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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE OVERBROOK FOUNDATION

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

122 EAST 42ND STREET

Room/suite

2500

City or town, state, and ZIP code

NEW YORK, NY 10168-2500

A Employer identification number

13-6088860

B Telephone number (see page 10 of the instructions)

(212) 661-8710

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ Accounting method: ☐ Cash ☒ Accrual16) ☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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 <input type="checkbox"/> If the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	1,128.	1,128.		
4 Dividends and interest from securities	1,895,279.	1,895,279.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	149,310.			
b Gross sales price for all assets on line 6a	50,934,431.			
7 Capital gain net income (from Part IV, line 2)		149,238.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-155,545.	-178,132.		ATCH 1
12 Total. Add lines 1 through 11	1,890,172.	1,867,513.		
13 Compensation of officers, directors, trustees, etc.	378,841.	26,316.		352,525.
14 Other employee salaries and wages	399,867.			399,867.
15 Pension plans, employee benefits	266,132.	3,799.		241,602.
16a Legal fees (attach schedule) ATCH 2	1,258.	629.	0.	5,629.
b Accounting fees (attach schedule) ATCH 3	50,000.	37,500.	0.	12,500.
c Other professional fees (attach schedule) *	1,929,094.	1,826,094.		90,500.
17 Interest	96,907.	96,907.		
18 Taxes (attach schedule) (see page 14 of the instructions) *	41,763.	36,614.		
19 Depreciation (attach schedule) and depletion	27,966.			
20 Occupancy ATCH 8A	94,347.			94,347.
21 Travel, conferences, and meetings	42,295.			42,295.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	94,886.	167.		94,075.
24 Total operating and administrative expenses. Add lines 13 through 23	3,423,356.	2,028,026.	0.	1,333,340.
25 Contributions, gifts, grants paid	5,355,502.			7,428,133.
26 Total expenses and disbursements. Add lines 24 and 25	8,778,858.	2,028,026.	0.	8,761,473.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-6,888,686.	-0-		
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)			-0-	

Operating and Administrative Expenses

SCANNED NOV 19 2010

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,473,530.	6,418,244.	6,418,244.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶	0.		
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use	649,907.	590,037.	590,037.
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	61,885,010.	88,390,999.	88,390,999.
	b Investments - corporate stock (attach schedule) <u>ATCH 7</u>			
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <u>ATCH 8</u>		30,327,085.	32,212,272.	32,212,272.
14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶ <u>ATCH 8</u>		549,749.	210,034.	210,034.
15 Other assets (describe ▶ <u>ATCH 9</u>)		111,318.	120,977.	120,977.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		113,684,850.	127,942,563.	127,942,563.
17 Accounts payable and accrued expenses		78,394.	57,313.	
18 Grants payable		2,694,472.	625,000.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable (attach schedule)				
22 Other liabilities (describe ▶ <u>ATCH 10</u>)	2,284,296.	306,405.		
23 Total liabilities (add lines 17 through 22)	5,057,162.	988,718.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	108,627,688.	126,953,845.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	108,627,688.	126,953,845.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	113,684,850.	127,942,563.		

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	108,627,688.
2 Enter amount from Part I, line 27a	2	-6,888,686.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 11</u>	3	25,214,843.
4 Add lines 1, 2, and 3	4	126,953,845.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	126,953,845.

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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 (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 SEE PART IV SCHEDULE				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col. (l) 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 <u>ATCH 1A</u> 149,310.
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.	{ }	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	10,069,427.	160,247,526.	0.062837
2007	9,445,546.	186,376,821.	0.050680
2006	9,190,091.	172,087,762.	0.053404
2005	9,051,733.	164,111,324.	0.055156
2004	8,404,850.	159,270,417.	0.052771

2 Total of line 1, column (d)	2 0.274848
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 0.054970
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 112,786,650.
5 Multiply line 4 by line 3	5 6,199,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7 6,199,882.
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 on page 18.	8 8,761,473.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a 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 ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b.		1	0.
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	
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009.	6a	191,901.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868).	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	191,901.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	191,901.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 116,901. Refunded <input type="checkbox"/>	11	75,000.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.OVERBROOK.ORG				
14	The books are in care of S MCGOLDRICK C/O THE FDTN Telephone no. 212-661-8710			
	Located at 122 E. 42ND ST., SUITE 2500 NEW YORK, NY ZIP + 4 10168-2500			
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		

