

EXTENDED TO NOVEMBER 15, 2018

## Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public  
Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

A Employer identification number

13-3912203

Number and street (or P O box number if mail is not delivered to street address)

28 LIBERTY STREET

Room/suite

B Telephone number

212-530-5880

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10005-1413

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 268,833,695. (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))

(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                                      | 80,021,722.  |             | N/A |             |
|                                       | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |              |             |     |             |
|                                       | 3 Interest on savings and temporary cash investments                                |              |             |     |             |
|                                       | 4 Dividends and interest from securities                                            | 2,022,604.   | 2,022,604.  |     | STATEMENT 1 |
|                                       | 5a Gross rents                                                                      |              |             |     |             |
|                                       | b Net rental income or (loss)                                                       |              |             |     |             |
|                                       | 6a Net gain or (loss) from sale of assets not on line 10                            | 17,025,672.  |             |     |             |
|                                       | b Gross sales price for all assets on line 6a                                       | 149,497,891. |             |     |             |
|                                       | 7 Capital gain net income (from Part IV, line 2)                                    |              | 17,025,672. |     |             |
|                                       | 8 Net short-term capital gain                                                       |              |             |     |             |
|                                       | 9 Income modifications                                                              |              |             |     |             |
|                                       | 10a Gross sales less returns and allowances                                         |              |             |     |             |
| Operating and Administrative Expenses | b Less Cost of goods sold                                                           |              |             |     |             |
|                                       | c Gross profit or (loss)                                                            |              |             |     |             |
|                                       | 11 Other income                                                                     | 1,158,748.   | 1,158,748.  |     | STATEMENT 2 |
|                                       | 12 Total Add lines 1 through 11                                                     | 100,228,746. | 20,207,024. |     |             |
|                                       | 13 Compensation of officers, directors, trustees, etc.                              | 0.           | 0.          |     | 0.          |
|                                       | 14 Other employee salaries and wages                                                |              |             |     |             |
|                                       | 15 Pension plans, employee benefits                                                 |              |             |     |             |
|                                       | 16a Legal fees STMT 3                                                               | 762,509.     | 381,254.    |     | 381,255.    |
|                                       | b Accounting fees STMT 4                                                            | 243,140.     | 121,570.    |     | 121,570.    |
|                                       | c Other professional fees STMT 5                                                    | 1,505,275.   | 1,505,275.  |     | 0.          |
|                                       | 17 Interest                                                                         |              |             |     |             |
|                                       | 18 Taxes STMT 6                                                                     | 749,423.     | 124,423.    |     | 0.          |
| Operating and Administrative Expenses | 19 Depreciation and depletion                                                       |              |             |     |             |
|                                       | 20 Occupancy                                                                        |              |             |     |             |
|                                       | 21 Travel, conferences, and meetings                                                |              |             |     |             |
|                                       | 22 Printing and publications                                                        |              |             |     |             |
|                                       | 23 Other expenses STMT 7                                                            | 16,045.      | 0.          |     | 16,045.     |
|                                       | 24 Total operating and administrative expenses. Add lines 13 through 23             | 3,276,392.   | 2,132,522.  |     | 518,870.    |
|                                       | 25 Contributions, gifts, grants paid                                                | 875,000.     |             |     | 875,000.    |
|                                       | 26 Total expenses and disbursements. Add lines 24 and 25                            | 4,151,392.   | 2,132,522.  |     | 1,393,870.  |
|                                       | 27 Subtract line 26 from line 12:                                                   |              |             |     |             |
|                                       | a Excess of revenue over expenses and disbursements                                 | 96,077,354.  |             |     |             |
|                                       | b Net investment income (if negative, enter -0-)                                    |              | 18,074,502. |     |             |
|                                       | c Adjusted net income (if negative, enter -0-)                                      |              |             | N/A |             |

## CARROLL PETRIE FOUNDATION

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**Part II** Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

|                                                                                                  |                                                                                           | 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                                                  | 13,294,671.       | 1,521,005.     | 1,521,005.            |
|                                                                                                  | 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      |                   |                |                       |
|                                                                                                  | 7 Other notes and loans receivable ▶                                                      |                   |                |                       |
|                                                                                                  | Less: allowance for doubtful accounts ▶                                                   |                   |                |                       |
|                                                                                                  | 8 Inventories for sale or use                                                             |                   |                |                       |
|                                                                                                  | 9 Prepaid expenses and deferred charges                                                   |                   |                |                       |
|                                                                                                  | 10a Investments - U.S. and state government obligations STMT 10                           | 17,353,374.       | 305,890.       | 305,079.              |
|                                                                                                  | b Investments - corporate stock STMT 11                                                   | 51,842,640.       | 18,914,913.    | 21,055,178.           |
|                                                                                                  | c Investments - corporate bonds STMT 12                                                   | 22,232,384.       | 8,123,691.     | 8,191,767.            |
|                                                                                                  | 11 Investments - land, buildings, and equipment basis ▶                                   |                   |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                           |                   |                |                       |
| 12 Investments - mortgage loans                                                                  |                                                                                           |                   |                |                       |
| 13 Investments - other STMT 13                                                                   | 40,997,898.                                                                               | 213,424,570.      | 237,760,666.   |                       |
| 14 Land, buildings, and equipment basis ▶                                                        |                                                                                           |                   |                |                       |
| Less: accumulated depreciation ▶                                                                 |                                                                                           |                   |                |                       |
| 15 Other assets (describe ▶)                                                                     |                                                                                           |                   |                |                       |
| 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i) | 145,720,967.                                                                              | 242,290,069.      | 268,833,695.   |                       |
| Liabilities                                                                                      | 17 Accounts payable and accrued expenses                                                  |                   |                |                       |
|                                                                                                  | 18 Grants payable                                                                         |                   |                |                       |
|                                                                                                  | 19 Deferred revenue                                                                       |                   |                |                       |
|                                                                                                  | 20 Loans from officers, directors, trustees, and other disqualified persons               |                   |                |                       |
|                                                                                                  | 21 Mortgages and other notes payable                                                      |                   |                |                       |
|                                                                                                  | 22 Other liabilities (describe ▶ STATEMENT 14)                                            | 0.                | 3,133,557.     |                       |
| 23 Total liabilities (add lines 17 through 22)                                                   | 0.                                                                                        | 3,133,557.        |                |                       |
| Net Assets or Fund Balances                                                                      | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                   |                |                       |
|                                                                                                  | 24 Unrestricted                                                                           |                   |                |                       |
|                                                                                                  | 25 Temporarily restricted                                                                 |                   |                |                       |
|                                                                                                  | 26 Permanently restricted                                                                 |                   |                |                       |
|                                                                                                  | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                   |                |                       |
|                                                                                                  | 27 Capital stock, trust principal, or current funds                                       | 0.                | 0.             |                       |
|                                                                                                  | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                         | 0.                | 0.             |                       |
|                                                                                                  | 29 Retained earnings, accumulated income, endowment, or other funds                       | 145,720,967.      | 239,156,512.   |                       |
|                                                                                                  | 30 Total net assets or fund balances                                                      | 145,720,967.      | 239,156,512.   |                       |
|                                                                                                  | 31 Total liabilities and net assets/fund balances                                         | 145,720,967.      | 242,290,069.   |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 145,720,967. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 96,077,354.  |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8                                                                                            | 3 | 488,684.     |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 242,287,005. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9                                                                                                  | 5 | 3,130,493.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 239,156,512. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) |                                            | (b) How acquired<br>P - Purchase<br>D - Donation                                                                             | (c) Date acquired<br>(mo., day, yr.)                                                            | (d) Date sold<br>(mo., day, yr.) |             |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|-------------|
| 1a                                                                                                                                        |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| b                                                                                                                                         | SEE ATTACHED STATEMENTS                    |                                                                                                                              |                                                                                                 |                                  |             |
| c                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| d                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| e                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| (e) Gross sales price                                                                                                                     | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale                                                                              | (h) Gain or (loss)<br>((e) plus (f) minus (g))                                                  |                                  |             |
| a                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| b                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| c                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| d                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| e                                                                                                                                         | 149,497,891.                               | 132,472,219.                                                                                                                 | 17,025,672.                                                                                     |                                  |             |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.                                              |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| (i) FMV as of 12/31/69                                                                                                                    | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any                                                                              | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                  |             |
| a                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| b                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| c                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| d                                                                                                                                         |                                            |                                                                                                                              |                                                                                                 |                                  |             |
| e                                                                                                                                         |                                            |                                                                                                                              | 17,025,672.                                                                                     |                                  |             |
| 2 Capital gain net income or (net capital loss)                                                                                           |                                            | <div> <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> </div> |                                                                                                 | 2                                | 17,025,672. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):                                                           |                                            | <div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> |                                                                                                 | 3                                | N/A         |

