/30/2012	Aquinas Institute Of Theology	23 South Spring Avenue, St. Louis, Missouri 63108	St. Louis, MO 63108		Underwrite one merit based Presidential scholarship		(20,000.00)
11/30/2012	Art Reach	1819 JFK Blvd., Philadelphia, PA 19103	Philadelphia, PA 19103		General operation expenses		(15,000.00)
6/30/2012	Art Services International	1319 Powhatan Street, Alexandria, VA 22314	Alexandria, VA 22314		Support exhibit Deco Japan Shaping Art and Culture		(25,000.00)
11/30/2012	Asian Art Museum Foundation	200 Larkin Street, San Francisco, CA 94102	San Francisco, CA 94102		Help with Series of Banquets and Ceremonies of the Joseon Period exhibit		(50,000.00)
6/30/2012	Assistance League of Riverside	3707 Sunnyside Drive, Riverside, CA 92506	Riverside, CA 92506		General operation expenses		(10,000.00)
11/30/2012	Assoc Of Small Foundations	P O Box 247, Winoski, VT 05404	Winoski, VT 05404		Develop and grow unique and timely investment seminars		(1,500.00)
11/15/2012	Assoc Of Welcoming + Affirming	P O Box 545, Kensington, MD 20895	Kensington, MD 20895		General operation expenses		(30,000.00)
11/15/2012	Aware Central Texas	202 E. First Street, Belton, TX 76513	Belton, TX 76513		Prevention of child abuse/neglect and family violence		(25,000.00)
11/19/2012	Baptist Peace Fellowship of N. A	300 Hawthorne Lane, Charlotte, NC 28204	Charlotte, NC 28204		Updating, expanding and republishing a resource guide		(15,000.00)
6/30/2012	Bel County Society For Crippled	2000 Mariandwood Road, Temple, TX 76702	Temple, TX 76702		Second phase of renovation of Children's Center		(40,000.00)
11/15/2012	Belton Christian Youth Center	P O Box 854, Belton, TX 76513	Belton, TX 76513		General operation expenses		(70,000.00)
6/30/2012	Bloom I/T Desert Ministries, UCC	400 S El Cielo Road, Suite G, Palm Spring, CA 92262	Palm Spring, CA 92262		Support of inclusive outreach programs		(10,000.00)
6/30/2012	Boys & Girls Clubs of N MS	213 W. Main Street, Suite 240, Tupelo, MS 38802	Tupelo, MS 38802		To help with rent, utilities and scholarships for youths attending Houston-MS branch		(40,000.00)
6/30/2012	Bridge Of Central MA	4 Mann Street, Worcester, MA 01602	Worcester, MA 01602		General operation expenses		(14,000.00)
11/30/2012	Brite Divinity School	TCU Box 298130, Fort Worth, TX 76129	Fort Worth, TX 76129		Underwrite a Carpenter Gender Sexuality and Justice Initiative		(50,000.00)
11/30/2012	Brooklyn Museum	200 Eastern Parkway, Brooklyn, NY 11238	Brooklyn, NY 11238		Renovation of Asian and Islamic art galleries		(50,000.00)
6/30/2012	Campaign for Southern Equality	P O Box 364, Asheville, NC 28801	Asheville, NC 28801		Support of the campaign "Coming Out"		(10,000.00)
6/30/2012	Capital Area Partnership Uplift	1021 Oliver Hill Way, Richmond, VA 23219	Richmond, VA 23219		Support of Musical Youth program		(10,000.00)
11/15/2012	Catawba County Council on Adolescents	1120 Fargrove Church Road SE, Suite 22, Hickory, NC 28602	Hickory, NC 28602		Support in school Puberty and Reproductive Health and Safety programs		(16,000.00)
11/15/2012	Catch Kids, Inc	P O Box 796, Tupelo, MS 38802	Tupelo, MS 38802		Dental care for disadvantaged children		(23,000.00)
11/30/2012	Cathedral of the Sacred Heart	800 S. Cathedral Place, Richmond, VA 23220	Richmond, VA 23220		Supporting the Cathedral's Richmond Concert Series and Guest Artists		(80,000.00)
11/30/2012	Center for Anti-Violence Educati	327 7th Street, Brooklyn, NY 11215	Brooklyn, NY 11215		General operation expenses		(25,000.00)
1/6/2012	Center for Progressive Renewal	3605 Sandy Plains Road, Marietta, GA 30066	Marietta, GA 30066		Support of online training courses		(40,000.00)
8/17/2012	Center for Religion & Psychotherapy	30 N. Michigan Avenue, Suite 1920, Chicago, IL 60602	Chicago, IL 60602		Help with costs of Access to Clinical Education and Counseling Project		(100,000.00)
11/30/2012	CenterStage Foundation	600 E. Grace Street, Richmond, VA 23219	Richmond, VA 23219		Endowment installment payment for CenterStage facilities		(35,000.00)
11/15/2012	Can Tex Alcoholics Rehabilitation	2500 S. General Bruce Drive, Temple, TX 76705	Temple, TX 76705		To assist in providing toy-filled birthday bags to disadvantaged children		(15,000.00)
6/30/2012	Cheerful Givers	1287 Berry Ridge Road, Eagan, MN 55123	Eagan, MN 55123		Research project to study online churches		(30,000.00)