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 fall to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		<input checked="" type="checkbox"/>
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 2009?		<input checked="" type="checkbox"/>
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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 page 20 of the instructions.)		<input checked="" type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2009 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 2009.)		<input checked="" type="checkbox"/>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
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 2009?		<input checked="" type="checkbox"/>

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 fall to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** ☒ X

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? **ATTACHMENT 12** ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** ☒ X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** ☒ N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
ATTACHMENT 13		378,841.	66,834.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		369,827.	117,047.	0.

Total number of other employees paid over \$50,000 ☐ NONE

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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** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		1,627,315.

Total number of others receiving over \$50,000 for professional services **NONE****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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	110,972,271.
b	Average of monthly cash balances	1b	3,531,942.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	114,504,213.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	114,504,213.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,717,563.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	112,786,650.
6	Minimum investment return. Enter 5% of line 5	6	5,639,333.

Part XI Distributable Amount (see page 25 of the 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	5,639,333.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,639,333.
4	Recoveries of amounts treated as qualifying distributions	4	3,159.
5	Add lines 3 and 4	5	5,642,492.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,642,492.

Part XII Qualifying Distributions (see page 25 of the 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	8,761,473.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,761,473.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,761,473.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,642,492.
2 Undistributed Income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	1,896,152.			
f Total of lines 3a through e	1,896,152.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 8,761,473.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed Income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				5,642,492.
e Remaining amount distributed out of corpus	3,118,981.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (e).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,015,133.			
b Prior years' undistributed Income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed Income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed Income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,015,133.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	1,896,152.			
e Excess from 2009	3,118,981.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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 page 28 of the 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.

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 16

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

ATTACHMENT 17

c Any submission deadlines:

NONE

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

NONE

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 SEE ATTACHMENT 18				7,428,133.
Total.			3a	7,428,133.
b Approved for future payment SEE ATTACHMENT 19				625,000.
Total.			3b	625,000.

Form 990-PF (2008)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	2,955.	2,955.
OTHER INVESTMENT INCOME	-158,500.	-181,087.
TOTALS	-155,545.	-178,132.

THE OVERBROOK FOUNDATION
Schedule of Realized Gains/(Losses)
December 31, 2009
EIN 13-6088860

PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME:

INVESTMENT CLASSIFICATION	INVESTMENTS		INVESTMENT REALIZED GAIN/(LOSS)
	PROCEEDS	COST	
Marketable Securities	50,934,431	50,444,910	489,521
Hedge Fund Investments (Pass-through net losses)	--	--	(793,758)
Venture Capital Funds (Pass-through net losses)	--	--	(7,146)
Real Estate Partnerships (Pass-through net losses)			(23,475)
Private Equity (Pass-through net gains)	--	--	484,166
Total Net Gains - Part IV - Line 2			\$ 149,310

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER, LLP	1,258.	629.		5,629.
TOTALS	<u>1,258.</u>	<u>629.</u>	<u>0.</u>	<u>5,629.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EISNER LLP	50,000.	37,500.		12,500.
TOTALS	<u>50,000.</u>	<u>37,500.</u>	<u>0.</u>	<u>12,500.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES INVESTMENT MGMT, CONSULTING, & CUSTODIAL FEES:	1,380,712.	1,280,712.	87,500.
GREENHAVEN ASSOCIATES	216,446.	216,446.	
NEUBERGER (HA SCHUPF)	66,444.	66,444.	
JP MORGAN CHASE	28,018.	28,018.	
WEISS	573.	573.	
NEUBERGER BERMAN, LLC	23,884.	23,884.	
RIVERSTONE/CARLYLE	45,100.	45,100.	
DIKER MICRO-VALUE FUND LP	20,085.	20,085.	
DUNE REAL ESTATE LP	21,184.	21,184.	
GS CAPITAL PARTNERS V LP	30,592.	30,592.	
OTHER PROFESSIONAL AND RELATED FEES	96,056.	93,056.	3,000.
TOTALS	<u>1,929,094.</u>	<u>1,826,094.</u>	<u>90,500.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	3,504.	
FOREIGN WITHHOLDING TAXES	36,614.	36,614.
OTHER TAXES AND FILING FEES	1,645.	
TOTALS	41,763.	36,614.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMPUTER EXPENSES	45,871.		45,871.
REPAIRS AND MAINTENANCE COSTS	5,473.		5,473.
DUES AND SUBSCRIPTIONS	11,721.		11,721.
INSURANCE	10,457.		10,457.
OFFICE EXPENSES	11,008.		10,364.
POSTAGE AND MAILING	2,358.		2,358.
PAYROLL PROCESSING FEES	2,415.	167.	2,248.
SEMINARS AND CONFERENCES	3,620.		3,620.
MISCELLANEOUS	1,963.		1,963.
TOTALS	<u>94,886.</u>	<u>167.</u>	<u>94,075.</u>