**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 doesn't 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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                           | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2016                                                                                                                                                                           | 465,435.                                 | 32,770,030.                                  | .014203                                                     |
| 2015                                                                                                                                                                           | 364,219.                                 | 3,193,885.                                   | .114036                                                     |
| 2014                                                                                                                                                                           | 996,984.                                 | 1,602,943.                                   | .621971                                                     |
| 2013                                                                                                                                                                           | 1,413,566.                               | 3,378,333.                                   | .418421                                                     |
| 2012                                                                                                                                                                           | 2,018,794.                               | 3,254,773.                                   | .620256                                                     |
| 2 Total of line 1, column (d)                                                                                                                                                  |                                          |                                              | 2 1.788887                                                  |
| 3 Average distribution ratio for the 5 year base period divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years |                                          |                                              | 3 .357777                                                   |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5                                                                                                 |                                          |                                              | 4 224,108,737.                                              |
| 5 Multiply line 4 by line 3                                                                                                                                                    |                                          |                                              | 5 80,180,952.                                               |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   |                                          |                                              | 6 180,745.                                                  |
| 7 Add lines 5 and 6                                                                                                                                                            |                                          |                                              | 7 80,361,697.                                               |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         |                                          |                                              | 8 1,393,870.                                                |

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 IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                                   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | FIDUCIARY TRUST CO - PUBLICLY TRADED SECURITIES - |                                                  |                                      |                                  |
| b                                                                                                                                    | FIDUCIARY TRUST CO - PUBLICLY TRADED SECURITIES - |                                                  |                                      |                                  |
| c                                                                                                                                    | FIDUCIARY TRUST CO - PUBLICLY TRADED SECURITIES - |                                                  |                                      |                                  |
| d                                                                                                                                    | FIDUCIARY TRUST CO - PUBLICLY TRADED SECURITIES - |                                                  |                                      |                                  |
| e                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| f                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| g                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| h                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| i                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| j                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| k                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| l                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| m                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| n                                                                                                                                    | NEUBERGER BERMAN - PUBLICLY TRADED SECURITIES - S |                                                  |                                      |                                  |
| o                                                                                                                                    | THRU K-1 INVESTMENTS - ST                         |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 6,509,925.          |                                            | 5,605,531.                                      | 904,394.                                     |
| b 95,984,371.         |                                            | 82,718,609.                                     | 13,265,762.                                  |
| c 13,600,128.         |                                            | 13,593,580.                                     | 6,548.                                       |
| d 27,004,400.         |                                            | 26,775,639.                                     | 228,761.                                     |
| e 751,669.            |                                            | 751,032.                                        | 637.                                         |
| f 290,606.            |                                            | 289,440.                                        | 1,166.                                       |
| g 741,590.            |                                            | 663,551.                                        | 78,039.                                      |
| h 1,084,165.          |                                            | 1,071,450.                                      | 12,715.                                      |
| i 150,699.            |                                            | 119,919.                                        | 30,780.                                      |
| j 378,605.            |                                            | 392,398.                                        | <13,793.>                                    |
| k 101,782.            |                                            | 66,171.                                         | 35,611.                                      |
| l 130,890.            |                                            | 126,318.                                        | 4,572.                                       |
| m 209,276.            |                                            | 198,104.                                        | 11,172.                                      |
| n 100,348.            |                                            | 100,477.                                        | <129.>                                       |
| o 588,556.            |                                            |                                                 | 588,556.                                     |

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<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 904,394.                                                                                                |
| b                         |                                      |                                                 | 13,265,762.                                                                                             |
| c                         |                                      |                                                 | 6,548.                                                                                                  |
| d                         |                                      |                                                 | 228,761.                                                                                                |
| e                         |                                      |                                                 | 637.                                                                                                    |
| f                         |                                      |                                                 | 1,166.                                                                                                  |
| g                         |                                      |                                                 | 78,039.                                                                                                 |
| h                         |                                      |                                                 | 12,715.                                                                                                 |
| i                         |                                      |                                                 | 30,780.                                                                                                 |
| j                         |                                      |                                                 | <13,793.>                                                                                               |
| k                         |                                      |                                                 | 35,611.                                                                                                 |
| l                         |                                      |                                                 | 4,572.                                                                                                  |
| m                         |                                      |                                                 | 11,172.                                                                                                 |
| n                         |                                      |                                                 | <129.>                                                                                                  |
| o                         |                                      |                                                 | 588,556.                                                                                                |

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 }

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).  
If (loss), enter "-0-" in Part I, line 8

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                                 | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | THRU K-1 INVESTMENTS - LT       |                                                  |                                      |                                  |
| b                                                                                                                                    | NEUBERGER BERMAN - CASH IN LIEU |                                                  |                                      |                                  |
| c                                                                                                                                    | CAPITAL GAINS DIVIDENDS         |                                                  |                                      |                                  |
| d                                                                                                                                    |                                 |                                                  |                                      |                                  |
| e                                                                                                                                    |                                 |                                                  |                                      |                                  |
| f                                                                                                                                    |                                 |                                                  |                                      |                                  |
| g                                                                                                                                    |                                 |                                                  |                                      |                                  |
| h                                                                                                                                    |                                 |                                                  |                                      |                                  |
| i                                                                                                                                    |                                 |                                                  |                                      |                                  |
| j                                                                                                                                    |                                 |                                                  |                                      |                                  |
| k                                                                                                                                    |                                 |                                                  |                                      |                                  |
| l                                                                                                                                    |                                 |                                                  |                                      |                                  |
| m                                                                                                                                    |                                 |                                                  |                                      |                                  |
| n                                                                                                                                    |                                 |                                                  |                                      |                                  |
| o                                                                                                                                    |                                 |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 1,569,437.                                 |                                                 | 1,569,437.                                   |
| b                     | 36.                                        |                                                 | 36.                                          |
| c                     | 301,408.                                   |                                                 | 301,408.                                     |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |
| f                     |                                            |                                                 |                                              |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                         |
| a                                                                                           |                                      |                                                 | 1,569,437.                                                                                              |
| b                                                                                           |                                      |                                                 | 36.                                                                                                     |
| c                                                                                           |                                      |                                                 | 301,408.                                                                                                |
| d                                                                                           |                                      |                                                 |                                                                                                         |
| e                                                                                           |                                      |                                                 |                                                                                                         |
| f                                                                                           |                                      |                                                 |                                                                                                         |
| g                                                                                           |                                      |                                                 |                                                                                                         |
| h                                                                                           |                                      |                                                 |                                                                                                         |
| i                                                                                           |                                      |                                                 |                                                                                                         |
| j                                                                                           |                                      |                                                 |                                                                                                         |
| k                                                                                           |                                      |                                                 |                                                                                                         |
| l                                                                                           |                                      |                                                 |                                                                                                         |
| m                                                                                           |                                      |                                                 |                                                                                                         |
| n                                                                                           |                                      |                                                 |                                                                                                         |
| o                                                                                           |                                      |                                                 |                                                                                                         |

|   |                                                                                                                                                                                 |   |             |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 | 17,025,672. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A         |

## CARROLL PETRIE FOUNDATION

Form 990-PF (2017)

