

Form 990-PF

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation
CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP

Number and street (or P O box number if mail is not delivered to street address) Room/suite
55 HUDSON YARDS

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10001

A Employer identification number
13-3912203

B Telephone number
212-530-5880

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

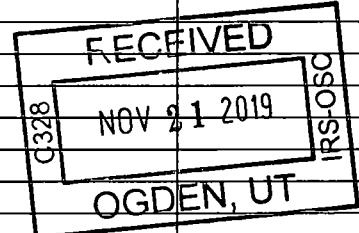
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 269,170,254.** (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

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)
1 Contributions, gifts, grants, etc., received	21,466,197.		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	2,262,894.	2,262,894.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,397,129.			
b Gross sales price for all assets on line 6a	47,899,259.			
7 Capital gain net income (from Part IV, line 2)		10,397,129.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	1,257,836.	1,269,627.		STATEMENT 2
12 Total Add lines 1 through 11	35,384,056.	13,929,650.		
13 Compensation of officers, directors, trustees, etc	125,000.	37,500.		87,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	3,933.	1,180.		2,753.
16a Legal fees STMT 3	231,576.	115,788.		115,788.
b Accounting fees STMT 4	284,290.	120,310.		163,980.
c Other professional fees STMT 5	557,615.	494,120.		63,495.
17 Interest				
18 Taxes STMT 6	284,713.	134,713.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	33,356.	6,759.		26,597.
24 Total operating and administrative expenses. Add lines 13 through 23	1,520,483.	910,370.		460,113.
25 Contributions, gifts, grants paid	5,155,425.			5,155,425.
26 Total expenses and disbursements Add lines 24 and 25	6,675,908.	910,370.		5,615,538.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	28,708,148.			
b Net investment income (if negative, enter -0-)		13,019,280.		
c Adjusted net income (if negative, enter -0-)			N/A	



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	1,521,005.	2,756,927.	2,756,927.
	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 ▶ 230,927.			
	Less: allowance for doubtful accounts ▶ 0.	0.	230,927.	233,699.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	305,890.	0.	0.
	b Investments - corporate stock STMT 9	18,914,913.	21,431,911.	20,401,398.
	c Investments - corporate bonds STMT 10	8,123,691.	6,511,489.	6,385,860.
	11 Investments - land, buildings, and equipment, basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	213,424,570.	235,118,715.	239,392,370.	
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)	242,290,069.	266,049,969.	269,170,254.	
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 12)	3,133,557.	2,732,311.	
	23 Total liabilities (add lines 17 through 22)	3,133,557.	2,732,311.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	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	239,156,512.	263,317,658.		
30 Total net assets or fund balances	239,156,512.	263,317,658.		
31 Total liabilities and net assets/fund balances	242,290,069.	266,049,969.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	239,156,512.
2 Enter amount from Part I, line 27a	2	28,708,148.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	267,864,660.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	4,547,002.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	263,317,658.

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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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a					
b SEE ATTACHED STATEMENTS					
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	47,899,259.	37,502,130.	10,397,129.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) 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			10,397,129.		
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	10,397,129.
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				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) 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))
2017	1,393,870.	224,108,737.	.006220
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
2 Total of line 1, column (d)			2 1.174851
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 .234970
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 277,041,512.
5 Multiply line 4 by line 3			5 65,096,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 130,193.
7 Add lines 5 and 6			7 65,226,637.
8 Enter qualifying distributions from Part XII, line 4 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.			8 5,615,538.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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 1,358,486.		1,267,145.	91,341.
b 741,631.		591,982.	149,649.
c 500,517.		504,444.	-3,927.
d 1,348,353.		1,362,091.	-13,738.
e 162,727.		165,185.	-2,458.
f 193,270.		195,165.	-1,895.
g 1,128,121.		999,201.	128,920.
h 728,956.		616,486.	112,470.
i 2,743,298.		2,685,302.	57,996.
j 323,500.		287,352.	36,148.
k 243,048.		186,487.	56,561.
l 225,501.		152,055.	73,446.
m 80,541.		100,280.	-19,739.
n 105,148.		124,948.	-19,800.
o 443,953.		321,531.	122,422.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			91,341.
b			149,649.
c			-3,927.
d			-13,738.
e			-2,458.
f			-1,895.
g			128,920.
h			112,470.
i			57,996.
j			36,148.
k			56,561.
l			73,446.
m			-19,739.
n			-19,800.
o			122,422.

