Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning , 2015, 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 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: [X] 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) ► $ 237,931,900.

J Accounting method: ☐ Cash ☐ Accrual [X] 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))

Line		(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 (attach schedule)				
2	Ck ► [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments			N/A	
4	Dividends and interest from securities	2,866,860.	2,866,860.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	13,016,520.			
b	Gross sales price for all assets on line 6a 102124992.				
7	Capital gain net income (from Part IV, line 2)		13,016,520.		
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 or (loss) (attach schedule)				
11	Other income (attach schedule) SEE SUPPORTING DETAIL		1,065,480.		
12	**Total.** Add lines 1 through 11	15,883,380.	16,948,860.		
OPERATING AND ADMINISTRATIVE EXPENSES 13	Compensation of officers, directors, trustees, etc	641,061.	160,265.		480,796.
14	Other employee salaries and wages	209,026.	52,257.		156,769.
15	Pension plans, employee benefits	92,309.	23,077.		69,232.
16a	Legal fees (attach schedule) SEE ST 1	9,329.	2,332.		6,997.
b	Accounting fees (attach sch) SEE ST 2	18,500.	4,625.		13,875.
c	Other prof fees (attach sch) SEE ST 3	1,099,264.	1,086,344.		12,920.
17	Interest	64,386.	64,386.		
18	Taxes (attach schedule)(see instrs) SEE STM 4	652,589.	32,053.		1,828.
19	Depreciation (attach schedule) and depletion	7,389.	7,389.		
20	Occupancy	184,021.	46,005.		138,016.
21	Travel, conferences, and meetings	16,599.	3,358.		10,073.
22	Printing and publications	3,566.	892.		2,674.
23	Other expenses (attach schedule) SEE STATEMENT 5	45,048.	333,037.		33,785.
24	**Total operating and administrative expenses.** Add lines 13 through 23	3,043,087.	1,816,020.		926,965.
25	Contributions, gifts, grants paid STMT 6	11,698,001.			11,698,001.
26	**Total expenses and disbursements.** Add lines 24 and 25	14,741,088.	1,816,020.		12,624,966.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	1,142,292.			
b	**Net investment income** (if negative, enter -0-)		15,132,840.		
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	5,606,311.	4,565,737.	4,565,737.
	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	917.	3,150.	3,150.
	10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 7	3,947,034.	2,994,221.	3,039,508.
	b	Investments — corporate stock (attach schedule) STATEMENT 8	96,464,127.	99,231,012.	115,708,288.
	c	Investments — corporate bonds (attach schedule) STATEMENT 9	6,855,165.	7,953,244.	7,890,465.
	11	Investments — land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) STATEMENT 10	85,799,136.	84,947,261.	106,692,490.
	14	Land, buildings, and equipment: basis ▶ 108,084.			
		Less: accumulated depreciation (attach schedule) SEE STMT 11 ▶ 75,822.	39,651.	32,262.	32,262.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	198,712,341.	199,726,887.	237,931,900.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	198,712,341.	199,726,887.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	198,712,341.	199,726,887.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	198,712,341.	199,726,887.	

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	198,712,341.
2	Enter amount from Part I, line 27a	2	1,142,292.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	199,854,633.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	127,746.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	199,726,887.

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 (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 ...... **2** 13,016,520.

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 (col. (b) divided by col. (c))
2014	12,560,949.	250,137,019.	0.050216
2013	10,626,061.	233,062,618.	0.045593
2012	11,016,885.	219,435,914.	0.050205
2011	10,347,749.	217,037,242.	0.047677
2010	10,260,949.	204,448,604.	0.050188

2	**Total** of line 1, column (d)	2	0.243879
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	0.048776
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	245,651,706.
5	Multiply line 4 by line 3	5	11,981,908.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	151,328.
7	Add lines 5 and 6	7	12,133,236.
8	Enter qualifying distributions from Part XII, line 4	8	12,624,966.

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. ► [X] and enter 1% of Part I, line 27b	1	151,328.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	151,328.
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	151,328.
6 Credits/Payments:		
a 2015 estimated tax pmts and 2014 overpayment credited to 2015 — 6a: 279,139.		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	279,139.
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	127,811.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ► 127,811. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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?	2		X
If 'Yes,' attach a detailed description of the activities			
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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If 'Yes,' attach the statement required by General Instruction T			
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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col. (c), and Part XV*	7	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*	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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 N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2015, 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 FinCEN Form 114. If 'Yes,' enter the name of the foreign country ► CAYMAN ISLANDS

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2015?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.			
	► 20__ , 20__ , 20__ , 20__ .			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2015 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 2015.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		641,061.	53,461.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN A. MCNAMEE % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	ADMIN ASSISTA 45 - 50	92,311.	21,253.	0.
JOHN T. YODER % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CPA 45 - 50	102,753.	15,880.	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	284,002.
WESTFIELD CAPITAL MGT. CO. L.P. ONE FINANCIAL CENTER, 24TH FLOOR BOSTON, MA 02111	INVESTMENT ADVISORY	254,271.
WEDGE CAPITAL MGT. L.L.P. 301 SOUTH COLLEGE ST, SUITE 2920 CHARLOTTE, NC 28202	INVESTMENT ADVISORY	186,874.
LCG ASSOCIATES, INC. 400 GALLERIA PARKWAY-SUITE 1800 ATLANTA, GA 30339	INVESTMENT CONSULTAN	131,886.
BNY MELLON N A 1735 MARKET STREET - 9TH FLOOR PHILADELPHIA, PA 19103	CUSTODIAN FEES	97,788.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a	Average monthly fair market value of securities		1a	245,090,202.
b	Average of monthly cash balances		1b	4,264,402.
c	Fair market value of all other assets (see instructions)		1c	37,991.
d	**Total** (add lines 1a, b, and c)		1d	249,392,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	249,392,595.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	3,740,889.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	245,651,706.
6	**Minimum investment return** Enter 5% of line 5		6	12,282,585.

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	12,282,585.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 151,328.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	151,328.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	12,131,257.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	12,131,257.
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	12,131,257.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	12,624,966.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,624,966.
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	151,328.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	12,473,638.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				12,131,257.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			10,959,447.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2015.				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► $ 12,624,966.				
a Applied to 2014, but not more than line 2a			10,959,447.	
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 2015 distributable amount				1,665,519.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 *(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 2014. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				10,465,738.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 15

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

SEE STATEMENT 15

c Any submission deadlines:

SEE STATEMENT 15

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

SEE STATEMENT 15

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 6				11,698,001.
Total ► **3a**				11,698,001.
b *Approved for future payment*				
Total ► **3b**				0.

Part XVI-A Analysis of Income-Producing Activities

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) Exclusion 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					
4 Dividends and interest from securities			14	2,866,860.	
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	13,016,520.	
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)				15,883,380.	

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 15,883,380.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
	a Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	**1 a (1)**		X
	(2) Other assets	**1 a (2)**		X
	b Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
	(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
	(4) Reimbursement arrangements	**1 b (4)**		X
	(5) Loans or loan guarantees	**1 b (5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
	c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1 c**		X

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

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11/14/16 | Title CO-EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
[redacted]	SELF-PREPARED			[redacted]

Firm's name ► [redacted] Firm's EIN ► [redacted]

Firm's address ► [redacted]

Phone no [redacted]

STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PENSION & LEASE	$ 9,329.	$ 2,332.		$ 6,997.
TOTAL	$ 9,329.	$ 2,332.		$ 6,997.

STATEMENT 2
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	$ 18,500.	$ 4,625.		$ 13,875.
TOTAL	$ 18,500.	$ 4,625.		$ 13,875.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	$ 12,920.			$ 12,920.
CUSTODIAN	97,788.	$ 97,788.		
INVESTMENT ADVISORY	988,556.	988,556.		
TOTAL	$ 1,099,264.	$ 1,086,344.		$ 12,920.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN ON DIVIDENDS	$ 31,444.	$ 31,444.		
PHILADELPHIA CITY WAGE	2,437.	609.		$ 1,828.
STATE UBIT	-1,292.			
US EXCISE	400,000.			
US UBIT	220,000.			
TOTAL	$ 652,589.	$ 32,053.		$ 1,828.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS INSURANCE	$ 8,597.	$ 2,149.		$ 6,448.
MISCELLANEOUS	1,335.	334.		1,001.
OFFICE INTERNET SERVICE	11,992.	2,998.		8,994.
OFFICE OTHER	755.	189.		566.
OFFICE PHONE	6,136.	1,534.		4,602.
OFFICE SUPPLIES	3,623.	906.		2,717.
POSTAGE/DELIVERY	7,846.	1,962.		5,884.
PROFESSIONAL DEVELOPMENT/DUES	4,509.	1,127.		3,382.
REGISTRATION/REPRESENTATION FEES	255.	64.		191.
SEE PARTNERSHIPS SUMMARY PER K-1 EXPENSE		321,774.		
TOTAL	$ 45,048.	$ 333,037.		$ 33,785.

STATEMENT 6
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:		$ 11,697,983.
CLASS OF ACTIVITY:	CASH	
DONEE'S NAME:	PER K-1'S SEE PARTNERSHIPS	
DONEE'S ADDRESS:	SUMMARY	
AMOUNT GIVEN:		18.
	TOTAL	$ 11,698,001.

STATEMENT 7
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GARCIA HAMILTON ASSOC	COST	$ 2,994,221.	$ 3,039,508.
	TOTAL	$ 2,994,221.	$ 3,039,508.

STATEMENT 8
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VANGUARD 500 INDEX FUND ADM	COST	$ 4,917,267.	$ 6,430,102.
WESTERN ASSET ABS STRATEGY FUND	COST	7,476,121.	11,844,264.
KENNEDY CAPITAL MANAGEMENT	COST	24,440,361.	25,254,400.
WEDGE CAPITAL MANAGEMENT	COST	34,001,688.	35,471,492.
WESTFIELD CAPITAL MANAGEMENT	COST	28,395,575.	36,708,030.
	TOTAL	$ 99,231,012.	$ 115,708,288.

STATEMENT 9
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GARCIA HAMILTON ASSOC	COST	$ 7,953,244.	$ 7,890,465.
	TOTAL	$ 7,953,244.	$ 7,890,465.

STATEMENT 10
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER SECURITIES	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LCG HEDGED EQUITY FUND, LTD.	COST	$ 18,500,000.	$ 21,081,300.
SIGULER GUFF DISTRESSED OPPORTUNITIES FD	COST	-4,250,686.	471,176.
LINX PARTNERS III LP	COST	921,843.	767,625.
OCM REAL ESTATE OPPORTUNITIES FUND 3 LP	COST	-2,636,596.	240,500.
CAUSEWAY INTERNATIONAL VALUE FUND	COST	21,186,580.	20,849,707.
Q-BLK (QUELLOS) STRATIGIC PARTNERS	COST	12,500,000.	17,665,589.
COMMON SENSE INVESTORS OFFSHORE HOLDINGS	COST	0.	0.
SIGULER GUFF BRIC OPPORTUNITIES FD LP	COST	1,582,312.	4,156,879.
INSTITUTIONAL EMERGING MARKETS PORT FUND	COST	6,831,132.	6,919,129.
WCP REAL ESTATE FUND II (B)	COST	398,400.	2,955,229.
OPPENHEIMER INTERNATIONAL GROWTH FUND	COST	20,790,428.	21,558,635.
MARATHON EUROPEAN CR OPPORT FD SPC (B)	COST	3,564,972.	4,315,437.
MARATHON EUROPEAN CR OPPORT FD II	COST	4,849,405.	5,167,367.
COLUMBIA CAPITAL PARTNERS VI, LP	COST	709,471.	543,917.
	TOTAL	$ 84,947,261.	$106,692,490.

STATEMENT 11
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	$ 53,852.	$ 36,963.	$ 16,889.	$ 16,889.
MACHINERY AND EQUIPMENT	54,232.	38,859.	15,373.	15,373.
TOTAL	$ 108,084.	$ 75,822.	$ 32,262.	$ 32,262.

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

UNLOCATED DIFFERENCE	$ 127,746.
TOTAL	$ 127,746.

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 - GARCIA A/C	PURCHASED	VARIOUS	VARIOUS
2	PUBLICLY TRADED SEC - KENNEDY A/C	PURCHASED	VARIOUS	VARIOUS
3	PUBLICLY TRADED SEC - WEDGE A/C	PURCHASED	VARIOUS	VARIOUS
4	PUBLICLY TRADED SEC - WESTFIELD A/C	PURCHASED	VARIOUS	VARIOUS
5	COMMON SENSE INVESTORS OFFSHORE	PURCHASED	VARIOUS	VARIOUS
6	WESTERN ASSET ABSOLUTE RETURN STRATEGY	PURCHASED	VARIOUS	VARIOUS
7	MARATHON EUROPEAN CREDIT OPPORTUNITY -B	PURCHASED	VARIOUS	VARIOUS
8	MARATHON EUROPEAN CREDIT OPPORTUNITY -II	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	7198638.		7286725.	-88,087.				$ -88,087.
2	17222355.		13819839.	3402516.				3402516.
3	37394373.		32484371.	4910002.				4910002.
4	36913578.		32572028.	4341550.				4341550.
5	351,743.		299,316.	52,427.				52,427.
6	71,886.		40,203.	31,683.				31,683.
7	2504364.		2175395.	328,969.				328,969.
8	468,055.		430,595.	37,460.				37,460.
							TOTAL	$13016520.