C/O DAVID J STOLL, MILBANK, TWEED ET AL

13-3912203

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

|                                                                                                                                                                                                                                        |    |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    | 1        | 361,490. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |    | 2        | 0.       |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).                                                                                                            |    | 3        | 361,490. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)                                                                                                                           |    | 4        | 0.       |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 5        | 361,490. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)                                                                                                                         |    | 6a       | 608,687. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |    | 6b       | 0.       |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    | 6c       | 0.       |
| a 2017 estimated tax payments and 2016 overpayment credited to 2017                                                                                                                                                                    | 6d | 0.       |          |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 7  | 608,687. |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 8  | 0.       |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 9  | 0.       |          |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 10 | 247,197. |          |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                         | 11 | 0.       |          |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        |    |          |          |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           |    |          |          |
| 11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 247,197. Refunded <input type="checkbox"/>                                                                                               |    |          |          |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                               | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                        |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                      |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                        |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                            |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV                                                                                                                                                                                                          | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>NY, DE</u>                                                                                                                                                                                                                           |     |    |
| 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 <u>SEE STATEMENT 15</u>                                                                                                         |     | 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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV                                                                                         |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                         |     | X  |

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**Part VII-A Statements Regarding Activities** (continued)

|                                                                                                                                                                                                                                                                                                                                             | 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.                                                                                                                                                  |     | 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.                                                                                                                                                 |     | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address <b>N/A</b>                                                                                                                                                                                        | X   |    |
| 14 The books are in care of <b>PERELSON WEINER LLP</b> Telephone no. <b>212-605-3100</b><br>Located at <b>1 DAG HAMMARSKJOLD PLAZA, 42ND FLOOR, NEW YORK, N</b> ZIP+4 <b>10017</b>                                                                                                                                                          |     |    |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>                                                                                                     |     |    |
| 16 At any time during calendar year 2017, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>N/A</b> |     | X  |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                   |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                           |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>                                                                                                                                                                           | 1b  | X  |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?                                                                                                                                                                                                                                                                                                                    | 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <b>N/A</b>                                                                                                                                                                                                                                               |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>N/A</b>                                                                                                                                                                                | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><b>N/A</b>                                                                                                                                                                                                                                                                                                                                                                             |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                            |     |    |
| b If "Yes," did it have excess business holdings in 2017 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 2017.) <b>N/A</b> | 3b  |    |
| 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 2017?                                                                                                                                                                                                                                                                          | 4b  | X  |

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

5a During the year, did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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?

SEE STATEMENT 16

☒ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

| (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 |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| THEODORA PORTAGO<br>C/O MILBANK, TWEED ET AL, 28 LIBERTY<br>NEW YORK, NY 10005      | DIRECTOR & PRESIDENT<br>20.00                             | 0.                                        | 0.                                                                    | 0.                                    |
| CAROLINA PORTAGO<br>C/O MILBANK, TWEED ET AL, 28 LIBERTY<br>NEW YORK, NY 10005      | DIRECTOR & VICE-PRESIDENT<br>5.00                         | 0.                                        | 0.                                                                    | 0.                                    |
| CAMILLE MANNING<br>C/O MILBANK, TWEED ET AL, 28 LIBERTY<br>NEW YORK, NY 10005       | DIRECTOR & TREASURER<br>5.00                              | 0.                                        | 0.                                                                    | 0.                                    |
| WILLIAM D. ZABEL, ESQ<br>C/O MILBANK, TWEED ET AL, 28 LIBERTY<br>NEW YORK, NY 10005 | DIRECTOR & SECRETARY<br>5.00                              | 0.                                        | 0.                                                                    | 0.                                    |

2 Compensation of five highest-paid employees (other than those included on line 1). 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 |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000                                | (b) Type of service                  | (c) Compensation |
|--------------------------------------------------------------------------------------------|--------------------------------------|------------------|
| MILBANK TWEED HADLEY & MCCLOY<br>28 LIBERTY STREET, NEW YORK, NY 10005                     | LEGAL FEES                           | 652,665.         |
| MONTICELLO ASSOCIATES - 1800 LARIMER STREET,<br>STE 2100, DENVER, CO 80202                 | ADVISORY FEES                        | 291,667.         |
| PERELSON WEINER LLP - 1 DAG HAMMARSKJOLD<br>PLAZA, 42ND FLOOR, NEW YORK, NY 10017          | ACCOUNTING, TAX &<br>CONSULTING FEES | 243,140.         |
| FIDUCIARY TRUST<br>280 PARK AVENUE, NEW YORK, NY 10017                                     | INVESTMENT FEES                      | 171,279.         |
| THOMPSON HICKEY CUNNINGHAM CLOW APRIL & DOLAN<br>460 ST MICHAELS DRIVE, SANTA FE, NM 87505 | LEGAL FEES                           | 73,839.          |
| Total number of others receiving over \$50,000 for professional services                   |                                      | 1                |

**Part IX-A** Summary of Direct Charitable Activities

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
| 2     |          |
| 3     |          |
| 4     |          |

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
| 2                                                        |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
| Total. Add lines 1 through 3                             | 0.     |

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

|   |                                                                                                             |    |              |
|---|-------------------------------------------------------------------------------------------------------------|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |              |
| a | Average monthly fair market value of securities                                                             | 1a | 210,065,858. |
| b | Average of monthly cash balances                                                                            | 1b | 17,455,702.  |
| c | Fair market value of all other assets                                                                       | 1c |              |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 227,521,560. |
| 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  | 227,521,560. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 3,412,823.   |
| 5 | Net value of noncharitable use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 224,108,737. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 11,205,437.  |

**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  | 11,205,437. |
| 2a | Tax on investment income for 2017 from Part VI, line 5                                             | 2a | 361,490.    |
| b  | Income tax for 2017. (This does not include the tax from Part VI.)                                 | 2b |             |
| c  | Add lines 2a and 2b                                                                                | 2c | 361,490.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 10,843,947. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.          |
| 5  | Add lines 3 and 4                                                                                  | 5  | 10,843,947. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.          |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 10,843,947. |

**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 | 1,393,870. |
| b | Program-related investments - total from Part IX-B                                                                                | 1b | 0.         |
| 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  | 1,393,870. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on not investment income. Enter 1% of Part I, line 27b | 5  | 0.         |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 1,393,870. |

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)<br>Corpus | (b)<br>Years prior to 2016 | (c)<br>2016 | (d)<br>2017 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7                                                                                                                       |               |                            |             | 10,843,947. |
| 2 Undistributed income, if any, as of the end of 2017                                                                                                                      |               |                            |             |             |
| a Enter amount for 2016 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2017:                                                                                                                         |               |                            |             |             |
| a From 2012                                                                                                                                                                | 1,877,347.    |                            |             |             |
| b From 2013                                                                                                                                                                | 1,259,629.    |                            |             |             |
| c From 2014                                                                                                                                                                | 942,267.      |                            |             |             |
| d From 2015                                                                                                                                                                | 207,029.      |                            |             |             |
| e From 2016                                                                                                                                                                |               |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 4,286,272.    |                            |             |             |
| 4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$                                                                                                            | 1,393,870.    |                            |             |             |
| a Applied to 2016, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| 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 2017 distributable amount                                                                                                                                     |               |                            |             | 1,393,870.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 4,286,272.    |                            |             | 4,286,272.  |
| 6 Enter the net total of each column as indicated below:                                                                                                                   | 0.            |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        |               |                            |             |             |
| 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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018                                                              |               |                            |             | 5,163,805.  |
| 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 2012 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2013                                                                                                                                                         |               |                            |             |             |
| b Excess from 2014                                                                                                                                                         |               |                            |             |             |
| c Excess from 2015                                                                                                                                                         |               |                            |             |             |
| d Excess from 2016                                                                                                                                                         |               |                            |             |             |
| e Excess from 2017                                                                                                                                                         |               |                            |             |             |

**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 2017, 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 |          |          |          | (e) Total |
|---------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|-----------|
|                                                                                                                                                   | (a) 2017 | (b) 2016 | (c) 2015 | (d) 2014 |           |
| 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

## CARROLL PETRIE FOUNDATION

Form 990-PF (2017)