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	
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	3	

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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 474,788.		299,498.	175,290.
b 198,373.		216,671.	-18,298.
c 191,354.		175,256.	16,098.
d 2,072.			2,072.
e 80,937.			80,937.
f		4,752.	-4,752.
g 4,029,377.		3,938,896.	90,481.
h 25,889,770.		20,659,126.	5,230,644.
i 1,031,373.		1,301,672.	-270,299.
j 150,000.		159,506.	-9,506.
k		1,187,099.	-1,187,099.
l 4,489,298.			4,489,298.
m 1,034,867.			1,034,867.
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)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			175,290.
b			-18,298.
c			16,098.
d			2,072.
e			80,937.
f			-4,752.
g			90,481.
h			5,230,644.
i			-270,299.
j			-9,506.
k			-1,187,099.
l			4,489,298.
m			1,034,867.
n			
o			

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	10,397,129.
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	3	N/A

CARROLL PETRIE FOUNDATION

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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. 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, 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	260,386.
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	260,386.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	397,197.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	497,197.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	236,811.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3	X	
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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? Website address ► N/A	X	
14 The books are in care of ► PERELSON WEINER LLP Telephone no. ► 212-605-3100 Located at ► 299 PARK AVENUE, 2ND FLOOR, NEW YORK, NY ZIP+4 ► 10171-0002		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		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	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
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 2018 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 2018.) N/A	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 2018?	4b	X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d). <div style="text-align:right;">SEE STATEMENT 13</div>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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 C/O MILBANK LLP, 55 HUDSON YARDS NEW YORK, NY 10001	EXECUTIVE DIR & PRESIDENT 20.00	125,000.	0.	0.
CAROLINA PORTAGO C/O MILBANK LLP, 55 HUDSON YARDS NEW YORK, NY 10001	DIRECTOR, VICE-PRES & SECRETARY 5.00	0.	0.	0.
CAMILLE MANNING C/O MILBANK LLP, 55 HUDSON YARDS NEW YORK, NY 10001	DIRECTOR & TREASURER 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

CARROLL PETRIE FOUNDATION

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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
PERELSON WEINER LLP - 299 PARK AVENUE, 2ND FLOOR, NEW YORK, NY 10171	ACCOUNTING, TAX & CONSULTING FEES	284,290.
MONTICELLO ASSOCIATES - 1800 LARIMER STREET, STE 2100, DENVER, CO 80202	ADVISORY FEES	250,000.
MILBANK LLP 55 HUDSON YARDS, NEW YORK, NY 10001	LEGAL FEES	204,117.
JP MORGAN CHASE 270 PARK AVENUE, NEW YORK, NY 10017	FDN ADMIN & INVESTMENT FEES	113,734.

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	
3 All other program-related investments. See instructions.	
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	279,417,880.
b	Average of monthly cash balances	1b	1,842,538.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	281,260,418.
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	281,260,418.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,218,906.
5	Net value of noncharitable-use assets . Subtract line 4 from line 3. Enter here and on Part V, line 4	5	277,041,512.
6	Minimum investment return . Enter 5% of line 5	6	13,852,076.

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	13,852,076.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	260,386.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	260,386.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,591,690.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,591,690.
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	13,591,690.

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	5,615,538.
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	5,615,538.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions . Subtract line 5 from line 4	6	5,615,538.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				13,591,690.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			5,163,805.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 5,615,538.				
a Applied to 2017, but not more than line 2a			5,163,805.	
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 2018 distributable amount				451,733.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				13,139,957.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

CARROLL PETRIE FOUNDATION

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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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
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:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
ACEQUIA MADRE PTC INC 700 ACEQUIA MADRE SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	5,000.
ANIMAL PROTECTION OF NEW MEXICO INC PO BOX 11395 ALBUQUERQUE, NM 87192	N/A	PC	GENERAL SUPPORT	852,925.
AMIGOS BRAVOS INC. PO BOX 238 TAOS, NM 87571	N/A	PC	GENERAL SUPPORT	5,000.
CARNEGIE HILL NEIGHBORS 1326 MADISON AVENUE NEW YORK, NY 10128	N/A	PC	GENERAL SUPPORT	25,000.
CENTRAL PARK CONSERVANCY 14 E 60TH STREET NEW YORK, NY 10022	N/A	PC	GENERAL SUPPORT	25,000.
Total	SEE CONTINUATION SHEET(S)			5,155,425.
b Approved for future payment				
NONE				
Total				
				0.

**CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHIMP HAVEN INC 13600 CHIMPANZEE PLACE KEITHVILLE, LA 71047	N/A	PC	GENERAL SUPPORT	500,000.
CONSERVATION VOTERS NEW MEXICO EDUCATION FUND 200 W DE VARGAS ST SUITE 1 SANTA FE, NM 87501	N/A	PC	GENERAL SUPPORT	137,500.
DEFENDERS OF WILDLIFE 1130 17TH ST NW WASHINGTON, DC 20036	N/A	PC	GENERAL SUPPORT	800,000.
ENDANGERED SPECIES COALITION PO BOX 65195 WASHINGTON, DC 20035	N/A	PC	GENERAL SUPPORT	225,000.
ESPANOLA VALLEY HUMANE SOCIETY 108 HAMM PARKWAY ESPANOLA, NM 87532	N/A	PC	GENERAL SUPPORT	90,000.
FRIENDS OF THE BOSQUE DEL APACHE NATIONAL WILDLIFE REFUGE INC PO BOX 340 SAN ANTONIO, NM 87832	N/A	PC	GENERAL SUPPORT	120,000.
HEART & SOUL ANIMAL SANCTUARY 73 WILD TURKEY WAY SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	15,000.
HUMAN RIGHTS FIRST 75 BROAD STREET 31ST FLOOR NEW YORK, NY 10004	N/A	PC	GENERAL SUPPORT	200,000.
HUMANE SOCIETY OF CENTRAL DELAWARE COUNTY INC PO BOX 88 DELHI, NY 13753	N/A	PC	GENERAL SUPPORT	25,000.
IMMIGRANT JUSTICE CORPS 17 BATTERY PLACE #236 NEW YORK, NY 10004	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				4,242,500.

**CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP**

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	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
Name and address (home or business)				
INSTITUTE OF AMERICAN INDIAN & ALASKA NATIVE CULTURE & ARTS PO BOX 5310 SANTA FE, NM 87502	N/A	PC	GENERAL SUPPORT	5,000.
JANES DUE PROCESS INC. PO BOX 685137 AUSTIN, TX 78768	N/A	PC	GENERAL SUPPORT	10,000.
KINDRED SPIRITS ANIMAL SANCTUARY 3749 NM-14 SANTA FE, NM 87508	N/A	PC	GENERAL SUPPORT	20,000.
MOUNT SINAI MEDICAL CENTER INC. 1 GUSTAVE L LEVY PLACE BOX 1049 NEW YORK, NY 10029	N/A	PC	GENERAL SUPPORT	15,000.
NATURESERVE 4600 N FAIRFAX DRIVE 7TH FLOOR ARLINGTON, VA 22203	N/A	PC	GENERAL SUPPORT	125,000.
NEO PHILANTHROPY 45 WEST 36TH STREET 6TH FLOOR NEW YORK, NY 10018	N/A	PC	GENERAL SUPPORT	5,000.
NEW MEXICO ENVIRONMENTAL LAW CENTER 1405 LUISA STREET STE #5 SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	150,000.
NEW MEXICO FUND FOR WOMEN AND GIRLS 1807 2ND STREET STE 76 SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	5,000.
NEW MEXICO WILDERNESS ALLIANCE 317 COMMERCIAL ST NE STE 300 ALBUQUERQUE, NM 87102	N/A	PC	GENERAL SUPPORT	250,000.
NEW MEXICO WILDLIFE CENTER PO BOX 246 ESPANOLA, NM 87532	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				

CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PHYSICIANS COMMITTEE FOR RESPONSIBLE MEDICINE FOUNDATION 5100 WISCONSIN AVE NW STE 400 WASHINGTON, DC 20016	N/A	PC	GENERAL SUPPORT	500,000.
SANTA FE ANIMAL SHELTER 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	N/A	PC	GENERAL SUPPORT	25,000.
SANTA FE DREAMERS PROJECT PO BOX 8009 SANTA FE, NM 87504	N/A	PC	GENERAL SUPPORT	5,000.
SANTA FE SKI TEAM PO BOX 23747 SANTA FE, NM 87502	N/A	PC	GENERAL SUPPORT	10,000.
SJOGREN'S SYNDROME FOUNDATION 6707 DEMOCRACY BOULEVARD SUITE 325 BETHESDA, MD 20817	N/A	PC	GENERAL SUPPORT	35,000.
SOMOS UN PUEBLO UNIDO 1804 ESPINACITAS STREET SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	10,000.
TEWA WOMAN UNITED PO BOX 397 SANTA CRUZ, NM 87567	N/A	PC	GENERAL SUPPORT	10,000.
THE COMING HOME CONNECTION INC 418 CERRILLOS ROAD, STE 27 SANTA FE, NM 87501	N/A	PC	GENERAL SUPPORT	5,000.
THE DONKEY SANCTUARY SLADE HOUSE FARM DEVON, SIDMOUTH, UNITED KINGDOM EX10 ONU	N/A	FOREIGN CHARITY	GENERAL SUPPORT	10,000.
THE HORSE SHELTER 1600 LENA STREET SANTA FE, NM 87505	N/A	PC	GENERAL SUPPORT	50,000.
Total from continuation sheets				

CARROLL PETRIE FOUNDATION
 C/O DAVID J STOLL, MILBANK LLP

13-3912203

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE RATO DRATSANG FOUNDATION PO BOX 1873 NEW YORK, NY 10156	N/A	PF	GENERAL SUPPORT	20,000.
THE TOBY PROJECT INC 220 WEST 72ND STREET NEW YORK, NY 10023	N/A	PC	GENERAL SUPPORT	20,000.
THE WILDERNESS SOCIETY 1615 M ST NW 2ND FL WASHINGTON, DC 20036	N/A	PC	GENERAL SUPPORT	100,000.
WILD EARTH SOCIETY INC. 1402 3RD AVENUE STE 1019 SEATTLE, WA 98101	N/A	PC	GENERAL SUPPORT	125,000.
WILD SPIRIT WOLF SANCTUARY HC 61 BOX 28 RAMAH, NM 87321	N/A	PC	GENERAL SUPPORT	20,000.
WILDEARTH GUARDIANS 516 ALTO STREET SANTA FE, NM 87501	N/A	PC	GENERAL SUPPORT	250,000.
XERCES SOCIETY INC. 628 NE BROADWAY STE 200 PORTLAND, OR 97232	N/A	PC	GENERAL SUPPORT	250,000.
Total from continuation sheets				

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		X

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

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

b If "Yes," complete the following schedule

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

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

[Signature] 11/8/19 **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instr.
 Yes No

Paid Preparer Use Only	Print/Type preparer's name RONALD G. WEINER, CPA	Preparer's signature <i>[Signature]</i>	Date 11/8/19	Check <input type="checkbox"/> if self-employed	PTIN P00690869
	Firm's name ▶ PERELSON WEINER LLP				Firm's EIN ▶ 13-3791592
	Firm's address ▶ 299 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10171-0002				Phone no 212-605-3100

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 for the latest information.

OMB No 1545 0047

2018

Name of the organization

CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP

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 (entering "N/A" in column (b) instead of the contributor name and address), 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) (2018)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 7,304.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 159,316.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 301,732.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 389,014.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 408,740.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 510,927.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>780,085.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
<u>8</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>373,519.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
<u>9</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>363,759.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
<u>10</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>60,301.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
<u>11</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>13,793.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>
<u>12</u>	<u>ESTATE OF CARROLL PETRIE</u> <u>C/O SCHULTE ROTH & ZABEL, 919 THIRD</u> <u>AVENUE</u> <u>NEW YORK, NY 10022</u>	\$ <u>173,644.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions)</small>

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 153,720.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
14	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 305,448.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
15	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 195,285.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
16	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 367,417.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
17	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 19,249.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
18	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 598,331.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 236,858.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
20	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 974,423.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
21	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 206,658.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
22	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 582,967.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
23	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 199,774.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
24	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 145,020.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 403,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
26	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 387,072.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
27	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 574,557.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
28	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 2,285,564.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
29	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 150,136.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
30	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 141,485.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 164,850.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
32	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 142,072.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
33	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 274,480.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
34	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 261,072.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
35	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 230,120.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
36	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 141,127.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