6/30/2012	Chicago Theological Seminary	1407 East 60th Street, Chicago, IL 60637	Chicago, IL 60637		For the benefit of Robin's Nest Children's Advocacy Center		(15,000.00)
11/15/2012	Children's Advocacy Center	P O Box 646, Lenoir, NC 28645	Lenoir, NC 28645		Kids' Carnival and Black History Month		(20,000.00)
11/30/2012	Children's Museum of Richmond	2626 W. Broad Street, Richmond, VA 23220	Richmond, VA 23220		Support of Dunhuang Buddhist Art at the Gateway of the Silk Road		(25,000.00)
7/30/2012	China Institute	125 E. 65th Street, New York, NY 10065	New York, NY 10065		2012 Summer Exchange program called Religion and Civil Society		(15,000.00)
11/15/2012	Chinese Christian Scholars Assoc	144 Hancock Street, Auburndale, MA 02466	Auburndale, MA 02466		General operating expenses		(20,000.00)
6/30/2012	Christian Farms-Trehouse, Inc	3804 Riverside Trail, Temple, Texas 76502	Temple, Texas 76502		Computer equipment, software and storage cabinets		(20,000.00)
11/29/2012	Church After School Association	213 W. Main Street, Suite 230, Tupelo, MS 38804	Tupelo, MS 38804		Help with Peer Leadership program and AIDS program		(15,280.00)
6/30/2012	Church of St. Luke (A Fields)	487 Hudson Street, New York, NY 10014	New York, NY 10014		General operating expenses		(25,000.00)
6/30/2012	Church Within A Church Movement	P O Box 578524, Chicago, IL 60657	Chicago, IL 60657		For Auburn Rural Fire Company Class A Pumper Fire Engine		(118,000.00)
3/16/2012	City Of Auburn	P O Box 465, Auburn, KY 42206	Auburn, KY 42206		Assistance with after-school programs		(15,000.00)
11/15/2012	City of Refuge Community	P O Box 2581, Hickory, NC 28603	Hickory, NC 28603		On behalf of the Enrichmond Foundation for their 2012 Summer Festival of the Arts		(25,000.00)
9/19/2012	City of Richmond	6 North Laurel Street, Richmond, VA 23220	Richmond, VA 23220		Repair costs to Russellville Recreation Center		(30,000.00)
11/15/2012	City of Russellville	168 South Main Street, Russellville, KY 42276	Russellville, KY 42276		Verona Fire Department turnout gear and air packs		(25,000.00)
11/15/2012	City of Verona	P O Box 2363, Verona, MS 38879	Verona, MS 38879		Support for exhibit Circle of Animals Zodiac Heads		(20,000.00)
11/30/2012	Cleveland Museum of Art	11150 East Boulevard, University Circle, Cleveland, Ohio 44106	Cleveland, Ohio 44106		Support of Intersections program "Believe Out Loud"		(25,000.00)
1/18/2012	Collegiate Church of New York	500 Fifth Avenue, Suite 1710, New York, NY 10110	New York, NY 10110		Online network designed to help LGBT equality		(25,000.00)
11/31/2012	Collegiate Church of New York	500 Fifth Avenue, Suite 1710, New York, NY 10110	New York, NY 10110		Help with salaries of two Vice Directors		(40,000.00)
6/30/2012	Communities in Schools Greater C	4520 E. Central Texas Expressway, Suite 106, Killeen, TX 76543	Killeen, TX 76543		Charitable purposes of Inlandia Institute		(30,000.00)
12/21/2012	Community Foundation	3700 Sixth Street, Suite 200, Riverside, CA 92501	Riverside, CA 92501		Support of Interfaith Youth Initiative		(45,000.00)
7/19/2012	Cooperative Metropolitan Ministr	474 Centre Street, Newton, MA 02458	Newton, MA 02458		Conservation for 3 Tibetan Buddhist paintings		(28,000.00)
11/30/2012	Cornell University	Ithaca, New York 14853	Ithaca, New York 14853		General operating support for Civic Ballet		(14,618.60)
11/15/2012	Create Foundation	213 W. Main Street, P O Box 1053, Tupelo, MS 38802	Tupelo, MS 38802		General operation expenses		(15,000.00)
7/12/2012	Create Foundation	3011 North Third Street, Temple, TX 76701	Temple, TX 76701		Children's programming, theatre residency program and auditorium renovations		(30,000.00)
7/16/2012	Cultural Activities Center	1906 A North Hamilton Street, Richmond, VA 23230	Richmond, VA 23230		General operating support		(50,000.00)
11/15/2012	Culture Works	Zimmerman House Art Center, 150 Ash Street, Manchester, NH 03104	Manchester, NH 03104		Traveling art exhibit "Lethal Beauty: Samurai Weapons and Armor"		(20,000.00)
6/30/2012	Curler Museum of Art	P O Box 376, Medford, MA 02155	Medford, MA 02155		Help with costs of Equally Blessed for two years		(25,000.00)
12/19/2012	Dignity USA	121 N. Fitzhugh Street, Rochester, NY 14614	Rochester, NY 14614		Charitable purposes of That all May Freely Serve and their Open Pulpits Project		(500,000.00)
3/29/2012	Downtown United Presbyterian Church	P O Box 90193, Durham, NC 27708	Durham, NC 27708		Benefit of Duke's Libraries to endow position of Senior Conservator		(30,000.00)