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
Certificates of Deposit			
1,000,000	CDARS 1/14/10 0 100% Due 01-14-10	1,000,000	1,000,000
1,000,000	CDARS 2/18/10 0.200% Due 02-18-10	1,000,000	1,000,000
245,000	REPUBLIC BANK & TRUST CD FDIC INS 0.500% Due 02-19-10	244,931	244,931
95,000	TOMATO BANK NA CD FDIC INS 1.400% Due 02-26-10	95,086	95,086
500,000	CDARS 3/25/10 1.050% Due 03-25-10	500,000	500,000
245,000	AMERICAN EXPRESS BK FSB UTAH CD FDIC INS 0.250% Due 05-18-10	244,496	244,496
95,000	FIRST NAT'L BANK OF RIVER FALLS CD FDIC INS 1.750% Due 10-12-10	95,553	95,553
95,000	ADVANTA BANK CORP CD FDIC 2.250% Due 02-25-11	95,987	95,987
95,000	GOLDMAN SACHS BANK USA CD FDIC INS 2.300% Due 02-25-11	96,040	96,040
95,000	BB & T FINANCIAL FSB CD FDIC INS 2.500% Due 03-11-11	96,270	96,270
1,000,000	CDARS 3/24/11 1.850% Due 03-24-11	1,000,000	1,000,000
		<u>4,468,363</u>	<u>4,468,363</u>

Corporate Bonds

100,000	CBS INC 7.700% Due 07-30-10	103,043	103,043
100,000	ALCOA INC 7.375% Due 08-01-10	103,160	103,160
100,000	BANK OF AMERICA CORPORATION 4.500% Due 08-01-10	102,092	102,092
100,000	CITIGROUP INC 4.625% Due 08-03-10	102,034	102,034
100,000	HSBC FINANCE CORP 4.625% Due 09-15-10	102,483	102,483
150,000	MANUFACTURERS & TRADERS TR BUF 8 000% Due 10-01-10	157,037	157,037
100,000	VORNADO RLTY TR 4.750% Due 12-01-10	102,283	102,283
150,000	AMERICAN EXPRESS CREDIT 5.000% Due 12-02-10	154,835	154,835
100,000	BURLINGTON NORTH SANTA FE 7.125% Due 12-15-10	106,135	106,135
100,000	METROPCS WIRELESS INC 9.250% Due 11-01-14	101,250	101,250
170,000	CROWN CASTLE INTL CORP 9.000% Due 01-15-15	181,050	181,050
100,000	CHESAPEAKE ENERGY CORP 7.250% Due 12-15-18	100,750	100,750
100,000	BALL CORP SR NTE 7.375% Due 09-01-19	102,750	102,750
300,000	BANK OF AMERICA CORP 8.000% Due 12-29-49	288,823	288,823