STATEMENT 14
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANN B. DAY % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/PRESIDENT 10	$ 47,000.	$ 368.	$ 0.
PAUL B. DAY, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/V-PRES/SEC 10	47,000.	368.	0.
M. H. REINHART % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIRECTOR 7	42,000.	368.	0.
JOSEPH A. O'CONNOR, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	EXE DIRECTOR 45 - 50	310,661.	15,764.	0.
DIANE L. COLLINS % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	ASSOC EXE DIR 45 - 50	194,400.	36,593.	0.
	TOTAL	$ 641,061.	$ 53,461.	$ 0.

STATEMENT 15
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, EXECTIVE 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 15 SEE "GRANT MAKING GUIDELINES @ * "
RESTRICTIONS ON AWARDS:	SEE "GRANT MAKING GUIDELINES @ * "

* 12/3/12 & 6/10/15 (BOTH ATTACHED)

E. RHODES AND LEONA B. CARPENTER
FOUNDATION

51-0155772

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
	FORM 990/990-PF									
	FURNITURE AND FIXTURES									
1	OFFICE FURNITURE+FIXTURES	10/30/02		26,867			21,791	S/L	15	1,791
3	OFFICE FURNITURE+FIXTURES	11/03/03		9,516			7,080	S/L	15	634
7	OFFICE FURNITURE+FIXTURES	5/01/10		6,263			1,950	S/L	15	418
8	FILE ROOM SHELVING	2/01/10		7,156			2,345	S/L	15	477
10	OFFICE CHAIR	1/01/13		292			58	S/L	10	29
12	OFFICE CHAIRS	1/01/14		933			93	S/L	10	93
15	OFFICE FURNITURE	11/18/14		2,825			16	S/L	15	188
	TOTAL FURNITURE AND FIXTURE			53,852		0	33,333			3,630
	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			1,595	S/L	10	0
5	CANON IMAGERUNNER 2270	1/01/06		8,698			7,830	S/L	10	868
6	COMPUTERS+SCREENS+PRINTE	10/15/08		6,920			6,920	S/L	10	0
9	COMPUTER+SCREEN+PRINTER	3/01/10		1,830			1,830	S/L	10	0
11	TYPEWRITER	8/01/13		335			48	S/L	10	34
13	LAPTOP PC	1/01/14		2,537			362	S/L	7	362
14	SERVER+5 PCS, SCREENS ETC	4/16/14		17,465			1,663	S/L	7	2,495
	TOTAL MACHINERY AND EQUIPME			54,232		0	35,100			3,759
	TOTAL DEPRECIATION			108,084		0	68,433			7,389
	GRAND TOTAL DEPRECIATION			108,084		0	68,433			7,389

E. RHODES AND LEONA B. CARPENTER FOUNDATION

51-0155772

NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME

SEE PARTNERSHIPS SUMMARY	$	1,065,480.
TOTAL	$	1,065,480.

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

PENSION PLAN	$	20,934.
HEALTH INSURANCE		22,028.
LIABILITY INSURANCE		2,942.
LT DISABILITY INSURANCE		5,118.
FICA - FOUNDATION'S SHARE		39,885.
PA UNEMPLOYMENT - FOUNDATION'S SHARE		1,402.
TOTAL	$	92,309.

OPERATING & ADMINISTRATIVE EXP. (990-PF)
INTEREST

INVESTMENT INTEREST	$	64,386.
TOTAL	$	64,386.

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

AIRFARE	$	3,316.
LODGING		3,968.
TRANSPORTATION, TAXI, LIMO RENTAL, PARKING		2,979.
MEALS (50% IN COLUMNS B & D)		6,336.
TOTAL	$	16,599.

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2015 FORM 990-PF

Part I - Partnerships Summary

	Total	Linx Partners III LP #90-0937652	OCM Real Estate Opportunities Fund #01-0709496	Columbia Capital Equity Partners VI (QP) #47-0978685	Siguler Guff Distressed Opportunities Fund #52-2317256	Siguler Guff BRIC Opportunities Fund #20-2425854	WCP Real Estate Fund II (B), L P #27-1049391
Income / Gain (Loss)							
Interest	35,746	28,016	11	74	365	1,159	6,121
Dividends	144,057				61,411	71,001	11,645
Capital Gain							
Short Term	12,290				(1,101)	174	13,217
Short Term - Section 1256	2,038				2,038		
Long Term	426,228		(54,576)		41,627	214,427	224,750
Long Term - Section 1231	404,556		73,712				330,844
845,112							
Other							
Other Income - Portfolio	(707)		542				-1,249
Other Income (Loss) - Miscellaneous	4,035		59			3,976	
Ordinary Business Income (Loss)	(18,223)				(5)		-18,218
Ordinary Section 988 - Currency (Loss)	176				82	94	
Ordinary Income (Loss)	(6,267)		(6,267)				
Rental Income (Loss)	6,587		(647)				7,234
PFIC Ordinary Income (Loss)	0						
Ordinary Sec 108 (i) Deferred Debt Dischar	9,891		9,891				
Per K-1	1,020,407	28,016	22,725	74	104,417	290,831	574,344
Less Amounts Reported on Form 990-T	45,073		89,745				(44,672)
Amounts Reported on Form 990-PF	1,065,480	28,016	112,470	74	104,417	290,831	529,672
Math check	1,020,407						
Expenses							
Portfolio Expenses - 2% Misc	44,444		3,446		6,366	34,632	
Portfolio Expenses - 2% Mgt, etc	301,832	68,006		156,241	6,479	16,695	54,411
Interest	11,111			3,308	16	8	7,779
Other Trade/Business Deductions	0						
Foreign Tax	3,419					3,419	
Section 179	0						
Per K-1	360,806	68,006	3,446	159,549	12,861	54,754	62,190
Charitable	18						18
Per K-1	360,824	68,006	3,446	159,549	12,861	54,754	62,208
Net Per K-1	659,583	(39,990)	19,279	(159,475)	91,556	236,077	512,136
Per K-1 Expenses	360,806	68,006	3,446	159,549	12,861	54,754	62,190
Less Amounts Reported on Form 990-T	(39,032)			(35,600)			(3,432)
Amounts Reported on Form 990-PF	321,774	68,006	3,446	123,949	12,861	54,754	58,758
US UBTI	(84,105)	0	(89,745)	(35,600)	0	0	41,240

(*) Re Debt-financed property	Linx Partners III LP	OCM Real Estate Opportunities Fund	Columbia Capital Equity Partners VI (QP)	Siguler Guff Distressed	Siguler Guff BRIC	WCP Real Estate Fund II (B), L P
	gross income	(99,636)		business income	business income	(18,218)
	gross expense			rental real estate (*)	rental real estate (*)	20,240
	rental real estate (*)			other income (*)	other income (*)	42,650
	debt cancelation (*)	9,891	(35,600)	other deductions (*)	other deductions (*)	(3,432)
		(89,745)	(35,600)			41,240

Part II - Balance Sheets

Portfolio Value by Investment Account
As of 12/31/2015

Investment	Quantity	Book Value	Fair Market Value	
Oppenheimer International Growth Fund I				
Opperheimer International Growth Fund I	600,519 0850	20,790,428 28		
Total Opperheimer International Growth Fund I		20,790,428 28	21,558,635 15	(C)
Wedge Capital Management				
See attached for details		34,001,687 65	35,471,491 51	
Total Wedge Capital Management		34,001,687 65	35,471,491 51	(B)
Causeway International Value Fund Institutional				
Causeway International Value Fund Institutional	1,480,803 0450	21,186,579 62		
Total Causeway International Value Fund Institutional		21,186,579 62	20,849,706 87	(C)
Linx Partners III L.P				
Linx Partners III L P		921,843 00	767,625 00	
Total Linx Partners III L.P		921,843 00	767,625 00	(C)
Harding, Loevner Funds Inc.				
Institutional Emerging Markets Portfolio Fund Inc	462,508 6240	6,831,132 47		
Total Harding Loevner Funds Inc		6,831,132 47	6,919,129 02	(C)
Kennedy Capital Management				
See attached for details		24,440,360 83	25,254,400 18	
Total Kennedy Capital Management		24,440,360 83	25,254,400 18	(B)
Westfield Capital Management				
See attached for details		28,395,575 44	36,708,030 30	
Total Westfield Capital Management		28,395,575 44	36,708,030 30	(B)
OCM Real Estate Opportunities Fund III, L P.				
OCM Real Estate Opportunities Fund III, L P		-2,636,596 00		
Total OCM Real Estate Opportunities Fund III, L P		-2,636,596 00	240,500 00	(A)
Columbia Capital Partners VI, L P.				
Columbia Capital Patrners VI, L P		709,470 58		
Total Columbia Capital Patrners VI, L P		709,470 58	543,917 00	(C)
Q-BLK Strategic Partners II, Ltd 48SU				
Quellos Strategic Partners II, Ltd - 2015 Series 1 10/31/07	9,301 8418	7,500,000 00	9,279,870 85	
Quellos Strategic Partners II, Ltd - 2015 Series 1 8/03/04	8,405 5717	5,000,000 00	8,385,717 74	
Total Q-BLK Strategic Partners II, Ltd 48SU	17,707 4135	12,500,000 00	17,665,588 59	(C)
Siguler Guff BRIC Opportunities Fund, LP				
Siguler Guff BRIC Opportunities Fund, LP		1,582,311 96		
Total Siguler Guff BRIC Opportunities Fund, LP		1,582,311 96	4,156,879 00	(A)
Siguler Guff Distressed Opportunities Fund, LLC				
Siguler Guff Distressed Opportunities Fund, LLC		-4,250,686 11		
Total Siguler Guff Distressed Opportunities Fund, LLC		-4,250,686 11	471,176 00	(A)
LCG Hedged Equity Fund, Ltd				
LCG Hedged Equity Fund, Ltd	16,755 6230	18,500,000 00		
Total LCG Hedged Equity Fund, Ltd		18,500,000 00	21,081,300 00	(C)
Marathon European Credit Opportunity Fund SPC (B)				
Marathon European Credit Opportunity Fund SPC (B)	3,138 1410	3,564,971 51		
Total Marathon European Credit Opportunity Fund SPC (B)		3,564,971 51	4,315,436 56	(C)
Marathon European Credit Opportunity Fund II Ltd.				
Marathon European Credit Opportunity Fund II Cl A Ser 5L	4,706 1514	4,849,405 04		
Total Marathon European Credit Opportunity Fund II Ltd		4,849,405 04	5,167,366 94	(C)
Vanguard				
Vanguard 500 Index Fund Adm	34,115 5650	4,917,267 43		
Total Vanguard		4,917,267 43	6,430,101 69	(C)
Garcia Hamilton Associates				
See attached for details		10,947,465 49	10,929,972 72	
Total Garcia Hamilton Associates		10,947,465 49	10,929,972 72	(B)
Westport Capital Partners LLC				
WCP Real Estate Fund II(B)		398,400 00		
Total Westport Capital Partners LLC		398 400 00	2,955,228 73	(C)
Western Asset Management Company				
Western Asset Absolute Return Strategy, Ltd	66,153 1790	7,476,121 22		
Total Western Asset Management Company		7,476,121 22	11,844,263 63	(C)
Grand Totals		195,125,738 41	233,330,748 89	

Notes

(A) Per K-1 Ending Capital Account - GAAP Basis
(B) Per BNY Mellon Bank N A Custodian 12/31/15 Statement
(C) Per Fund's 12/31/15 Statement
(D) Per K-1 Ending Capital Account - Tax Basis

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Wedge Capital Management

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
3,800	Accenture PLC (ACN)	$ 104.5000	$ 397,100.00	$ 379,131.70
16,800	Nabors Industries Ltd (NBR)	8.5100	142,968.00	248,223.51
2,600	ACE Ltd (ACE)	116.8500	303,810.00	271,349.26
1,000	Lyondellbasell Industries NV (LYB)	86.9000	86,900.00	91,271.32
12,100	Activision Blizzard Inc (ATVI)	38.7100	468,391.00	366,493.48
3,600	Aetna Inc (AET)	108.1200	389,232.00	233,149.09
700	Air Products & Chemicals Inc (APD)	130.1100	91,077.00	75,139.44
1,400	Alliance Data Sys Corp (ADS)	276.5700	387,198.00	388,457.62
3,900	Ameren Corporation (AEE)	43.2300	168,597.00	145,745.95
3,100	American Electric Power Inc (AEP)	58.2700	180,637.00	148,385.02
4,800	American International Group Inc (AIG)	61.9700	297,456.00	251,485.90
4,100	Amerisourcebergen Corp (ABC)	103.7100	425,211.00	419,210.64
2,700	Ameriprise Financial Inc (AMP)	106.4200	287,334.00	170,310.28
2,500	Amgen Inc (AMGN)	162.3300	405,825.00	394,730.75
2,800	Anthem Inc. (ANTM)	139.4400	390,432.00	304,471.54
3,600	Apple Inc (AAPL)	105.2600	378,936.00	379,241.44
2,400	Archer Daniels Midland Co (ADM)	36.6800	88,032.00	87,993.61
2,100	Autoliv Inc (ALV)	124.7700	262,017.00	210,424.20
4,700	BP PLC Spons ADR (BP)	31.2600	146,922.00	194,179.32
1,200	Ball Corp (BLL)	72.7300	87,276.00	60,027.33
16,900	Bank Of America Corporation (BAC)	16.8300	284,427.00	300,603.68
2,800	The Boeing Company (BA)	144.5900	404,852.00	366,025.73
23,900	Boston Scientific Corporation (BSX)	18.4400	440,716.00	427,901.94
2,100	CF Industries Holdings Inc (CF)	40.8100	85,701.00	106,492.69
3,700	Capital One Financial Corporation (COF)	72.1800	267,066.00	263,360.53
4,900	Cardinal Health Inc (CAH)	89.2700	437,423.00	406,073.77
8,100	Carnival Corp (CCL)	54.4800	441,288.00	412,159.98