C/O DAVID J STOLL, MILBANK, TWEED ET AL

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

| Recipient<br>Name and address (home or business)                                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| <b>a</b> Paid during the year                                                                |                                                                                                                    |                                      |                                     |                 |
| ANIMAL PROTECTION OF NEW MEXICO INC<br>PO BOX 11395<br>ALBUQUERQUE, NM 87192                 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 50,000.         |
| ASSISTANCE DOGS OF THE WEST<br>1590 SAN MATEO LANE<br>SANTA FE, NM 87505                     | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.          |
| ACEQUIA MADRE PTC INC<br>700 ACEQUIA MADRE<br>SANTA FE, NM 87505                             | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.          |
| BIONEERS / COLLECTIVE HERITAGE<br>INSTITUTE<br>1014 TORNEY AVENUE<br>SAN FRANCISCO, CA 94129 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.          |
| BRIDGING THE WORLDS<br>PO BOX 9109<br>SANTA FE, NM 87504                                     | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.          |
| <b>Total</b>                                                                                 | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                     | <b>875,000.</b> |
| <b>b</b> Approved for future payment                                                         |                                                                                                                    |                                      |                                     |                 |
| NONE                                                                                         |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
| <b>Total</b>                                                                                 |                                                                                                                    |                                      |                                     | <b>0.</b>       |

Form 990-PF (2017)

## CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

13-3912203

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                        | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| CARNEGIE HILL NEIGHBORS<br>1326 MADISON AVENUE<br>NEW YORK, NY 10128                                    | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 25,000.  |
| CENTRAL PARK CONSERVANCY<br>14 E 60TH STREET<br>NEW YORK, NY 10022                                      | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 25,000.  |
| CHIMP HAVEN INC<br>13600 CHIMPANZEE PLACE<br>KEITHVILLE, LA 71047                                       | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 500,000. |
| ESPANOLA VALLEY HUMANE SOCIETY<br>108 HAMM PARKWAY<br>ESPANOLA, NM 87532                                | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 10,000.  |
| FERAL CAT FOCUS INC<br>24 QUAKER LAKE TERRACE<br>ORCHARD PARK, NY 14127                                 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.   |
| FRIENDS OF THE BOSQUE DEL APACHE<br>NATIONAL WILDLIFE REFUGE INC<br>PO BOX 340<br>SAN ANTONIO, NM 87832 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.   |
| GLOBAL WARMING EXPRESS<br>2300 W ALAMEDA ST APT B1<br>SANTA FE, NM 87507                                | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 10,000.  |
| HUMANE SOCIETY OF CENTRAL DELAWARE<br>COUNTY INC<br>PO BOX 88<br>DELHI, NY 13753                        | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.   |
| IMMIGRANT JUSTICE CORPS<br>17 BATTERY PLACE #236<br>NEW YORK, NY 10004                                  | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 50,000.  |
| INSTITUTE OF AMERICAN INDIAN & ALASKA<br>NATIVE CULTURE & ARTS<br>PO BOX 5310<br>SANTA FE, NM 87502     | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.   |
| Total from continuation sheets                                                                          |                                                                                                                    |                                      |                                     | 805,000. |

## CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

13-3912203

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| KINDRED SPIRITS ANIMAL SANCTUARY<br>3749 NM-14<br>SANTA FE, NM 87508                      | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| LAND OF ENCHANTMENT WILDLIFE<br>FOUNDATION<br>PO BOX 957<br>SANTA CRUZ, NM 87567          | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| MOUNT SINAI WEST<br>1111 AMSTERDAM AVENUE<br>NEW YORK, NY 10025                           | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 15,000. |
| NEW MEXICO ACEQUIA ASSOCIATION<br>805 EARLY STREET, STE 203B<br>SANTA FE, NM 87505        | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| NEW MEXICO WILDLIFE CENTER<br>PO BOX 246<br>ESPANOLA, NM 87532                            | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| SANTA FE ANIMAL SHELTER<br>100 CAJA DEL RIO ROAD<br>SANTA FE, NM 87507                    | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 10,000. |
| SANTA FE DREAMERS PROJECT<br>PO BOX 8009<br>SANTA FE, NM 87504                            | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| SANTA FE SKI TEAM<br>PO BOX 23747<br>SANTA FE, NM 87502                                   | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 25,000. |
| SJOGREN'S SYNDROME FOUNDATION<br>6707 DEMOCRACY BOULEVARD SUITE 325<br>BETHESDA, MD 20817 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 35,000. |
| SOMOS UN PUEBLO UNIDO<br>1804 ESPINACITAS STREET<br>SANTA FE, NM 87505                    | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| Total from continuation sheets                                                            |                                                                                                                    |                                      |                                     |         |

## CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

13-3912203

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| TEWA WOMAN UNITED<br>PO BOX 397<br>SANTA CRUZ, NM 87567                            | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| THE COMING HOME CONNECTION INC<br>418 CERRILLOS ROAD, STE 27<br>SANTA FE, NM 87501 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| THE FOREST STEWARDS GUILD<br>612 W MAIN STREET, STE 200<br>MADISON, WI 53703       | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| THE HORSE SHELTER<br>1600 LENA STREET<br>SANTA FE, NM 87505                        | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| THE RATO DRATSANG FOUNDATION<br>PO BOX 1873<br>NEW YORK, NY 10156                  | NONE                                                                                                               | PRIVATE<br>FOUNDATION                | GENERAL SUPPORT                     | 20,000. |
| THE TOBY PROJECT INC<br>220 WEST 72ND STREET<br>NEW YORK, NY 10023                 | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
| WILD SPIRIT WOLF SANCTUARY<br>HC 61 BOX 28<br>RAMAH, NM 87321                      | NONE                                                                                                               | PUBLIC CHARITY                       | GENERAL SUPPORT                     | 5,000.  |
|                                                                                    |                                                                                                                    |                                      |                                     |         |
|                                                                                    |                                                                                                                    |                                      |                                     |         |
|                                                                                    |                                                                                                                    |                                      |                                     |         |
| Total from continuation sheets                                                     |                                                                                                                    |                                      |                                     |         |

## Part XVI-A

| Enter gross amounts unless otherwise indicated.            |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |    | (e)                                  |
|------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|--------------------------------------|
|                                                            | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    | Related or exempt<br>function income |
| 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                            | 2,022,604.                           |    |                                      |
| 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                                  |                         |                           | 14                            | 1,158,748.                           |    |                                      |
| 8 Gain or (loss) from sales of assets other than inventory |                         |                           | 18                            | 17,025,672.                          |    |                                      |
| 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)                 |                         | 0.                        |                               | 20,207,024.                          |    | 0.                                   |
| 13 Total. Add line 12, columns (b), (d), and (e)           |                         |                           |                               |                                      | 13 | 20,207,024.                          |

## Part XVI-B

[illegible]



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

Employer identification number

13-3912203

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust *not* treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from *any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II*
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

|                                                                                              |                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part I. Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 31,274,162.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions)             |
| 2          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 10,954,267.             | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)            |
| 3          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 419,010.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 4          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 340,669.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 5          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 615,921.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 6          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 400,273.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|                                                                                                            |                                                     |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>CARROLL PETRIE FOUNDATION</b><br><b>C/O DAVID J STOLL, MILBANK, TWEED ET AL</b> | Employer identification number<br><b>13-3912203</b> |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 296,135.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 8          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 203,663.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 9          | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 399,091.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 10         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 399,624.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 11         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 200,874.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 12         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 261,389.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 13         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 91,197.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 14         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 199,421.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 15         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 311,195.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 16         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 198,193.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 17         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 308,649.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 18         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 401,016.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 19         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 398,669.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 20         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 417,327.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 21         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 401,195.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 22         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 495,341.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 23         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 693,753.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 24         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 395,153.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 25         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 199,644.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 26         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 100,776.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 27         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 247,330.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 28         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 425,545.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 29         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 112,469.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 30         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 120,789.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 358,521.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 32         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 299,728.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 33         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 296,537.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 34         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 385,992.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 35         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 193,259.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 36         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 498,061.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 37         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 338,928.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 38         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 100,315.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 39         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 399,008.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 40         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 100,494.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 41         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 275,897.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 42         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 198,379.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |

|                                                                                                            |                                                     |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>CARROLL PETRIE FOUNDATION</b><br><b>C/O DAVID J STOLL, MILBANK, TWEED ET AL</b> | Employer identification number<br><b>13-3912203</b> |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                   |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 43         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 252,847.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 44         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 327,610.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 45         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 272,710.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 46         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 248,290.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 47         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 301,203.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 48         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 275,576.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |

|                                                                                              |                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 49         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 248,485.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 50         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 118,316.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 51         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 410,890.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 52         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 201,180.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 53         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 88,912.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 54         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 496,676.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |

## Name of organization

CARROLL PETRIE FOUNDATION  
C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                   |
|------------|----------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 55         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 15,784.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 56         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 411,673.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 57         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 503,671.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 58         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 565,096.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 59         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 347,967.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |
| 60         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 401,955.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions) |

## Name of organization

CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

## Employer identification number

13-3912203

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 61         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 500,070.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 62         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 500,525.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 63         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 499,468.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 64         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 590,089.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 65         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 397,896.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 66         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 504,080.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

## Name of organization

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## Employer identification number

13-3912203

**Part I. Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 67         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 207,607.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 68         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 200,836.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 69         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 202,037.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 70         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 506,407.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 71         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 374,580.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 72         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 400,325.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|                                                                                              |                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                            | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|----------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 73         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 797,368.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 74         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 284,471.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 75         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 349,843.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 76         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 802,864.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 77         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 996,380.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 78         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br>NEW YORK, NY 10022 | \$ 517,936.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

|                                                                                              |                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 79         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 498,500.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 80         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 999,819.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 81         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 499,725.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 82         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 475,163.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 83         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 1,276,301.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 84         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 279,742.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

Name of organization

CARROLL PETRIE FOUNDATION

C/O DAVID J STOLL, MILBANK, TWEED ET AL

Employer identification number

13-3912203

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                    |
|------------|--------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 85         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 998,047.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 86         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 4,774,030.              | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 87         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 299,994.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 88         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 500,000.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |
| 89         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 371,352.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions)  |
| 90         | ESTATE OF CARROLL PETRIE<br>C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE<br><br>NEW YORK, NY 10022 | \$ 199,567.                | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II for noncash contributions.) |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 3                            | 470 SHARES - AMAZON.COM INC                  | \$ 419,010.                                     | 04/03/17             |
| 4                            | 15,220 SHARES - COMCAST CORP CL A            | \$ 340,669.                                     | 04/03/17             |
| 5                            | 5,441 SHARES - DISNEY WALT CO                | \$ 615,921.                                     | 04/03/17             |
| 6                            | 2,730 SHARES - HOME DEPOT INC                | \$ 400,273.                                     | 04/03/17             |
| 7                            | 5,330 SHARES - NIKE INC CL B                 | \$ 296,135.                                     | 04/03/17             |
| 8                            | 3,485 SHARES - STARBUCKS CORP                | \$ 203,663.                                     | 04/03/17             |

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| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 9                            | 5,095 SHARES - TJX COS INC NEW                                                                  | \$ 399,091.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 10                           | 2,472 SHARES - CONSTELLATION BRANDS<br>INC CL A                                                 | \$ 399,624.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 11                           | 1,205 SHARES - COSTCO WHOLESALE CORP                                                            | \$ 200,874.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 12                           | 3,349 SHARES - CVS HEALTH CORP                                                                  | \$ 261,389.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 13                           | 91,000 UNITS - CITIBANK CREDIT CARD<br>ISSUANCE TRUST DTD 5/30/2013 5/26/2020<br>- FIXED INCOME | \$ 91,197.                                      | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                    | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 14                           | 2,190 SHARES - KRAFT HEINZ CO/THE                                                               | \$ 199,421.                                     | 04/03/17             |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 15                           | 2,782 SHARES - PEPSICO INC                   | \$ 311,195.                                     | 04/03/17             |
| 16                           | 2,210 SHARES - PROCTER & GAMBLE CO           | \$ 198,193.                                     | 04/03/17             |
| 17                           | 12,855 SHARES - CABOT OIL & GAS CORP<br>CL A | \$ 308,649.                                     | 04/03/17             |
| 18                           | 3,720 SHARES - CHEVRON CORP                  | \$ 401,016.                                     | 04/03/17             |
| 19                           | 7,614 SHARES - ROYAL DUTCH PLC ADR           | \$ 398,669.                                     | 04/03/17             |
| 20                           | 5,371 SHARES - SCHLUMBERGER LTD              | \$ 417,327.                                     | 04/03/17             |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 21                           | 1,050 SHARES - BLACKROCK INC                 | \$ 401,195.                                     | 04/03/17             |
| 22                           | 3,635 SHARES - CHUBB LTD                     | \$ 495,341.                                     | 04/03/17             |
| 23                           | 5,100 SHARES - ISHARES RUSSELL 2000<br>ETF   | \$ 693,753.                                     | 04/03/17             |
| 24                           | 4,515 SHARES - J P MORGAN CHASE & CO         | \$ 395,153.                                     | 04/03/17             |
| 25                           | 3,810 SHARES - METLIFE INC                   | \$ 199,644.                                     | 04/03/17             |
| 26                           | 2,484 SHARES - SCHWAB CHARLES CORP NEW       | \$ 100,776.                                     | 04/03/17             |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given  | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|-----------------------------------------------|-------------------------------------------------|----------------------|
| 27                           | 1,680 SHARES - SIGNATURE BANK                 | \$ 247,330.                                     | 04/03/17             |
| 28                           | 8,255 SHARES - US BANCORP DEL COM NEW         | \$ 425,545.                                     | 04/03/17             |
| 29                           | 806 SHARES - VANGUARD SMALL-CAP GROWTH<br>ETF | \$ 112,469.                                     | 04/03/17             |
| 30                           | 993 SHARES - VANGUARD SMALL-CAP VALUE<br>ETF  | \$ 120,789.                                     | 04/03/17             |
| 31                           | 6,461 SHARES - WELLS FARGO & CO NEW           | \$ 358,521.                                     | 04/03/17             |
| 32                           | 6,740 SHARES - ABBOTT LABORATORIES            | \$ 299,728.                                     | 04/03/17             |

|                                                                                                      |                                                     |
|------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>CARROLL PETRIE FOUNDATION<br/>C/O DAVID J STOLL, MILBANK, TWEED ET AL</b> | Employer identification number<br><b>13-3912203</b> |
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 33                           | 4,560 SHARES - ABBVIE INC                    | \$ 296,537.                                     | 04/03/17             |
| 34                           | 1,624 SHARES - ALLERGAN PLC                  | \$ 385,992.                                     | 04/03/17             |
| 35                           | 3,565 SHARES - BRISTOL-MYERS SQUIBB CO       | \$ 193,259.                                     | 04/03/17             |
| 36                           | 4,015 SHARES - CELGENE CORP                  | \$ 498,061.                                     | 04/03/17             |
| 37                           | 3,965 SHARES - DANAHER CORP                  | \$ 338,928.                                     | 04/03/17             |
| 38                           | 1,495 SHARES - GILEAD SCIENCES INC           | \$ 100,315.                                     | 04/03/17             |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 39                           | 3,200 SHARES - JOHNSON & JOHNSON CO          | \$ 399,008.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 40                           | 2,935 SHARES - PFIZER INC                    | \$ 100,494.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 41                           | 720 SHARES - REGENERON PHARMACEUTICALS INC   | \$ 275,897.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 42                           | 1,325 SHARES - CUMMINS INC                   | \$ 198,379.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 43                           | 4,205 SHARES - FORTIVE CORP                  | \$ 252,847.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 44                           | 2,635 SHARES - HONEYWELL INTL INC            | \$ 327,610.                                     | 04/03/17             |

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|----------------------------------------------------------------------------------------------|----------------------------------------------|
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|----------------------------------------------|-------------------------------------------------|----------------------|
| 45                           | 1,015 SHARES - LOCKHEED MARTIN CORP          | \$ 272,710.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 46                           | 1,205 SHARES - ROPER TECHNOLOGIES INC        | \$ 248,290.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 47                           | 2,855 SHARES - UNION PACIFIC CORP            | \$ 301,203.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 48                           | 2,590 SHARES - UNITED PARCEL SVC INC<br>CL B | \$ 275,576.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 49                           | 2,220 SHARES - UNITED TECHNOLOGIES<br>CORP   | \$ 248,485.                                     | 04/03/17             |
| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
| 50                           | 913 SHARES - ADOBE SYSTEMS INC               | \$ 118,316.                                     | 04/03/17             |