Attachment 7
Page 1 of 3

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
		<u>1,807,724</u>	<u>1,807,724</u>
Preferred Stock (FI)			
108,000	JPMORGAN CHASE & CO 7.900% Due 12-29-99	111,398	111,398
		<u>111,398</u>	<u>111,398</u>
Common Stock			
25,000	AMERICAN EXPRESS COMPANY	1,013,000	1,013,000
1,500	AMERICAN INTERNATIONAL GROUP INC	44,970	44,970
2,000	CHICAGO MERCANTILE EXCHANGE HOLDINGS INC C	671,920	671,920
3,000	COVANTA HOLDING CORPORATION	54,270	54,270
15,000	EVEREST RE GROUP LTD F	1,285,200	1,285,200
12,500	HARTFORD FINANCIAL SERVICES GROUP INC	290,750	290,750
2,101	INDYMAC BANCORP INC COM	74	74
35,000	JPMORGAN CHASE & CO	1,458,450	1,458,450
2,900	LOEWS CORP COM	105,415	105,415
700	M & T BK CORP COM	46,823	46,823
1,400	MERCURY GENL CORP NEW COM	54,964	54,964
16,000	MOODYS CORP COM	428,800	428,800
14,000	MSCI INC	445,200	445,200
20,000	PARTNERRE LTD F	1,493,200	1,493,200
2,700	SUN LIFE FINL INC COM	77,544	77,544
16,000	SVB FINL GROUP COM	666,560	666,560
1,800	TRAVELERS COMPANIES INC	89,748	89,748
5,000	VISA INC CL A CLASS A	437,300	437,300
13,600	ABBOTT LABORATORIES	734,264	734,264
4,000	ALCON INC COM SHS	657,400	657,400
1,500	AMGEN CORP	84,855	84,855
16,200	BECTON DICKINSON & CO	1,277,532	1,277,532
2,400	CARDINAL HEALTH INC	77,376	77,376
7,000	COVANCE INC	381,990	381,990
41,000	JOHNSON & JOHNSON	2,640,810	2,640,810
27,500	PERKINELMER INC COM	566,225	566,225
48,552	PFIZER INCORPORATED	883,161	883,161
15,000	ARBITRON INC COM	351,300	351,300
3,000	BLOCK H & R INC COM	67,880	67,880
37,500	CBS CORP-CLASS BWI	526,875	526,875
10,000	TIME WARNER INC NEW	291,400	291,400
16,100	TOYOTA MOTOR CORP ADR	1,354,976	1,354,976
1,600	VIACOM INC CL A	50,400	50,400
95,000	AGILENT TECHNOLOGIES COM	2,951,650	2,951,650
12,000	AMPHENOL CORP NEW CL A	554,160	554,160
250	AUTOMATIC DATA PROCESSING INC	10,705	10,705
30,000	CISCO SYSTEMS INC	718,200	718,200
86,101	INTEL CORP	1,756,460	1,756,460
1,000	INTL BUSINESS MACHINES	130,900	130,900
31,412	MICROSOFT CORP	957,438	957,438
3,400	ORACLE CORP COM	83,402	83,402
50,000	TEXAS INSTRUMENTS INC	1,303,000	1,303,000
32,500	THERMO FISHER SCIENTIF COM	1,549,925	1,549,925
20,000	WRIGHT EXPRESS CORP COM	637,200	637,200
90,000	XEROX CORP COM	761,400	761,400
60,154	3M COMPANY	4,972,931	4,972,931