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PART II - Balance Sheets @ December 31, 2015

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
3,800	Caterpillar Inc (CAT)	67.9600	258,248.00	295,524.48
1,367	Celanese Corp (CE) Series A	67.3300	92,040.11	78,368.23
1,600	Chevron Corporation (CVX)	89.9600	143,936.00	168,949.22
15,500	Cisco Systems Inc (CSCO)	27.1550	420,902.50	403,009.49
5,700	Citigroup Inc (C)	51.7500	294,975.00	332,345.91
6,900	Cognizant Technology Solutions Corp (CTSH) Cl A	60.0200	414,138.00	383,281.11
3,200	Conocophillips (COP)	46.6900	149,408.00	187,570.19
2,600	Consolidated Edison Inc (ED)	64.2700	167,102.00	147,105.96
1,800	Crown Hldgs Inc (CCK)	50.7000	91,260.00	80,602.33
2,900	Cummins Inc (CMI)	88.0100	255,229.00	357,128.83
14,900	D R Horton Inc (DHI)	32.0300	477,247.00	452,726.23
7,100	Darden Restaurants Inc (DRI)	63.6400	451,844.00	440,290.63
5,300	Discover Financial Services (DFS)	53.6200	284,186.00	202,787.11
4,500	Dover Corp (DOV)	61.3100	275,895.00	346,074.83
4,400	Dr Pepper Snapple Group Inc (DPS)	93.2000	410,080.00	221,894.38
1,300	Eastman Chem Co (EMN)	67.5100	87,763.00	91,631.41
2,800	Edison International (EIX)	59.2100	165,788.00	124,581.38
6,900	Electronic Arts Inc (EA)	68.7200	474,168.00	408,833.39
5,500	Emerson Electric Co (EMR)	47.8300	263,065.00	284,542.21
2,600	Entergy Corp (ETR)	68.3600	177,736.00	173,366.08
6,000	Exelon Corp (EXC)	27.7700	166,620.00	197,436.92
4,800	Express Scripts Holdings, Inc. (ESRX)	87.4100	419,568.00	359,004.07
1,900	Exxon Mobil Corp (XOM)	77.9500	148,105.00	165,664.39
4,300	Fiserv Inc (FISV)	91.4600	393,278.00	335,559.18
5,600	Firstenergy Corp (FE)	31.7300	177,688.00	191,716.39
2,900	Fleetcor Technologies Inc. (FLT)	142.9300	414,497.00	363,174.75
7,500	Franklin Res Inc (BEN)	36.8200	276,150.00	297,644.34
2,800	General Dynamics Corporation (GD)	137.3600	384,608.00	275,649.80
6,500	Global Pmts Inc (GPN)	64.5100	419,315.00	447,032.84

PART II - Balance Sheets @ December 31, 2015

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
1,700	Goldman Sachs Group Inc (GS)	180.2300	306,391.00	246,514.00
6,600	Hartford Finl Svcs Group Inc (HIG)	43.4600	286,836.00	157,565.85
3,100	Hess Corporation (HES)	48.4800	150,288.00	229,918.10
3,600	Home Depot Inc (HD)	132.2500	476,100.00	421,503.30
12,000	Intel Corp (INTC)	34.4500	413,400.00	405,553.20
2,300	International Paper Co (IP)	37.7000	86,710.00	90,887.25
4,400	JP Morgan Chase & Co (JPM)	66.0300	290,532.00	199,441.86
4,000	Johnson & Johnson (JNJ)	102.7200	410,880.00	371,655.96
22,200	Keycorp New (KEY)	13.1900	292,818.00	223,976.62
5,200	Lilly Eli & Co (LLY)	84.2600	438,152.00	300,793.48
5,800	Lincoln Natl Corp Ind (LNC)	50.2600	291,508.00	158,078.86
1,900	Lockheed Martin Corp (LMT)	217.1500	412,585.00	390,966.49
7,500	Merck & Co Inc (MRK)	52.8200	396,150.00	452,278.98
6,400	Metlife Inc (MET)	48.2100	308,544.00	264,167.21
7,900	Microsoft Corporation (MSFT)	55.4800	438,292.00	429,133.53
2,500	Mohawk Inds Inc (MHK)	189.3900	473,475.00	502,994.94
9,300	Morgan Stanley (MS)	31.8100	295,833.00	344,053.53
10,700	Newell Rubbermaid Inc (NWL)	44.0800	471,656.00	431,838.47
2,300	Northrop Grumman Corp (NOC)	188.8100	434,263.00	265,876.53
12,700	Nvidia Corp (NVDA)	32.9600	418,592.00	270,890.25
2,200	Occidental Petroleum Corp (OXY)	67.6100	148,742.00	180,909.11
900	P P G Industries Inc (PPG)	98.8200	88,938.00	76,516.54
2,650	Parker Hannifin Corp (PH)	96.9800	256,997.00	288,166.45
12,900	Pfizer Inc (PFE)	32.2800	416,412.00	392,969.58
4,500	Philip Morris International Inc (PM)	87.9100	395,595.00	379,258.58
6,000	Principal Finl Group Inc (PFG)	44.9800	269,880.00	207,681.59
3,500	Prudential Financial Inc (PRU)	81.4100	284,935.00	246,499.78
4,600	Public Svc Enterprise Group Inc (PEG)	38.6900	177,974.00	156,187.91
3,500	Raytheon Co (RTN)	124.5300	435,855.00	366,688.22

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
30,400	Regions Finl Corp New (RF)	9.6000	291,840.00	265,741.96
1,400	Reliance Steel & Aluminum (RS)	57.9100	81,074.00	79,722.40
3,100	Royal Dutch Shell PLC (RDS.A) ADR	45.7900	141,949.00	205,701.86
6,800	ST Jude Medical Inc (STJ)	61.7700	420,036.00	494,934.81
4,400	Stryker Corp (SYK)	92.9400	408,936.00	377,125.53
6,700	Suntrust Banks Inc (STI)	42.8400	287,028.00	209,149.64
6,600	Target Corp (TGT)	72.6100	479,226.00	505,498.08
7,500	Texas Instruments Inc (TXN)	54.8100	411,075.00	431,374.33
1,800	3M Co (MMM)	150.6400	271,152.00	229,105.52
2,600	The Travelers Companies Inc (TRV)	112.8600	293,436.00	275,227.34
3,400	Unitedhealth Group Inc (UNH)	117.6400	399,976.00	284,374.34
3,600	Universal Health Services Inc Cl B (UHS)	119.4900	430,164.00	433,056.11
8,900	Unum Group (UNM)	33.2900	296,281.00	246,096.20
23,000	Western Union Co (WU)	17.9100	411,930.00	424,343.54
Total U.S. large cap			**$ 30,094,099.61**	**$ 27,829,953.63**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
11,500	Transocean Ltd (RIG)	$ 12.3800	$ 142,370.00	$ 254,978.19
7,800	The A D T Corporation (ADT)	32.9800	257,244.00	261,427.92
5,900	Agco Corp (AGCO)	45.3900	267,801.00	287,309.96
1,700	Albemarle Corp (ALB)	56.0100	95,217.00	94,194.61
9,900	Centerpoint Energy Inc (CNP)	18.3600	181,764.00	187,182.18
5,700	Fluor Corp New (FLR)	47.2200	269,154.00	386,100.45
7,100	Foot Locker Inc (FL)	65.0900	462,139.00	494,208.23

PART II - Balance Sheets @ December 31, 2015

Wedge Capital Management

U.S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
14,700	Goodyear Tire & Rubber Co (GT)	32.6700	480,249.00	451,673.69
900	Ingredion Incorporated (INGR)	95.8400	86,256.00	66,464.76
6,100	Jacobs Engr Group Inc (JEC)	41.9500	255,895.00	262,965.02
6,600	Murphy Oil Corp (MUR)	22.4500	148,170.00	259,857.87
16,200	Nrg Energy Inc (NRG) Com New	11.7700	190,674.00	301,306.30
2,800	Pinnacle West Cap Corp (PNW)	64.4800	180,544.00	159,214.54
12,900	Pitney Bowes Inc (PBI)	20.6500	266,385.00	307,227.61
10,700	Superior Energy Svcs Inc (SPN)	13.4700	144,129.00	234,534.48
2,163	Toll Bros Inc (TOL)	33.3000	72,027.90	73,352.30
1,500	Westlake Chemical Corp (WLK)	54.3200	81,480.00	94,101.50
Total U.S. mid cap			**$ 3,581,498.90**	**$ 4,176,099.61**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
17,100	Weatherford International Pl (WFT)	$ 8.3900	$ 143,469.00	$ 226,939.50
4,800	Royal Caribbean Cruises Ltd (RCL)	101.2100	485,808.00	469,972.98
13,100	Astrazeneca PLC Sponsored ADR (AZN)	33.9500	444,745.00	480,495.38
5,000	E N I Spa Sponsored ADR (E)	29.8000	149,000.00	215,967.04
3,300	Total S.A. ADR (TOT)	44.9500	148,335.00	171,927.37
9,800	Unilever NV New York Shs ADR New (UN)	43.3200	424,536.00	430,332.14
Total developed international			**$ 1,795,893.00**	**$ 1,995,634.41**
Total equities			**$ 35,471,491.51**	**$ 34,001,687.65**

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PART II - Balance Sheets @ December 31, 2015

Kennedy Capital Management

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
3,990	Avangrid, Inc. (AGR)	$ 38.4000	$ 153,216.00	$ 145,192.07
Total U.S. large cap			**$ 153,216.00**	**$ 145,192.07**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
6,814	Amn Healthcare Svcs Inc (AHS)	$ 31.0500	$ 211,574.70	$ 206,601.47
2,487	Azz Inc (AZZ)	55.5700	138,202.59	105,058.83
7,772	Air Methods Corp (AIRM) Com	41.9300	325,879.96	318,610.39
7,485	Alere Inc (ALR)	39.0900	292,588.65	273,612.22
5,542	Alexander & Baldwin Inc (ALEX)	35.3100	195,688.02	218,742.19
735	Allegiant Travel Company (ALGT)	167.8300	123,355.05	74,513.12
4,445	Allete Inc (ALE)	50.8300	225,939.35	196,789.82
2,983	Amsurg Corp (AMSG)	76.0000	226,708.00	249,134.93
9,454	Bankunited Inc (BKU)	36.0600	340,911.24	285,616.13
4,849	Belden Inc (BDC)	47.6800	231,200.32	292,185.55
12,619	Berry Plastics Group Inc. (BERY)	36.1800	456,555.42	341,614.69
8,376	Cal-Maine Foods Inc (CALM)	46.3400	388,143.84	351,522.36
17,436	Callidus Software Inc (CALD)	18.5700	323,786.52	192,799.24
5,918	Carrizo Oil & Gas Inc (CRZO)	29.5800	175,054.44	148,677.09
6,390	Chemtura Corporation (CHMT)	27.2700	174,255.30	174,828.69
2,733	Clarcor Inc (CLC)	49.6800	135,775.44	164,390.37
8,110	Cognex Corp (CGNX)	33.7700	273,874.70	228,773.87
13,380	Dana Holdings Corporation (DAN)	13.8000	184,644.00	271,146.71
12,218	Depomed Inc (DEPO)	18.1300	221,512.34	334,915.74
12,070	Electronics For Imaging Inc (EFII)	46.7400	564,151.80	500,037.49
5,351	Emergent Biosolutions Inc (EBS)	40.0100	214,093.51	117,498.95
2,620	Energen Corp (EGN)	40.9900	107,393.80	130,270.85
4,107	Euronet Worldwide Inc (EEFT)	72.4300	297,470.01	181,232.97
17,245	Examworks Group Inc (EXAM)	26.6000	458,717.00	545,740.69
10,265	Forum Energy Technologies Inc. (FET)	12.4600	127,901.90	221,623.70
11,089	Fresh Market Inc/The (TFM)	23.4200	259,704.38	386,248.24
3,970	G-III Apparel Group Ltd (GIII)	44.2600	175,712.20	195,757.05
7,789	Generac Holdings Inc (GNRC)	29.7700	231,878.53	301,357.21
10,791	Globus Medical, Inc. (GMED)	27.8200	300,205.62	179,535.45
11,130	Great Western Bancorp Inc. (GWB)	29.0200	322,992.60	249,422.00

