

Form **990-PF**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

- Do not enter social security numbers on this form as it may be made public.
► Go to www.irs.gov/Form990PF for instructions and the latest information

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending

E. RHODES AND LEONA B. CARPENTER
FOUNDATION
1735 MARKET STREET - SUITE 3420
PHILADELPHIA, PA 19103

A Employer identification number
51-0155772B Telephone number (see instructions)
(215) 979-3222C If exemption application is pending, check here ☐ bD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

► \$ 265,054,728.

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a 136700891.

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

18,712,976.

2,987,878.

18,712,976.

N/A

RECEIVED

Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

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1	Cash — non-interest-bearing			
2	Savings and temporary cash investments	2,941,021.	4,199,184.	4,199,184.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Notes receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach sch) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	32,146.	3,105.	3,105.
10a	Investments — U.S. and state government obligations (attach schedule) STATEMENT 8	7,125,084.	7,193,475.	7,305,197.
b	Investments — corporate stock (attach schedule) STATEMENT 9	88,616,737.	112,819,964.	141,070,002.
c	Investments — corporate bonds (attach schedule) STATEMENT 10	16,574,884.	24,849,001.	24,843,845.
11	Investments — land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments — mortgage loans			
13	Investments — other (attach schedule) STATEMENT 11	87,225,885.	66,929,285.	87,606,492.
14	Land, buildings, and equipment basis ▶ 93,651.			
	Less: accumulated depreciation (attach schedule) SEE STMT 12 ▶			
		34,044.	26,903.	26,903.
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	202,549,801.	216,020,917.	265,054,728.

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17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

F
U
N
D
A

Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ☐

- 24 Unrestricted
25 Temporarily restricted
26 Permanently restricted

Foundations that do not follow SFAS 117, check here ☒

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE STATEMENT 15				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	18,712,976.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8		3	1,098,819.

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	13,980,618.	223,723,688.	0.062491
2015	12,473,638.	245,651,706.	0.050778
2014	12,560,949.	250,137,019.	0.050216
2013	10,626,061.	233,062,618.	0.045593
2012	11,016,885.	219,435,914.	0.050205

2 Total of line 1, column (d)	2	0.259283
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	0.051857

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	412,125.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		2	0.
3 Add lines 1 and 2		3	412,125.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	412,125.
6 Credits/Payments			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6 a	444,935.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	444,935.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		32,810.
11 Enter the amount of line 10 to be Credited to 2018 estimated tax 32,810. Refunded	11		0.

Part VII A Statements Regarding Activities

- 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
- 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

	Yes	No
1 a		X
1 b		X

Part VII-A Statements Regarding Activities (continued)

- 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address

	Yes	No
11		X
12		X
13	X	

- 14 The books are in care of ▶ J.A.O'CONNOR, JR / D.L.COLLINS Telephone no. ▶ (215) 979-3222/3
Located at ▶ 1735 MARKET STREET-SUITE 3420 PHILADELPHIA PA ZIP + 4 ▶ 19103
- ▶ ERLBCARPENTERFOUNDATION.ORG

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance, check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6 b X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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

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

(a) Name and address

(b) Title, and average hours per week devoted to position

(c) Compensation (If not paid, enter -0-)

(d) Contributions to employee benefit plans and deferred compensation

(e) Expense account, other allowances

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

3. Five highest paid independent contractors for professional services. See instructions. If none, enter 'NONE'

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	241,268,885.
b Average of monthly cash balances	1 b	10,347,822.
c Fair market value of all other assets (see instructions)	1 c	48,100.
d Total (add lines 1a, b, and c)	1 d	251,664,807.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	251,664,807.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,774,972.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	247,889,835.
6 Minimum investment return. Enter 5% of line 5	6	12,394,492.

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.)

Part XIII Undistributed Income (See instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				11,000,267

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)

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

Tax year	Prior 3 years			(e) Total
(a) 2017	(b) 2016	(c) 2015	(d) 2014	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a</i> Paid during the year SEE STATEMENT 7				9,962,010.
Total			3 a	9,962,010.
<i>b</i> Approved for future payment				
Total			3 b	0.

Part XVI-A Analysis of Income-producing Activities

Enter gross amounts unless otherwise indicated

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	

1 Program service revenue

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

1 Did the organization directly or indirectly engage in any of the following with any other organization
described in section 501(c)(4) or (5) or section 501(c)(29) organization or section 527

	Yes	No

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E. RHODES AND LEONA B. CARPENTER
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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
RETURN OF UNSPENT GRANTS	\$ 50,000.		
TOTAL	<u>\$ 50,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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

(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR, RECLAIM FEES	\$ 1,792.	\$ 1,792.		
FOREIGN ON DIVIDENDS	9,402.	9,402.		

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STATEMENT 8
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
GARCIA HAMILTON ASSOC	COST	\$ 7,193,475.	\$ 7,305,197.
	TOTAL	<u>\$ 7,193,475.</u>	<u>\$ 7,305,197.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
VANGUARD FUNDS	COST	\$ 36,396,924.	\$ 40,888,737.
KENNEDY CAPITAL MANAGEMENT	COST	15,397,371.	18,508,635.
KENNEDY CAPITAL MANAGEMENT	COST	22,152,612.	22,422,705.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER SECURITIES</u>			
COLUMBIA CAPITAL PARTNERS VI, LP	COST	\$ 2,314,572.	\$ 1,961,359.
FIRST EAGLE US VALUE FUNDS	COST	21,817,647.	21,832,235.
TOTAL		<u>\$ 66,929,285.</u>	<u>\$ 87,606,492.</u>

STATEMENT 12
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 53,852.	\$ 43,926.	\$ 9,926.	\$ 9,926.
MACHINERY AND EQUIPMENT	39,799.	22,822.	16,977.	16,977.
TOTAL	<u>\$ 93,651.</u>	<u>\$ 66,748.</u>	<u>\$ 26,903.</u>	<u>\$ 26,903.</u>

STATEMENT 13
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

SIGULER GUFF DISTRESSED OPPORTUNITIES FD - FINAL BOOK GAIN	TOTAL	<u>\$ 4,588,445.</u>
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STATEMENT 14
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNLOCATED DIFFERENCE	TOTAL	<u>\$ 287,408.</u>
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STATEMENT 15
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	PUBLICLY TRADED SEC - KENNEDY A/C	PURCHASED	VARIOUS	VARIOUS
2	PUBLICLY TRADED SEC - KENNEDY A/C	PURCHASED	VARIOUS	VARIOUS
3	NET CLASS ACTION SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	VARIOUS
4	PUBLICLY TRADED SEC - KENNEDY A/C	PURCHASED	VARIOUS	VARIOUS
5	PUBLICLY TRADED SEC - JENNISON A/C	PURCHASED	VARIOUS	VARIOUS
6	PUBLICLY TRADED SEC - JENNISON A/C	PURCHASED	VARIOUS	VARIOUS

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STATEMENT 15 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
7	NET CLASS ACTION SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	VARIOUS
8	PUBLICLY TRADED SEC - GARCIA A/C	PURCHASED	VARIOUS	VARIOUS
9	PUBLICLY TRADED SEC - GARCIA A/C	PURCHASED	VARIOUS	VARIOUS
10	NET CLASS ACTION SETTLEMENT PROCEEDS	PURCHASED	VARIOUS	VARIOUS
11	PUBLICLY TRADED SEC - WEDGE A/C	PURCHASED	VARIOUS	VARIOUS
12	PUBLICLY TRADED SEC - WEDGE A/C	PURCHASED	VARIOUS	VARIOUS
13	VANGUARD 500 INDEX FUND ADM	PURCHASED	10/24/2014	1/10/2017
14	LCG HEDGED EQUITY FUND	PURCHASED	VARIOUS	4/21/2017
15	OPPENHEIMER INTERNATIONAL GROWTH FUND	PURCHASED	7/23/2013	4/21/2017
16	CAUSEWAY INTERNATIONAL VALUE FUND	PURCHASED	VARIOUS	4/24/2017
17	MARATHON EUROPEAN CREDIT OPPORTUNITY -B	PURCHASED	VARIOUS	VARIOUS

STATEMENT 16
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANN B. DAY % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/PRESIDENT 10	\$ 47,000.	\$ 275.	\$ 0.
PAUL B. DAY, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIR/V-PRES/SEC 10	47,000.	275.	0.
M. H. REINHART % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	DIRECTOR 7	42,000.	275.	0.
JOSEPH A. O'CONNOR, JR. % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CO-EXE DIR 45 - 50	317,900.	25,109.	0.
DIANE L. COLLINS % 1735 MARKET ST. - SUITE 3420 PHILADELPHIA, PA 19103	CO-EXE DIR 45 - 50	275,010.	62,029.	0.
TOTAL				
		\$ 728,910.	\$ 87,963.	\$ 0.

STATEMENT 17
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	SEE "GRANT MAKING GUIDELINES @ *"
NAME:	E RHODES & LEONA B CARPENTER FOUNDATION
CARE OF:	JOSEPH A O'CONNOR, JR. CO-EXECUTIVE DIR.
STREET ADDRESS:	1735 MARKET STREET - SUITE 3420
CITY, STATE, ZIP CODE:	PHILADELPHIA, PA 19103
TELEPHONE:	(215) 979-3222
E-MAIL ADDRESS:	
FORM AND CONTENT:	SEE "GRANT MAKING GUIDELINES @ *"
SUBMISSION DEADLINES:	JANUARY 31 JULY 15 SEE "GRANT MAKING GUIDELINES @ *"
RESTRICTIONS ON AWARDS:	SEE "GRANT MAKING GUIDELINES @ *"

* 6/10/15 & 9/26/18 BOTH ATTACHED

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FEDERAL SUPPORTING DETAIL

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NET INVESTMENT INCOME / ADJ. NET INCOME
OTHER INVESTMENT INCOME



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

BAA

Form 990-PF (2017)

12/31/17

2017 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE

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FOUNDATION

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR.
FORM 990/990-PF										
FURNITURE AND FIXTURES										
1	OFFICE FURNITURE+FIXTURES	10/30/02		26,867			25,373	S/L	15	1,494
2	OFFICE FURNITURE+FIXTURES	11/03/03		9,516			8,348	S/L	15	634
5	OFFICE FURNITURE+FIXTURES	5/01/10		6,263			2,786	S/L	15	418
6	FILE ROOM SHELVEING	2/01/10		7,156			3,299	S/L	15	477
7	OFFICE CHAIR	1/01/13		292			116	S/L	10	29
9	OFFICE CHAIRS	1/01/14		933			279	S/L	10	93
12	OFFICE FURNITURE	11/18/14		2,825			392	S/L	15	188
TOTAL FURNITURE AND FIXTURE				53,852		0	40,593			3,333
MACHINERY AND EQUIPMENT										
3	FAX MACHINE	1/17/03		1,595			1,595	S/L	10	0
4	CANON IMAGERUNNER 2270	1/01/06		8,698			8,698	S/L	10	0
8	TYPEWRITER	8/01/13		335			116	S/L	10	34
10	LAPTOP PC	1/01/14		2,537			1,086	S/L	7	362
11	SERVER+5 PCS, SCREENS ETC	4/16/14		17,465			6,653	S/L	7	2,495
13	TABLE LAMP	12/31/15		213			21	S/L	10	21
14	PHONES	12/31/15		8,449			845	S/L	10	845
15	CONFERENCE CALL SYSTEM	12/31/16		507				S/L	10	51
TOTAL MACHINERY AND EQUIPME				39,799		0	19,014			3,808
TOTAL DEPRECIATION				93,651		0	59,607			7,141
GRAND TOTAL DEPRECIATION				93,651		0	59,607			7,141