Attachment 7
Page 2 of 3

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2009

Quantity	Security	Book Value	Market Value
3,500	ABB LTD-SPON ADR	66,850	66,850
2,200	ACCENTURE LTD	91,300	91,300
15,000	AVERY DENNISON CORP	547,350	547,350
11,500	BOEING COMPANY CMN	622,495	622,495
2,700	BROOKFIELD HOMES CORP COM	21,600	21,600
38,500	EMERSON ELECTRIC CO	1,640,100	1,640,100
53,000	FEDEX CORPORATION	4,422,850	4,422,850
85,000	GENERAL ELECTRIC COMPANY	1,286,050	1,286,050
2,400	GRANITE CONSTR INC COM	80,784	80,784
35,000	HONEYWELL INTERNATIONAL	1,372,000	1,372,000
22,500	NORFOLK SOUTHERN CORP	1,179,450	1,178,450
3,400	PACKAGING CORP AMER COM	78,234	78,234
35,000	PALL CORP	1,267,000	1,267,000
15,000	ROCKWELL COLLINS INC	830,400	830,400
15,000	SPIRIT AEROSYS HLDGS I COM CL A	297,900	297,900
3,800	TEEKAY LNG PARTNERS PRTRNSP UNITS	95,292	95,292
37,500	UNION PACIFIC CORP	2,396,250	2,396,250
12,500	VERISK ANALYTICS INC CL A	378,500	378,500
15,000	PEPSICO INCORPORATED	912,000	912,000
7,000	PROCTER & GAMBLE	424,410	424,410
15,000	WAL MART STORES INC	801,750	801,750
11,000	WALGREEN COMPANY	403,920	403,920
19,600	ANADARKO PETROLEUM CORP	1,223,432	1,223,432
40,000	BAKER HUGHES INC	1,619,200	1,619,200
29,000	CHEVRON CORPORATION	2,232,710	2,232,710
5,000	CONOCOPHILLIPS	255,350	255,350
45,000	DEVON ENERGY CORPORATION NEW	3,307,500	3,307,500
35,000	EQT CORPORATION	1,537,200	1,537,200
27,000	EXXON MOBIL CORPORATION	1,841,130	1,841,130
35,000	HALLIBURTON COMPANY CMN	1,053,150	1,053,150
2,000	OCCIDENTAL PETE CORP	162,700	162,700
6,000	SCHLUMBERGER LTD F	390,540	390,540
125,000	WILLIAMS COS INC.	2,635,000	2,635,000
23,000	A T & T INC NEW	644,690	644,690
20,000	NEUSTAR INC CL A	460,800	460,800
15,000	VERIZON COMMUNICATIONS	496,950	496,950
27,500	AIR PROD & CHEM INC COM	2,229,150	2,229,150
35,000	ALCOA INC. CMN	564,200	564,200
5,000	ALLEGHENY TECHNOLOGIES INC	223,850	223,850
30,000	CARPENTER TECHNOLOGY INC CMN	808,500	808,500
9,000	SIGMA ALDRICH CORP COM	454,950	454,950
139,429	GENL AMERN INVESTORS CO	3,271,004	3,271,004
43,000	ISHARES TR MSCI EAFE INDEX FD	2,377,040	2,377,040
		82,003,514	82,003,514
	TOTAL	88,390,999	88,390,999

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2009

Security	Book Value	Market Value
Hedge Funds		
ARISTEIA INTERNATIONAL LTD	4,950,046	4,950,046
BUCKINGHAM RAF PARTNERS, L.P.	2,668,115	2,668,115
DIKER MICRO-VALUE FUND, L.P.-Foundation	1,132,013	1,132,013
DIKER VALUE-TECH FUND, L.P.-Foundation	488,908	488,908
ENTRUST CAPITAL WATERS FUND LTD.	524,468	524,468
GS MORTGAGE CREDIT OPPORTUNITIES OFFSHORE	283,988	283,988
LONGVIEW PARTNERS B	2,735,227	2,735,227
NEW VERNON INDIA (CAYMAN) FUND-OF 5	3,208,618	3,208,618
O.S.S. OVERSEAS FUND, LTD CL E & C	2,707,290	2,707,290
	<u>18,698,673</u>	<u>18,698,673</u>
Private Placements		
DNP GREEN	30,940	30,940
DNP HEALTH SERIES F PREFERRED	319,060	319,060
FIBROGEN INC SER A PFD	910,000	910,000
MEDRIUM INC COMMON STOCK	9,232	9,232
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	936,593	936,593
	<u>2,205,825</u>	<u>2,205,825</u>
Private Equity		
BOND STREET HOLDINGS, LLC	500,000	500,000
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	768,549	768,549
DELTA OPPORTUNITY FUND OFFSHORE, LTD	557,912	557,912
EMERGING EUROPE GROWTH FUND II, LP	7,296	7,296
EMERGING EUROPE GROWTH FUND, LP	319,717	319,717
GOLDMAN SACHS OFFSHORE MEZZANINE PARTNERS	1,592,770	1,592,770
GOLDMAN SACHS VINTAGE FUND III OFFSHORE LP	404,872	404,872
GOLDMAN SACHS VINTAGE FUND V OFFSHORE, LP	418,068	418,068
GS CAPITAL PARTNERS V INSTITUTIONAL OF5	3,743,127	3,743,127
GS CAPITAL PARTNERS VI PARALLEL, LP OF5	1,049,418	1,049,418
	<u>9,361,730</u>	<u>9,361,730</u>
Venture Capital Funds		
ENDOWMENT VENTURE PARTNERS V, LP	475,221	475,221
FOX VENTURE PARTNERS, L.P.	3,114	3,114
RADIUS VENTURE II-OF5	134,171	134,171
RADIUS VENTURE III-OF5	108,379	108,379
	<u>720,885</u>	<u>720,885</u>
Real Estate Investments		
DSF CAPITAL PARTNERS LP	331,273	331,273
DUNE REAL ESTATE PARALLEL FUND LP -OF5	893,886	893,886
	<u>1,225,159</u>	<u>1,225,159</u>
TOTAL INVESTMENTS - OTHER	<u>32,212,272</u>	<u>32,212,272</u>