PART II - Balance Sheets @ December 31, 2015

Kennedy Capital Management

U.S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
18,091	Hms Hldgs Corp (HMSY)	12.3400	223,242.94	284,319.57
6,738	Healthsouth Corporation (HLS)	34.8100	234,549.78	232,324.23
5,660	Huron Consulting Group Inc (HURN)	59.4000	336,204.00	326,396.27
6,963	Ipg Photonics Corporation (IPGP)	89.1600	620,821.08	438,798.61
15,065	Irobot Corp (IRBT)	35.4000	533,301.00	487,222.90
3,871	Laclede Group Inc (LG)	59.4100	229,976.11	191,600.46
6,467	Legacytexas Financial Group, Inc. (LTXB)	25.0200	161,804.34	186,872.26
3,838	Lifepoint Hosps Inc (LPNT)	73.4000	281,709.20	260,209.41
23,855	Lifelock, Inc. (LOCK)	14.3500	342,319.25	336,801.55
3,038	Lithia Mtrs Inc (LAD) Cl A	106.6700	324,063.46	217,345.09
6,363	Marcus & Millichap, Inc. (MMI)	29.1400	185,417.82	212,035.89
4,043	Marriott Vacations Worldwide (VAC) Corporation	56.9500	230,248.85	252,754.64
11,297	Memorial Resource Development Corp. (MRD)	16.1500	182,446.55	209,218.12
9,405	Methode Electrs Inc Common (MEI)	31.8300	299,361.15	298,152.47
3,213	Multi-Color Corp (LABL)	59.8100	192,169.53	208,456.21
2,020	Nordson Corp (NDSN)	64.1500	129,583.00	132,997.00
2,129	Osi Sys Inc (OSIS)	88.6600	188,757.14	149,135.66
7,871	Omnicell Inc (OMCL)	31.0800	244,630.68	270,853.39
10,432	On Assignment Inc (ASGN)	44.9500	468,918.40	313,165.10
6,097	Opus Bank (OPB)	36.9700	225,406.09	223,764.22
4,494	Pacwest Bancorp (PACW)	43.1000	193,691.40	152,336.71
4,004	Parexel Intl Corp (PRXL)	68.1200	272,752.48	225,573.87
4,091	Polyone Corp (POL)	31.7600	129,930.16	143,715.59
1,639	Regal Beloit Corp (RBC)	58.5200	95,914.28	99,787.00
5,775	Rexnord Corp. (RXN)	18.1200	104,643.00	148,193.25
13,531	The Ew Scripps Company (SSP)	19.0000	257,089.00	274,618.65
8,550	Shutterfly Inc (SFLY)	44.5600	380,988.00	378,567.38
4,240	Spectrum Brands Holdings Inc (SPB)	101.8000	431,632.00	151,647.30

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PART II - Balance Sheets @ December 31, 2015

Kennedy Capital Management

U.S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
8,735	Super Micro Computer Inc (SMCI)	24.5100	214,094.85	237,499.34
10,865	Synchronoss Technologies Inc (SNCR)	35.2300	382,773.95	403,249.07
4,294	Synnex Corp (SNX) Com	89.9300	386,159.42	283,141.48
1,843	Teledyne Technologies Inc (TDY)	88.7000	163,474.10	78,812.25
3,940	Triumph Group Inc New (TGI)	39.7500	156,615.00	249,878.85
15,816	Umpqua Hldgs Corp (UMPQ)	15.9000	251,474.40	236,246.90
5,033	West Pharmaceutical Services Inc (WST) N/C From West Co Eff 2/12/99	60.2200	303,087.26	93,742.76
12,143	Wisdomtree Investments Inc (WETF)	15.6800	190,402.24	251,601.28
7,306	Woodward Governor Co (WWD)	49.6600	362,815.96	292,867.21
Total U.S. mid cap			**$ 17,618,339.10**	**$ 16,372,159.95**

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost
6,833	Astronics Corp (ATRO)	$ 40.7100	$ 278,171.43	$ 292,189.02
31,325	Bioscrip Inc (BIOS)	1.7500	54,818.75	150,700.46
16,248	Echo Global Logistics Inc (ECHO)	20.3900	331,296.72	378,968.74
7,557	Faro Technologies Inc (FARO)	29.5200	223,082.64	299,797.37
4,008	Greenbrier Companies Inc (GBX)	32.6200	130,740.96	169,759.21
9,958	Hanmi Financial Corporation (HAFC)	23.7200	236,203.76	214,195.84
9,658	Koppers Holdings Inc (KOP)	18.2500	176,258.50	247,875.52
31,855	Monster Worldwide Inc (MWW) Com	5.7300	182,529.15	191,580.51
17,856	National Bank Holdings Corporation (NBHC)	21.3700	381,582.72	340,038.27
14,925	New Mountain Finance Corp (NMFC)	13.0200	194,323.50	213,578.60
2,019	Nortek, Inc. (NTK)	43.6200	88,068.78	87,634.96
5,532	Outerwall Inc. (OUTR)	36.5400	202,139.28	370,866.25
28,325	P G T, Inc. (PGTI)	11.3900	322,621.75	348,897.19

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Kennedy Capital Management

U.S. small cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
15,592	Perficient Inc (PRFT)	17.1200	266,935.04	263,578.42
5,022	Rogers Corp (ROG)	51.5700	258,984.54	319,051.96
6,611	Schulman (A) Inc (SHLM)	30.6400	202,561.04	230,821.11
15,945	Tile Shop Hldgs Inc. (TTS)	16.4000	261,498.00	189,885.51
6,087	Vitamin Shoppe Inc (VSI)	32.7000	199,044.90	242,527.60
9,061	Walker & Dunlop Inc (WD)	28.8100	261,047.41	151,474.65
7,626	X U R A, Inc. (MESG)	24.5800	187,447.08	185,149.87
Total U.S. small cap			**$ 4,439,355.95**	**$ 4,888,571.06**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
2,369	Helen Of Troy Corp (HELE)	$ 94.2500	$ 223,278.25	$ 140,302.87
8,096	Horizon Pharma PLC (HZNP)	21.6700	175,440.32	150,155.99
4,694	Icon PLC (ICLR)	77.7000	364,723.80	233,865.40
4,221	Validus Holdings Limited (VR)	46.2900	195,390.09	194,726.11
13,996	Flamel Technologies SA (FLML)	12.2100	170,891.16	203,992.10
Total developed international			**$ 1,129,723.62**	**$ 923,042.47**

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost
24,673	Ashford Hospitality Trust (AHT)	$ 6.3100	$ 155,686.63	$ 249,557.15
6,735	Chesapeake Lodging Trust (CHSP)	25.1600	169,452.60	114,292.81
11,825	Corporate Office Properties Reit (OFC)	21.8300	258,139.75	332,380.80
17,120	Cousins Properties Inc Reit (CUZ)	9.4300	161,441.60	173,419.11
19,001	Gramercy Property Trust (GPT)	7.7200	146,687.72	137,104.05
10,504	Hersha Hospitality Trust	21.7600	228,567.04	281,426.17
12,590	Kite Realty Group Trust (KRG)	25.9300	326,458.70	317,163.45
24,967	Medical Properties Trust Inc (MPW)	11.5100	287,370.17	304,815.99
9,754	S T A G Industrial Inc (STAG)	18.4500	179,961.30	201,235.75
Total equity reits			**$ 1,913,765.51**	**$ 2,111,395.28**
Total equities			**$ 25,254,400.18**	**$ 24,440,360.83**

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
2015 FORM 990-PF

PART II - Balance Sheets @ December 31, 2015

Westfield Capital Management

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
9,050	Delphi Automotive PLC (DLPH)	$ 85.7300	$ 775,856.50	$ 614,900.58
7,209	Jazz Pharmaceuticals PLC (JAZZ)	140.5600	1,013,297.04	1,166,765.23
4,300	Avago Technologies (AVGO)	145.1500	624,145.00	540,588.29
7,840	Adobe Systems Inc (ADBE)	93.9400	736,489.60	645,578.06
1,329	Alphabet, Inc. (GOOG)	758.8800	1,008,551.52	379,350.27
1,325	Alphabet, Inc. (GOOGL)	778.0100	1,030,863.25	378,288.53
1,238	Amazon.Com Inc (AMZN)	675.8900	836,751.82	680,005.37
17,007	Apple Inc (AAPL)	105.2600	1,790,156.82	1,367,804.50
2,565	Biogen Idec Inc (BIIB)	306.3500	785,787.75	760,461.99
14,190	Bristol-Myers Squibb Company (BMY)	68.7900	976,130.10	923,621.05
8,190	Celanese Corp (CE) Series A	67.3300	551,432.70	567,535.53
10,050	Celgene Corp (CELG)	119.7600	1,203,588.00	288,497.61
12,830	Coca-Cola Enterprises Inc (CCE)	49.2400	631,749.20	577,027.04
10,590	Cognizant Technology Solutions Corp (CTSH) Cl A	60.0200	635,611.80	647,803.00
13,380	Comcast Corp Cl A (CMCSA)	56.4300	755,033.40	437,325.03
6,525	Constellation Brands Inc-A (STZ)	142.4400	929,421.00	611,016.72
3,770	Costco Whsl Corp New (COST)	161.5000	608,855.00	394,881.06
7,120	The Walt Disney Company (DIS)	105.0800	748,169.60	342,742.67
9,020	Dollar Tree Inc (DLTR)	77.2200	696,524.40	501,037.14
18,250	Dow Chemical Co (DOW)	51.4800	939,510.00	941,105.17
11,220	Facebook Inc. (FB)	104.6600	1,174,285.20	526,092.26
5,660	Home Depot Inc (HD)	132.2500	748,535.00	421,469.98
12,730	Kroger Co (KR)	41.8300	532,495.90	484,140.18
6,290	Lam Resh Corp (LRCX)	79.4200	499,551.80	459,648.83
11,820	Lowe's Companies Inc (LOW)	76.0400	898,792.80	806,538.87
6,400	Mastercard Inc (MA)	97.3600	623,104.00	554,409.71
13,980	Microsoft Corporation (MSFT)	55.4800	775,610.40	745,271.01
3,045	Netflix Com Inc (NFLX)	114.3800	348,287.10	285,315.15
13,280	Newell Rubbermaid Inc (NWL)	44.0800	585,382.40	554,527.85
2,445	Palo Alto Networks Inc (PANW)	176.1400	430,662.30	383,173.90

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Westfield Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
548	Priceline.Com Inc (PCLN)	1,274.9500	698,672.60	389,863.68
9,520	Salesforce.Com Inc (CRM)	78.4000	746,368.00	402,950.12
17,970	Schwab Charles Corp New (SCHW)	32.9300	591,752.10	499,278.83
5,090	Servicenow, Inc. (NOW)	86.5600	440,590.40	371,928.35
6,930	Starbucks Corp (SBUX)	60.0300	416,007.90	353,486.83
18,450	Synchrony Financial (SYF)	30.4100	561,064.50	570,288.51
8,610	T J X Companies Inc (TJX)	70.9100	610,535.10	602,969.49
21,180	Teva Pharmaceutical Inds Ltd ADR (TEVA)	65.6400	1,390,255.20	991,978.52
12,860	Textron Inc (TXT)	42.0100	540,248.60	554,355.98
4,500	Thermo Fisher Scientific Inc. (TMO)	141.8500	638,325.00	302,539.00
21,570	Twenty-First Century Fox, Inc. (FOXA)	27.1600	585,841.20	724,219.08
6,070	Union Pac Corp (UNP)	78.2000	474,674.00	577,225.76
12,690	United Continental Holdings Inc (UAL)	57.3000	727,137.00	758,361.59
7,648	V F Corp (VFC)	62.2500	476,088.00	486,189.84
8,960	Valero Energy Corp New (VLO)	70.7100	633,561.60	368,655.60
13,030	Visa Inc-Class A Shrs (V)	77.5500	1,010,476.50	431,824.22
Total U.S. large cap			**$ 34,436,229.10**	**$ 26,373,037.98**

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
3,590	Cooper Cos Inc (COO)	$ 134.2000	$ 481,778.00	$ 309,983.38
Total U.S. mid cap			**$ 481,778.00**	**$ 309,983.38**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
12,530	Nielsen Holdings PLC (NLSN)	$ 46.6000	$ 583,898.00	$ 468,208.65
9,280	Steris PLC (STE)	75.3400	699,155.20	701,057.60
19,650	Suncor Energy Inc (SU)	25.8000	506,970.00	543,287.83
Total developed international			**$ 1,790,023.20**	**$ 1,712,554.08**
Total equities			**$ 36,708,030.30**	**$ 28,395,575.44**

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Garcia Hamilton Associates, L.P.