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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                          | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 51                           | 490 SHARES - ALPHABET INC CLASS C                                                                     | \$ 410,890.                                     | 04/03/17             |
| 52                           | 1,400 SHARES - APPLE INC                                                                              | \$ 201,180.                                     | 04/03/17             |
| 53                           | 917 SHARES - EOG RES INC                                                                              | \$ 88,912.                                      | 04/03/17             |
| 54                           | 2,270 SHARES - BROADCOM LTD                                                                           | \$ 496,676.                                     | 04/03/17             |
| 55                           | 15,000 UNITS - BANK OF AMERICA CORP SR<br>NT SER MTN DTD 4/25/2008 6.875%<br>4/25/2018 - FIXED INCOME | \$ 15,784.                                      | 04/03/17             |
| 56                           | 410,000 UNITS - GILEAD SCIENCES INC SR<br>NT DTD 9/14/2015 1.85% 9/4/2018 -<br>FIXED INCOME           | \$ 411,673.                                     | 04/03/17             |

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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                                | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 57                           | 3,540 SHARES - FACEBOOK INC CL A                                                                            | \$ 503,671.                                     | 04/03/17             |
| 58                           | 565,000 UNITS - HAWAII ST GO SER FA<br>DTD 10/29/2015 1.33% 10/1/2018 - FIXED<br>INCOME                     | \$ 565,096.                                     | 04/03/17             |
| 59                           | 345,000 UNITS - KANKAKEE VLY IN MIDDLE<br>SCH BLDG CORP REV DTD 7/28/2010 4.23%<br>7/15/2017 - FIXED INCOME | \$ 347,967.                                     | 04/03/17             |
| 60                           | 3,130 SHARES - LAM RESEARCH CORP                                                                            | \$ 401,955.                                     | 04/03/17             |
| 61                           | 500,000 UNITS - LAKE ORION MICH CMNTY<br>SCH DIST GO SER B DTD 11/4/2015 1.125%<br>5/1/2017 - FIXED INCOME  | \$ 500,070.                                     | 04/03/17             |
| 62                           | 500,000 UNITS - LAKE ORION MICH CMNTY<br>SCH DIST GO SER B DTD 11/4/2015 1.125%<br>5/1/2017 - FIXED INCOME  | \$ 500,525.                                     | 04/03/17             |

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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                               | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 63                           | 4,450 SHARES - MASTERCARD INC-CLASS A                                                                      | \$ 499,468.                                     | 04/03/17             |
| 64                           | 590,000 UNITS - MARYLAND ST HLTH & HGR<br>EDL FACS AUTH REVSER D DTD 10/22/2015<br>0.786% 7/1/2017 - FIXED | \$ 590,089.                                     | 04/03/17             |
| 65                           | 5,435 SHARES - MICROCHIP TECHNOLOGY<br>INC                                                                 | \$ 397,896.                                     | 04/03/17             |
| 66                           | 7,690 SHARES - MICROSOFT CORP                                                                              | \$ 504,080.                                     | 04/03/17             |
| 67                           | 1,870 SHARES - PALO ALTO NETWORKS INC                                                                      | \$ 207,607.                                     | 04/03/17             |
| 68                           | 2,440 SHARES - SALESFORCE.COM INC                                                                          | \$ 200,836.                                     | 04/03/17             |

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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                     | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 69                           | 1,605 SHARES - ECOLAB INC                                                                        | \$ 202,037.                                     | 04/03/17             |
| 70                           | 4,180 SHARES - AMERICAN TOWER REIT INC                                                           | \$ 506,407.                                     | 04/03/17             |
| 71                           | 6,028 SHARES - EQUITY RESIDENTIAL SBI                                                            | \$ 374,580.                                     | 04/03/17             |
| 72                           | 8,140 SHARES - VERIZON COMMUNICATIONS                                                            | \$ 400,325.                                     | 04/03/17             |
| 73                           | 800,000 UNITS - NEW YORK ST MTG AGY<br>REV SER 53 DTD 10/22/2015 1.5%<br>4/1/2018 - FIXED INCOME | \$ 797,368.                                     | 04/03/17             |
| 74                           | 2,210 SHARES - NEXTERA ENERGY INC                                                                | \$ 284,471.                                     | 04/03/17             |

|                                                                                                      |                                                     |
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|------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                              | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 75                           | 350,000 UNITS - NORTH CAROLINA ST HSG<br>FIN AGY REV REF SER 36 DTD 10/27/2015<br>1.201% 7/1/2017 - FIXED | \$ 349,843.                                     | 04/03/17             |
| 76                           | 800,000 UNITS - OAK CREEK WI GO REF<br>CALL SER C DTD 9/29/2015 2.125%<br>9/1/2018 - FIXED INCOME         | \$ 802,864.                                     | 04/03/17             |
| 77                           | 1,000,000 UNITS - PRAXAIR INC SR NT<br>DTD 5/7/2013 1.25% 11/7/2018 - FIXED<br>INCOME                     | \$ 996,380.                                     | 04/03/17             |
| 78                           | 43,305.68 SHARES - FGT FRANKLIN<br>INTERNATIONAL GROWTH FUND                                              | \$ 517,936.                                     | 04/03/17             |
| 79                           | 500,000 UNITS - MICROSOFT CORP SR NT<br>DTD 11/7/2012 0.875% 11/15/2017 -<br>FIXED INCOME                 | \$ 498,500.                                     | 04/03/17             |
| 80                           | 1,000,000 UNITS - ROYAL BANK OF CANADA<br>SR NT DTD 10/15/2014 1.4% 10/13/2017 -<br>FIXED INCOME          | \$ 999,819.                                     | 04/03/17             |

|                                                                                              |                                              |
|----------------------------------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>CARROLL PETRIE FOUNDATION<br>C/O DAVID J STOLL, MILBANK, TWEED ET AL | Employer identification number<br>13-3912203 |
|----------------------------------------------------------------------------------------------|----------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                               | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 81                           | 500,000 UNITS - LAKE ORION MICH CMNTY<br>SCH DIST GO SER B DTD 11/4/2015 1.125%<br>5/1/2017 - FIXED INCOME | \$ 499,725.                                     | 04/03/17             |
| 82                           | 23,805.76 SHARES - INTERNATIONAL<br>EQUITY SERIES CL P                                                     | \$ 475,163.                                     | 04/03/17             |
| 83                           | 1,285,000 UNITS - TOYOTA MOTOR CREDIT<br>CORP SR NT DTD 5/20/2016 1.4%<br>5/20/2019 - FIXED INCOME         | \$ 1,276,301.                                   | 04/03/17             |
| 84                           | 7,840.32 SHARES - OPPENHEIMER<br>DEVELOPING MKTS FDS                                                       | \$ 279,742.                                     | 04/03/17             |
| 85                           | 1,000,000 UNITS - UNITED STATES<br>TREASURY NOTE DTD 12/31/2012 0.75%<br>12/31/2017 - FIXED INCOME         | \$ 998,047.                                     | 04/03/17             |
| 86                           | 4,750,000 UNITS - UNITED STATES<br>TREASURY NOTE DTD 12/31/2013 1.5%<br>12/31/2018 - FIXED INCOME          | \$ 4,774,030.                                   | 04/03/17             |

|                                                                                                            |                                                     |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>CARROLL PETRIE FOUNDATION</b><br><b>C/O DAVID J STOLL, MILBANK, TWEED ET AL</b> | Employer identification number<br><b>13-3912203</b> |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

| (a)<br>No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                               | (c)<br>FMV (or estimate)<br>(See instructions.) | (d)<br>Date received |
|------------------------------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------|----------------------|
| 87                           | 300,000 UNITS - UNIVERSITY OF N TEXAS<br>TX REV REF SER B DTD 10/21/2015 1.041%<br>4/15/2017 - FIXED INCOM | \$ 299,994.                                     | 04/03/17             |
| 88                           | 500,000 UNITS - WAL-MART STORES INC SR<br>NOTE DTD 4/5/2007 5.375% 4/5/2017 -<br>FIXED INCOME              | \$ 500,000.                                     | 04/03/17             |
| 89                           | 4,845 SHARES - NESTLE SA (CHF)                                                                             | \$ 371,352.                                     | 04/03/17             |
| 90                           | 780 SHARES - ROCHE HOLDING AG BASEL<br>(CHF)                                                               | \$ 199,567.                                     | 04/03/17             |
|                              |                                                                                                            | \$                                              |                      |
|                              |                                                                                                            |                                                 |                      |
|                              |                                                                                                            | \$                                              |                      |

|                                                                                                            |                                                     |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Name of organization<br><b>CARROLL PETRIE FOUNDATION</b><br><b>C/O DAVID J STOLL, MILBANK, TWEED ET AL</b> | Employer identification number<br><b>13-3912203</b> |
|------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