11/30/2012	Duke University	3133 Dumbarton Street NW, Washington, DC 20007	Washington, DC 20007		Support of Many Voices project		(30,000.00)
5/11/2012	Dumbarton United Methodist Churc	1018 East Avenue A, Temple, TX 76501	Temple, TX 76501		General operating support		(30,000.00)
7/16/2012	East Bell County Interfaith	1200 Park Road, Harrisonburg, VA 22802	Harrisonburg, VA 22802		General operation expenses		(12,000.00)
12/28/2012	Eastern Mennonite University						

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11/30/2012	Edwards Church	United Church of Christ, 39 Edwards Street Framingham, MA 01701	General operating expenses	(13,000.00)
11/30/2012	Emory University	571 South Alamo Drive, Atlanta, GA 30322	Benefit of Michael C. Carlos Museum Asian collection	(30,000.00)
12/31/2012	Extraordinary Lutheran Ministries	2649 N. Francisco Ave., Chicago, IL 60647	Expansion of project Proclaim	(30,000.00)
11/15/2012	Families In Crisis, Inc.	P O Box 25, Killeen, Texas 76540	General operating expenses	(50,000.00)
6/20/2012	Family Diversity Projects	P O Box 1246, Anheist, MA 01004	Distribution of exhibits to houses of worship and religious conferences	(75,000.00)
11/15/2012	Family Guidance Center	17 Hwy 70SE, Hickory, NC 28602	Support of domestic violence community education projects	(75,000.00)
11/13/2012	Family Health Center of Worcester	26 Queen Street, Worcester, MA 01610	General operating expenses of Family Nurse Practitioner program	(75,000.00)
2/17/2012	Family Resource Center	425 Magazine Street, Tupelo, MI 38804	General operating expenses	(12,000.00)
11/13/2012	Fan Free Clinic	1010 North Thompson Street, Richmond, VA 23230	General operating expenses	(100,000.00)
11/15/2012	Fender Museum of Arts Foundation	365 N. Main Street, Corona, CA 92380	Free access to 25 children for one year of Kid Rock Free music lessons	(10,000.00)
6/20/2012	Firehouse Theatre Project	1609 West Broad Street, Richmond, VA 23220	General operating expenses	(75,000.00)
8/31/2012	First Congregational Church-Berk	2345 Channing Way, Berkeley, CA 94706	Charitable purposes of The Beatitudes Society for their Fellowship program	(45,000.00)
1/13/2012	Fordham University	441 East Fordham Road, Bronx, NY 10458	Support research leave of Professor Jeanline Hill Fletcher	(15,000.00)
6/20/2012	Fort Hood Area Habitat for Humanity	2601 Allinson Ave., Killeen, TX 76543	Costs to defray two new Habitat homes	(30,000.00)
12/19/2012	Fortunate Families	P O Box 18082, Rochester, NY 14618	2013 Program for Catholic parents with LGBT children	(25,000.00)
11/30/2012	Fox Chase Cancer Center	333 Cottman Avenue, Philadelphia, PA 19111	Support Dr. Jeff Boyd's research work	(47,500.00)
11/30/2012	Fox Chase Cancer Center	333 Cottman Avenue, Philadelphia, PA 19111	Support of Patricia Keely's working for lung cancer	(20,000.00)
6/20/2012	Fox Chase Cancer Center	3801 Mission Inn Avenue, Riverside, CA 92501	General operating expenses	(40,000.00)
3/14/2012	Friends Of Khmer Culture	P O Box 164, Norfolk, CT 06058	Support two conservation departments National Museum of Cambodia	(30,000.00)
6/20/2012	Gay & Lesbian Alliance Against D	5455 Wilshire Blvd., Suite 1500, Los Angeles, CA 90036	Support of its Religion, Faith & Values Program	(35,000.00)
11/30/2012	George Washington University	2100 M Street, NW, Suite 310, Washington, DC 20052	General operating expenses	(40,000.00)
11/15/2012	GM & O Rails to Trails Recreation	75 S. Main Street, Pontiac, MI 38863	Construction of two Whistle Stops along Tanglefoot	(20,000.00)
6/20/2012	Greater Hickory Cooperative	311st Avenue SE, Hickory, NC 28602	Help dental clinic upgrade with a panoramic x-ray system	(5,000.00)
7/18/2012	Ground Zero Dance Company	1840 West Grace Street, Richmond, VA 23220	General operating support	(9,000.00)
12/17/2012	H O M E	P O Box 10, Orland, ME 04472	General operating support	(20,000.00)
6/20/2012	Habitat For Humanity-Caldwell Co	772 4th Street SW, Hickory, NC 28603	Construction of nine Habitat houses to be building in 2012	(40,000.00)
6/20/2012	Habitat For Humanity-Catawba Val	6 Clover Street, Worcester, MA 01603	Costs of construction of a Habitat house	(15,000.00)
11/30/2012	Hadwen Park Congregational Church	Hampden-Sydney, VA 23943	Support of LGBT Asylum Support Task Force	(500,000.00)
7/9/2012	HARPS Foundation	4200 Dover Road, Richmond, VA 23221	Creation of a Fine Arts Center	(25,000.00)