Part II - Balance Sheets

Portfolio Value by Investment Account
As of 12/31/2017

Investment	Quantity	Book Value	Fair Market Value
<u>Oppenheimer International Growth Fund I</u>			
Oppenheimer International Growth Fund I	374,889 3940	13,008,202 75	
Total Oppenheimer International Growth Fund I		13,008,202 75	16,356,424 26 (C)
<u>Wedge Capital Management</u>			
See attached for details		32,169,613 48	39,412,705 36
Total Wedge Capital Management		32,169,613 48	39,412,705 36 (B)
<u>Causeway International Value Fund Institutional</u>			
Causeway International Value Fund Institutional	937,837 9400	13,452,422 80	
Total Causeway International Value Fund Institutional		13,452,422 80	16,243,353 12 (C)
<u>Linx Partners III L P</u>			
Linx Partners III L P		2,363,239 00	
Total Linx Partners III L P		2,363,239 00	2,788,519 00 (C)
<u>Harding Loevner Funds Inc</u>			
Institutional Emerging Markets Portfolio Fund Inc	676,466 7020	10,995,255 58	
Total Harding Loevner Funds Inc		10,995,255 58	15,294,912 13 (C)
<u>Kennedy Capital Management</u>			
See attached for details		15,397,371 39	18,508,635 30
Total Kennedy Capital Management		15,397,371 39	18,508,635 30 (B)
<u>Jennison Associates (Westfield Capital Management)</u>			
See attached for details		28,856,055 56	42,259,925 32
Total Westfield Capital Management		28,856,055 56	42,259,925 32 (B)
<u>OCM Real Estate Opportunities Fund III, L P</u>			
OCM Real Estate Opportunities Fund III, L P		-2,754,967 00	
Total OCM Real Estate Opportunities Fund III, L P		-2,754,967 00	5,621 00 (A)
<u>Columbia Capital Partners VI, L P</u>			
Columbia Capital Partners VI, L P		2,314,572 15	
Total Columbia Capital Partners VI, L P		2,314,572 15	1,961,369 00 (C)
<u>Q-BLK Strategic Partners II, Ltd 48SU</u>			
Quellos Strategic Partners II, Ltd - 2017 Series 1 10/31/07	919 2632	713,867 24	970,868 42
Total Q-BLK Strategic Partners II, Ltd 48SU	919 2632	713,867 24	970,868 42
<u>Siguler Guff BRIC Opportunities Fund, LP</u>			
Siguler Guff BRIC Opportunities Fund, LP		-215,592 57	
Total Siguler Guff BRIC Opportunities Fund, LP		-215,592 57	2,229,877 00 (A)
<u>Siguler Guff Distressed Opportunities Fund, LLC</u>			
Siguler Guff Distressed Opportunities Fund, LLC = 2016 Final K-1		0 00	
Total Siguler Guff Distressed Opportunities Fund, LLC		0 00	0 00 (A)
<u>LCG Hedged Equity Fund, Ltd</u>			
LCG Hedged Equity Fund, Ltd	1,674 0650	1,848,346 93	2,027,783 70
Total LCG Hedged Equity Fund, Ltd		1,848,346 93	2,027,783 70
<u>Marathon European Credit Opportunity Fund SPC (B)</u>			
Marathon European Credit Opportunity Fund SPC (B)	1,115 0950	1,266,763 32	
Total Marathon European Credit Opportunity Fund SPC (B)		1,266,763 32	1,863,663 85 (C)
<u>Marathon European Credit Opportunity Fund II, Ltd</u>			
Marathon European Credit Opportunity Fund II Cl A Ser 5L	3,661 2561	3,778,527 91	
Total Marathon European Credit Opportunity Fund II Ltd		3,778,527 91	5,049,245 24 (C)
<u>Vanguard</u>			
Vanguard 500 Index Fund Adm	92,231 3590	18,170,651 63	22,764,544 03
Vanguard Short Term Investment Fund	1,705,004 0700	18,226,272 63	18,124,193 26
Total Vanguard		36,396,924 26	40,888,737 29 (C)
<u>Garcia Hamilton Associates</u>			
See attached for details		32,042,476 11	32,149,041 93
Total Garcia Hamilton Associates		32,042,476 11	32,149,041 93 (B)
<u>Westport Capital Partners LLC</u>			
WCP Real Estate Fund II(B)		-1,659,000 00	
Total Westport Capital Partners LLC		-1,659,000 00	982,620 87 (C)
<u>First Eagle US Value Funds</u>			
First Eagle US Value Fund Class I	1,070,732 4690	21,817,647 06	
Total First Eagle US Value Fund Class I		21,817,647 06	21,832,235 04 (C)
Grand Totals		211,791,725 97	260,825,537 83

Notes:

- (A) Per K-1 Ending Capital Account - GAAP Basis
- (B) Per BNY Mellon Bank N A Custodian 12/31/17 Statement
- (C) Per Fund's 12/31/17 Statement
- (D) Per K-1 Ending Capital Account - Tax Basis

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

December 31, 2017

Wedge Capital Management

Equities

U S large cap

Shares/par value	Description	Market price	Market value	Tax cost
6,300	Medtronic, PLC (MDT)	\$ 80.7500	\$ 508,725 00	\$ 513,523 71
2,400	Aptiv PLC (APTV)	84.8300	203,592.00	146,495 47
23,800	Nabors Industries Ltd (NBR)	6 8300	162,554 00	171,592 51
6,600	T E Connectivity Limited (TEL)	95 0400	627,264 00	497,994 32
800	Lyondellbasell Industries NV (LYB)	110.3200	88,256 00	65,939 54
2,700	Royal Caribbean Cruises Ltd (RCL)	119 2800	322,056 00	294,558 35
600	Air Products & Chemicals Inc (APD)	164 0800	98,448 00	87,438 24
2,700	Alaska Air Group Inc (ALK)	73 5100	198,477 00	194,235 55
700	Albemarle Corp (ALB)	127 8900	89,523 00	57,333 25
2,200	Ameren Corporation (AEE)	58 9900	129,778 00	88,391 50
1,800	American Electric Power Inc (AEP)	73 5700	132,426 00	93,755 92
6,200	American International Group Inc (AIG)	59 5800	369,396.00	353,237 81
2,200	Amenprise Financial Inc (AMP)	169.4700	372,834 00	158,803 53
2,700	Amgen Inc (AMGN)	173 9000	469,530 00	425,647 75
7,200	Amphenol Corp New (APH) CI A	87 8000	632,160 00	570,838 83
2,400	Anthem Inc. (ANTM)	225 0100	540,024 00	347,294 07
4,000	Apple Inc (AAPL)	169 2300	676,920 00	623,011 44
2,300	Archer Daniels Midland Co (ADM)	40 0800	92,184 00	92,841 99
1,600	Autoliv Inc (ALV)	127 0800	203,328 00	161,152 18
3,900	BP PLC Spons ADR (BP)	42 0300	163,917 00	145,833 65
2,400	Ball Corp (BLL)	37 8500	90,840 00	85,702 14
12,200	Bank Of America Corporation (BAC)	29 5200	360,144 00	204,996 85
4,700	Best Buy Inc (BBY)	68 4700	321,809 00	215,796 21
1,600	Biogen Idec Inc (BIIB)	318 5700	509,712 00	388,414 05
2,600	The Boeing Company (BA)	294 9100	766,766 00	627,237 94
3,100	Burlington Stores, Inc (BURL)	123.0300	381,393 00	307,048 70
3,700	Capital One Financial Corporation (COF)	99 5800	368,446 00	266,665 96
4,000	Carmax Inc (KMX)	64 1300	256,520 00	305,949.57
767	Celanese Corp (CE) Series A	107.0800	82,130 36	51,834 08
5,300	Centene Corp Del (CNC)	100 8800	534,664.00	411,471 12
4,300	Centerpoint Energy Inc (CNP)	28 3600	121,948 00	81,696 66
1,300	Chevron Corporation (CVX)	125 1900	162,747 00	130,484 74
4,600	Citigroup Inc (C)	74 4100	342,286 00	261,926 87
2,800	Conocophillips (COP)	54.8900	153,692 00	141,086 04
1,200	Cummins Inc (CMI)	176 6400	211,968 00	138,479 92

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PART II - Balance Sheets @

December 31, 2017

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
6,100	D R Horton Inc (DHI)	51 0700	311,527 00	220,503 41
5,300	Danaher Corp (DHR)	92 8200	491,946 00	429,623 53
3,900	Delta Air Lines Inc (DAL)	56 0000	218,400 00	183,561 94
5,200	Discover Financial Services (DFS)	76.9200	399,984 00	255,324 84
2,900	Dollar Tree Inc (DLTR)	107 3100	311,199 00	307,497 44
2,200	Dover Corp (DOV)	100 9900	222,178 00	167,849 23
5,300	Dr Pepper Snapple Group Inc (DPS)	97 0600	514,418 00	419,158 77
900	Eastman Chem Co (EMN)	92 6400	83,376 00	64,268 03
1,700	Edison International (EIX)	63 2400	107,508 00	89,729 25
3,100	Emerson Electric Co (EMR)	69 6900	216,039 00	159,054 28
1,500	Entergy Corp (ETR)	81 3900	122,085 00	106,045 80
2,000	Eversource Energy (ES)	63 1800	126,360 00	117,217 60
3,400	Exelon Corp (EXC)	39 4100	133,994 00	109,161 86
6,500	Express Scripts Holdings, Inc (ESRX)	74 6400	485,160 00	453,208 30
1,900	Exxon Mobil Corp (XOM)	83 6400	158,916 00	163,813 63
4,900	Fiserv Inc (FISV)	131 1300	642,537 00	489,495 41
3,600	Firstenergy Corp (FE)	30 6200	110,232 00	116,210 68
7,400	Franklin Res Inc (BEN)	43.3300	320,642 00	302,552 57
3,300	General Dynamics Corporation (GD)	203 4500	671,385 00	536,174 70
6,400	Global Pmts Inc (GPN)	100 2400	641,536 00	480,909 87
1,400	Goldman Sachs Group Inc (GS)	254 7600	356,664 00	235,823 42

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Wedge Capital Management

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PART II - Balance Sheets @

December 31, 2017

Wedge Capital Management

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
2,000	Stanley Black & Decker Inc (SIAK)	160.6000	220,200.00	275,270.00