CARROLL PETRIE FOUNDATION
C/O DAVID J. STOLL, MILBANK LLP

Employer identification number

13-3912203

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 90,415.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
38	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 338,652.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
39	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 347,880.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
40	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 485,627.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
41	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 106,165.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
42	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 319,792.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 631,127.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
44	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 504,372.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
45	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 240,840.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
46	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 185,269.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
47	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 230,159.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
48	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 259,235.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

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C/O DAVID J STOLL, MILBANK LLP

Employer identification number

13-3912203

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 885,029.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
50	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 196,455.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
51	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 108,628.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
52	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 501,891.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
53	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 182,435.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
54	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 156,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP

Employer identification number

13-3912203

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 35,610.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
56	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 16,125.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
57	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 443,299.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
58	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 80,020.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
59	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 200,731.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
60	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 146,381.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization CARROLL PETRIE FOUNDATION C/O DAVID J STOLL, MILBANK LLP	Employer identification number 13-3912203
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 49,993.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
62	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 143,834.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
63	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 466,269.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
64	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 1,200,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
65	ESTATE OF CARROLL PETRIE C/O SCHULTE ROTH & ZABEL, 919 THIRD AVENUE NEW YORK, NY 10022	\$ 230,927.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
2	1,050 SHARES - ACCENTURE PLC <hr/> <hr/> <hr/>	\$ 159,316.	05/02/18