9/10/2012	Hartley Film Foundation	49 Richmondville Avenue, Suite 204, Westport, CT 06880	Performance ensembles and concerts in the City of Richmond	(60,000.00)
11/30/2012	Harvard Art Museums	32 Quincy Street, Cambridge, MA 02138	Charitable purposes of Reveal Productions for "Love Free or Die"	(250,000.00)
11/30/2012	Health Care Chaplaincy	315 E. 62nd Street, 4th Fl., New York, NY 10065	Renovation costs of a new building to house the Harvard Art Museum	(30,000.00)
11/30/2012	Hebrew Senior Life	1200 Centre Street, Boston, MA 02211	Support of Palliative care curriculum	(45,000.00)
7/26/2012	Henley Street Theatre Company	P O Box 7865, Richmond, VA 23221	In support of its Chaplaincy Institute	(60,000.00)
11/30/2012	Hickory Community Theatre	30 Third Street NW, Hickory, NC 28601	Restoration and renovation projects	(15,000.00)
6/20/2012	Hickory Museum of Art	243 Third Avenue NE, Hickory, NC 28601	General operating expenses	(25,000.00)
6/20/2012	Historic Charleston Foundation	40 East Bay Street, Charleston, SC 29401	Support of hospice complementary medicine program	(65,000.00)
1/13/2012	Hospice Care Network	59-07 175 Place, Fresh Meadows, NY 11365	In support of the Religion and Faith program	(20,000.00)
11/30/2012	Human Rights Campaign Foundation	1640 Rhode Island Ave., NW, Washington, D C 20036	Scholarship for one student over two years	(25,000.00)
6/20/2012	Inland Empire Scholarship Fund	1340 Chualilla Street, Colton, CA 92324	General operating expenses	(38,000.00)
6/20/2012	Institute For Jewish Spirituality	330 Seventh Ave., 19th Fl., New York, NY 10001	General operating expenses	(40,000.00)
6/20/2012	Interfaith Worker Justice	200 W. Bryn Mawr Avenue, 4th floor, Chicago, IL 60660	Support exhibit tour of "Modern Twist Contemporary Japanese Bamboo Art	(15,475.00)
11/30/2012	International Arts & Artists	9 Hillier Court NW, Washington, DC 20008	Conservation treatment for nine Noguchi sculptures	(50,000.00)
11/30/2012	Isamu Noguchi Fdn & Garden Museu	32 37 Vernon Blvd., Long Island City NY 11106	Medical equipment for the health programs offered at Education Center	(25,000.00)
11/15/2012	Itawamba Community College	602 West Hill Street, Fulton, MS 38843	Support of 4 concerts within City of Richmond	(3,000.00)
11/15/2012	James River Singers, Inc.	9224 Holbrook Drive, Richmond, VA 23229	Help with Art Works Program	(15,000.00)
11/15/2012	Jefferson Translational Program	3741 6th Street, Riverside, CA 92501	General operating expenses	(38,000.00)
5/7/2012	Jewish Family & Children's Servi	2100 Arch Street, 5th floor, Philadelphia, PA 19103	Help with Training Program in Public Ministry for 2012-2013 year	(40,000.00)
6/20/2012	Judson Memorial Church	55 Washington Square South, New York, NY 10012	Job Shadow Program and Sophomore Summit event	(15,475.00)
6/20/2012	Justice And Witness Ministries	440 172 East Main Avenue, Bowling Green, KY 42101	Grant to benefit Women's Alliance for Theology Ethics and Ritual	(50,000.00)
6/20/2012	Juvenile Diabetes Research	5712 Cleveland Street, Suite 100, Virginia Beach, VA 23462	Help with research costs	(10,000.00)
11/30/2012	Lambda Legal Defense & Education	120 Wall Street, 19th Fl., New York, NY 10005	Support for LGBT communities of color	(15,000.00)
11/30/2012	LaSalle University	1900 West Olney Ave., Philadelphia, PA 19141	Rehousing and conserving 50 miniature Indian paintings	(15,000.00)
11/15/2012	Latin Ballet Of Virginia	1108-0 Courthouse Road, Richmond, VA 23236	Support of El Pintor	(13,200.00)
8/17/2012	Lifefourney Metropolitan Comm C	2950 E. 55th Place, Indianapolis, Indiana 46220	Charitable and religious purposes of Other Sheep	(7,163.73)
11/15/2012	Living Independence for Everyone	1304 Vine Street, Jackson, MS 39202	Equipment for spinal cord injuries	(6,000.00)
11/15/2012	Loma Linda Ronald McDonald House	11365 Anderson Street, Loma Linda, CA 91354	Salary of half time hospice legal advocate	(25,000.00)
6/20/2012	Lone Star Legal Aid	512 S. Main Street, Belton, TX 76513	Help with costs of exhibit "Chinese Paintings from Japanese Collections"	(100,000.00)
6/20/2012	Los Angeles County Museum Of Art	5905 Wilshire Boulevard, Los Angeles, CA 90036	General operating expenses	(25,000.00)
6/20/2012	Lutheran Home - Hickory West	1125 10th Street Blvd NW, Hickory, NC 28601	General operating expenses	(40,000.00)
7/6/2012	Lutherans Concerned North Americ	P O Box 4707, St. Paul, MN 55104	Help with production of Camelot	(15,000.00)