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PART II - Balance Sheets @

December 31, 2017

Wedge Capital Management

U S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
600	Ingredion Incorporated (INGR)	139 8000	83,880 00	63,032 53
3,000	Jacobs Engr Group Inc (JEC)	65 9600	197,880 00	133,178 49
2,500	Manpower Inc (MAN)	126 1100	315,275 00	244,215 80
6,000	Murphy Oil Corp (MUR)	31 0500	186,300 00	147,383 82
3,400	Oge Energy Corp (OGE)	32 9100	111,894 00	89,784 30
17,500	Pitney Bowes Inc (PBI)	11 1800	195,650 00	267,494 51
1,100	Reliance Steel & Aluminum (RS)	85.7900	94,369 00	69,494 67
2,700	Scana Corp New (SCG)	39.7800	107,406 00	157,731 42
29,800	Southwestern Energy Co (SWN)	5 5800	166,284 00	204,363 83
3,500	United Therapeutics Corp Del (UTHR)	147 9500	517,825 00	430,478 58
Total U S. mid cap			\$ 2,790,095 00	\$ 2,445,813 99

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
46,200	Weatherford International PI (WFT)	\$ 4 1700	\$ 192,654 00	\$ 190,378 72
14,900	Transocean Ltd (RIG)	10 6800	159,132 00	132,576 61
4,600	E N I Spa Sponsored ADR (E)	33 1900	152,674 00	172,342.52
2,900	Total S A ADR (TOT)	55.2800	160,312 00	148,552 16
Total developed international			\$ 664,772 00	\$ 643,850.01
Total equities			\$ 39,412,705.36	\$ 32,169,613.48

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

December 31, 2017

Kennedy Capital Management

Equities

U S large cap

Shares/par value	Description	Market price	Market value	Tax cost
6,797	Jabil Circuit Inc (JBL)	\$ 26 2500	\$ 178,421 25	\$ 117,432 86
Total U.S. large cap			\$ 178,421 25	\$ 117,432 86

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost
2,105	Tnnseo S A. (TSE)	\$ 72 6000	\$ 152,823 00	\$ 142,198.65
3,489	Albany Intl Corp New Cl A (AIN)	61 4500	214,399.05	144,680 13
2,029	Allete Inc (ALE)	74 3600	150,876 44	101,224 60
6,224	Amercan Equity Invt Life Hldg Co (AEL) Com	30 7300	191,263 52	86,316 20
4,966	Amens Bancorp (ABCB)	48 2000	239,361 20	182,856 04
4,728	Atlas Air, Inc (AAWW)	58 6500	277,297 20	243,809 93
197	Bankunited Inc (BKU)	40 7200	8,021 84	6,034 41
3,401	Belden Inc (BDC)	77 1700	262,455 17	228,216 44
3,125	Berry Plastics Group Inc (BERY)	58 6700	183,343 75	106,122 18
3,845	Blackhawk Network Holdings Inc (HAWK)	35 6500	137,074 25	157,775 67
1,820	Bob Evans Farms Inc (BOBE)	78.8200	143,452 40	120,590 85
4,272	Brinks Co (BCO)	78 7000	336,206 40	301,635 51
4,383	Calavo Growers Inc (CVGW)	84 4000	369,925 20	306,298 68
5,803	Cambrex Corp (CBM)	48 0000	278,544 00	305,721 60
729	Childrens Pl Retail Stores Inc (PLCE)	145 3500	105,960 15	79,745 28
2,991	Commvault Systems Inc (CVLT)	52 5000	157,027 50	156,540 90
1,131	Cooper-Standard Holding Inc (CPS)	122.5000	138,547 50	119,379 67
1,543	Curtiss Wright Corp (CW)	121 8500	188,014.55	121,762 59
12,741	Cypress Semiconductor Corp (CY)	15 2400	194,172.84	173,768 94
5,991	Emergent Biosolutions Inc (EBS)	46 4700	278,401 77	205,854 62
2,502	Energys (ENS) Com	69 6300	174,214 26	182,107 41
4,477	Enterprise Financial Services Corp. (EFSC)	45 1500	202,136.55	185,216 05
3,684	Euronet Worldwide Inc (EEFT)	84 2700	310,450 68	263,512 70
12,569	F N B Corp PA (FNB)	13.8200	173,703 58	173,139 80
4,904	Financial Engines Inc (FNGN)	30 3000	148,591 20	153,792 86
4,033	First Merchants Corp (FRME)	42 0600	169,627 98	171,194 13
4,747	G-III Apparel Group Ltd (GIII)	36.8900	175,116 83	131,601 93
2,727	Generac Holdings Inc (GNRC)	49 5200	135,041 04	108,030 44
13,452	Hms Hldgs Corp (HMSY)	16 9500	228,011 40	225,516 75
8,183	Home Bancshares Inc (HOMB)	23 2500	190,254 75	197,612 51
7,547	Hope Bancorp Inc (HOPE)	18.2500	137,732 75	163,808 25

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PART II - Balance Sheets @

December 31, 2017

Kennedy Capital Management

U S. mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
1,242	Icu Med Inc (ICUI)			
2,680	Ingevity Corporation (NGVT)	70 4700	188,859 60	136,512 27
5,518	Interface, Inc (TILE)	25 1500	138,777.70	88,940 80
3,414	Irobot Corp (IRBT)	76 7000	261,853 80	232,493 99
2,397	Itron Inc (ITRI)	68 2000	163,475 40	145,967 90
5,362	Kennametal Inc (KMT)	48 4100	259,574 42	199,944 06
4,015	Koppers Holdings Inc (KOP)	50 9000	204,363 50	90,285 11
2,016	Lhc Group LLC (LHCG)	61 2500	123,480.00	135,061 00
1,888	L C I Industres (LCII)	130 0000	245,440.00	187,978 22
3,522	Legacytexas Financial Group, Inc. (LTXB)	42 2100	148,663 62	130,286 00
2,564	Lithia Mtrs Inc (LAD) CI A	113.5900	291,244 76	207,687 12
1,914	Lumentum Holdings Inc (LITE)	48 9000	93,594 60	119,998 48
1,049	Mb Finl Inc (MBFI)	44 5200	46,701 48	43,821 31
2,041	Magellan Health Services Inc (MGLN)	96.5500	197,058.55	142,773 39
3,454	Marcus & Millichap, Inc. (MMI)	32 6100	112,634 94	81,172 13
2,176	Marmott Vacations Worldwide (VAC) Corporation	135 2100	294,216 96	135,449 40
10,831	Milacron Holdings Corporation (MCRN)	19 1400	207,305 34	171,200 67
2,856	New Jersey Res Corp (NJR)	40 2000	114,811 20	107,777 83
8,028	New Mountain Finance Corp (NMFC)	13 5500	108,779 40	112,873 08
4,947	Oil Sts Intl Inc (OIS)	28 3000	140,000 10	154,515 99
5,570	Omniceil Inc (OMCL)	48.5000	270,145 00	219,798 80
3,574	On Assignment Inc (ASGN)	64.2700	229,700 98	118,714 55
11,083	Pinnacle Entertainment, Inc. (PNK)	32.7300	362,746 59	150,064 39
1,896	Pool Corporation (POOL)	129 6500	245,816 40	196,800 47
9,946	Premier Inc (PINC)	29 1900	290,323 74	314,990 38
7,709	Prestige Brands Holdings Inc (PBH)	44 4100	342,356 69	361,123 92
10,741	Rev Group, Inc. (REVG)	32 5300	349,404 73	278,193 11
4,488	Retail Opportunity Investments Corp (ROIC)	19 9500	89,535.60	93,510 31
4,814	Sm Energy Company (SM)	22 0800	106,293 12	170,943 85
12,655	S R C Energy Inc (SRCI)	8 5300	107,947 15	113,972.26
3,479	Skywest Inc (SKYW)	53 1000	184,734 90	113,617 94
2,719	Spire Inc (SR)	75.1500	204,332 85	148,899 17
9,742	Sterling Bancorp (STL)	24 6000	239,653 20	230,216 17

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PART II - Balance Sheets @

December 31, 2017

Kennedy Capital Management

U S mid cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
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PART II - Balance Sheets @

December 31, 2017

Kennedy Capital Management

U.S. small cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
10,880	Tile Shop Hldgs Inc (TTS)	9.6000	104,448.00	153,823.29
Total U.S. small cap			\$ 1,453,647.88	\$ 1,504,166.02

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
1,921	Icon PLC (ICLR)	\$ 112.1500	\$ 215,440.15	\$ 130,854.89
2,178	Validus Holdings Limited (VR)	46.9200	102,191.76	98,699.69
5,968	Novanta, Inc. (NOV)	50.0000	298,400.00	202,880.85
Total developed international			\$ 616,031.91	\$ 432,435.43

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost
8,108	Brandywine Realty Trust Reit (BDN)	\$ 18.1900	\$ 147,484.52	\$ 141,307.46
3,950	Education Realty Trust, Inc. (EDR)	34.9200	137,934.00	168,063.11
3,409	Gramercy Ppty TR (GPT)	26.6600	90,883.94	71,771.22
4,793	Kite Realty Group Trust (KRG)	19.6000	93,942.80	116,702.90
9,408	Medical Properties Trust Inc (MPW)	13.7800	129,642.24	130,524.69
8,018	S T A G Industrial Inc (STAG)	27.3300	219,131.94	132,464.75
Total equity reits			\$ 819,019.44	\$ 760,834.13
Total equities			\$ 18,508,635.30	\$ 15,397,371.39