Fixed income

Taxable

Individual securities Treasury

Shares/par value	Description	Market price	Market value	Tax cost
3,180,000	United States Treasury Bond DTD 8/15/12 2.75% 8/15/2042 Moody's: AAA S&P: AA+	$ 95.5820	$ 3,039,507.60	$ 2,994,220.95

Individual securities Government related

Shares/par value	Description	Market price	Market value	Tax cost
595,000	Federal Natl Mtg Assn 2.0000% DTD 5/16/2014 2% 5/16/2017 Moody's: AAA S&P: AA+	$ 100.3860	$ 597,296.70	$ 610,029.50
120,000	Federal Home Loan Bank DTD 3/23/2015 1.25% 6/23/2017 Moody's: AAA S&P: AA+	99.9470	119,936.40	120,792.00
130,000	Federal National Mortgage Assn DTD 9/26/2014 2% 9/26/2017 Moody's: AAA S&P: AA+	100.7630	130,991.90	132,967.90
615,000	Federal Farm Credit Bank DTD 8/17/2015 0.22725% 5/17/2018 Moody's: AAA S&P: AA+	99.6380	612,773.70	614,745.36
170,000	Federal National Mortgage Assn DTD 6/8/2015 1.75% 6/8/2018 Moody's: AAA S&P: AA+	100.2220	170,377.40	171,677.90
640,000	Federal National Mortgage Assn DTD 8/17/2015 1.75% 8/17/2018 Moody's: N/A S&P: AA+	100.5300	643,392.00	646,316.10
165,000	Federal National Mortgage Assn DTD 8/28/2015 1.75% 8/24/2018 Moody's: AAA S&P: AA+	100.4440	165,732.60	166,755.60

Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost
135,000	Pepsico Inc DTD 7/17/2015 Fltg Rate 7/17/2017 Moody's: A1 S&P: A	$ 99.9290	$ 134,904.15	$ 135,121.50
95,000	Morgan Stanley DTD 1/25/2011 5.75% 1/25/2021 Moody's: A3 S&P: BBB+	112.2750	106,661.25	110,238.00

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PART II - Balance Sheets @ December 31, 2015

Garcia Hamilton Associates, L.P

Individual securities Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost
135,000	General Electric Capital Corp DTD 10/17/2011 4.65% 10/17/2021 Moody's: A1 S&P: AA+	110.7170	149,467.95	150,348.15
100,000	Jpmorgan Chase & Co DTD 1/23/2012 4.5% 1/24/2022 Moody's: A3 S&P: A-	107.8610	107,861.00	109,321.00
145,000	Wells Fargo & Company DTD 2/13/2013 3.45% 2/13/2023 Moody's: A3 S&P: A-	100.2360	145,342.20	144,795.55
105,000	Metlife Inc DTD 9/10/2013 4.368% 9/15/2023 Moody's: A3 S&P: A-	107.3700	112,738.50	113,031.45
105,000	Wyeth DTD 12/16/2003 6.45% 2/1/2024 Moody's: A1 S&P: AA	122.3210	128,437.05	131,093.55
120,000	I B M Corp DTD 2/12/2014 3.625% 2/12/2024 Moody's: AA3 S&P: AA-	102.9420	123,530.40	123,339.60
165,000	Apple Inc DTD 5/6/2014 3.45% 5/6/2024 Moody's: AA1 S&P: AA+	103.5940	170,930.10	167,354.55
100,000	Florida Power & Light Co DTD 5/15/2014 3.25% 6/1/2024 Moody's: AA2 S&P: A	102.1040	102,104.00	102,196.00
85,000	Goldman Sachs Group Inc DTD 07/08/2014 3.85% 07/08/2024 Moody's: A3 S&P: BBB+	102.0460	86,739.10	86,734.85
105,000	Aflac Inc DTD 11/7/2014 3.625% 11/15/2024 Moody's: A3 S&P: A-	101.7720	106,860.60	105,833.70
175,000	Citigroup Inc DTD 06/10/2015 4.4% 06/10/2025 Moody's: BAA3 S&P: BBB	101.0010	176,751.75	174,804.00

Individual securities Mortgage backed securities

Shares/par value	Description	Market price	Market value	Tax cost
404,910.59	Federal National Mortgage Assn Passthru CTF Pool Number 745238 DTD 12/1/2005 6% 12/1/2020 Moody's: N/A S&P: N/A	$ 104.4910	$ 423,095.12	$ 430,698.45

E. RHODES AND LEONA B. CARPENTER FOUNDATION #51-0155772
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PART II - Balance Sheets @ December 31, 2015

Garcia Hamilton Associates, L.P

Individual securities Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
151,775.81	Federal National Mortgage Assn Passthru CTF Pool Number 889634 DTD 5/1/2008 6% 2/1/2023 Moody's: N/A S&P: N/A	109.4870	166,174.78	167,078.29
365,943.90	Federal National Mortgage Assn Passthru CTF Pool Number 976943 DTD 3/1/2008 5.5% 2/1/2023 Moody's: N/A S&P: N/A	108.1600	395,804.92	403,110.08
254,964.12	Federal Home Mortgage Corp Pool #G13122 Passthru CTF DTD 4/1/2008 5% 4/1/2023 Moody's: N/A S&P: N/A	107.6190	274,389.84	277,353.17
111,333.64	Federal Home Mortgage Corp Pool #G14681 Passthru CTF DTD 2/1/2013 5% 11/1/2023 Moody's: N/A S&P: N/A	106.3890	118,446.75	119,996.79
275,407.36	Federal Natl Mtge Assn Pool #994148 Passthru CTF DTD 11/1/2008 5% 12/1/2023 Moody's: N/A S&P: N/A	107.4130	295,823.31	300,021.91
122,579.84	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G15199 DTD 10/1/2014 5% 6/1/2025 Moody's: N/A S&P: N/A	104.5780	128,191.55	131,466.88
292,831.83	Federal Natl Mtge Assn Pool #AI6469 Passthru CTF Pool Number AI6469 DTD 2/1/2015 5.5% 11/1/2025 Moody's: N/A S&P: N/A	107.4900	314,764.93	318,729.14
149,780.38	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number C90973 DTD 06/01/2006 6% 06/01/2026 Moody's: N/A S&P: N/A	112.2790	168,171.91	169,205.02
201,356.65	Federal National Mortgage Assn Passthru CTF Pool Number 257203 DTD 4/1/2008 5% 5/1/2028 Moody's: N/A S&P: N/A	109.9860	221,464.13	222,499.10
290,183.60	Federal Home Mtg Corp Gold Pool #C91367 Passthru CTF DTD 4/1/2011 5% 4/1/2031 Moody's: N/A S&P: N/A	109.9270	318,990.13	319,564.69

PART II - Balance Sheets @ December 31, 2015

Garcia Hamilton Associates, L.P.

Individual securities Mortgage backed securities continued

Shares/par value	Description	Market price	Market value	Tax cost
212,528.92	Federal National Mortgage Assn Pasthru CTF Pool Number MA0816 DTD 7/1/2011 4.5% 8/1/2031 Moody's: N/A S&P: N/A	108.8930	231,429.12	231,656.53
442,879.05	Federal Home Mortgage Corp Gold Pool #G60134 Passthru CTF DTD 7/1/2015 4.5% 6/1/2036 Moody's: N/A S&P: N/A	107.9110	477,915.21	479,693.37

Individual securities Other

Shares/par value	Description	Market price	Market value	Tax cost
243,274.32	Federal National Mortgage Assn Passthru CTF Pool Number AI7638 DTD 10/1/2015 5.5% 1/1/2024 Moody's: N/A S&P: N/A	$ 108.0980	$ 262,974.67	$ 264,674.86
Total taxable individual securities			$ 10,929,972.72	$ 10,947,465.49
Total taxable fixed income			**$ 10,929,972.72**	**$ 10,947,465.49**
Total fixed income			**$ 10,929,972.72**	**$ 10,947,465.49**

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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E. RHODES AND LEONA B. CARPENTER FOUNDATION
Grant-Making Guidelines – as of 6/10/15

Form of Applications

No forms need be filled out in order to apply; a letter application is sufficient. This application should:

- be addressed to the E. Rhodes and Leona B. Carpenter Foundation, 1735 Market Street, Suite 3420, Philadelphia, PA 19103
- be in writing (no emails) and in duplicate (2 copies)
- have all pages numbered
- begin with a maximum 50-word summary of the project and the amount of funding requested
- include a brief history and the purpose of the requesting organization
- include a description of the specific project or program for which funding is requested
- include a detailed budget for that project or program, including any charges for general administrative overhead
- include financial statements of the requesting organization for its current and the immediately preceding fiscal year
- include a copy of the organization's IRS ruling that the organization is described in Internal Revenue Code Section 501(c)(3) and is not a private foundation under Code Section 509(a)

The Foundation will consider only one request from an organization in a calendar year.

Application Deadlines

The Foundation Board generally meets in the spring and in the autumn. Applications must be postmarked or private carrier dated on or before January 31 to be considered at the spring meeting and on or before July 15 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, conservation and exhibition 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 and programs (e.g., 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 (pre-selected by the Foundation Board) located in the communities of Worcester, Massachusetts; Richmond, Virginia; and Philadelphia, Pennsylvania.

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, programs and operating support.

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7/28/2015	1708 Gallery	P O Box 12520, 319 W Broad Street, Richmond, VA 23241	InLight Richmond performance	(10,000 00)
11/4/2015	Adult Life Programs, Inc.	226 2nd Street NW Hickory, NC 28603	Replacing one van to provide transportation to adult day care centers	(40,000 00)
7/13/2015	Affirmations Lesbian +Gay Community Center	290 W Nine Mile, Ferndale, MI 48220	General operating expenses	(6,000.00)
11/4/2015	AHL Foundation	420 W 23rd Street #71, New York, NY 10011	Physical and digital archive presevation of Korean artists	(17,500 00)
6/30/2015	Alexander Rescue Squad	P O Box 938, Taylorsville, NC 28681	Purchase of 44 automatic external defibrillators and accessories for countywide responders	(66,620 00)
11/4/2015	American Federation of Arts	305 E 47th Street, 10th Fl , New York, NY 10017	Conference support to be held in 2016	(50,000 00)
8/18/2015	American Friends -British Museum	275 Madison Avenue, 6th Floor, New York, NY 10016	Exhibit Krishna in the garden of Assam and incidentals	(9,151.00)
6/30/2015	Amherst College - Mead Art Museum	Box 5000, Amherst, MA 01002	Extension of Bradley Bailey's curatorial fellowship in Japanese prints	(46,350 00)
11/4/2015	Amory City Schools	124 North Main Street P O Box 330 Amory, MS 38821	Equipment and instructional material for autistic students and health impaired students	(23,035 00)
7/31/2015	Andover Newton Theological School	210 Herrick Road, Newton Centre, MA 02459	An experiential course for Seminary students for teaching Bible studies	(16,000 00)
7/13/2015	Aquinas Institute Of Theology	23 South Spring Ave , St. Louis, Missouri 63108	Scholarships to preachers pursuing a Doctorate of Ministry in Homiletics	(15,000 00)
7/13/2015	Art 180	114 W Marshall Street, Richmond, VA 23220	Two performance-based after school art programs for Richmond youth	(12,000 00)
7/13/2015	Art Reach, Inc.	1819 JFK Boulevard, Suite 200, Philadelphia, PA 19103	Artistic experiences for underserved people in greater Philadelphia area	(5,000 00)
11/4/2015	Asian Art Museum Foundation	200 Larkin Street, San Francisco, CA 94102	Support for Emperors' Treasures Chinese Art from the National Palace Museum, Taipei	(65,000 00)
2/11/2015	Association for Clinical Pastoral Education	One West Court Square, Suite 325, Decatur, GA 30033	Updating data management system, relocating office space and new furnishings for office	(35,000 00)
11/4/2015	ASU Foundation	P.O Box 2260, Tempe, AZ 85280	Research stipend Dr Ming Hua for project Arizona's Asian Art in an Expanded Digital Archive	(13,000 00)
9/16/2015	Autism Center of North MS	146 S Thomas Street, Suite C, Tupelo, MS 38801	Annual rent expense	(30,000 00)
11/4/2015	Aware Central Texas	903 N Main Street Belton, TX 76513	In home family coaching services	(30,000 00)
6/30/2015	Baltimore Museum Of Art	10 Art Museum Drive, Baltimore, MD 21218	Costs of cases, pedestals and platforms in Asian art galleries	(45,000 00)
11/4/2015	Birmingham Museum Of Art	2000 Rev Abraham Woods, Jr Blvd , Birmingham, AL 35203	Exhibition of Peggy Slappy's collection and educational programming	(15,000 00)
3/20/2015	Black History Museum+Cultural Center	P.O Box 61052, Richmond, VA 23261	General charitable purposes	(6,000 00)
8/7/2015	Blanton-Peale Institute	7 W 30th Street, 9th floor, New York, NY 10001	Course help and scholarships for students attending the courses	(20,000 00)
7/13/2015	Bloom I/T Desert Ministries, UCC	400 South El Cielo Road, Suite G, Palm Springs, CA 92262	Support of welcoming and affirming outreach programs	(10,000 00)
12/14/2015	Boy Scouts of America	12001 Sycamore Station Place, Louisville, KY 40299	Help with capital improvement costs	(50,000 00)
12/14/2015	Boys & Girls Clubs of Franklin Simpson	103 S Court Street, Franklin, KY 42134	General operating expenses	(50,000 00)
7/31/2015	Bradbury-Sullivan LGBT Community	P O Box 22902, Lehigh Valley, PA 18002	Support for a one day Lehigh Valley Inclusive Congregation Clergy Summit	(3,950 00)
11/13/2015	Bridge Of Central MA	4 Mann Street, Worcester, MA 01602	General operating expenses	(10,000 00)
7/13/2015	Brite Divinity School	TCU Box 298130, Fort Worth, TX 76129	Carpenter Initiative in Gender Sexuality and Justice program	(200,000 00)
11/10/2015	Broad Street Ministry	315 S Broad Street, Philadelphia, PA 19107	Part time Minister of Pastoral Counseling & LGBTQ Belonging	(20,000 00)
1/16/2015	Burke County United Way	301 East Meeting Street, Morganton, NC 28655	General charitable purposes	(10,000 00)
7/31/2015	Camp Lightbulb Inc	P O Box 1477, Provincetown, MA 02657	Funding for one LGBT youth of faith to an overnight camp	(3,500 00)
7/13/2015	Campaign for Southern Equality	P O Box 364, Asheville, NC 28802	Expansion of marriage advocacy efforts through town hall conversations	(7,500 00)
7/13/2015	Capital Area Partnership Uplift	1021 Oliver Hill Way, Richmond, VA 23219	Musical program called David's Musicians for inner city Richmond youth	(10,000 00)
12/14/2015	Capital Hospice	2900 Telestar Court, Falls Church, VA 22042	Costs of the Chaplain Resident Fellow and Chaplain Training program	(10,000 00)
11/5/2015	Care + Counseling Center GA Inc	1814 Clairmont Road, Decatur, GA 30033	Expansion of Clinicical Pastoral Education program	(20,000 00)
11/4/2015	Catawba County Partnerwship / Ch	P O Box 125, Catawba, NC 28609	Imagination Library program	(10,000 00)
11/20/2015	Catch Kids, Inc.	P O Box 796, Tupelo, MS 38802	Free medical care, medicines and restorative dental care to children	(25,000 00)
3/20/2015	Cathedral of the Sacred Heart	800 S Cathedral Place, Richmond, VA 23220	Musicians and artists fees associated with Richmond Concert Series and Guest Artists	(160,000 00)
1/28/2015	Center For Progressive Renewal	743 Virginia Avenue, Atlanta, GA 30306	Reframing Theological Education project	(80,000 00)
7/13/2015	Cheerful Givers	1287 Berry Ridge Road, Eagan, MN 55123	Providing homeless children birthday gift bags who live in shelters	(6,000 00)
6/30/2015	Children's Advocacy Center	1007 - 1st Ave. South Conover, NC 28613	Renovation costs at the Tyndall Center	(15,000 00)
11/4/2015	Children's Museum of Richmond	2626 West Broad Street, Richmond, VA 23220	Kids' Carniball and Black History Month	(25,000 00)
8/7/2015	Chinese Christian Scholars Assoc	144 Hancock Street, Auburndale, MA 02466	Summer exchange and Learning program with China	(15,000 00)
11/4/2015	Christian Farms-Treehouse, Inc	3804 Riverside Trail, Temple, Texas 76502	General operating expenses	(50,000 00)
7/13/2015	Church Within A Church Movement	P O. Box 578524, Chicago, IL 60657	Support of three LGBTQ focused programs	(25,000 00)
3/20/2015	City Mission Society of Boston	14 Beacon Street #203, Boston, MA 02108	Providing stipends for students and supervision and admin for Seminarians in the City program	(53,333 00)
10/16/2015	City of Richmond	4901 Old Brook Road, Richmond, VA 23227	General operating expenses	(20,000 00)
7/13/2015	Second Harvest Food Bank	2950-B Jefferson Street, Riverside, CA 92504	Fuel transportation costs for donated food in the City of Riverside	(15,000 00)
12/18/2015	City of Russellville	168 S. Main Street, Russellville, KY 42276	Russellville Sports Complex completion	(150,000 00)
7/13/2015	City of Tupelo	204 Douglas Street Tupelo, MS 38801	Tupelo Police Athletic League aopearance fees and travel costs to Atlanta, Georgia	(8,520 00)
10/20/2015	Collegiate Church Corporation	500 Fifth Ave , Suite 1710, New York, NY 10110	General operating expenses	(35,000 00)
6/30/2015	Columbia College	600 S. Michigan Ave , Chicago, IL 60605	Museum of Contemporary Photography exhibit North Korea Perspectives	(10,000 00)
7/13/2015	Communities in Schools Greater C	4520 E. Central Texas Expressway Killeen, TX 76543	General operating expenses	(50,000 00)
11/4/2015	Cornell University	114 Central Avenue, Ithaca, NY 14853	Herbert F Johnson Museum of Art conservation of 3 paintings	(30,000 00)
11/4/2015	Council On Adolescents - Catawba	1120 Fairgrove Church Rd , SE, Suite 22, Hickory, NC 28602	Printing classroom material and travel for its health Youth Education programs	(8,950 00)
7/13/2015	Create Foundation	213 W Main Street, P O Box 1053, Tupelo, MS 38802	General operating expenses	(10,000 00)
7/13/2015	Cross Over Healthcare Ministry	8600 Quioccasin Road, Suite 102, Richmond, VA 23229	Lay Health Promoter program	(35,000 00)
8/13/2015	Cultural Activities Center	3011 North Third Street Temple, TX 76501	Enhancements to Azalee Marshall Cultural Activities Center	(45,000 00)
11/20/2015	Culture Works	1906 A North Hamilton Street, Richmond, VA 23230	Artober festival	(75,000 00)
8/14/2015	Dancers' Group	1630 Blake Street #B, Berkeley, CA 94703	General operating expenses	(10,000 00)
12/4/2015	Delaware County Cooperative Extension	20 Paper Mill Road, Springfield, PA 19064	Support of 4-H horsemanship program	(2,500 00)
12/4/2015	Delaware County SPCA	555 Sandy Bank Road, Media, PA 19063	Support of the Humane Investigations program	(2,000 00)
6/30/2015	Denver Art Museum	100 W 14TH Ave Pkwy, Denver, CO 80204	Support of provenance researcher, staff and other costs	(55,000 00)