Attachment 8

THE OVERBROOK FOUNDATION
Schedule Attachment to Form 990-PF
December 31, 2009

EIN 13-6088860

Part I - Line 19 - Depreciation:

Part II - Line 14 - Land, buildings, and equipment:

	<u>December 31, 2009</u>
Property and equipment at cost:	
Furniture, fixtures and equipment	\$ 263,122
Leasehold improvements	274,641
Computer hardware and software	<u>11,986</u>
	549,749
Accumulated depreciation and amortization	<u>(339,715)</u>
Total	<u><u>\$ 210,034</u></u>
 Depreciation and Amortization	
Opening accumulated depreciation and amortization at January 1, 2009	\$ 311,749
2009 Depreciation and amortization expense	<u>27,966</u>
Ending accumulated depreciation and amortization at December 31, 2009	<u><u>\$ 339,715</u></u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLES	111,318.	120,977.	120,977.
TOTALS	<u>111,318.</u>	<u>120,977.</u>	<u>120,977.</u>

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DUE TO BROKERS	2,284,296.	0.
DEFERRED EXCISE TAXES PAYABLE	0.	306,405.
TOTALS	<u>2,284,296.</u>	<u>306,405.</u>

ATTACHMENT 10

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN, NET OF DEFERRED TAX EXPENSE OF \$306,405	25,214,843.
TOTAL	<u>25,214,843.</u>

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2009**

**FORM 990-PF
EIN 13-6088860**

Pursuant to IRC Regulation 53.4945-5(d)(2), The Overbrook Foundation provides the following information:

(i) Grantee	ISEAL Alliance The Wenlock Centre 50-52 Warf Road London, N1 7EU, United Kingdom
(ii) Date and Amount of Grant	December, 2009 \$45,000
(iii) Purpose of Grant	Shaping the Voluntary Standards and Certification Movement
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2009**

**FORM 990-PF
EIN 13-6088860**

Pursuant to IRC Regulation 53.4945-5(d)(2), The Overbrook Foundation provides the following information:

(i) Grantee	IMAFLORA Estrada Chico Mendes, 185 Piracicaba, Sao Paulo Brazil 13.400-970
(ii) Date and Amount of Grant	December, 2009 \$40,000
(iii) Purpose of Grant	Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production Phase II
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2009

FORM 990-PF
EIN 13-6088860

Pursuant to IRC Regulation 53.4945-5(d)(2), The Overbrook Foundation provides the following information:

(i) Grantee	Human Rights Center, Law School, University of Chile AV. Santa Maria 076 Office 408 Providencia, Santiago, Chile
(ii) Date and Amount of Grant	March, 2009 \$50,000
(iii) Purpose of Grant	International Human Rights Fellowship Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2009

FORM 990-PF
EIN 13-6088860

Pursuant to IRC Regulation 53.4945-5(d)(2), The Overbrook Foundation provides the following information:

(i) Grantee	Foundation for Sustainable Community Development in the Tropics (ALTROPICO) Muros 27-211 and Gonzales Suarez Casilla Postal: 17-15-144C Quito, Ecuador
(ii) Date and Amount of Grant	December, 2009 \$40,000
(iii) Purpose of Grant	Consolidation of the Cotacachi Cayapas Ecological Reserve and Chachi Territories and Environmental Outreach in the Chiles Mataje Life Corridor in Northwestern Ecuador
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2009**

**FORM 990-PF
EIN 13-6088860**

Pursuant to IRC Regulation 53.4945-5(d)(2), The Overbrook Foundation provides the following information:

(i) Grantee	Borealis Centre for Environment and Trade Research - Tides Canada Initiatives 400-163 Hastings Street W Vancouver, BC V6B 1H5, Canada
(ii) Date and Amount of Grant	March, 2009 \$25,000
(iii) Purpose of Grant	BeBOLD Express and Investigative Markets Research
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
VINCENT MCGEE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
CHARLES ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
KATHRYN G. GRAHAM C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	CHAIRMAN 1.00	0.	0.	0.
ARTHUR G. ALTSCHUL, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SERENA ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/SECRETARY 1.00	0.	0.	0.
KATHRYN C. GRAHAM C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
ROBERT C. GRAHAM, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
ELIZABETH A. G. LINDEMANN C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
EMILY ALTSCHUL MILLER C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
AARON LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/TREASURER 1.00	0.	0.	0.
FRANCES LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
HELEN LANG C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

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ATTACHMENT 13

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ISAIAH OROZCO C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
STEPHEN A. FOSTER C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	PRESIDENT AND CEO 40.00	263,159.	37,993.	0.
M. SHEILA MCGOLDRICK C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	ASST. SECRETARY TO THE BOARD 40.00	115,682.	28,841.	0.
GRAND TOTALS		378,841.	66,834.	0.

ATTACHMENT 13

96534E I161 11/8/2010 12:18:00 PMV 09-8.5 304277

THE OVERBROOK FOUNDATION

13-6088860

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
DANIEL R. KATZ THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168	PROGRAM OFFICER 40.00	161,808.	48,088. 0.
A. RINI BANERJEE THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168	PROGRAM OFFICER 40.00	99,574.	40,593. 0.
CLAUDETTE A. LYNCH THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168	ADMINISTRATIVE ASST 40.00	54,612.	15,037. 0.
ELIZABETH R. MILLER THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168	SENIOR PROGRAM ASSOC 40.00	53,833.	13,329. 0.
	TOTAL COMPENSATION	369,827.	117,047. 0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET NEW YORK, NY 10168	INVST MGMNT/ADVISORY	1,321,072.
GREENHAVEN ASSOCIATES, INC. THREE MANHATTANVILLE RD. PURCHASE, NY 10577	INVESTMENT MGT	216,446.
NEUBERGER & BERMAN, LLC - SCHUPF GROUP 605 THIRD AVENUE NEW YORK, NY 10158	INVESTMENT MGT	89,797.
TOTAL COMPENSATION		<u>1,627,315.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

M. SHEILA MCGOLDRICK
C/O THE OVERBROOK FOUNDATION
122 E 42ND ST NEW YORK, NY 10168
212-661-8710

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

LETTER OF INQUIRY WITH A DESCRIPTION OF THE ORGANIZATION AND ITS
ACTIVITIES RELATED TO THE FOUNDATION'S MISSION.