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|-------------|----------------------------------------|-----------|---|
| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT | 1 |
|-------------|----------------------------------------|-----------|---|

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| SOURCE             | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FIDUCIARY TRUST CO | 745,269.        | 0.                            | 745,269.                    | 745,269.                          |                               |
| FIDUCIARY TRUST CO | 2,034.          | 2,034.                        | 0.                          | 0.                                |                               |
| FIDUCIARY TRUST CO | 530,914.        | 0.                            | 530,914.                    | 530,914.                          |                               |
| JP MORGAN CHASE    | 580,631.        | 262,074.                      | 318,557.                    | 318,557.                          |                               |
| NEUBERGER BERMAN   | 174,904.        | 0.                            | 174,904.                    | 174,904.                          |                               |
| NEUBERGER BERMAN   | 299,865.        | 0.                            | 299,865.                    | 299,865.                          |                               |
| NEUBERGER BERMAN   | 37,300.         | 37,300.                       | 0.                          | 0.                                |                               |
| NEUBERGER BERMAN - |                 |                               |                             |                                   |                               |
| ACCRUED INTEREST   | <61,566.>       | 0.                            | <61,566.>                   | <61,566.>                         |                               |
| NEUBERGER BERMAN - |                 |                               |                             |                                   |                               |
| BOND AMORTIZATION  | <15,585.>       | 0.                            | <15,585.>                   | <15,585.>                         |                               |
| OTHER              |                 |                               |                             |                                   |                               |
| DIVIDEND/INTEREST  |                 |                               |                             |                                   |                               |
| INCOME             | 30,246.         | 0.                            | 30,246.                     | 30,246.                           |                               |
| TO PART I, LINE 4  | 2,324,012.      | 301,408.                      | 2,022,604.                  | 2,022,604.                        |                               |

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|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|

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| DESCRIPTION                                     | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| THRU K-1 INVESTMENTS - NET<br>INVESTMENT INCOME | 1,158,748.                  | 1,158,748.                        |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11           | 1,158,748.                  | 1,158,748.                        |                               |

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|             |            |           |   |
|-------------|------------|-----------|---|
| FORM 990-PF | LEGAL FEES | STATEMENT | 3 |
|-------------|------------|-----------|---|

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| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| LEGAL FEES                 | 762,509.                     | 381,254.                          |                               | 381,255.                      |
| TO FM 990-PF, PG 1, LN 16A | 762,509.                     | 381,254.                          |                               | 381,255.                      |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING, TAX AND<br>CONSULTING FEES | 243,140.                     | 121,570.                          |                               | 121,570.                      |
| TO FORM 990-PF, PG 1, LN 16B           | 243,140.                     | 121,570.                          |                               | 121,570.                      |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                                                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES<br>- BROKERS AND INVESTMENT<br>ADVISORS | 596,596.                     | 596,596.                          |                               | 0.                            |
| INVESTMENT MANAGEMENT FEES<br>- THRU K-1 AND FUNDS<br>INVESTMENTS  | 908,679.                     | 908,679.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C                                       | 1,505,275.                   | 1,505,275.                        |                               | 0.                            |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

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| DESCRIPTION                             | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAXES                    | 625,000.                     | 0.                                |                               | 0.                            |
| FOREIGN TAXES                           | 23,569.                      | 23,569.                           |                               | 0.                            |
| THRU K-1 INVESTMENTS -<br>FOREIGN TAXES | 100,854.                     | 100,854.                          |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18             | 749,423.                     | 124,423.                          |                               | 0.                            |

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|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 7 |
|-------------|----------------|-----------|---|

| DESCRIPTION                                            | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MISCELLANEOUS EXP, OFFICE,<br>TELECOMMUNICATIONS, ETC. | 16,045.                      | 0.                                |                               | 16,045.                       |
| TO FORM 990-PF, PG 1, LN 23                            | 16,045.                      | 0.                                |                               | 16,045.                       |

|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 8 |
|-------------|------------------------------------------------|-----------|---|

| DESCRIPTION                                         | AMOUNT   |
|-----------------------------------------------------|----------|
| CHANGE IN CHARITABLE GIFT ANNUITY RESERVE LIABILITY | 488,684. |
| TOTAL TO FORM 990-PF, PART III, LINE 3              | 488,684. |

|             |                                                |           |   |
|-------------|------------------------------------------------|-----------|---|
| FORM 990-PF | OTHER DECREASES IN NET ASSETS OR FUND BALANCES | STATEMENT | 9 |
|-------------|------------------------------------------------|-----------|---|

| DESCRIPTION                                                                  | AMOUNT     |
|------------------------------------------------------------------------------|------------|
| ADJUSTMENT FOR DIFFERENCE BETWEEN FMV AND BOOK VALUE OF<br>SECURITIES GIFTED | 3,130,493. |
| TOTAL TO FORM 990-PF, PART III, LINE 5                                       | 3,130,493. |

|             |                                            |           |    |
|-------------|--------------------------------------------|-----------|----|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 10 |
|-------------|--------------------------------------------|-----------|----|

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| NEUBERGER BERMAN ACCT #6107 - SEE<br>ATTACHED    |               | X              | 305,890.   | 305,079.             |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                |            |                      |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                | 305,890.   | 305,079.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 305,890.   | 305,079.             |

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|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|-------------|-----------------|--------------|

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| DESCRIPTION                                                          | BOOK VALUE  | FAIR MARKET VALUE |
|----------------------------------------------------------------------|-------------|-------------------|
| JPM CHASE - SEGREGATED CHARITABLE GIFT ANNUITY ACCOUNT- SEE ATTACHED | 3,306,973.  | 3,274,791.        |
| NEUBERGER BERMAN ACCT #6030 - SEE ATTACHED                           | 2,873,200.  | 3,272,675.        |
| NEUBERGER BERMAN ACCT #6031 - SEE ATTACHED                           | 1,954,268.  | 2,174,499.        |
| NEUBERGER BERMAN ACCT #6032 - SEE ATTACHED                           | 1,239,137.  | 1,365,738.        |
| NEUBERGER BERMAN ACCT #6033 - SEE ATTACHED                           | 745,330.    | 786,773.          |
| NEUBERGER BERMAN ACCT #6034 - SEE ATTACHED                           | 1,197,920.  | 1,586,471.        |
| NEUBERGER BERMAN ACCT #6035 - SEE ATTACHED                           | 1,231,581.  | 1,456,767.        |
| NEUBERGER BERMAN ACCT #6036 - SEE ATTACHED                           | 1,259,427.  | 1,389,345.        |
| NEUBERGER BERMAN ACCT #6021 - SEE ATTACHED                           | 5,107,077.  | 5,748,119.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10B                              | 18,914,913. | 21,055,178.       |

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|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 12 |
|-------------|-----------------|--------------|

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| DESCRIPTION                                | BOOK VALUE | FAIR MARKET VALUE |
|--------------------------------------------|------------|-------------------|
| NEUBERGER BERMAN ACCT #6028 - SEE ATTACHED | 5,989,356. | 6,045,469.        |
| NEUBERGER BERMAN ACCT #6029 - SEE ATTACHED | 1,250,013. | 1,265,013.        |
| NEUBERGER BERMAN ACCT #6107 - SEE ATTACHED | 884,322.   | 881,285.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C    | 8,123,691. | 8,191,767.        |

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|             |                   |              |
|-------------|-------------------|--------------|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT 13 |
|-------------|-------------------|--------------|