11/15/2012	Lyric Opera Virginia	2610 Potters Road, Suite 200, Virginia Beach, VA 23452	Help with exhibit The Phoenix Project	(20,000.00)
11/30/2012	MA Museum of Contemporary Art	1040 Mass MoCa Way, North Adams, MA 01247	General operating expenses	(8,000.00)
11/30/2012	Mark Thaler Foundation	P O Box 1614, Glendale, CA 91209	General operating expenses	(150,000.00)
11/30/2012	Massachusetts Conference	One Badger Road, Framingham, MA 01702	Funding Hispanic Ministry Pastoral Development and Education project	(35,000.00)
7/18/2012	MassEquality Education Fund	262 Washington Street, 7th Floor, Boston, MA 02108	Support Youth Leadership Development Program	(25,000.00)
9/13/2012	Maymont Foundation	1700 Hampton Street, Richmond, VA 23220	Underwrite performance programs for fiscal 2012-2013	(25,000.00)
11/30/2012	Mazon Center	21 S. 12th Street, 12th Floor Philadelphia, PA 19107	General operating expenses	(10,000.00)

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6/30/2012	Methodist Theological School OH	3081 Columbus Pike, Delaware, OH 43015	Cover four scholarships for 2012-2013 academic year	(20,000.00)
8/15/2012	Metropolitan Boston Assoc - UCC	230 Second Avenue 110, Wallham, MA 02451	Charitable purposes of The Honeycomb Project and their programs	(10,000.00)
6/30/2012	Metropolitan Community Churches	P O Box 1374, Abilene, TX 79604	Clergy wellness program	(75,000.00)
11/30/2012	Metropolitan Museum of Art	1000 Fifth Avenue, New York, NY 10078	Support exhibit Lost Kingdoms of Early Southeast Asia	(100,000.00)
6/30/2012	Milam Elementary School	720 West Jefferson Street, Tupelo, MS 38804	Support of digital microscopes for 6th grade Science class	(20,000.00)
6/30/2012	Minneapolis Society of Fine Arts	1400 Third Avenue South, Minneapolis, Minnesota 55404	Support of exhibit called "The First Emperor: Return of the Warrior"	(40,000.00)
11/15/2012	Mission Inn Foundation	3969 Main Street, Riverside, CA 92501	Help with costs of Hands On History program	(20,000.00)
6/30/2012	Moikami, Inc.	4000 Morikami Park Road, Delray Beach, FL 33446	Support of exhibit called "Entertaining the Gods and Man: Japanese Dolls and the Theatre"	(15,000.00)
3/14/2012	National Gallery of Art	2000B South Club Drive, Landover, MD 20785	Supporting Colorful Realm exhibition	(125,000.00)
11/30/2012	National Gay & Lesbian Task Force	1325 Massachusetts Ave., NW, Suite 600, Washington, DC 20005	Practice Spirit, Do Justice conference	(50,000.00)
12/31/2012	National Jewish Center Learning	40 Park Avenue South, 4th Fl., New York, NY 10016	Rabbinic Leadership Incubator program	(30,000.00)
7/30/2012	New Ways Ministry	4012 29th Street, Mt. Rainier, MD 20712	To help with Communications Project benefiting LGBT persons	(30,000.00)
11/30/2012	New York Conference - UCC	5575 Thompson Road, DeWitt, NY 13214	Support of Word & Sacrament program	(30,000.00)
9/5/2012	New York Theological Seminary	475 Riverside Drive, Suite 500, New York, NY 10115	Help with costs of Building Bridges in a Global City project	(90,000.00)
6/30/2012	Newark Museum	49 Washington Street, Newark, NJ 07102	Support of Elevating the Everyday project	(75,000.00)
6/30/2012	Newton Depot Authority	P O Box 267, Newton, NC 28658	Construction of an open air pavilion adjacent to the Depot.	(12,000.00)
11/15/2012	Nortstar Academy	8055 Shradler Road, Richmond, VA 23294	Purchase of iPad and Promethean Boards and mounts	(40,000.00)
7/11/2012	Oak Hill Community Development	74 Providence Street, Worcester, MA 01604	Support of its Home Ownership Center	(15,000.00)
6/30/2012	Okolona School District	P O Box 510, Okolona, MS 38860	Construction of a modern athletic field house	(60,000.00)
6/30/2012	Old Lesbians Organizing for Change	P O Box 5853, Athens, OH 45701	General operating expenses	(10,000.00)
11/15/2012	One Voice Chorus Inc	P O Box 13852, Richmond, VA 23235	2013 performance season and community outreach programs	(10,000.00)
6/30/2012	Owley Brown Frazier Historical	829 West Main Street, Louisville, KY 40202	Help with exhibition "Samurai"	(15,000.00)
11/30/2012	Pacific Asia Museum	46 N. Los Robles Avenue, Pasadena, CA 91101	Renovation of museum's Chinese gallery	(25,000.00)
11/30/2012	Pacific School of Religion Chr. LG	1798 Scenic Avenue, Berkeley, CA 94709	General operating expenses	(120,000.00)
6/30/2012	Parkway Elementary School Distri	628 Rutherford Road, Tupelo, MS 38801	20 Bedford Mobbing Carts and 20 Mac Book Pros	(23,000.00)