3	294 SHARES - ALPHABET INC CL A <hr/> <hr/> <hr/>	\$ 301,732.	05/02/18
4	380 SHARES - ALPHABET INC CLASS C <hr/> <hr/> <hr/>	\$ 389,014.	05/02/18
5	260 SHARES - AMAZON.COM INC <hr/> <hr/> <hr/>	\$ 408,740.	05/02/18
6	7,300 SHARES - AMETEK INC NEW <hr/> <hr/> <hr/>	\$ 510,927.	05/02/18
7	4,410 SHARES - APPLE INC <hr/> <hr/> <hr/>	\$ 780,085.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
8	730 SHARES - BLACKROCK INC	\$ 373,519.	05/02/18
9	1,100 SHARES - BOEING CO	\$ 363,759.	05/02/18
10	495 SHARES - BOSTON PPTYS INC	\$ 60,301.	05/02/18
11	287 SHARES - BRIGHHOUSE FINANCIAL INC	\$ 13,793.	05/02/18
12	3,375 SHARES - BRISTOL-MYERS SQUIBB CO	\$ 173,644.	05/02/18
13	1,800 SHARES - CELGENE CORP	\$ 153,720.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
14	2,424 SHARES - CHEVRON CORP	\$ 305,448.	05/02/18
15	1,500 SHARES - CHUBB LTD	\$ 195,285.	05/02/18
16	8,771 SHARES - COCA COLA CO	\$ 367,417.	05/02/18
17	304 SHARES - COLGATE PALMOLIVE CO	\$ 19,249.	05/02/18
18	3,100 SHARES - COSTCO WHOLESALE CORP	\$ 598,331.	05/02/18
19	1,650 SHARES - CUMMINS INC	\$ 236,858.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
20	36,550 SHARES - ENTERPRISE PRODUCTS PARTNERS LP COM UNIT	\$ 974,423.	05/02/18
21	2,700 SHARES - EXXON MOBILE CORP	\$ 206,658.	05/02/18
22	3,350 SHARES - FACEBOOK INC CL A	\$ 582,967.	05/02/18
23	825 SHARES - FEDEX CORP	\$ 199,774.	05/02/18
24	2,000 SHARES - FORTIVE CORP	\$ 145,020.	05/02/18
25	2,200 SHARES - HOME DEPOT INC	\$ 403,018.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
26	2,700 SHARES - HONEYWELL INTL INC	\$ 387,072.	05/02/18
27	10,990 SHARES - INTEL CORP	\$ 574,557.	05/02/18
28	12,219 SHARES - ISHARES TR S&P MIDCAP 400 INDEX FUND	\$ 2,285,564.	05/02/18
29	1,400 SHARES - J P MORGAN CHASE & CO	\$ 150,136.	05/02/18
30	1,150 SHARES - JOHNSON & JOHNSON CO	\$ 141,485.	05/02/18
31	3,000 SHARES - KRAFT HEINZ CO/THE	\$ 164,850.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
32	750 SHARES - LAM RESEARCH CORP	\$ 142,072.	05/02/18
33	5,840 SHARES - L'OREAL CO UNSPONSORED ADR	\$ 274,480.	05/02/18
34	1,400 SHARES - MASTERCARD INC-CLASS A	\$ 261,072.	05/02/18
35	4,000 SHARES - MERCK & CO INC	\$ 230,120.	05/02/18
36	3,160 SHARES - METLIFE INC	\$ 141,127.	05/02/18
37	1,050 SHARES - MICROCHIP TECHNOLOGY INC	\$ 90,415.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
38	3,600 SHARES - MICROSOFTCORP	\$ 338,652.	05/02/18
39	5,200 SHARES - NIKE INC CL B	\$ 347,880.	05/02/18
40	10,092 SHARES - NOVO NORDISK AS SPONSORED ADR	\$ 485,627.	05/02/18
41	410 SHARES - O REILLY AUTOMOTIVE INC	\$ 106,165.	05/02/18
42	9,200 SHARES - PFIZER INC	\$ 319,792.	05/02/18
43	4,352 SHARES - PNC FINL SVCS GROUP INC	\$ 631,127.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
44	3,300 SHARES - PRAXAIR INC	\$ 504,372.	05/02/18
45	3,375 SHARES - PROCTER & GAMBLE CO	\$ 240,840.	05/02/18
46	700 SHARES - ROPER TECHNOLOGIES INC	\$ 185,269.	05/02/18
47	1,850 SHARES - SALESFORCE.COM INC	\$ 230,159.	05/02/18
48	1,630 SHARES - SIMON PPTY GROUP INC NEW	\$ 259,235.	05/02/18
49	3,370 SHARES - SPDR S&P 500 ETF TRUST	\$ 885,029.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
50	3,500 SHARES - STARBUCKS CORP	\$ 196,455.	05/02/18
51	1,300 SHARES - TJX COS INC NEW	\$ 108,628.	05/02/18
52	3,810 SHARES - UNION PACIFIC CORP	\$ 501,891.	05/02/18
53	1,550 SHARES - UNITED TECHNOLOGIES CORP	\$ 182,435.	05/02/18
54	4,000 SHARES - UNUM GROUP	\$ 156,200.	05/02/18
55	280 SHARES - VISA INC CLA	\$ 35,610.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
56	140 SHARES - ZIMMER BIOMET HOLDINGS INC	\$ 16,125.	05/02/18
57	5,650 SHARES - V.F. CORPORATION	\$ 443,299.	05/02/18
58	555 SHARES - ECOLAB INC.	\$ 80,020.	05/02/18
59	2,840 SHARES - ISHARES MSCI EAFE ETF	\$ 200,731.	05/02/18
60	1,138 SHARES - VANGUARD MID-CAP GROWTH ETF	\$ 146,381.	05/02/18
61	1,045 SHARES - VERIZON COMMUNICATIONS INC.	\$ 49,993.	05/02/18