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December 31, 2017

Jennison Associates LLC

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
1,849	Allergan PLC (AGN)	\$ 163.5800	\$ 302,459.42	\$ 439,966 58
2,542	Broadcom Ltd. (AVGO)	256.9000	653,039 80	547,497.20
5,577	Abbvie Inc. (ABBV)	96 7100	539,351 67	503,224 69
9,190	Activision Blizzard Inc (ATVI)	63 3200	581,910.80	465,255 22
6,440	Adobe Systems Inc (ADBE)	175 2400	1,128,545 60	689,950 95
4,563	Albemarle Corp (ALB)	127 8900	583,562 07	433,575 56
972	Alphabet, Inc. (GOOG)	1,046 4000	1,017,100 80	329,066 03
956	Alphabet, Inc. (GOOGL)	1,053 4000	1,007,050 40	314,626 28
1,874	Amazon.Com Inc (AMZN)	1,169 4700	2,191,586.78	1,460,848 61
13,522	Apple Inc (AAPL)	169.2300	2,288,328 06	1,235,611 21
5,383	Biomarin Pharmaceutical Inc (BMRN)	89 1700	480,002 11	498,904 77
4,294	The Boeing Company (BA)	294 9100	1,266,343 54	581,002 72
8,909	Bristol-Myers Squibb Company (BMY)	61 2800	545,943 52	563,538 40
4,225	Caterpillar Inc (CAT)	157 5800	665,775 50	569,016 93
5,933	Celgene Corp (CELG)	104 3600	619,167 88	720,019 50
1,829	Charter Communications, Inc. (CHTR)	335 9600	614,470 84	535,172 41
3 167	Concho Resources Inc (CXO)	150 2200	475,746 74	401,314 32
2,157	Constellation Brands Inc-A (STZ)	228 5700	493,025 49	279,107 03
8,150	Corning Inc (GLW)	31 9900	260,718.50	250,512 61
3,621	Costco Whsl Corp New (COST)	186 1200	673,940.52	587,673 99
3,504	E O G Res Inc (EOG)	107 9100	378,116 64	341,613 97
11,233	Facebook Inc (FB)	176 4600	1,982,175 18	908,059 76
2,769	Fleetcor Technologies Inc (FLT)	192 4300	532,838 67	460,849 59
2,877	Goldman Sachs Group Inc (GS)	254 7600	732,944 52	579,343 85
2,696	Halliburton Co (HAL)	48 8700	131,753.52	135,525 79
3,239	Home Depot Inc (HD)	189 5300	613,887 67	372,173 07
2,342	Illumina Inc (ILMN)	218 4900	511,703 58	409,587 42
14,641	Industria De Diseno Textil, S A (IDEXY)	17 4200	255,046 22	262,669 58
6,669	JP Morgan Chase & Co (JPM)	106 9400	713,182 86	572,617 79
5,344	Estee Lauder Companies Class A (EL)	127 2400	679,970 56	571,544 64
6,953	Marriott International Inc (MAR)	135 7300	943,730 69	491,255 98
8,908	Mastercard Inc (MA)	151 3600	1,348,314.88	838,515 14
5,151	Mc Donald's Corporation (MCD)	172 1200	886,590 12	792,195 86
17,824	Microsoft Corporation (MSFT)	85 5400	1,524,664.96	937,298 87
8,785	Monster Beverage Corporation (MNST)	63 2900	556,002 65	438,462 48
6,962	Netflix Com Inc (NFLX)	191 9600	1,336,425 52	825,491 07
3,758	Nvidia Corp (NVDA)	193 5000	727,173 00	261,123 19

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PART II - Balance Sheets @

December 31, 2017

Jennison Associates LLC

Equities

U S large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
3,616	Parker Hannifin Corp (PH)	199.5800	721,681.28	543,625.20
9,340	Paypal Holdings, Inc (PYPL)	73.6200	687,610.80	609,099.01
383	Priceline Com Inc (PCLN)	1,737.7400	665,554.42	464,388.65
4,906	Red Hat Inc (RHT)	120.1000	589,210.60	373,997.15
10,655	Salesforce Com Inc (CRM)	102.2300	1,089,260.65	731,574.55
3,946	Splunk Inc (SPLK)	82.8400	326,886.64	230,643.70
1,815	Tesla Motors Inc (TSLA)	311.3500	565,100.25	479,997.88
3,054	Unitedhealth Group Inc (UNH)	220.4600	673,284.84	572,656.76
3,215	Vertex Pharmaceuticals Inc (VRTX)	149.8600	481,799.90	372,077.77
11,621	Visa Inc-Class A Shrs (V)	114.0200	1,325,026.42	518,159.79
4,476	Workday, Inc. (WDAY)	101.7400	455,388.24	401,049.60
Total U.S large cap			\$ 37,823,395.32	\$ 25,901,483.12

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
1,193	Adidas AG (ADDYY)	\$ 99.8200	\$ 119,085.26	\$ 114,141.17
11,219	Kerning (PPRUY)	47.0700	528,078.33	490,062.82
Total developed international			\$ 647,163.59	\$ 604,203.99

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost
10,010	Alibaba Group Holding Ltd (BABA)	\$ 172.4300	\$ 1,726,024.30	\$ 1,052,550.51
28,163	Tencent Holdings Limited (TCEHY)	51.9200	1,462,222.96	765,160.55
Total emerging markets			\$ 3,188,247.26	\$ 1,817,711.06

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost
5,415	Crown Castle Intl Corp New (CCI)	\$ 111.0100	\$ 601,119.15	\$ 532,657.39
Total equity reits			\$ 601,119.15	\$ 532,657.39
Total equities			\$ 42,259,925.32	\$ 28,856,055.56

E RHODE AND LEONA B CARPENTER FOUNDATION #51-0155772
2017 FORM 990-PF

PART II - Balance Sheets @

December 31, 2017

Garcia Hamilton Associates, L P

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
435,000	Federal Farm Credit Bank DTD 2/10/2017 Fltg Rate 2/10/2020 Moody's AAA S&P AA+	100.1530	435,665 55	435,870 00
460,000	State Street Corp DTD 8/18/2015 Fltg Rate 8/18/2020 Moody's A1 S&P A	101 8190	468,367 40	468,744 60

E RHOD AND LEONA B CARPENTER FOUNDATION #51-0155772
2017 FORM 990-PF

PART II - Balance Sheets @

December 31, 2017

Garcia Hamilton Associates, L P

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Tax cost
2,335,000	Federal Home Loan Bank DTD 5/2/2017 Fltg Rate 5/2/2018 Moody's AAA S&P N/A	\$ 99 9900	\$ 2,334,766 50	\$ 2,335,037.49
415,000	Federal Farm Credit Bank DTD 8/17/2015 0 22725% 5/17/2018 Moody's AAA S&P AA+	100 0540	415,224 10	415,590 04
1,180,000	Federal Farm Credit Bank DTD 5/25/2016 Fltg Rate 5/25/2018 Moody's AAA S&P AA+	100 0800	1,180,944 00	1,179,721 46
405,000	Federal Home Loan Mortgage Corp DTD 10/24/2016 Fltg Rate 7/24/2018 Moody's AAA S&P AA+	99 9880	404,951 40	405,077.76
630,000	Federal Home Loan Bank DTD 9/14/2016 Fltg Rate 9/14/2018 Moody's AAA S&P AA+	100 0090	630,056.70	630,069 30
495,000	Federal Home Loan Bank DTD 4/27/2017 Fltg Rate 10/26/2018 Moody's AAA S&P AA+	99 9130	494,569 35	495,079 20
515,000	Federal Farm Credit Bank DTD 7/27/2016 Fltg Rate 1/27/2019	100 2950	516,519 25	517,206 26

E RHOD AND LEONA B. CARPENTER FOUNDATION #51-0155772
2017 FORM 990-PF

PART II - Balance Sheets @

December 31, 2017

Garcia Hamilton Associates, L P

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Tax cost
950,000	Jpmorgan Chase & Co DTD 10/24/2016 Fltg Rate 10/24/2023 Moody's A3 S&P A-	102.5890	974,595.50	952,945.00
940,000	Bank Of NY Mellon Corp DTD 10/31/2016 Fltg Rate 10/30/2023 Moody's A1 S&P A	102.7410	965,765.40	945,345.31
234,744.50	Federal Home Loan Mortgage Corp Gold	102.8220	241,202.40	245,202.00

E RHODES AND LEONA B CARPENTER FOUNDATION #51-0155772
2017 FORM 990-PF + T

Part I - Partnerships Summary

FPE 12/31/17
WCP
Real Estate
Fund II (B), L P
#27-1049391

Sigular Gulf
BRIC
Opportunities Fund
#20-2425854

Columbia Capital
Equity Partners
VI (QP)
#47-0978685

OCM Real Estate
Opportunities Fund
#01-0709496

Linx Partners
III LP
#90-0937652

Income / Gain (Loss)

Interest	59,878	54,119	10	4,476	383	890
Dividends	34,296				34,296	
Capital Gain	(97)				(97)	
Short Term	0					
Short Term - Section 1256	396,779		(16,565)		473,575	(60,231)
Long Term	21,815		(24,081)			45,896
Long Term - Section 1231						
	418,497					
Other						
Other Income - Portfolio	10,060		300		(1,323)	11,083
Other Income (Loss) - Miscellaneous	5,805				5,805	(3,588)
Ordinary Business Income (Loss)	(10,520)		(6,932)			
Ordinary Section 988 - Currency (Loss)	0					
Ordinary Income (Loss)	0					
Rental Income (Loss)	12,390		8			12,382
PFIC Ordinary Income (Loss)	0					
Ordinary Sec 108 (i) Deferred Debt Dischar	13,209		13,209			
Per K-1	543,615	54,119	(34,051)	4,476	512,639	6,432
Less Amounts Reported on Form 990-T	(61,451)		(6,277)	(76)		(55,098)
Amounts Reported on Form 990-PF	482,164	54,119	(40,328)	4,400	512,639	(48,666)
Math check	543,615					

Expenses

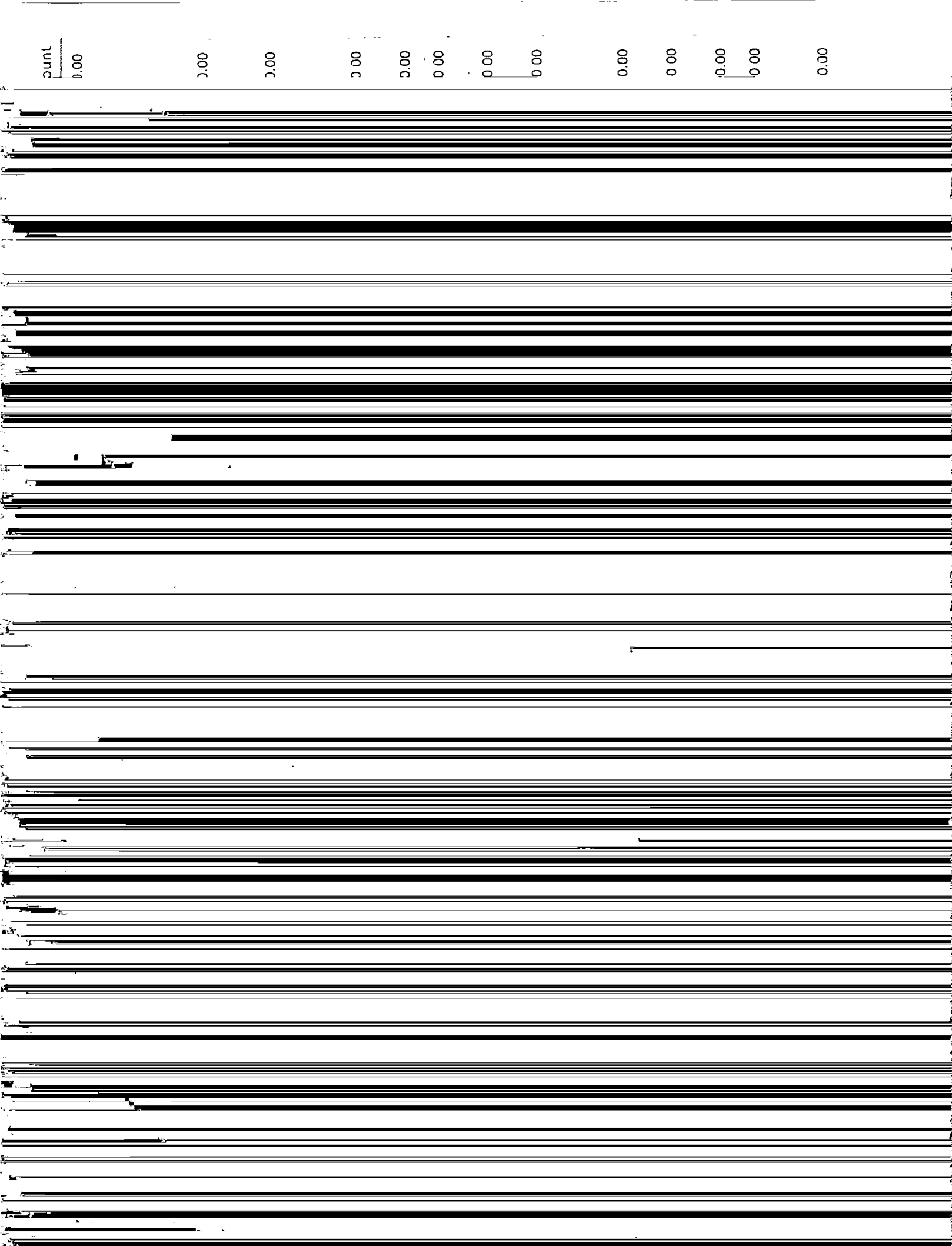
Portfolio Expenses - 2% Misc	15				15	
Portfolio Expenses - 2% Mgt, etc	268,239	75,490	3,104	103,891	63,669	22,085
Interest	4,388			1,774	141	2,473
Other Trade/Business Deductions	3,155				3,155	
Foreign Tax	2,378				2,378	
Section 179	0					
Per K-1	278,175	75,490	3,104	105,665	69,358	24,558
Charitable	0					
Per K-1	278,175	75,490	3,104	105,665	69,358	24,558
Net Per K-1	285,440	(21,371)	(37,155)	(101,189)	443,281	(18,126)
Per K-1 Expenses	278,175	75,490	3,104	105,665	69,358	24,558
Less Amounts Reported on Form 990-T	(6,216)			(2,972)		(3,244)
Amounts Reported on Form 990-PF	271,959	75,490	3,104	102,693	69,358	21,314