6/30/2015	DePauw University	P O Box 37, Greencastle, Indiana 46135	Consolidation of the University's Asian art collection to a single storage space	(8,500 00)
11/20/2015	Doctors Without Borders	333 Seventh Ave , 2nd fl , New York, NY 10001	Services to Syrian and other refugees in Mediterranean region	(40,000 00)
7/13/2015	East Bell County Interfaith	1018 East Avenue A Temple, TX 76501	Operational expenses at Family Promise of East Bell County	(40,000 00)
1/21/2015	Eastern Mennonite University	1200 Park Road, Harrisonburg, VA 22802	General charitable purposes	(14,000 00)
12/4/2015	Edwards Church	39 Edwards Street, Framingham, MA 01701	Support of Open Spirit A place of Hope Health and Harmony initiative	(18,000 00)
12/4/2015	Edwards Church	39 Edwards Street, Framingham, MA 01701	General operating expenses	(15,000 00)
6/16/2015	Eliot Church of Newton	474 Centre Street, Newton, MA 02458	General charitable and religious purposes	(160,000 00)
6/30/2015	Emory University - Atlanta	571 South Kilgo Circle, Atlanta, GA 30322	Michael C. Carlos Museum's exhibit of Doorway to an Enlightened World	(75,000 00)
11/5/2015	Emory University - Candler School of Theology	Atlanta, GA 30322	Funding of Carpenter Scholars for Community Engagement scholarships	(75,000 00)
7/31/2015	Episcopal Diocese of Chicago	65 E Huron Street, Chicago, IL 60611	General operating expenses	(20,000 00)
7/31/2015	Equality Ohio Education Fund	118 E. Main Street, Suite 200, Columbus, OH 43215	Faith organizing program	(10,000 00)
12/2/2015	Equality Virginia	530 E. Main Street,Suite 600, Richmond, VA 23219	General operating expenses	(9,000 00)
11/13/2015	Exponent Philanthropy	1720 N Street NW, Washington, DC 30026	General operating expenses for Association of Small Foundations	(2,000 00)
11/10/2015	Extraordinary Luthern Ministries	P O Box 14317, Chicago, Illinois 60614	General operating expenses	(30,000 00)
6/30/2015	Fabric Workshop Inc.	1214 Arch Street, Philadelphia, PA 19107	Artist residency of Cat Chow	(5,000 00)
8/7/2015	Faith in Public Life, Inc.	1111 14th Street NW, Suite 900,Washington, DC 20005	General operating expenses	(20,000 00)
11/4/2015	Families In Crisis, Inc.	P O Box 25 Killeen, TX 76540	Salary and benefits of a Temple case manager	(30,000 00)
6/30/2015	Family Care Center-Catawba Valley	2875 Highland Ave NE Hickory, NC 28601	New flooring and kitchen cabinets for its modular home in Claremont	(4,909 00)
7/13/2015	Family Health Center of Worcester	26 Queen Street, Worcester, MA 01610	General operating expenses	(136,000 00)
8/5/2015	Family Promise, Inc.	71 Summit Ave , Summit, NJ 07901	Shelter and comprehensive services to families in Killeen/Harker Heights/Copperas Cove area of Texas	(15,000 00)
7/13/2015	Fan Free Clinic	1010 N Thompson Street P O Box 6477 Richmond, VA 23230	Capital improvements project and its pateint centered medical home project	(175,000 00)
11/4/2015	Fender Museum o/t Arts Foundatio	365 N Main Street, Corona, CA 92880	Music lessons for financially needy youth	(15,000 00)
6/30/2015	FJC	520 Eighth Ave , 20th Fl , New York, NY 10018	Charitable and religious purposes of Eshel	(50,000 00)
12/23/2015	Fordham University	441 E. Fordham Road, Bronx, NY 10458	Help with salary costs of a Professor's research in religion	(30,000 00)
7/13/2015	Fort Hood Area Habitat	2601 Atkinson Ave Killeen, TX 76543	Costs of constructing one Habitat for Humanity house	(30,000 00)
8/3/2015	Fox Riverside Theatre Fdn	3801 Mission Inn Avenue, Riverside, CA 92501	Providing complimentary performance tickets to its Students at Broadway show	(15,000 00)
12/28/2015	Friends of The Japanese House	5070 Parkside Ave #2104, Philadelphia, PA 19131	Master Garden Plan and stepping stones for the Shofuso Japanese House	(15,000 00)
7/13/2015	Gay & Lesbian Alliance Against Defamation	104 W 29th Street, 4th Fl , New York, NY 10001	2015 Faith work initiative and mass media outreach during Pope Francis' visit to U S	(30,000 00)
12/2/2015	GreenFaith	101 S 3rd Ave , #12, Highland Park, NJ 08904	Seminary's environmental certification program	(30,000 00)
8/25/2015	Gum Tree Museum Of Art	P O Box 786, Tupelo, MS 38802	Exhibition fee and shipping of 30 objects from the Ohr-Okeefe Museum	(27,000 00)
7/13/2015	H O M E	P O. Box 10, Orland, ME 04472	Help with the Homeless Assistance program	(13,000 00)
6/30/2015	Habitat For Humanity-Catawba Valley	P O Box 9475, 772 4th Street SW, Hickory, NC 28603	Purchase and renovation of 8 unit apartment building in Hickory	(50,000 00)
7/13/2015	Hadwen Park Congregational Church	6 Clover Street, Worcester, MA 01603	Staffing costs of its LGBT Asylum Support Task Force and support of refugees seeking asylum	(70,000 00)
7/13/2015	HARPS Foundation	4200 Dover Road, Richmond, VA 23221	American Youth Harp Ensemble 2015 concert	(25,000 00)
12/2/2015	Hazon, Inc.	116 Johnson Road, Falls village, CT 06031	Training retreat for staff leaders	(40,000 00)
7/27/2015	Hebrew Senior Life	1200 Centre Street, Boston, MA 02131	Development of chaplaincy education curriculum focusing on LGBT elders	(50,000 00)
11/4/2015	Helping Hands Ministry Of Belton	2210 Holland Rd , P O Box 1923 Belton, TX 76513	Start up capital for a community loan center and staff salaries	(35,000 00)
7/21/2015	Henley Street Theatre Comjpany	P O Box 7265, Richmond, VA 23221	General operating expenses	(80,000 00)
11/4/2015	Hickory Museum of Art	243 Third Avenue NE, Hickory, NC 28601	Develop and deliver lighting renovation design for its largest exhibition gallery	(12,880 00)
6/30/2015	Hickory Soup Kitchen	P O Box 1431 Hickory, NC	Acquiring, renovating and moving to a new facility	(75,000 00)
11/13/2015	Himalayan Cataract Project	P O Box 55, Waterbury, VT 05676	Hands on training for cataract surgery to an Ethiopian ophthalmologist	(2,000 00)
11/13/2015	Historic Charleston Foundation	P O Box 1120, Charleston, SC 29402	General preservation initiative	(35,000 00)
12/4/2015	Honolulu Academy of Arts	900 S Beretania Street, Honolulu, HI 96814	Exhibit support for Art in a Time of Chaos	(75,000 00)
12/15/2015	Howard University	2900 Van Ness Street, NW, Washington, DC 20008	Help with costs of phase one and two of interreligious Chaplaincy Programs	(200,000 00)
7/13/2015	Human Rights Campaign Foundation	1640 Rhode Island Ave , NW, Washington, DC 20036	Support of its religion and Faith Program	(60,000 00)
8/18/2015	Human Rights Campaign Foundation	1640 Rhode Island Ave , NW, Washington, DC 20036	General charitable and religious purposes	(45,000 00)
11/4/2015	Inland Empire Scholarship Fund	1340 Cahuilla Street, Colton, CA 92324	Scholarships for low income Latino students majoring in STEM	(10,000 00)
12/4/2015	Institute For Jewish Spirituality	135 W 29th Street, Suite 1103, New York, NY 10001	Clergy programming	(30,000 00)
7/23/2015	Interfaith Center of Greater Philadelphia	100 W Oxford Street, Suite E 1300, Philadelphia, PA 19122	Establishment of a Greater Philadelphia Inter-Seminary Collaborative among Seminary faculties at the Center	(50,000 00)
7/13/2015	Interfaith Worker Justice	1020 W Bryn Mawr Avenue, 4th Fl , Chicago, IL 60660	Support of field programming	(15,000 00)
7/13/2015	International Book Charity, Inc	3529 Patterson Ave , SE, Grand Rapids, MI 49512	Providing 300 books to under resourced African theological institutions through the Theological Book Network	(25,000 00)
11/20/2015	International Friends-Montreal Museum of Fine Arts	Case Postale 3000, Succursale H, Montreal, Quebec, H3G 2T9 Canada	Reinstallation of the Museum's Arts of Asia collection	(30,000 00)
12/4/2015	Isles Inc.	10 Wood Street, Trenton, NJ 08618	Social Profit Center at Mill One	(2,500 00)
11/4/2015	Itawamba Community College	602 West Hill Street, Fulton, MS 38843	General operating expenses	(25,000 00)
11/10/2015	Jewish Family & Children's Service	2100 Arch Street, Philadelphia, PA 19103	LGBTQ Initiative	(40,000 00)
12/30/2015	Jewish Federation Of Greater Philadelphia	2100 Arch Street, Philadelphia, PA 19103	General operating expenses	(20,000 00)
11/5/2015	Jewish Theological Seminary of America	3080 Broadway, New York, NY 10027	Center for Pastoral Education support	(80,000 00)
12/28/2015	Journey UCC	P O Box 357, Slingerlands, NY 12159	General operating expenses	(21,000 00)
7/13/2015	Judson Memorial Church	55 Washington Square South, New York, NY 10012	Public Ministry Training program	(35,000 00)
6/30/2015	Junior Achievement of South Central Kentucky	440 1/2 East Main Avenue, Bowling Green, KY 42101	JA Career Ready Multiplier program	(7,650 00)
7/13/2015	Juvenile Diabetes Research	5712 Cleveland Street, Suite 100, Virginia Beach, VA 23462	Research projects	(30,000 00)
11/4/2015	Kansas University Endowment Association	1301 Mississippi Street, Lawrence, KS 66045	Spencer Museum of Art's exhibition, Temporal Turn	(35,000 00)
11/10/2015	Kick-Agency LGBT African-America	41 Burroughs Street, Suite 109, Detroit, MI 48202	LGBT Detroit for its Forever Faithful project	(15,000 00)
11/4/2015	LaSalle University	1900 W Olney Ave , Philadelphia, PA 19141	Conserving and rehousing 79 Indian miniature paintings	(20,000 00)
11/4/2015	Latin Ballet Of Virginia	600 E Grace Street, #400, Richmond, VA 23219	Everybody Reads portion of the Ballet's Be Proud of Yourself program	(15,000 00)
7/13/2015	Lee County School District	1280 Collegeview Drive Tupelo, MS 38804	Mooreville High School and Saltillo High School wireless infrastructure	(50,000 00)
4/22/2015	LifeJourney Church	2950 E 55 Place, Indianapolis, Indiana 46220	General charitable and religious purposes	(15,000 00)
7/29/2015	Logan County Good Samaritan, Inc	P O Box 1602 Russellville, KY 42276	Replacing door with an automatic door, security cameras and an air conditioner	(6,961 88)
11/4/2015	Logan County School District	2222 Bowling Green Road Russellville, KY 42276	Network data wiring, technology resources for Math and Science Institute and VoIP telephone system	(100,000 00)
7/13/2015	Lone Star Legal Aid	512 S. Main Street, Belton, TX 76513	Hospice Legal Advocate's salary and administrative costs	(20,000 00)
7/13/2015	Lutherans Concerned North Americ	1669 Arcade Street, Suite 2, Saint Paul, MN 55106	Reconciling Works triennial assembly tobe held for 3 days summer 2015	(45,000 00)