11/30/2012	Paraleters	230 Central Street, Auburndale, MA 02466	Support of its College Behind Bars Seminary program	(23,000.00)
6/30/2012	Peabody Essex Museum	East India Square, Salem, MA 01970	Hel with costs of exhibit called "Midnight to the Boom: Painting in India after Independence"	(50,000.00)
11/30/2012	Persephone Productions	6516 Lakeview Drive, Falls Church, VA 22041	Support to produce a PBS documentary on Christian Welcoming movement	(100,000.00)
12/31/2012	Pflag Juneau	Box 32245, Juneau, AK 99803	General operating expenses	(12,000.00)
11/30/2012	Philadelphia Museum Of Art	P O Box 7646, Philadelphia, PA 19101	Support of Museum's exhibit "The Art of the Joseon Dynasty"	(160,000.00)
11/30/2012	Pierpont Morgan Library	225 Madison Avenue, New York, NY 10016	General operation expenses	(40,000.00)
6/30/2012	Pine Tree Hospice	883 West Main Street, Dover-Foxcroft, ME 04426	Salary and benefits for the Volunteer Coordinator and Admin Assistant	(26,500.00)
7/16/2012	Ploverbarn Institute	809 Hopmeadow Street, P O Box 243, Simsbury, CT 06070	Support of 4 conflict transformation workshops	(10,000.00)
8/15/2012	Plymouth United Church of Christ	2717 E. Hampshire Street, Milwaukee, WI 53211	Charitable and religious purposes of Equality Wisconsin Fund	(15,000.00)
7/19/2012	Presbyterian Welcome	2095 Broadway, Suite 308, New York, NY 10023	General operating expenses	(30,000.00)
6/30/2012	Preservation Society of Newport	424 Bellevue Avenue, Newport, RI 02840	Help with costs of "Chinese Lacquer Panels Restoration Project"	(50,000.00)
7/18/2012	Princeton University (Theology)	P O Box 821, Princeton, NJ 08542	Support new library construction project	(197,999.58)
1/3/2012	Protestant Chaplaincy Council	10 Louis Drive, Wellesley Hills, MA 02481	Expansion of field education program and Pastoral Care Visitors program	(169,248.95)
11/13/2012	Public Health Management Corp	260 S. Broad Street, Philadelphia, PA 19102	Costs of Rabbinical Student Fellowship in Human Rights Leadership Summer program	(125,000.00)
8/10/2012	Rabbis for Human Rights N America	333 Seventh Avenue, 13th floor, New York, NY 10001	Costs of Rabbinical Student Fellowship in Human Rights Leadership Summer program	(40,000.00)
7/10/2012	Railroad And Heritage Museum	315 W. Avenue B, Temple, TX 76701	Restoration, security efforts and technology improvements	(20,000.00)
11/30/2012	Rainbow Hospice	1550 Bishop Court, Mount Prospect, IL 60056	Costs of residency program in Clinical Pastoral Education	(10,000.00)
6/30/2012	Reconciling Ministries	3801 North Keeler Ave., Chicago, IL 60641	Support of new strategy called Building Inclusive Churches	(50,000.00)
5/7/2012	Richmond Ballet	407 East Canal Street, Richmond, VA 23219	Live music accompaniment	(197,999.58)
12/31/2012	Richmond Symphony	612 East Grace Street - Suite 401, Richmond, VA 23219	Costs of theater expenses	(169,248.95)
6/30/2012	Richmond Volunteer Fire Department	P O Box 6905, Richmond, VA 23230	General operation expenses	(40,000.00)
11/15/2012	Riverside Area Rape Crisis Centre	932 Hwy 371, Mooreville, MS 38857	Help purchase 16 foot fast response trailer with generator	(12,330.00)
6/30/2012	Riverside Art Museum	85 Spruce Street, Suite C, Riverside, CA 92507	Community outreach and Child Abuse prevention programs	(20,000.00)
6/30/2012	Riverside Community College Fdn	3425 Mission Inn Avenue, Riverside, CA 92501	General operating support	(15,000.00)
6/30/2012	Riverside County Philharmonic As	4800 Magnolia Avenue, Riverside, CA 92506	Help with cost of live show Broadway series	(25,000.00)
6/30/2012	Riverside Educational Enrichment	P O Box 1601, Riverside, CA 92502	General operation expenses	(25,000.00)
11/15/2012	Riverside Humane Society	3380 14th Street, Riverside, CA 92501	Scholarship grants for teachers and students in visual/performing arts in School District	(75,000.00)
11/15/2012	Riverside Public Library	6165 Industrial Ave., Riverside, CA 92504	Equipment for Lifeline Spray/Neuter Clinic	(2,000.00)
6/30/2012	Riverside School	P O Box 349, Riverside, CA 92502	Three Play and Learn stands	(30,000.00)
11/15/2012	Russellville Independent Schools	2110 McRae Road, Richmond, VA 23235	Underwriting of Expressive Arts Therapy program	(15,540.00)
6/30/2012	Safe Harbor Rescue Mission	355 South Summer Street, Russellville, KY 42276	Mobile carts, pads, Apple Mac mini computer, server and paraphernalia	(40,000.00)