USUBI

	55,235	0	6,277	(2,895)	0	51,854
gross income						
gross expense						
rental real estate (*)			(6,932)	76	business income	(3,588)
debt cancellation (*)				(2,972)	rental real estate (*)	14,024
			13,209		other income (*)	44,662
			6,277	(2,895)	other deductions (*)	(3,244)
						51,854

(*) Re Debt-financed property

Use	Amount
stipends and	\$10,000 00
ervation and ie Manuel Eyre Paintings of Chinese nimals.	\$30,000 00
ating expenses	\$15,000 00
f building an online its Archive of Korean erica	\$10,000 00
e cost of purchasing it Connect, to be lical transportation	\$25,000 00
rating expenses	\$40,000 00
or concerts and e City of Richmond	\$10,000 00
echnology, supplies, d furniture for gifted nd through 6th	\$30,000 00
for students in two	\$10,000.00
a-based, after-school s in 2017, free of	\$10,000.00
ass for people living ties and/or low ie greater region	\$10,000 00



Amount	
\$100,000.00	Center for Sexual, ...
\$100,000.00	Center for Sexual, ...
\$14,620.00	purposes
\$50,000.00	ests of of, and Museum's
\$10,000.00	David's
\$10,000.00	Minuing Pastoral for staff, as and the 2017 Fellow
\$20,000.00	ion of Japanese titled, tions of the
\$7,000.00	lassroom xpenses and ir the Council.
\$20,000.00	supplies and ogy for its after-
\$8,000.00	s of providing ooks to over Catawba County
\$20,000.00	dical care to ental insurance

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	2,987,878.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	18,712,976.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a RETURN OF UNSPENT GRANTS				50,000.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				21,750,854.	
13 Total. Add line 12, columns (b), (d), and (e)					13 21,750,854.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the

Amount

E. Rhodes and enter Series of vocal and organ	\$70,000.00
ble and religious	\$4,000.00
nting age- performing arts in 2018 for children old	\$25,000.00
costs of its teams of the Kings: d Afterlife Objects	\$50,000.00
exchange program	\$10,000.00
able and religious	\$15,000.00
xpenses and unity matching has Department of services grant.	\$40,000.00
able and religious	\$17,000.00
ating expenses	\$15,000.00
costs of the arracotta Army	\$10,000.00
tudents and costs ns in the City	\$50,000.00
tudents and costs ns in the City	\$50,000.00
table and religious	\$150,000.00