12/2/2015	Lyndale United Church of Christ	610 West 28th Street, Minneapolis, MN 55408	Costs of convening pro-LGBTQ religious leaders for discussions	(10,000 00)
6/30/2015	MA Museum of Contemporary Art	1040 Mass MoCA Way, North Adams, MA 01247	Installation of works of Korean artist Ran Hwang	(12,000 00)
11/5/2015	Maine Conference - UCC	1 Weston Court, Suite 104, Augusta, ME 04330	General opearting support	(16,000 00)
11/13/2015	Maine Hospice Council	P O Box 2239, Augusta, ME 04338	Hospice program at the Maine State prison	(16,000 00)
8/28/2015	Many Voices	5885 Colorado Ave N W, Unit 107, Washington, DC 2016	Basic introductory resources support for Black Christians	(30,000 00)
12/2/2015	Mary Baldwin College	Staunton, VA 24401	Partial construction costs of a Carpenter Commons in the Pearce Science Center	(500,000 00)
12/14/2015	Maymont Foundation	1700 Hampton Street, Richmond, VA 23220	90th Anniversary celebration	(35,000 00)
9/2/2015	Mayo Regional Hospital	897 West Main Street, Dover-Foxroft, ME -04426	General operating expenses	(25,000 00)
11/10/2015	Mazzoni Center	21 S 12th Street, Philadelphia, PA 19107	Trans Health Conference for 2016	(10,000 00)
7/13/2015	McCormick Theological Seminary	5460 S. University Avenue, Chicago, IL 60615	One year of master's level theological education and living expenses for 2 GLBTQI students	(46,000 00)
1/28/2015	Mennonite Education Agency Inc	3145 Benham Ave, Suite 2, Elkhart, IN 46517	Hispanic Pastoral Leadership Education training programs	(5,000 00)
11/10/2015	Michigan Roundtable for Diversity & Inclusion	525 New Center One, 3031 W Grand Blvd, Detroit, MI 48202	LGBT welcoming process	(15,000 00)
1/28/2015	Mid-America Center For Ministry	P O Box 104685, Jefferson City, MO 65110	Online Certificate in Pastoral Ministry program help	(35,000 00)
11/4/2015	Mission Inn Foundation	3969 Main Street, Riverside, CA 92501	Photography and artist stipends for its programs	(18,600 00)
11/5/2015	Moravian Theological Seminary	1200 Main Street, Bethlehem, PA 18018	Educate graduate students in intercultural competency	(50,000 00)
11/20/2015	MS Center for Justice	5 Old River Place, Suite 203, Jackson, MS 39215	Expand legal advocacy efforts in N Mississippi	(50,000 00)
6/30/2015	Museum of Chinese in America	215 Centre Street, New York, NY 10013	Exhibition called Chinese Style Rediscovering the Architecture of Poy Gum Lee	(45,000 00)
6/30/2015	Museum Of Modern Art	11 W 53 Street, New York, NY 10019	Support to the Museum for A Japanese Constellation exhibit	(50,000 00)
12/2/2015	Museum of New Mexico Foundation	116 Lincoln Ave, Santa Fe, New Mexico 87501	Support to the Museum of International Folk Art	(10,000 00)
11/13/2015	Musicopia Inc	2001 Market Street, #3100, Philadelphia, PA 19103	Music opportunities for low income youth in Chester, PA	(2,500 00)
11/10/2015	National LGBTQ Task Force	1325 Massachusetts Ave. NW, Washington, DC 20005	Practice Spirit Do Justice conferenece	(55,000 00)
7/13/2015	National Nursing Center Consortium	1500 Market Street, Philadelphia, PA 19102	General operating expenses	(105,000 00)
11/4/2015	Nettleton School District	Drawer 409 179 Mullen Ave Nettleton, MS 38858	Purchase 125 tables, ebooks and interactive learning activities and games	(32,250 00)
12/4/2015	New Ways Ministry	4012 29th Street, Mt. Rainier, MD 20712	Communications project including social media	(32,000 00)
11/4/2015	New York University	100 Washington Square East, New York, NY 10003	Grey Art Gallery support for Global/Local 1960-2015 Six Artistsa from Iran	(15,000 00)
3/20/2015	Newark Museum	49 Washington Street, Newark, NJ 07102	Salary and benefits of an Asian art conservator	(80,000 00)
11/4/2015	Noguchi Museum, The	32-37 Vernon Boulevard, Long Island City, NY 11106	Conservation of 15 Isamu Noguchi sculptures	(10,000 00)
12/28/2015	North American Maritime Ministry	P O Box 460158, Fort Lauderdale, FL 33346	NAMMA's Chaplain Training Program	(4,000 00)
8/6/2015	Old First Reformed Church	729 Carroll Street, Brooklyn, NY 11215	General operating expenses	(50,000 00)
7/13/2015	Old Lesbians Organizing for Change	P O Box 5853, Athens, OH 45701	Sending old lesbians to conferences and senior events and building alliances with lesbians of color	(12,000 00)
11/4/2015	Operation SafeHouse	6985 Hayes Street Riverside, CA 92503	General operating expenses	(16,000 00)
7/31/2015	Outfront Minnesota Community Serv	310 E 38th Street, Suite 209, Minneapolis, MN 55409	Expansion of programs	(20,000 00)
12/14/2015	Oxford Fire Protection Assn Inc	Route 1, Claremont, NC 28610	Fire station improvements	(19,212 00)
11/20/2015	Pacific School O Religion-Ctr LG	1798 Scenic Avenue, Berkeley, CA 94709	General operating expenses	(100,000 00)
7/27/2015	Partakers	230 Central Street, Auburndale, MA 02466	College Behind Bars Seminarian program	(20,000 00)
7/23/2015	Philadelphia FIGHT	1233 Locust Street, 3rd Fl, Philadelphia, PA 19107	Help with program called Faithful TEACH	(5,000 00)
12/2/2015	Philadelphia Museum Of Art	P O Box 7646, Philadelphia, PA 19101	Support for exhibition, Ink and Gold Art of the Kano	(80,000 00)
8/18/2015	Plymouth United Church O Christ	2717 E Hampshire Street, Milwaukee, Wisconsin 53211	General operating expenses	(10,000 00)
7/13/2015	Presbyterian Welcome	2095 Broadway, Suite 308, New York, NY 10023	Expansion of Parity's LGBTQ Pastors retreat	(45,000 00)
11/13/2015	Public Health Management Corp	1500 Market Street, Philadelphia, PA 19102	Congreso Health Center support	(60,000 00)
7/13/2015	Rainbow Hospice	1550 Bishop Court, Mount Prospect, IL 60056	Residency program in Clinical Pastoral Education	(10,000 00)
7/13/2015	Reconciling Ministries Network	123 W Madison Street, Suite 2150, Chicago, IL 60602	Grassroots organizing and outreach through its Biblical Obedience program	(45,000 00)
12/30/2015	Reconstructionist Rabbinical Col	1299 Church Road, Wyncote, PA 19095	Help with Reimaging Rabbinic Education curriculum	(75,000 00)
11/4/2015	Regents of the University of California	2625 Durant Avenue #2250, Berkeley, CA 94720	Berkeley Art Museum & Pacific Film Archive support	(40,000 00)
11/20/2015	Religious Institute	21 Charles Street, Westport, CT 06880	Help with the Seminary Project	(50,000 00)
12/4/2015	Resource Center-Women & Ministry	1202 Watts Street, Durham, NC 27701	General operating expenses	(20,000 00)
2/26/2015	Richmond Ballet	407 East Canal Street, Richmond, VA 23219	Live music accompaniment for The Nutcracker, Don Quixote, renovations	(517,257 90)
10/28/2015	Richmond Chamber Players	P O Box 14654, Richmond, VA 23221	Outreach concerts to take place in Richmond	(4,000 00)
7/13/2015	Richmond Symphony	612 East Grace Street, Suite 401, Richmond, VA 23210	General operating expenses	(197,000 00)
7/13/2015	Richmond Triangle Players	P O. Box 6905, Richmond, VA 23230	Three productions during the 23rd Anniversary season of the Players	(50,000 00)
6/15/2015	Richmond Triangle Players	P O Box 6905, Richmond, VA 23230	General charitable purposes	(25,000 00)
11/4/2015	Riverside Area Rape Crisis Cente	1845 Chicago Ave A, Riverside, CA 92507	Community Outreach and Child Abuse Prevention program	(23,950 00)
7/13/2015	Riverside Art Museum	3425 Mission Inn Avenue Riverside, CA 92501	Purchase and install shade sails and lighting for third floor roofdeck	(75,000 00)
7/13/2015	Riverside Arts Council	3700 6th Street Riverside, CA 92501	Costs of the Council's Arts and Minds gang prevention program	(15,000 00)
1/21/2015	Riverside Arts Council	3700 6th Street Riverside, CA 92501	General charitable purposes	(55,000 00)
7/13/2015	Riverside Community College Fdn	4800 Magnolia Ave, Riverside, CA 92506	General operating expenses	(30,000 00)
7/13/2015	Riverside County Philharmonic As	P O Box 1601, Riverside, CA 92502	Costs of the annual community outreach programs	(12,000 00)
12/16/2015	Riverside Educational Enrichment	3380 14th Street, Riverside, CA 92501	Visual and performing arts program	(50,000 00)
11/4/2015	Riverside Public Library	P O Box 349, Riverside, CA 92502	General operating expenses	(50,000 00)
7/13/2015	Rolling Ridge Conference Center	660 Great Pond Road, North Andover, MA 01845	Scholarships to help Black seminarians and clergy and a part time coordinator	(25,000 00)
7/13/2015	Ronald McDonald House	11365 Anderson Street Loma Linda, CA 92354	Expansion costs for the Loma Linda Ronald McDonald house	(50,000 00)
6/30/2015	Rubin Museum Of Art	150 W 17th Street, New York, NY 10011	Support of an exhibit Becoming Another The Power of Masks	(40,000 00)
6/30/2015	Russellville City Schools	355 South Summer Street, Russellville, KY 42276	25 Chromebooks and carts for each and technology for special needs students at elementary school	(72,074 21)
6/30/2015	Saint Louis Art Museum	One Fine Arts Drive, Forest Park, St.Louis, MI 63110	Conservation of an 8 panel 17 th century Japanese screen	(35,000 00)
7/28/2015	Salisbury Visiting Nurse Associa	30A Salmon Kill Road, Salisbury, CT 06068	Program support for volunteers, family and bereavement	(90,000 00)
6/30/2015	San Antonio Museum of Art	200 W Jones Ave, San Antonio, TX 78215	Educational program support for exhibit 28 Chinese	(10,000 00)
11/4/2015	San Francisco Museum of Modern Art	151 Third Street, San Francisco, CA 94103	Masters of Contemporary Japanese Photography exhibit	(15,000 00)
11/4/2015	San Jose Museum of Art	110 S. Market Street, San Jose, CA 95113	Work of Japanese artist, Tabaino and publications and programming	(5,000 00)
11/4/2015	Sanctuary Hospice House	P O Box 2177, Tupelo, MS 38803	Medication help for patients	(35,000 00)
7/29/2015	School of the Performing Arts	2106-A North Hamilton Street, Richmond, VA 23230	Summer residency program, Live Art program and capital campaign for facilities upgrade	(125,000 00)
3/20/2015	Science Museum of VA Fdn	P O Box 11624, Richmond, VA 23230	General programming for the Carpenter Science Theatre	(200,000 00)