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
62	<u>1,327 SHARES - VANGUARD MID-CAP VALUE</u> <u>ETF</u>	\$ <u>143,834.</u>	<u>05/02/18</u>
63	<u>2,070 SHARES - ROCHE HOLDING AG BASEL</u> <u>(CHF)</u>	\$ <u>466,269.</u>	<u>05/02/18</u>
64	<u>INTEREST IN 335 AUSTRALIAN AVENUE LLC</u>	\$ <u>1,200,000.</u>	<u>02/27/18</u>
65	<u>LOAN RECEIVABLE</u>	\$ <u>230,927.</u>	<u>04/03/18</u>
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization
CARROLL PETRIE FOUNDATION
C/O DAVID J STOLL, MILBANK LLP

Employer identification number
13-3912203

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. from 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

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(a) No. from 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

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(a) No. from 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

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(a) No. from 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

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN CHASE	2,552,663.	931,927.	1,620,736.	1,620,736.	
NEUBERGER BERMAN	263,252.	0.	263,252.	263,252.	
NEUBERGER BERMAN	426,392.	0.	426,392.	426,392.	
NEUBERGER BERMAN	102,940.	102,940.	0.	0.	
NEUBERGER BERMAN - ACCRUED INTEREST	-10,675.	0.	-10,675.	-10,675.	
NEUBERGER BERMAN - BOND AMORTIZATION	-36,811.	0.	-36,811.	-36,811.	
TO PART I, LINE 4	3,297,761.	1,034,867.	2,262,894.	2,262,894.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
THRU K-1 INVESTMENTS - NET INVESTMENT INCOME	1,267,615.	1,267,615.	
THRU K-1 INVESTMENTS - NET INVESTMENT INCOME	0.	2,012.	
NET UBTI FROM PARTNERSHIPS	-8,425.	0.	
UBTI CAP G/(L) FROM PARTNERSHIPS	-1,354.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,257,836.	1,269,627.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	231,576.	115,788.		115,788.
TO FM 990-PF, PG 1, LN 16A	231,576.	115,788.		115,788.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, TAX AND CONSULTING FEES	284,290.	120,310.		163,980.
TO FORM 990-PF, PG 1, LN 16B	284,290.	120,310.		163,980.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACTUARIAL CONSULTING FEES	995.	0.		995.
FDN ADMIN SERVICES	62,500.	0.		62,500.
INVESTMENT MANAGEMENT FEES - BROKERS AND INVESTMENT ADVISORS	494,120.	494,120.		0.
TO FORM 990-PF, PG 1, LN 16C	557,615.	494,120.		63,495.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	150,000.	0.		0.
FOREIGN TAXES THRU K-1 INVESTMENTS -	16,457.	16,457.		0.
FOREIGN TAXES	118,256.	118,256.		0.
TO FORM 990-PF, PG 1, LN 18	284,713.	134,713.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXP, OFFICE, TELECOMMUNICATIONS, ETC.	23,597.	0.		23,597.
FILING FEES	3,000.	0.		3,000.
OTHER INVESTMENT EXPENSES	6,759.	6,759.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	33,356.	6,759.		26,597.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
CHANGE IN CHARITABLE GIFT ANNUITY RESERVE		88,374.
ADJUSTMENT FOR DIFFERENCE BETWEEN FMV AND BOOK VALUE OF SECURITIES GIFTED		4,458,628.
TOTAL TO FORM 990-PF, PART III, LINE 5		4,547,002.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
JPM CHASE - SEGREGATED CHARITABLE GIFT ANNUITY ACCOUNT- SEE ATTACHED	3,264,282.	2,895,937.	
NEUBERGER BERMAN ACCT #6030 - SEE ATTACHED	3,030,681.	2,782,069.	
NEUBERGER BERMAN ACCT #6031 - SEE ATTACHED	2,404,152.	2,518,492.	
NEUBERGER BERMAN ACCT #6032 - SEE ATTACHED	1,213,411.	1,108,980.	
NEUBERGER BERMAN ACCT #6033 - SEE ATTACHED	1,031,546.	1,016,282.	
NEUBERGER BERMAN ACCT #6034 - SEE ATTACHED	895,671.	1,191,565.	
NEUBERGER BERMAN ACCT #6035 - SEE ATTACHED	1,183,366.	1,157,409.	
NEUBERGER BERMAN ACCT #6021 - SEE ATTACHED	8,408,802.	7,730,664.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,431,911.	20,401,398.	