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

☐ Yes ☒ No

b If 'Yes,' complete the following schedule

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

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

Sign Here

Signature of officer or trustee

Date 11/14/18

CO-EXE DIR

Title

May the IRS discuss this return with the preparer shown below? See instructions

☐ Yes ☒ No

Paid Preparer

Print/Type preparer's name

Preparer's signature

Date

Check ☒ if self-employed

PTIN

SELF-PREPARED

Firm's name

Firm's EIN

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/20/2017	City of Richmond	4901 Old Brook Road, Richmond, VA 23227	61st annual Festival of Arts at Dogwood Dell	\$20,000.00
11/2/2017	City of Russellville	168 South Main Street, Russellville, KY 42276	Help with the cost of purchasing 14 Self-Contained Breathing Apparatus (SCBA) gear for its firefighters.	\$62,500.00
6/27/2017	City of Tupelo	P.O. Box 1485, Tupelo, MS 38802	General operating expenses	\$10,085.00
3/6/2017	CLAL - The National Jewish Center for Learning and Leadership	440 Park Avenue South - 4th Floor New York, NY 10016	Help with the costs of its Clergy Leadership Incubator (CLI) program	\$75,000.00
11/27/2017	Communities in Schools of Greater Central Texas Incorporated	4520 E. Central Texas Expressway, Suite 106, Killeen, TX 76543	General operating expenses	\$50,000.00
12/13/2017	Connect Inc	127 W. 127th Street, Room 431, New York, NY 10027	CONNECT Faith program for fiscal year 2018	\$15,000.00
11/20/2017	Corning Museum of Glass	One Museum Way, Corning, New York 14830	Hiring a research fellow to assess, catalogue and research the Museum's Asian Glass Collection.	\$50,000.00
1/17/2017	CREATE	P.O. Box 1053, Tupelo, MS 38802	One of its programs, New Expectations for Women	\$15,000.00
8/25/2017	CREATE Inc.	213 West Main Street, P.O. Box 1053, Tupelo, MS 38802	General charitable purposes	\$10,000.00
8/10/2017	CREATE, Inc.	P.O. Box 1053, Tupelo, MS 38802	Help with Doniphan Dance's projected costs in 2017	\$10,000.00
10/20/2017	Cross Over Ministry, Inc	8600 Quioccasin Road, Suite 102 Richmond, VA 23229	Lay Health Promoter program	\$30,000.00
7/17/2017	Cultural Activities Center Inc.	3011 N. Third Street, Temple, TX 76501	Repairing and remodeling the front island of its facility	\$40,000.00
11/10/2017	Culture Works Inc.	1906-A North Hamilton Street Richmond, VA 23230	Support of arttoberVA 2018.	\$50,000.00
11/15/2017	Dancers Group	1638-1/2 Delaware St. Berkeley, CA 9470	General operating expenses.	\$10,000.00
11/15/2017	Delaware County Society for the Prev of Cruelty to Animals	555 Sandy Bank Road Media, PA 19063	Shelter's Humane Investigations program	\$1,200.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/26/2017	Denver Art Museum Inc	100 W 14th Ave Pkwy Denver, CO 80204	Costs of planning and implementing an exhibition tentatively titled, "Asian Links. Cross-Cultural Arts in Asia,"	\$25,000.00
6/26/2017	DePauw University	313 S. Locust Street, P O. Box 37 Greencastle, IN 46135	Printing costs of a 60-page full color catalogue of the Bruce Walker '53 Tibetan Art Collection at DePauw University	\$2,000 00
11/20/2017	Detroit Institute of Arts	5200 Woodward Avenue Detroit, MI 48202	Costs of reinstalling its collection of Chinese Art	\$40,000 00
8/1/2017	Diversity Richmond	1407 Sherwood Avenue, Richmond, VA 23220	Costs of "FREE Concerts for ALL" in the City of Richmond	\$40,000 00
12/7/2017	Duke University	Duke University Box 90193 Durham, NC 27708-	Acquisition of Baskin Collection and renovation of Lilly Library	\$500,000 00
7/17/2017	Eastern Mennonite University	1200 Park Road, Harrisonburg, VA 22802	General charitable purposes	\$10,050 00
12/29/2017	Edwards Church, United Church of Christ	39 Edwards Street, Framingham, MA 01701	General charitable and religious purposes	\$13,000.00
11/15/2017	Edwards Church, United Church of Christ	39 Edwards Street Framingham, MA 01701	Help with the costs of its multi-faith center, "Open Spirit: A Place of Hope, Health, and Harmony	\$7,000.00
2/15/2017	Eliot Church of Newton	474 Centre Street, Newton, MA 02458	General charitable and religious purposes	\$60,000 00
2/15/2017	Eliot Church of Newton	474 Centre Street, Newton, MA 02458	General charitable and religious purposes	\$60,000.00
11/14/2017	Emory University	1531 Dickey Drive, Atlanta, GA 30322	Fund three "Carpenter Scholars for Community Engagement"	\$45,000 00
7/17/2017	Equality Ohio Education Fund	118 E. Main Street, Suite 200, Columbus, OH 43215	Costs of its Faith Program in 2017	\$10,000 00
6/20/2017	Exponent Philanthropy	1720 N Street, NW, Washington, DC 20036	General operating expenses	\$2,000 00
11/17/2017	Extraordinary Lutheran Ministries	P.O. Box 14317, Chicago, IL 60614	Help with the costs of its Proclaim Program.	\$30,000.00
11/7/2017	Families in Crisis Incorporated	P.O. Box 25 Killeen, TX 76540	Salary and benefits for one Temple case manager	\$30,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/26/2017	Family Care Center of Catawba Valley, Inc.	2875 Highland Avenue NE, Hickory, NC 28601	Help with the cost of purchasing new furnishings for eight apartments used to house homeless families with dependent children.	\$4,000.00
7/25/2017	Family Enrichment Center	1133 Adams Street, Bowling Green, KY 42101	Help with the cost of 24 classes of parent education classes and two support groups	\$5,085.00
7/28/2017	Family Health Center of Worcester Inc.	26 Queen Street Worcester, MA 01610	To help with Nurse Practitioner Residency Program during 2017-2018	\$136,000.00
8/17/2017	Family Promise of East Bell County Inc.	1018 East Avenue A, Temple, Texas 76501	Staff salaries in 2017	\$30,000.00
11/7/2017	Fender Museum of the Arts Foundation	815 W. 6th Street Corona, CA 92882	Support Kids Rock-Free Music Education Program.	\$20,000.00
11/20/2017	Firehouse Theatre	1609 West Broad Street Richmond, VA 23220	Help with the Theatre's general operating costs during fiscal year 2018	\$40,000.00
3/3/2017	First United Methodist Church of Melrose	645 Main Street, Melrose, MA 02176	General charitable and religious purposes	\$7,000.00
11/14/2017	Fordham University	441 East Fordham Road, Bronx, NY 10458	Help with the costs of the public speaker series	\$40,000.00
6/27/2017	Fox Riverside Theater Foundation	3801 Mission Inn Avenue, Riverside, CA 92501	General operating expenses	\$20,000.00
11/15/2017	H.O.M.E. Inc.	P.O. Box 10 Orland, ME 04472	General operating support.	\$14,000.00
6/27/2017	Habitat for Humanity of Catawba Valley Inc.	P.O. Box 9475-772 4th Street SW Hickory, NC 28603	Help with the costs of its "Habitat Repairs" program	\$30,000.00
6/27/2017	Habitat for Humanity, Inc	P.O. Box 7321 Tupelo, MS 38802	Cost of purchasing a heavy duty pickup truck to be used for construction purposes.	\$15,000.00
3/6/2017	Hadwen Park Congregational Church	Clover and Knox Streets, Worcester, MA 01603	General charitable purposes	\$60,000.00
8/18/2017	Hadwen Park Congregational UCC	6 Clover Street, Worcester, MA 01603	Support of its LGBT Asylum Support Task Force's general operating expenses	\$120,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
12/6/2017	Hagley Museum and Library	P.O. Box 3630, Wilmington, DE 19807	Help with the costs of its exhibition, "Spirit of Invention: Nineteenth-Century U S Patent Models from the Hagley Museum and Library	\$75,000.00
6/20/2017	Harps Foundation	4101 Grove Avenue, Richmond, VA 23221	General operating expenses	\$30,000.00
6/20/2017	Health Brigade	1010 N. Thompson Street, Richmond, VA 23230	Patient centered medical home project for low income underserved	\$125,000.00
6/20/2017	Hebrew Senior Life Inc.	1200 Centre Street, Boston, MA 02131	LGBT- focused chaplaincy program	\$60,000.00
12/28/2017	Hebrew Union College	One West 4th Street, New York, NY 10012	Year One costs of redesigning Doctor of Ministry program	\$100,000.00
12/4/2017	Helena Presents The Myrna Loy Center	15 N Ewing, Helena, MT 59601	General charitable purposes	\$10,000.00
11/7/2017	Helping Hands Ministry of Belton, Inc.	2210 Holland Rd. P.O. Box 1923 Belton, TX 76513	Costs of its Employment Mentoring Ministry.	\$15,000.00
7/26/2017	Hickory Community Theatre, Inc.	30 Third Street NW, Hickory, NC 28601	Costs of renovating the front lobby in the historic 1921 Old City Hall Building	\$40,000.00
6/26/2017	Hickory Museum of Art, Inc	243 Third Avenue NE Hickory, NC 28601	Help with the costs of lighting renovations	\$20,000.00
11/29/2017	Hiddenite Arts & Heritage Center	P O Box 311, Hiddenite, NC 28636	Constructing a concrete sidewalk across the front of its building	\$4,500.00
6/26/2017	Himalayan Cataract Project Inc.	P.O. Box 55 Waterbury, CT 05676	Provide hands-on training to ten Ethiopian ophthalmologist residents in small incision cataract surgery	\$4,000.00
6/26/2017	Historic Charleston Foundation	P.O. Box 1120 Charleston, SC 29402	Help with the costs of its general preservation, education and museum programs and initiatives	\$27,000.00
11/17/2017	Human Rights Campaign Foundation	1640 Rhode Island Avenue, N.W. Washington, DC 20036	Costs of Project One America in Alabama, Arkansas and Mississippi	\$45,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
8/10/2017	Human Rights Campaign Foundation	1640 Rhode Island Ave , NW, Washington, DC 20036	General charitable purposes	\$20,000 00
7/25/2017	Humane Society of Catawba County	P O Box 63, Hickory, NC 28603	Help with the purchase of equipment to be used for Medical Clinic upgrades to its shelter	\$10,000 00
11/7/2017	Inland Empire Scholarship Fund	1340 Cahuilla Street Colton, CA 92324	Scholarships for ten low-income high achieving Latino/a college and university students	\$5,000 00
12/28/2017	Inland Regional Center charity	P.O. Box 19037, San Bernardino, CA 92423	General charitable purposes	\$35,000 00
11/14/2017	Institute for Jewish Spirituality Inc	121 West 27 Street, Suite 404, New York, NY 10001	Retreats of the third cohort of the Clergy Leadership Program.	\$18,000 00
7/17/2017	Interfaith Center of Gr Philadelphia			\$35,000 00
6/26/2017	International Arts & Artists Inc.	9 Hillyer Court NW Washington, DC 20008	Costs of designing and publishing an exhibition catalog to accompany the traveling exhibition, "Many Visions, Many Versions: Art from Indigenous Communities in India "	\$30,000.00
11/15/2017	Isles Inc.	10 Wood Street Trenton, NJ 08618	Costs of educating families and communities through video and digital communications.	\$2,500 00
6/26/2017	Japan America Society of Greater Philadelphia	5070 Parkside Ave #2104 Philadelphia, PA 19131	Costs of restoring of the hinoki bark roof of the Shofuso Japanese House and Garden	\$7,500 00
6/26/2017	Japan Society Inc	333 East 47th Street New York, NY 10017	Support of the exhibition "A Giant Leap"	\$40,000 00
6/26/2017	JDRF International	5890 Thurston Avenue Virginia Beach, VA 23455	Help with the costs of juvenile Diabetes research	\$35,000.00
11/17/2017	Jewish Family and Children's Service of Greater Philadelphia	2100 Arch Street, 5th Floor Philadelphia, PA 19103	General operating support	\$40,000.00
12/6/2017	Jewish Family Service of MetroWest New Jersey	256 Columbia Turnpike, Suite 105, Florhan Park, NJ 07932	Forum focusing on the needs of LGBTQ individuals in the MetroWest (greater Newark, NJ) area.	\$5,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/20/2017	Judson Memorial Church	55 Washington Square South, New York, NY 10012	Help with the costs of its "Public Ministry Training Program" (also known as "Community Ministry" program) for academic year 2017-2018	\$35,000.00
7/25/2017	Junior Achievement USA	440-1/2 E Main Ave., Bowling Green, KY 42101	JA Career Ready Multiplier program	\$7,650.00
11/17/2017	Keshet	284 Amory Street, Boston, MA 02130	Help with the costs of the Keshet Shabbatonim.	\$30,000.00
6/20/2017	Kirkridge Inc.	2495 Fox Gap Road Bangor, PA 18013	Providing scholarships for LGBT elders with limited incomes	\$12,000.00
11/10/2017	Latin Ballet of Virginia Inc.	600 E Grace St #400 Richmond, VA 23219	Help with the costs of its dance-based educational program.	\$20,000.00
11/14/2017	Lay School of the Church and Partners in Ministry	960 Portage Trail, Cuyahoga Falls, OH 44221	Costs of the dean's salary and related expenses	\$9,190.00
6/27/2017	Leslie-Lohman Gay Art Foundation, Inc	26 Wooster Street, New York, NY 10013	General operating expenses	\$10,000.00
8/18/2017	Logan County Area Technology Center	300 Sower Boulevard, Frankfort, KY 40601	Help with the cost of purchasing equipment for the expansion of a Health Services program and the addition of a Construction Carpentry program for students	\$100,000.00
11/2/2017	Logan County Board of Education	P O Box 417, Russellville, KY 42276	Improving the indoor and outdoor wireless access	\$60,000.00
11/2/2017	Logan County Good Samaritan Incorporated	602 E. 4th Street, Russellville, KY 42276	General operating expenses	\$2,279.13
11/17/2017	Lyndale Congregational United Church of Christ	610 W 28th Street, Minneapolis, MIN 55408	Help with the costs of its Annual Movement Building Convening for religiously-rooted justice advocates	\$12,000.00
11/14/2017	Maine Conference United Church of Christ	1 Weston Court, Suite 104 Augusta, ME 04330	Help with the costs of its Christian Studies and Leadership Curriculum and Certificate Program.	\$15,000.00
8/10/2017	Mantachie Attendance Center	311 Mustang Drive, Mantachie, MS 38855	Purchasing 192 Chrome books and 6 mobile charging stations.	\$25,000.00