11/4/2015	Scott & White Healthcare Fdn	2401 South 31st Street, Temple, TX 76508	Building a Physical and Occupation therapy department for pediatrics	(50,000 00)
6/30/2015	Scripps College	1030 Columbia Ave , Claremont, CA 91711	Ruth Chandler Williamson Gallery conservation support of an ink on silk landscape image	(10,000 00)
7/13/2015	Seattle University	901 -12th Ave , P O Box 222000, Seattle, WA 98122	Scholarship and support services for two Master of Divinity students	(100,000 00)
1/9/2015	Shakertown Revisited, Inc	P O Box 177, Auburn, KY 42206	Improving and restoring 5 historic buildings	(30,000 00)
8/25/2015	Shelter & Assistance In Family Emergencies	P O Box 985, Tupelo, MS 38802	Purchase new van for transporting children to school and adults to appointments	(35,000 00)
7/16/2015	Shelter Home of Caldwell County	P O Box 426, Lenoir, NC 28645	Renovation costs of its on site 4 apartment transitional house	(41,000 00)
11/13/2015	Silver Lining Mentoring Inc	727 Atlantic Ave , 3rd Fl , Boston, MA 02111	Mentoring to foster youth	(2,500 00)
7/29/2015	Society f/t Increase o/t Ministry	120 Sigourney Street, Hartford, CT 06105	SIM-Carpenter Scholarship	(94,000 00)
6/30/2015	Solomon R Guggenheim Foundation	701 Dorsoduro Venezia Italy	Exhibit at the Peggy Guggenheim Collection in Venice	(10,000 00)
11/4/2015	Southern Christian Services Chil	860 East River Place, Suite 104, Jackson, MS 39202	Purchase a van for use by Harden House	(21,000 00)
7/13/2015	St. John's Church Foundation	2319 East Broad Street, Richmond, VA 23223	Liberty or Death reenactment performance	(12,000 00)
7/13/2015	St Luke's Training & Counseling	435 Peachtree Street, NE, Atlanta, GA 30308	Expansion of its Clinical Pastoral Education program	(30,000 00)
7/13/2015	St Thomas More Corporation	268 Park Street, New Haven, CT 065111	Participation of grad students in a joint Yale-Cambridge project	(9,896 00)
7/24/2015	St. Joseph's Abbey	167 N Spencer Road, Spencer, MA 01562	Kitchen and stove replacement in the retreat house	(11,000 00)
7/13/2015	T'ruah The Rabbinic Call for Human Rights	333 Seventh Ave , 13th Floor, New York, NY 10001	Rabbinical/Cantorial Student Fellowship in Human Rights Leadership program	(45,000 00)
8/28/2015	Tabernacle United Church	3700 Chestnut Street, Philadelphia, PA 19104	General operating expenses	(40,000 00)
12/2/2015	Tanenbaum Center for Interreligious Understanding	254 W 31 Street, 7 Floor, New York, NY 10001	Care and Inclusion of LGBT patients by faith-based health care institutions	(20,000 00)
11/4/2015	Temple Civic Theatre	2413 S. 13th Street, Temple, TX 76504	Theatre roof replacement	(44,160 00)
11/4/2015	Temple Community Free Clinic Inc	P O Box 92 Temple, TX 76503	Technology upgrade	(80,000 00)
9/3/2015	Temple Housing Authority	P O Box 1326, Temple, TX 76503	Central Texas Housing Consortium costs of building modernization	(25,000 00)
10/2/2015	Temple College Foundation	19 North Main Street, Temple, TX 76501	General charitable purposes	(7,500 00)
7/13/2015	Temple College Foundation	19 North Main Street, Temple, TX 76501	Help with Leopold loan program	(30,000 00)
1/30/2015	Temple Of Refuge Of Hickory	724 S. Center Street, Hickory, NC 28602	General operating expenses	(5,950 00)
11/4/2015	Temple Symphony Orchestra	100 West Adams Avenue Mailbox 10 Temple, TX 76501	General operating expenses	(30,000 00)
7/13/2015	Temple University	2450 W Hunting Park Ave , Philadelphia, PA 19129	Doctor of Nursing Practice scholarships	(31,296 00)
11/4/2015	Textile Museum	701 21st Street, NW, Washington, DC 20052	Exhibition Bingata Only in Okinawa and interpretive materials	(20,000 00)
12/29/2015	Todd County Board of Education	804 S. Main Street, Elkton, KY 42220	General operating expenses	(40,000 00)
7/13/2015	Town of Plantersville	P O Box 507, Plantersville, MI 38862	Plantersville Volunteer Fire Dept. brush truck	(35,000 00)
1/23/2015	Town of Timberville	392 S. Main Street, timberville, VA 22853	General charitable purposes	(75,000 00)
6/30/2015	Towson University Foundation,Inc	8000 York Road,Towson, MD 21252	Asian Arts & Culture Center	(14,350 00)
7/13/2015	Trinity Evangelical Lutheran Church	164 West 100th Street, New York, NY 10025	Support of Trinity Place, a shelter for homeless LGBTQ youth	(15,000 00)
11/5/2015	Trustees of Boston College	140 Commonwealth Avenue, Chestnut Hill, MA 02467	Two years tuition and living expenses for women pursing graduate degree studines in Ministry	(40,000 00)
7/13/2015	Tupelo Ballet, Inc.	W Main Street, Tupelo, MS 38801	Costume and set replacement, guest artists for select ballets and orchestra fee	(20,000 00)
11/4/2015	Tupelo Public School District	P O Box 557 Tupelo, MS 38802	General operating expenses	(30,000 00)
11/4/2015	Tupelo Symphony Orchestra	P O Box 474, Tupelo, MS 38802	General operating expenses	(59,600 00)
7/31/2015	UCC Coalition For LGBT Concerns	700 Prospect Avenue, Cleveland, OH 44115	Open and Affirming Program	(105,000 00)
3/31/2015	United Christian Church	8525 New Falls Road, Levittown, PA 19054	General charitable purposes	(15,000 00)
7/13/2015	United Church Of Christ - Ohio Conference	960 Portage Trail, Cuyahoga Falls, OH 44221	Salary expense of the Dean of the Partners in Ministry program	(4,800 00)
11/10/2015	United Synagogue of Conservative Judaism	820 Second Ave , 10th Fl , New York, NY 10017	Training for inclusion of LGBT Jews in synagogues	(10,000 00)
11/5/2015	United Synagogue of Conservative Judaism	8 Agron Street, P O Box 7456, Jerusalem Israel	Support of the Multi Faith Exploration of Jewish Texts and Human Rights program	(12,000 00)
1/28/2015	United Theological Seminary	3000 Fifth Street Northwest, New Brighton, MN 55112	Carpenter scholarships in degree programs and assistive technology for needy students	(70,000 00)
12/28/2015	Universal Fellowship-Metropolitan Community Churches	3293 Fruitville Road, Suite 105, Sarasota, FL 34237	Developing curricula and programs for clergy and seminarians	(50,000 00)
7/13/2015	University of California	UCCE Riverside County 4-H Office, 21150 Box Springs Road #202, Moreno Valley, CA 92557	Ramona Rancheros 4-H Club support	(10,000 00)
6/30/2015	University of Florida	P O Box 112700, 3259 Hull road, Gainesville, FL 32611	Harn Museum of Art's conservation of 19 paintings by Bengal artist	(50,000 00)
7/13/2015	University of Mary Hardin-Baylor	900 College Street, Belton, TX 76513	Construction of a new performing arts center	(200,000 00)
11/4/2015	Regents of the University of Michigan	525 South State Street, Ann Arbor, MI 48109	Exhibit Princesses, Heroes and Villains and accompany publications for University of Michigan Museum of Art	(10,000 00)
11/4/2015	University of Oregon	1223 University of Oregon, Eugene, OR 97403	Jordan Schnitzer Museum of Art conservation costs	(10,000 00)
11/5/2015	Trustees of the University Of Pennsylvania	3400 Spruce Street, Philadelphia, PA 19104	Scholarship for a Supervisory Education student	(40,000 00)
7/13/2015	University Of Pennsylvania	201 Claudia Cohen Hall, 249 S. 36th Street, Phila , PA 19104	Carpenter Distinguished Graduate Seminars in Theology program	(50,000 00)
11/4/2015	University Of Pennsylvania	3260 South Street, Philadelphia, PA 19104	Conservation of five Chinese paintings	(50,000 00)
7/13/2015	University of Richmond	Richmond, VA 23173	Six 2015-2016 performances presented by the Modlin Center for the Arts	(70,000 00)
7/13/2015	University of Southern CA	3502 Watt Way, Suite 332B, Los Angeles, CA 90089	Expanded coverage of LGBT issues in its publication Religion Dispatches	(25,000 00)
6/30/2015	University of Southern CA	46 North Los Robles Ave , Pasadena, CA 91101	Pacific Asia Museum support for exhibit Travelers The Silk Road	(20,000 00)
1/21/2015	University Of The South	335 Tennessee Ave , Sewanee, TN 37383	Scholarship for three years of graduate theological education	(75,000 00)
7/13/2015	Utah Film Center	122 South Main Street, Salt Lake City, Utah 84101	Documentary film produced by Far Between Movie about LGBT and Mormon	(40,000 00)
11/10/2015	Utah Pride Center	P O Box 1078, Salt Lake City, UT 84110	Salary costs of new director	(10,000 00)
12/4/2015	Valentine Museum	1015 E Clay Street, Richmond, VA 23219	Support for 3 events to be held at the 1812 Wickham House	(10,000 00)
12/2/2015	Vanderbilt Divinity School	2301 Vanderbilt Place, Nashville, TN 37240	Expanding the Carpenter Program in Religion, Gender and Sexuality	(60,000 00)
7/13/2015	Venture Richmond	200 South Third Street, Richmond, VA 23219	2nd Street Festival	(20,000 00)
12/14/2015	Virginia Commonwealth University	325 North Harrison Street, P O box 842519, Richmond, VA 23284	School of the Arts and Department of Dance and Choreography support	(65,000 00)
7/13/2015	Virginia Opera Association, Inc.	P O Box 2580, Norfolk, VA 23501	General operating expenses	(150,000 00)
5/6/2015	Virginia Performing Arts Fdn	600 E Grace Street, Suite 400, Richmond, VA 23219	General charitable purposes	(3,000 00)
3/31/2015	Virginia Repertory Theatre	114 West Broad Street, Richmond, VA 23220	General charitable purposes	(75,000 00)
12/14/2015	Virginia Repertory Theatre	114 West Broad Street, Richmond, VA 23220	Operational support	(200,000 00)
7/13/2015	Virginia Repertory Theatre	114 West Broad Street, Richmond, VA 23220	2015 Annual Richmond Theatre Critics Circle Awards	(8,777 00)
7/13/2015	VNA Care Network & Hospice	120 Thomas Street, Worcester, MA 01608	Rose Monihan Hospice Home renovations, Stanley Tippett Home and Evarts de Rhan home beds and training programs	(100,000 00)

7/13/2015	Wake Forest University	P O Box 7719, Winston-Salem, NC 27109	Merit-based scholarships for Master of Divinity students	(200,000 00)
11/4/2015	Walker Art Center	1750 Hennepin Avenue, Minneapolis, Minnesota 55403	Walker Art Center exhibition for artist, Lee Kit	(15,000 00)
7/31/2015	Westar Institute, Inc.	900 State Street, Salem, Oregon 97301	Travel scholarships for indivduals attending a Christianity seminar	(20,000 00)
11/10/2015	Women Make Movies, Inc	115 West 29th Street, Suite 1200 New York, NY 10001	Event screenings for From This Day Forward	(8,000 00)
12/4/2015	Women Make Movies, Inc	115 West 29th Street, Suite 1200 New York, NY 10001	General charitable purposes	(20,000 00)
11/5/2015	Women's Alliance For Theology, Ethics and Ritual	8121 Georgia Ave , Suite 310, Silver Spring, MD 20910	General operating expenses	(42,000 00)
1/30/2015	Woodlawn Presbyterian Church	1201 Blackstone Avenue, Hopewell, VA 23836	General charitable purposes	(35,000 00)
7/13/2015	Worcester Area Mission Society	6 Institute Road, Worcester, MA 01609	Programs addressing family homlessness in central Massachusetts	(15,000 00)
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