11/15/2012	San Bernardino Symphony Orchest	P O Box 5181, Hickory, NC 28603	Salary and benefits of a new Director of Programs and Outreach	(12,000.00)
11/30/2012	Santa Clara University Jesuit	198 N. Arrowhead Ave., San Bernardino, CA 92408	Free concert tickets to 400 low income students from Riverside and San Bernardino Counties	(10,000.00)
6/30/2012	School of the Performing Arts	500 El Camino Real, Santa Clara, CA 95053	Scholarships for lay and religious graduate students	(20,000.00)
11/30/2012	Science Museum of Va Fdn	2106 N. Hamilton Street, Richmond, VA 23230	General operating support	(60,000.00)
11/30/2012	Seattle University	P O Box 11624, Richmond, VA 23230	General programming at the Carpenter Science Theatre	(200,000.00)
6/30/2012	Sexuality Information - Educatio	901 12th Avenue, P O Box 222000, Seattle, WA 98122	Scholarships	(15,000.00)
11/15/2012	Sipe's Orchard Home	90 John Street, Suite 402, New York, NY 10038	General operating support	(10,000.00)
12/31/2012	Smith College Museum Of Art	4431 County Home Road, Conover, NC 28613	Purchase of one mini-van	(22,000.00)
6/30/2012	Society FT Increase OT Ministry	Elm Street at Bedford Terrace Northampton, MA 01063	Conservation of two Japanese Hashiman hand scrolls	(50,000.00)
6/30/2012	Solomon R Guggenheim Foundation	924 Farmington Avenue #100, West Hartford, CT 06107	General operating expenses	(10,000.00)
11/15/2012	South Central KY Kids o't Block	1071 Fifth Avenue, New York, NY 10128	Support of exhibition called "Gutai, Be Free"	(50,000.00)
1/6/2012	Southern Conference United CC	2465 Russellville Road, Bowling Green, KY 42101	20 educational puppet shows free of charge for two years	(14,360.00)
6/30/2012	Southern Christian Services Chrl	1330 West Peachtree Street NW, Suite 350, Atlanta, GA 30309	Support of PATHWAYS project for 2012	(35,000.00)
11/30/2012	Southern Conference Of UCC	860 East River Place, Suite 104, Jackson, MI 39021	Refurbishment of Harden House Group Home for Girls	(15,000.00)
11/30/2012		252-B W Fifth Street, Burlington, NC 27215	Support Pastoral Leadership Development program	(35,000.00)

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1/6/2012	Southern Conference Of UICC	252-8 W Fifth Street, Burlington, NC 27215	Alternative theological educational track	(35,000 00)
6/20/2012	Southern Poverty Law Center	400 Washington Avenue, Montgomery, AL 36104	LGBT Right's Project advocacy campaign	(12,000 00)
11/30/2012	St. John's Church Foundation	2319 E Broad Street, Richmond, VA 23223	Help with performance of Give me Liberty or Give me Death speech	(35,000 00)
11/16/2012	St. Joseph College Seminary	6551 North Sheridan Rd., Chicago, IL 60626	Scholarship program	(10,000 00)
6/20/2012	Sterling and Francine Clark Art	Williamstown, MA 01267	Support of exhibit called "Unearthed Recent Archaeological Discoveries from N. China"	(80,000 00)
1/3/2012	Super Leaders Inc	2127 G street, NW, Suite 303, Washington, DC 20052	Youth Leadership Training program	(40,000 00)
9/5/2012	Tabernacle United Church	3700 Chestnut Street, Philadelphia, PA 19104	Charitable purposes of Interfaith Working Group for expanding its leadership team	(20,000 00)
11/30/2012	Temple College Foundation	19 North Main Street, Temple, TX 76501	Renovation of the Rehearsal Hall in performing arts center	(60,000 00)
9/24/2012	Temple Futures	P O Box 158, Temple, TX 76503	Educational costs toward poor students connected with Central Texas Jazz Society	(10,000 00)
11/15/2012	Temple Symphony Orchestra	P O Box 4241, Temple, Texas 76505	General operation expenses	(30,000 00)
11/30/2012	Textile Museum	2320 S Street NW, Washington, DC 20008	Help with exhibit Out of Southeast Asia Art that Sustains	(15,000 00)
11/30/2012	The Mattress Factory	500 Sampsona Way, Pittsburgh, PA 15212	Support exhibit and residency of Chiheru Shota	(10,000 00)
6/20/2012	Theatre IV	114 West Broad Street, Richmond, VA 23220	General operation expenses	(17,947 00)
11/30/2012	Toledo Museum Of Art	P O Box 1013, Toledo, OH 43697	Production costs of a publication on Japanese prints	(20,000 00)
7/9/2012	Training And Counseling Center	435 Peachtree Street NE, Atlanta, GA 30308	Help with Clinical Pastoral Education program	(25,000 00)
6/20/2012	Trinity Evangelical Lutheran Chu	164 West 100th Street, New York, NY 10025	Support of shelter for homeless LGBTQ youth	(10,000 00)