Grant Purpose	Amount
Construction assistance for Carpenter Commons in the Pearce Science Center	\$500,000.00
Costs of its performing arts programs at Maymont in 2018.	\$25,000 00
Returned grant from Maymont for October 2015 grant that was paid July 2016	(\$50,000 00)
One year's Master's degree tuition and stipend for one self-identified member of the LGBTQI community	\$20,000.00
Costs of its Field Education Program.	\$15,000 00
Networking Group Teach Ins in 2017, focusing on trans-inclusion and community needs	\$15,000 00
Costs of its survey exhibition of the work of Haegue Yang.	\$20,000 00
Costs of its exhibition, "Peacock in the Desert: The Royal Arts of Jodhpur, India," and its accompanying catalogue.	\$40,000 00
Help with the costs of providing interactive music education and performance opportunities to 400 low-income youth in Chester.	\$2,500 00
General charitable and religious purposes	\$15,000.00
Help with the costs of its exhibition, "The Life of Animals in Japanese Art" and its accompanying catalogue	\$250,000 00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
11/17/2017	National LGBTQ Task Force	1325 Massachusetts Avenue NW Suite 600 Washington, DC 20005	Help with the costs of its "Practice Spirit, Do Justice" program.	\$45,000.00
6/26/2017	Nelson Gallery Foundation (The)	4525 Oak Street Kansas City, MO 64111	Help with the costs of the exhibition, "Dreams of the King A Jade Suit and Afterlife Objects from Xuzhou"	\$40,000 00
11/17/2017	New Ways Ministry	4012 29th Street Mt. Rainier, MD 20712	Help with the costs of its Social Media Project	\$32,000 00
11/20/2017	Newark Museum Association	49 Washington Street Newark, NJ 07102	Catalogue for the exhibition, "Wondrous Worlds: Art & Islam Through Time & Place"	\$63,000.00
6/26/2017	Norristown Zoological Society	1661 Harding Blvd., Norristown, PA 19401	General operating support	\$3,000.00
11/20/2017	Norton Museum of Art	49 Washington Street Newark, NJ 07102	Help with the costs of renovating and reinstalling four Chinese Galleries	\$25,000 00
7/25/2017	Old First Reformed Church	729 Carroll Street, Brooklyn, NY 11215	General charitable and religious purposes	\$15,000.00
7/25/2017	OLOC, Incorporated	P O Box 5853 Athens, OH 45701	Help with administrative costs and the costs of sending old lesbians to conferences and senior events.	\$20,000 00
3/6/2017	Open & Affirming Coalition of the United Church of Christ	700 Prospect Avenue, Cleveland, Ohio 44115	Open and Affirming program from 9/2016 through 8/2018	\$55,000.00
11/7/2017	Operation Safe House Inc.	9685 Hayes Street Riverside, CA 9250	Staffing costs for part-time Child Care Workers and a Licensed Marriage and Family Counselor.	\$15,000.00
3/6/2017	Orchard United Methodist Church	P.O. Box 3216, Tupelo, MS 38803	General charitable and religious purposes	\$30,000 00
11/7/2017	Our Lady of the Angels Maternity Home Inc.	613 South 9th Street Temple, TX 76504	General operating expenses	\$12,000.00
8/25/2017	Out Youth	909 E. 49th-1/2 Street, Austin, TX 78751	Educational conference for medical and mental health providers in Central Texas	\$9,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
7/25/2017	Outreach Center (The)	P.O. Box 1003, Morganton, NC 28680	Help with the costs of its Outreach Marketplace program, a grocery store food distribution system.	\$10,000.00
11/2/2017	Oxford Fire Protection Association	5688 Oxford School Road, Claremont, NC 28610	Help with the cost of improvements and repairs to the Association's second fire station located on highway 16 North	\$10,000.00
12/2/2017	Pacific School of Religion	1798 Scenic Avenue, Berkeley, CA 94070	General operating expenses.	\$100,000.00
12/14/2017	Parity, Inc.	2095 Broadway Suite 308 New York, NY 10023	General operating expenses	\$45,000.00
12/14/2017	Pathfinders Milwaukee, Inc.	4200 North Holton Street, Suite 400, Milwaukee, WI 53212	Help with the costs of organizing a Community Building series in partnership with local faith communities	\$8,000.00
11/17/2017	Persephone Productions Inc	6516 Lakeview Drive, Falls Church, VA 22041	Documentary on same-sex marriage in mainline Christian churches	\$100,000.00
11/20/2017	Philadelphia Museum of Art	P O Box 7646, Philadelphia, PA 19101	Help with the costs of the reinstallation and reinterpretation of the Chinese art permanent galleries	\$50,000.00
11/20/2017	Phoenix Art Museum	1625 N. Central Avenue Phoenix, AZ 85004	Exhibit "Wondrous Worlds: Art & Islam Through Time and Space."	\$40,000.00
6/20/2017	Pilgrim Lodge - Maine Conference - UCC	103 Pilgrim Lodge Lane, West Gardiner, ME 04345	Help with the costs of its Camp Pride.	\$15,000.00
7/17/2017	Pilgrim United Church of Christ	2020 Chestnut Avenue, Carlsbad, CA 92008	General charitable purposes	\$45,000.00
6/20/2017	Pine Tree Hospice	883 West Main Street Dover-Foxcroft, ME 044263	Costs of Administrative Assistant and Volunteer Coordinato	\$25,000.00
7/17/2017	Plymouth United Church of Christ	2717 E. Hampshire St., Milwaukee, WI 53211	General charitable and religious purposes	\$10,000.00
12/29/2017	Positive Vibe Foundation	2825 Hathaway Road, Richmond, VA 23225	Help with the costs of Core and Advanced Training Programs for persons with disabilities in 2018	\$5,000.00

Check Payable to Address		Grant Purpose	Amount
College	45 Francis Avenue, Cambridge, MA 02138	Support of its Women's Studies in Religion Program Research Associates	\$75,000.00
	2027 Massachusetts Ave., 3rd Fl., Washington, D C. 20036	Assist with costs of its 2017-2018 research on LGBT rights,	\$20,000 00
	3104 W. Grace Street, Richmond, VA 23221	General operating expenses	\$45,000 00
	18 Plott Drive, Sylva, NC 28779	Help with the costs of Early-Literacy Initiative	\$5,000.00
	123 W Madison St , Suite 2150, Chicago, IL 60602	Help with the costs of its outreach and advocacy work	\$25,000 00
Page	1299 Church Road Wyncote, PA 19095	Help with the costs of providing specialized training for diverse rabbinic roles for one year	\$48,000 00
	P O. Box 14862, Lenexa, KS 66285	Cost of video recording the lectures given by leading theologians	\$2,500 00
	525 South State Street Ann Arbor, MI 48109	Costs of a special exhibition entitled, "Red Circle: Imaging Japan in Contemporary Posters"	\$5,000 00
	615 Pegram Dr. Tupelo, MS 38801	Help with the cost of purchasing and installing 20 desktop computers and monitors.	\$22,000.00
	135 Clarence Street, Suite 206, Bridgeport, CT 06608	Support of its Seminary Project	\$75,000 00
igan (The)	407 East Canal Street, Richmond, VA 23219	Reimbursement to Ballet for costs of services provided by Symphony and live music	\$40,877 44
			\$138,827.81
			\$22,443.74
	407 East Canal Street, Richmond, VA 23219	Reimbursement to Ballet for costs of services provided by Symphony and live music	\$58,231 49
	612 East Grace Street Suite 401 Richmond, VA 23219	Costs of the Symphony's operations during its 2018/19 season	\$150,000 00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/27/2017	Richmond Symphony	612 East Grace Street Suite 401 Richmond, VA 23219	General operating expenses	\$200,000.00
1/13/2017	Richmond Triangle Players	1300 Altamont Ave., Richmond, VA 23230	General charitable purposes	\$15,000.00
3/6/2017	Richmond Triangle Players	P O. Box 6905 Richmond, VA 23230	Production, marketing costs and cost to purchase building which is currently leased	\$100,000.00
6/20/2017	Richmond Triangle Players	P.O. Box 6905 Richmond, VA 23230	Costs to produce 25th Anniversary season of shows	\$30,000.00
11/15/2017	Rising Hope Inc	P.O. Box 906, Croton Falls, NY 10519	Costs of completing the review process for the last seven courses in its curriculum	\$7,000.00
11/7/2017	Riverside Area Rape Crisis Center	1845 Chicago Ave. Suite A Riverside, CA 92507	Help with the cost of the Center's Child Abuse Prevention program	\$20,000.00
6/27/2017	Riverside Art Museum	3425 Mission Inn Avenue Riverside, CA 92501	Help with the cost of replacing the Museum's pipes, installing a water fountain, updating the 2nd floor restrooms,	\$70,000.00
2/21/2017	Riverside Arts Council	P.O. Box 1662, Riverside, CA 92502	General charitable purposes	\$10,000.00
6/27/2017	Riverside Arts Council	3700 6th Street Riverside, CA 92501	Arts and Minds program, specifically its gang prevention program.	\$10,000.00
2/21/2017	Riverside Arts Council	P.O. Box 1662, Riverside, CA 92502	General charitable purposes	\$45,000.00
9/18/2017	Riverside Arts Council	3700 6th Street, Riverside, CA 92501	Charitable purposes of Riverside Repertory Theatre	\$25,000.00
8/27/2017	Riverside Community College District Foundation	4800 Magnolia Ave., Riverside, CA 92506	help with the costs of the orchestra production and conductor costs for its 2017-2018 Musical Theatre Series.	\$40,000.00
6/27/2017	Riverside County Philharmonic Association, Inc.	P O. Box 1601 Riverside, CA 92502	General operating expenses	\$15,000.00
8/31/2017	Riverside Educational Enrichment Foundation	3380 Fourteenth Street, Riverside, CA 92501	General charitable purposes	\$30,000.00

	Grant Purpose	Amount
01	Help with the costs of its Visual and Performing Arts programs in Riverside Unified School District's Elementary, Middle School and High Schools	\$61,000 00
	Costs of 10 Bibliothea Smartserve 1000 Kiosks	\$45,000 00
235	Costs of its Music Discovery Program.	\$5,000 00
r, MA 01845	Help with the costs of the part-time position of Program Coordinator	\$15,000.00
04	Costs of upgrading its website	\$15,000 00
ada	Help with the costs of the first phase of its Chinese Collection Integrated Catalogues Project	\$50,000.00
0011	Costs of the exhibition, "The Second Buddha: The Lotus Born Guru"	\$30,000 00
, KY 42276	General charitable purposes	\$31,150.00
0 63103	Help with the costs of its Professional Development Series for doctoral students in theology.	\$10,000 00
06068	General operating expenses	\$50,000 00
3804	Help with the cost of kitchen equipment to prepare meals for the homeless and hungry in the community	\$26,700 00
0, TX 78215	Help with the costs of the fully illustrated, catalogue of the exhibition, "Heaven and Hell: Salvation and Retribution in Pure Land Buddhism"	\$35,000.00
udio, San	General charitable purposes	\$8,000 00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
6/26/2017	San Jose Museum of Art Association	110 South Market Street San Jose, CA 95113	Costs of an exhibition of contemporary Vietnamese art of the Vietnamese art collective, The Propeller Group,	\$10,000.00
11/2/2017	Sanctuary Hospice House Inc.	5159 West Main Street, Tupelo, MS 38803	Help with the costs of furnishing and equipping its new "Sanctuary Home Hospice Building "	\$35,000.00
11/20/2017	Savannah College of Art and Design	1600 Peachtree Street NW, Atlanta, GA 30309	Costs of an upcoming solo exhibition of Chinese artist, Guo Pei	\$25,000.00
11/10/2017	Science Museum of Virginia Foundation	P.O. Box 11624, Richmond, VA 23230	Support of the Carpenter Science Theatre Company's programs for 2018	\$80,000.00
11/7/2017	Scott & White Healthcare Foundation	2401 South 31st Street Temple, TX 76508	Help with the costs of purchasing equipment for its new Surgical Sciences Building.	\$35,000.00
11/15/2017	Silver Lining Mentoring Inc.	727 Atlantic Ave., 3rd fl. Boston, MA 02111	Costs of its mentor recruitment and training program for volunteer adults	\$2,500.00
3/6/2017	Society for the Increase of the Ministry	120 Sigourney Street, Hartford, CT 06105	Costs of continuing and expanding the SIM/Carpenter Merit Scholarship Program.	\$47,000.00
12/13/2017	Society for the Increase of the Ministry	120 Sigourney Street, Hartford, CT 06105	Costs of its SIM/Carpenter III Merit Scholarship program	\$20,000.00
12/8/2017	Soulforce Inc.	P O. Box 2499, Abilene, TX 79604	Costs of creating gender justice and queer liberation theology resources	\$5,000.00
11/14/2017	Southeast Conference United Church of Christ	P.O. Box 1950, Decatur, GA 30031	In support of PATHWAYS program	\$50,000.00
1/13/2017	Southern Baptist Alliance	3939 LaVista Road, Suite E-122, Atlanta, GA 30084	day-long event for young Baptists on April 2017 in Raleigh, North Carolina	\$14,500.00
11/2/2017	Southern Christian Services for Children and Youth, Inc.	860 East River Place Suite 104 Jackson, MS 39202	Help with cost of a van to transport Harden House youth to school, church, medical	\$15,000.00

Grant Purpose	Amount
General operating expenses	\$50,000.00
Liberty or Death re-enactment	\$15,000.00
Clinical Pastoral Education Program assistance	\$30,000.00
Healthcare to the underserved and indigent in rural Appalachian counties	\$4,500.00
General operating expenses	\$50,000.00
six live performances in the City of Richmond	\$8,300.00
Renovating the French Crossing Apartments	\$20,000.00
Costs of its Leopard Loan program, providing low-income students with financial aid for on-campus jobs.	\$30,000.00
Help with the costs of its 24th Concert Season	\$30,000.00
Doctor of Nursing practice scholarships	\$18,120.00
Costs of its exhibition entitled, "Binding the Clouds. The Art of Central Asian Ikats,"	\$20,000.00
Costs of Phase Two of a digital project "Arizona's Asian Art in an Expanded Digital Archive" project	\$15,000.00
Help with the costs of "Hands on History" In The Community History Youth Project	\$15,000.00
General charitable purposes	\$14,000.00

**STATEMENT 7
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:

DONEE'S NAME:

DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

CASH

SEE GRANTS PAID SCHEDULE

" " " "

NOT INDIVIDUALS

501 (C) (3) CHARITIES

\$ 9,962,010.