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| DESCRIPTION                             | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|-----------------------------------------|------------------|-------------|-------------------|
| ANCHORAGE CAPITAL PARTNERS OFFSHORE LTD | COST             | 5,951,218.  | 6,197,072.        |
| ARISAIG GLOBAL MKTS CONSUMER FUND LTD   | COST             | 2,500,000.  | 3,090,681.        |
| BLUEGRASS EQUITY FUND LP                | COST             | 2,000,000.  | 2,000,000.        |
| CANYON DISTRESSED OPP FUND II           | COST             | 1,629,871.  | 2,058,130.        |
| CEDAR ROCK CAPITAL PARTNERS LLC         | COST             | 10,095,842. | 10,434,202.       |
| CLAYTON, DUBLIER & RICE X FUND          | COST             | 279,434.    | 274,462.          |
| CTF RESEARCH EQUITY FUND                | COST             | 13,318,168. | 14,104,110.       |
| DAVIDSON KEMPNER INSTL PARTNERS LP      | COST             | 6,063,803.  | 6,142,503.        |
| EDGEWOOD GROWTH FUND                    | COST             | 15,473,261. | 20,280,910.       |
| FARALLON CAPITAL INSTL PARTNERS LP      | COST             | 5,188,764.  | 5,225,303.        |

|                                         |      |              |              |
|-----------------------------------------|------|--------------|--------------|
| FARALLON EQUITY PARTNERS LP             | COST | 13,050,859.  | 14,011,634.  |
| GMO EMERGING DOMESTIC OPP FUND          | COST | 6,984,000.   | 8,663,247.   |
| GOLUB CAPITAL PARTNERS INTL FUND LP     | COST | 859,500.     | 900,000.     |
| GQG PARTNERS EMERGING MARKETS FUND LP   | COST | 5,043,066.   | 5,840,570.   |
| GQG PARTNERS INTERNATIONAL EQUITY FUND  | COST | 10,283,889.  | 13,248,358.  |
| HARBOR SPRINGS CAPITAL PARTNERS         | COST | 5,000,000.   | 5,000,000.   |
| HIGHCLERE INTERNATIONAL SMID FUND       | COST | 5,614,571.   | 6,381,617.   |
| IMPALA FUND LTD D SERIES 03             | COST | 4,000,000.   | 4,655,299.   |
| IMPALA FUND LTD D SERIES 13             | COST | 3,000,000.   | 3,205,905.   |
| KABOUTER INTL OPP OFFSHORE FUND         | COST | 2,500,000.   | 3,213,315.   |
| LEXINGTON MIDDLE MARKET INVESTORS IV LP |      | 0.           | 1,259.       |
| MW EUREKA FUND                          | COST | 8,000,000.   | 8,569,198.   |
| NEWPORT ASIA INSTITUTIONAL FUND         | COST | 6,971,497.   | 9,347,610.   |
| REDWOOD DRAWDOWN OFFSHORE FUND II LP    |      | 212,500.     | 216,915.     |
| RENAISSANCE INSTL DIVERSIFIED FUND      | COST | 5,757,467.   | 6,055,647.   |
| SAGEVIEW CAPITAL PARTNERS II            | COST | 1,442,238.   | 1,624,959.   |
| SELECT EQUITY OFFSHORE LTD              | COST | 9,885,425.   | 11,866,472.  |
| SPDR S&P 500 ETF                        | COST | 19,999,567.  | 21,121,969.  |
| THE SANDERSON INTL VALUE FUND           | COST | 10,253,239.  | 12,026,572.  |
| JPM LIMITED DURATION BOND FUND R6       | COST | 32,066,391.  | 32,002,747.  |
| TOTAL TO FORM 990-PF, PART II, LINE 13  |      | 213,424,570. | 237,760,666. |

| FORM 990-PF                             | OTHER LIABILITIES | STATEMENT 14 |
|-----------------------------------------|-------------------|--------------|
| DESCRIPTION                             | BOY AMOUNT        | EOY AMOUNT   |
| CHARITABLE GIFT ANNUITY RESERVE         | 0.                | 2,779,893.   |
| INVESTMENT CAPITAL CONTRIBUTION PAYABLE | 0.                | 353,664.     |
| TOTAL TO FORM 990-PF, PART II, LINE 22  | 0.                | 3,133,557.   |

| FORM 990-PF | EXPLANATION CONCERNING PART VII-A, LINE 8B | STATEMENT 15 |
|-------------|--------------------------------------------|--------------|
|-------------|--------------------------------------------|--------------|

## EXPLANATION

THE FOUNDATION IS REGISTERED WITH THE STATE OF DELAWARE, BUT A COPY OF FORM 990-PF IS NOT REQUIRED BY THE DELAWARE ATTORNEY GENERAL.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

THE RATO DRATSANG FOUNDATION

GRANTEE'S ADDRESSPO BOX 1873  
NEW YORK, NY 10156

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 20,000.             | 12/18/17             |                        |

PURPOSE OF GRANT

GENERAL TAX-EXEMPT CHARITABLE PURPOSES.

DATES OF REPORTS BY GRANTEE

11/2/18

ANY DIVERSION BY GRANTEE

TO OUR KNOWLEDGE, NO FUNDS HAVE BEEN DIVERTED.

RESULTS OF VERIFICATION

TO THE KNOWLEDGE OF THE GRANTOR, NO AMOUNTS HAVE BEEN DIVERTED FROM THE STATED PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE GRANTEE'S GRANT REPORT. THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

## GENERAL EXPLANATION

STATEMENT 17

## FORM/LINE IDENTIFIER AND DESCRIPTION/RETURN REFERENCE

FORM 990-PF PART II LINE 22 - CHARITABLE GIFT ANNUITY RESERVE

## EXPLANATION:

UNDER THE TERMS OF THE SETTLEMENT AGREEMENT DATED NOVEMBER 14, 2017 AND FORMALLY ENTERED INTO THE RECORD OF THE NEW YORK COUNTY SURROGATE'S COURT BETWEEN THE ESTATE OF CARROLL PETRIE, THE CARROLL PETRIE FOUNDATION ("FOUNDATION") AND THREE INDIVIDUALS (ANNUITANTS) WHO HAD BEEN NAMED AS BENEFICIARIES OF CERTAIN UNFUNDED CHARITABLE REMAINDER ANNUITY TRUSTS UNDER THE WILL OF MRS. CARROLL PETRIE, THE CARROLL PETRIE FOUNDATION WAS OBLIGATED TO USE A DISTRIBUTION IN THE AMOUNT OF \$3,500,000 FROM THE ESTATE OF CARROLL PETRIE TO ESTABLISH THREE CHARITABLE GIFT ANNUITIES FOR THE BENEFIT OF THESE INDIVIDUALS IN THE AMOUNT OF \$1,000,000 EACH, AND TO MAKE A LUMP SUM PAYMENT TO EACH BENEFICIARY REPRESENTING THE ANNUITIES EACH SUCH INDIVIDUAL WOULD HAVE BEEN ENTITLED TO RECEIVE FROM THE DATE OF MRS. PETRIE'S DEATH THROUGH THE ESTABLISHMENT OF THE CHARITABLE GIFT ANNUITIES. THE CHARITIES BUREAU OF THE OFFICE OF THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PARTICIPATED IN THE SETTLEMENT NEGOTIATIONS AND APPROVED THE TERMS OF THE SETTLEMENT AGREEMENT. IN CONNECTION THEREWITH, THE FOUNDATION REQUESTED AND RECEIVED APPROVAL FROM THE NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES FOR A SPECIAL PERMIT TO ISSUE SAID CHARITABLE GIFT ANNUITIES, WHICH APPROVAL IS LIMITED TO THE ISSUANCE OF THESE PARTICULAR CHARITABLE GIFT ANNUITIES. AS REQUIRED BY THE NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES, THE FOUNDATION MAINTAINS A MANDATED RESERVE OF \$2,779,893. THE FOUNDATION FILED ITS 2017 ANNUAL STATEMENT OF THE SEGREGATED GIFT ANNUITY FUND WITH THE NEW YORK STATE DEPARTMENT OF FINANCIAL SERVICES, IN ACCORDANCE WITH ITS REQUIREMENTS. THE ANNUAL ANNUITY PAYMENTS (TOTAL \$147,985 PER YEAR) ARE PAYABLE TO THE ANNUITANTS FOR LIFE. THE ANNUITANTS ARE NOT RELATED TO THE FOUNDATION OR TO ANY OF THE MANAGERS OR DIRECTORS OF THE FOUNDATION.