11/30/2012	Trustees Of The University of PA	1 Dulles, 3400 Spruce Street, Philadelphia, PA 19104	Scholarship funding Clinical Pastoral Education	(80,000 00)
6/20/2012	Tupelo Ballet, Inc.	W Main Street, Tupelo, MS 38801	2012 performance of Nutcracker	(15,000 00)
11/15/2012	Tupelo Public School District	Tupelo Public Schools, Tupelo, MS 38804	20 Breitford Mobility Carts and Mac Book Pro	(23,000 00)
11/15/2012	Tupelo Symphony Orchestra	P O Box 474, Tupelo, MS 38802	General operation expenses	(60,000 00)
11/30/2012	UC Coalition Lesbian/Gay Concerns	2552 W 14th Street, Cleveland, OH 44113	Help with Open and Affirming program	(50,000 00)
11/30/2012	Union Presbyterian Seminary	3401 Brook Road, Richmond, VA 23227	General operating expenses	(75,000 00)
12/19/2012	Unitarian Church in Westport	10 Lyons Plains Road, Westport, CT 06880	Charitable purposes of Religious Institute and Seminary Project in 2012	(50,000 00)
4/24/2012	Unitarian Church in Westport	689 Massachusetts Ave., Cambridge, MA 02139	Scholarships for seminarians and clergy	(30,000 00)
6/20/2012	Unitarian Universalist Service C	3000 Fifth Street Northwest, New Brighton, MN 55112	Merit scholarships for students enrolled in degree programs	(25,000 00)
11/30/2012	United Theological Seminary of the Twin Cities	900 College Street, Belton, TX 76513	Scholarships and program support Conservatory of Music	(100,000 00)
6/20/2012	University of Richmond	Richmond, VA 23173	Support performances at Modlin Center during 2012-2013 season	(30,000 00)
6/20/2012	University of Texas Foundation	1 University Station 01303, Austin, TX 78712	Blanton Museum of Art exhibit "Into the Sacred City"	(60,000 00)
6/20/2012	University of VA Art Museum	155 Rugby Road, P O Box 400119, Charlottesville, VA 22904	Conservation of five 18th Century scrolls	(10,000 00)
11/15/2012	VA Commonwealth University	1315 Floyd Avenue, P O Box 843007, Richmond, VA 23284	Student scholarships and other projects of VCU Dance	(30,910 00)
11/30/2012	Vanderbilt Divinity School	2301 Vanderbilt Place Nashville, TN 37240	Scholarships and stipends for 3 Master of Divinity students for fall 2012	(200,000 00)
11/30/2012	Vanderbilt Divinity School	2301 Vanderbilt Place Nashville, TN 37240	Expansion of Carpenter program Religion, Gender & Sexuality	(60,000 00)
3/14/2012	Vanderbilt Divinity School	200 South Third Street, Richmond, VA 23219	Underwrite full tuition and stipends for nine Carpenter Scholars	(150,000 00)
6/20/2012	Venture Richmond	P O Box 7311, Richmond, VA 23221	Help with costs of 2nd Street Festival	(15,000 00)
11/30/2012	Virginia Historical Society	1503 Santa Rosa Road, Suite 234, Richmond, VA 23229	Restoration of Hoffbauer murals known as Four Seasons	(15,000 00)
6/20/2012	Virginia Opera Association, Inc.	114 West Broad Street, Richmond, VA 23220	K Dance's "Yes Dance Invitational"	(80,000 00)
12/21/2012	Virginia Repertory Theatre	120 Thomas Street, worcester, MA 01608	Arts in education program and production of The Music Man	(10,000 00)
11/15/2012	VNA Care Network & Hospice	607 North Avenue, Suite 17, Wakefield, MA 01880	Renovation and repair of the Stanley R. Tippet Hospice Home	(30,000 00)
6/20/2012	VNA Of Middlesex - East	4 Nancy Lane, Framingham, MA 01701	Purchase of 9 therapeutic foam mattresses	(6,979 00)
4/27/2012	Walker Center for Ecumenical Exc	6 Institute Road, Worcester, MA 01609	Charitable purposes of Just Peace Players	(10,000 00)
6/20/2012	Worcester Area Mission Society	55 Salisbury Street, Worcester, MA 01609	Help with housing and youth initiatives during 2012	(15,000 00)
3/14/2012	Worcester Art Museum	484 Main Street, 2nd Floor, Worcester, MA 01608	Help with exhibit Transcending the Ordinary to open in 2014	(75,000 00)
7/10/2012	Worcester Community Action Council	409 Prospect Street, New Haven, CT 06511	Case management support to 40 youth participating in Job and Education Center	(8,000 00)
11/30/2012	Yale University	187 15th Street #1, Brooklyn, NY 11215	Supporting the School's Supervised Ministries Program	(45,000 00)
5/7/2012	Yellow House	4020 Jefferson Street, Riverside, CA 92504	support Richmond performing artist or art group in new performing arts work	(2,000 00)
6/20/2012	YMCA of Riverside	1025 Howard Street, San Francisco, CA 94103	General operating expenses	(20,000 00)
1/10/2012	Yvette A. Flunder Foundation		Support of TransSaints project	(35,000 00)

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