TOTAL \$ 9,962,010.

Payment Date	Check Payable to	Check Payable to Address	Grant Purpose	Amount
11/20/2017	Towson University Foundation	8000 York Road Towson, MD 21252	Costs of its exhibition "Asia in Maryland: Expressing Cross-Cultural Experience."	\$25,000.00
6/20/2017	Trinity Evangelical Lutheran Church of Manhattan	164 W 100 Street, New York, NY 10025	Transitional shelter for homeless LGBTQ Youth aged 18 to 24	\$15,000.00
3/17/2017	Trinity Lutheran Church	2315 N. Parham Road, Henrico, VA 23229	Religious and charitable purposes	\$15,700.00
7/17/2017	Truiah	266 W. 37th Street, Suite 803, New York, NY 10018	Help with the costs of its Rabbinical-Cantorial Student Fellowship in Human Rights	\$30,000.00
1/15/2017	Trustees of Boston University	72 East Concord Street, K503 Boston, MA 02118	costs of a proposed study entitled: "Validation of Blood Biomarkers for Recognition and Monitoring of Age-related, Wild-type Transthyretin Amyloidosis (AATTRwt)."	\$59,000.00
6/20/2017	Trustees of the University of PA	3355 Woodland Walk Philadelphia, PA 19104	One fellowship for a young scholar completing a dissertation in early American religious studies for the academic years 2017-2018 and 2018-2019	\$25,000.00
8/10/2017	Tupelo Ballet Inc.	775 Poplarville St., Tupelo, MS 38801	General operating expenses	\$20,000.00
11/2/2017	Tupelo Symphony Orchestra Association	1800 W. Main Street, Tupelo, MS 38801	General operating expenses	\$50,000.00
11/29/2017	UCC - Center for Progressive Renewal	743 Virginia Avenue Atlanta, GA 30306	Support of project Reimagining Theological Education From Converging Voices to Innovating Prototypes.	\$75,000.00
1/13/2017	UCC - Justice & Witness Ministries	700 Prospect Ave. Cleveland, OH 44115	costs of its Open and Affirming movement	\$60,000.00
12/5/2017	UCC - Justice & Witness Ministries	700 Prospect Ave. Cleveland, OH 44115	costs of its Open and Affirming movement	\$60,000.00
11/17/2017	UJA Federation - New York	130 E 59 Street, New York, NY 10022	Support of enhancing its existing LGBTQ Inclusion Project	\$25,000.00
1/5/2017	UJA Federation of New York	130 East 59 Street, New York, NY 10022	General charitable purposes	\$6,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
12/22/2017	Union Presbyterian Seminary	3401 Brook Road, Richmond, VA 23227	General & charitable operating expenses	\$15,000.00
11/17/2017	United Synagogue of Conservative Judaism	120 Broadway, Suite 1540, New York, NY 10271	General operating expenses	\$20,000.00
3/6/2017	University of PA - Clinical Pastoral Education	3400 Spruce Street, Philadelphia, PA 19104	Scholarship for Supervisory Education student in the Clinical Pastoral Education program	\$40,000.00
6/20/2017	University of Richmond	28 Westhampton Way, Richmond, VA 23173	Seven performances to be held at the Modlin Center 2017-2018 year	\$60,000.00
6/20/2017	University of the South	335 Tennessee Avenue Sewanee, TN 37383	Help with costs of three Carpenter/EQB Fellows for a third and final year of their matriculation	\$60,000.00
11/10/2017	Valentine Museum	1015 E Clay Street Richmond, VA 23219	Costs of three concert events June 7, 14, and 21, 2018.	\$16,000.00
8/22/2017	Venture Richmond Inc	200 South Third Street, Richmond, VA 23219	Second Street Festival	\$15,000.00
11/10/2017	Virginia Commonwealth University Foundation	1315 Floyd Avenue, P.O. Box 843007, Richmond, VA 23284	General operating expenses of VCU Dance	\$50,000.00
11/15/2017	Virginia Historical Society	P.O. Box 7311 Richmond, VA 23221	Help with publication entitled "Treasures of Virginia "	\$30,000.00
6/20/2017	Virginia Opera	P O Box 2580, Norfolk, VA 23501	2017-2018 Richmond Series and stabilization support	\$75,000.00
5/23/2017	Virginia Performing Arts Foundation	600 E Grace Street, Suite 400, Richmond, VA 23219	General charitable purposes	\$3,000.00
6/10/2017	Virginia Repertory Theatre	114 W Broad Street Richmond, VA 23220	General operating expenses	\$150,000.00
12/8/2017	Virginia Repertory Theatre	114 W. Broad Street, Richmond, VA 23220	General charitable purposes	\$35,000.00
12/8/2017	Virginia Repertory Theatre	114 W. Broad Street, Richmond, VA 23220	General charitable purposes	\$35,000.00
6/20/2017	Virginia Repertory Theatre	114 W Broad Street, Richmond, VA 23220	Awards for 2017	\$10,000.00
9/28/2017	Virginia Repertory Theatre	114 W. Broad Street, Richmond, VA 23220	General charitable purposes	\$10,000.00
6/20/2017	VNA Care Hospice, Inc	120 Thomas Street, Worcester, MA 01608	Rose Monahan Hospice Home capital needs	\$90,000.00
3/6/2017	Wake Forest University - Divinity School	P.O. Box 7719, Winston-Salem, NC 27109	Merit based scholarship support	\$100,000.00

Payment Date	Check Payable To	Check Payable to Address	Grant Purpose	Amount
7/17/2017	Westar Institute	P.O. Box 346, Farmington, Minnesota 55024	Costs of two research seminars over the next two years	\$15,000.00
11/2/2017	Western Piedmont Foundation, Inc.	1001 Burkemont Ave., Morganton, NC 28655	Cost of purchasing and installing an inclined platform lift to provide wheelchair users access	\$25,000.00
8/25/2017	William Way LGBT Community Center	1315 Spruce Street, Philadelphia, PA 19107	Help with the costs of the Center's "Out and Faithful" program.	\$5,000.00
8/10/2017	Women Make Movies	115 West 29 Street, Suite 1200, New York, NY 10001	General charitable purposes	\$4,000.00
3/6/2017	Women's Alliance for Theology, Ethics and Ritual	8121 Georgia Avenue, Suite 310, Silver Spring, MD 20910	General operating expenses	\$42,000.00
11/2/2017	Women's Resource Center	125 - 3rd Street, NE, Hickory, NC 28601	General operating expenses	\$10,000.00
6/26/2017	Worcester Area Mission Society	6 Institute Road Worcester, MA 01609	General operating expenses	\$15,000.00
11/14/2017	Yale University	409 Prospect Street, New Haven, CT 06511	General operating expenses	\$60,000.00
			Total:	\$9,912,009.61
				50,000.00
			Total:	\$9,962,009.61

Return of unspent grant (pg. 11)

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

Form of Applications

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

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

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

Application Deadlines

The Foundation Board generally meets in the spring and in the autumn. Applications must be postmarked or private carrier dated on or before January 31 to be considered at the spring meeting and on or before July 15 for the autumn meeting.

Grant-Making Guidelines

1. The Foundation will consider grant requests from public charities which had direct relationships with Leona or Rhodes Carpenter during their lifetimes.

2. The Foundation will consider grant requests in support of graduate theological education from United States and Canadian ~~organizations which are public charities~~

E. RHODES AND LEONA B. CARPENTER FOUNDATION
Grant-Making Guidelines – as of 9/26/18

Form of Applications

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

- be in writing (no emails), in duplicate (2 copies), have all pages numbered and include a contact name and address
- **except as stated in 4 below**, be addressed to: E Rhodes and Leona B. Carpenter Foundation, 1735 Market Street, Suite 3420, Philadelphia, PA 19103
- begin with a maximum 50-word description of the project and the amount of funding requested
- include a brief history and the purpose of the requesting organization and a fuller description of the specific project for which funding is requested
- include a detailed budget for that project, including any charges for general administrative overhead
- have enclosed (i) one copy of the requesting organization's financial statements for its current and immediately preceding fiscal year, (ii) one copy of the organization's IRS ruling that it is described in Internal Revenue Code Section 501(c)(3) and is not a private foundation under Code Section 509(a); and (iii) if the organization is required to file Federal Form 990, one copy of the organization's most recently filed Form.

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

Application Deadlines

The Foundation Board generally meets in the spring and in the autumn. Applications must be postmarked or private carrier dated on or before January 31 to be considered at the spring meeting and on or before July 15 for the autumn meeting.

Grant-Making Guidelines

1. The Foundation will consider grant requests from public charities which had direct relationships with Leona or Rhodes Carpenter during their lifetimes.
2. The Foundation will consider grant requests in support of graduate theological education from United States and Canadian organizations which are public charities.
3. The Foundation will consider grant requests for support of the performing arts in Richmond, Virginia. The Foundation will consider requests from public charities located in or outside Richmond, provided that the performing arts activity for which funding is requested occurs within the Richmond City limits
4. The Foundation will consider requests for any charitable purpose from public charities located in Conover, NC, Temple, TX; Tupelo, MS; Russellville, KY; and Riverside, CA. Such requests should conform to the requirements listed under Form of Applications and Application Deadlines above, except that **such requests should be submitted to the Carpenter Co. manufacturing facility in the community in which the requesting public charity is located.**
5. The Foundation will consider requests from museums which are public charities and have a permanent collection for the purchase, conservation and exhibition of Asian art and relating to education in Asian art. In addition, the Foundation will consider requests from such institutions to underwrite the costs of exhibitions of Western art in the Peoples Republic of China or the Republic of China (Taiwan).
6. The Foundation will consider funding public charities' projects and programs (e.g., conferences, resources, etc.) offering support to ~~leather~~ ~~spiritual~~ ~~and~~ ~~transgender~~ ~~persons~~ ~~of~~ ~~faith~~ ~~or~~ ~~endeavors~~ ~~to~~ ~~insure~~ ~~faith~~ ~~communities'~~ ~~understanding~~ ~~affirmation~~ ~~and~~ ~~inclusion~~