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN ACCT #6028 - SEE ATTACHED	5,179,255.	5,094,014.
NEUBERGER BERMAN ACCT #6029 - SEE ATTACHED	1,332,234.	1,291,846.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,511,489.	6,385,860.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ANCHORAGE CAPITAL PARTNERS OFFSHORE LTD	COST	6,000,000.	6,487,930.
ARISAIG GLOBAL MKTS CONSUMER FUND LTD	COST	2,500,000.	2,746,409.
AXIOM ASIA PRIVATE CAPITAL	COST	99,709.	120,532.
BLUEGRASS EQUITY FUND LP	COST	1,675,843.	1,737,574.
CANYON DISTRESSED OPP FUND II	COST	2,950,000.	3,529,916.
CEDAR ROCK CAPITAL PARTNERS LLC	COST	10,512,183.	9,370,784.
CLAYTON, DUBLIER & RICE X FUND	COST	532,834.	481,388.
CD&R FUND X WATERWORKS B1 LP	COST	276,714.	320,266.
CTF RESEARCH EQUITY FUND	COST	14,653,174.	13,230,164.
DAVIDSON KEMPNER INSTL PARTNERS LP	COST	6,310,343.	6,272,426.
DAVIDSON KEMPNER LT DISTRESSED OPPORTUNITIES IV (AIV) LP	COST	309,034.	303,947.
DAVIDSON KEMPNER LT DISTRESSED OPPORTUNITIES IV LP	COST	630,000.	706,133.
EDGEWOOD GROWTH FUND	COST	16,452,316.	20,749,329.
FARALLON CAPITAL INSTL PARTNERS LP	COST	5,624,537.	5,437,299.
FARALLON EQUITY PARTNERS LP	COST	13,099,832.	13,132,583.
GMO EMERGING DOMESTIC OPP FUND	COST	7,873,875.	6,895,271.
GOLUB CAPITAL PARTNERS INTL FUND LP	COST	1,050,000.	1,067,082.
GQG PARTNERS EMERGING MARKETS FUND LP	COST	5,073,117.	5,016,773.
GQG PARTNERS INTERNATIONAL EQUITY FUND	COST	11,500,330.	12,421,877.
HARBOR SPRINGS CAPITAL PARTNERS	COST	5,000,000.	4,597,419.
HIGHCLERE INTERNATIONAL SMID FUND	COST	8,420,054.	7,850,506.
IMPALA FUND LTD D SERIES 03	COST	7,000,000.	6,310,446.
KABOUTER INTL OPP OFFSHORE FUND	COST	2,500,000.	2,621,161.
LEXINGTON MIDDLE MARKETS IV LP	COST	0.	42,049.
MW EUREKA FUND	COST	8,000,000.	8,555,633.
NEWPORT ASIA INSTITUTIONAL FUND	COST	7,121,520.	7,847,465.
OWL ROCK	COST	975,650.	920,844.
REDWOOD DRAWDOWN OFFSHORE FUND II LP	COST	887,500.	925,485.

RENAISSANCE INSTL DIVERSIFIED FUND	COST	5,463,790.	6,250,788.
SAGEVIEW CAPITAL PARTNERS II	COST	1,431,079.	1,749,150.
SELECT EQUITY OFFSHORE LTD	COST	9,885,425.	11,372,066.
SPDR S&P 500 ETF	COST	21,275,883.	21,143,732.
THE SANDERSON INTL VALUE FUND	COST	10,534,040.	9,797,958.
VARDE FUND XIII LP	COST	247,109.	224,337.
JPM LIMITED DURATION BOND FUND R6	COST	38,052,824.	37,955,648.
INVESTMENT IN 335 AUSTRALIAN AVENUE LLC	COST	1,200,000.	1,200,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		235,118,715.	239,392,370.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11	STATEMENT 12
DESCRIPTION	BOY AMOUNT	BOY AMOUNT	EOY AMOUNT
CHARITABLE GIFT ANNUITY	2,779,893.	2,720,282.	
INVESTMENT CAPITAL CONTRIBUTION PAYABLE	353,664.	12,029.	
TOTAL TO FORM 990-PF, PART II, LINE 22	3,133,557.	2,732,311.	

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

THE RATO DRATSANG FOUNDATION

GRANTEE'S ADDRESS

PO BOX 1873
NEW YORK, NY 10156

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
20,000.	12/18/17	20,000.	11/02/18

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.

GRANTEE'S NAME

THE DONKEY SANCTUARY

GRANTEE'S ADDRESS

SLADE HOUSE FARM
SIDMOUTH, DEVON, UNITED KINGDOM, EX10 ONU

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
10,000.	12/16/18	10,000.	07/22/19

PURPOSE OF GRANT

GENERAL TAX-EXEMPT CHARITABLE PURPOSES.

DATES OF REPORTS BY GRANTEE

7/22/2019

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.

GRANTEE'S NAME

THE RATO DRATSANG FOUNDATION

GRANTEE'S ADDRESS

PO BOX 1873
NEW YORK, NY 10156

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
20,000.	12/24/18	20,000.	08/30/19

PURPOSE OF GRANT

GENERAL TAX-EXEMPT CHARITABLE PURPOSES.

DATES OF REPORTS BY GRANTEE

08/30/19

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 14

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 \$2,720,282 AS OF DECEMBER 31, 2018. THE FOUNDATION FILED ITS 2018 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.