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Public Interest Projects, Inc. 80 Broad Street, Suite 1600 New York, NY 10004-2248 <i>U.S. Human Rights Fund</i>	None	Public Charity	\$100,000.00
Public Interest Projects, Inc. 80 Broad Street, Suite 1600 New York, NY 10004-2248 <i>USHRF Sub-fund for Domestic Human Rights Accountability</i>	None	Public Charity	\$100,000.00
1 Sky Education Fund 6930 Carroll Avenue, Suite 1000 Takoma Park, MD 20912 <i>general operating support</i>	None	Public Charity	\$50,000.00
Foundation for Self-Sufficiency (Central America) 1904 Franklin Street, Suite 902 <i>work with the Coordinadora del Bajo Lempa and for core support of the Coordinator's programs</i>	None	Public Charity	\$50,000.00
Accabonae Protection Committee Group for the East End 2405 Main Street, PO Box 569 Bridgehampton, NY 11932-0569 <i>general operating support</i>	None	Public Charity	\$5,000.00
Advocates for Children of NY, Inc. 151 West 30th Street, 5th Floor New York, NY 10001 <i>general operating support</i>	None	Public Charity	\$5,000.00
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036-3353 <i>general operating support</i>	None	Public Charity	\$50,000.00
African Wildlife Foundation 1400 16th Street, N W , Suite 120 Washington, DC 20036 <i>general operating support</i>	None	Public Charity	\$15,000.00
All Kinds of Minds 2800 Meridian Parkway, Suite 100 Durham, NC 27713 <i>general operating support</i>	None	Public Charity	\$2,000.00
Alliance for Justice 11 Dupont Circle, NW , Suite 200 Washington, DC 20036 <i>general operating support</i>	None	Public Charity	\$35,000.00
Alvin Ailey Dance Foundation, Inc. 405 West 55th Street New York, NY 10019 <i>general operating support</i>	None	Public Charity	\$4,000.00
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203 <i>general operating support</i>	None	Public Charity	\$41,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203 <i>Creation and Implementation of a Biodiversity Management Plan for the Surui People of Western Brazil.</i>	None	Public Charity	\$60,000.00
Amazon Watch 221 Pine Street, Fourth Floor San Francisco, CA 94104 <i>Ecuador Rainforest Protection Program: Advancing Indigenous Rights and Long-Term Conservation in the Ecuadorian Amazon</i>	None	Public Charity	\$30,000.00
Amend.org PO Box 152 New York, NY 10101 <i>general operating support</i>	None	Public Charity	\$2,000.00
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>general operating support</i>	None	Public Charity	\$1,000.00
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>the Human Rights Program</i>	None	Public Charity	\$75,000.00
American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005 <i>general operating support</i>	None	Public Charity	\$50,000.00
American Folk Art Museum 45 West 53rd Street New York, NY 10019 <i>general operating support</i>	None	Public Charity	\$5,000.00
American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133 <i>support of the nunneries and the nuns in their own spiritual practice or in their work with the community</i>	None	Public Charity	\$35,000.00
American Jewish World Service (AJWS) 45 West 36th Street, 11th Floor New York, NY 10018 <i>HIV-AIDS Initiatives in South Africa</i>	None	Public Charity	\$25,000.00
The Animal Medical Center 510 East 62nd Street New York, NY 10021 <i>general operating support</i>	None	Public Charity	\$3,000.00
Animal Rescue Fund of the Hamptons 90 Daniel's Hole Road, P.O. Box 901 Wainscott, NY 11975 <i>general operating support</i>	None	Public Charity	\$3,000.00
Animal Shelter of Martha's Vineyard P.O. Box 190 Edgartown, MA 02539 <i>in memory of Walter Cronkite</i>	None	Public Charity	\$5,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Appalachian Voices 191 Howard Street Boone, NC 28607 <i>general operating support</i>	None	Public Charity	\$10,000.00
As You Sow Foundation 311 California Street, Suite 510 San Francisco, CA 94104 <i>Corporate Social Responsibility Sustainability Program</i>	None	Public Charity	\$40,000.00
Asian Americans/Pacific Islanders in Philanthropy 211 Sutter Street, Suite 600 San Francisco, CA 94108 <i>AAPIP-Asian Women Giving Circle-New York</i>	None	Public Charity	\$250.00
Asian Law Caucus 55 Columbus Avenue San Francisco, CA 94111 <i>Human Rights Framework in API Advocacy</i>	None	Public Charity	\$15,000.00
Baltimore-Washington Institute for Psychoanalysis 14900 Sweetzer Lane, Suite 102 Laurel, Maryland 20701 <i>general operating support</i>	None	Public Charity	\$1,000.00
Barnard College Columbia University 3009 Broadway New York, NY 10027-6598 <i>general operating support</i>	None	Public Charity	\$1,000.00
Baton Rouge Area Foundation 402 N. Fourth Street Baton Rouge, LA 70802 <i>Hurricane Katrina relief, recovery and rebuilding efforts</i>	None	Public Charity	\$3,000.00
Breakthrough USA 4 West 37th Street, 4th Floor New York, NY 10018 <i>general operating support</i>	None	Public Charity	\$40,000.00
The Brookline Center 43 Garrison Road Brookline, MA 02142 <i>general operating support</i>	None	Public Charity	\$33,000.00
Brookline Community Foundation 40 Webster Place Brookline, MA 02445 <i>general operating support</i>	None	Public Charity	\$4,000.00
Brookside School Parents Club 46 Green Valley Ct San Anselmo, CA 94901 <i>Green Field Project at Brookside School</i>	None	Public Charity	\$2,000.00
Byrd Hoffman Watermill Foundation 55 Washington Street, Suite 216 Brooklyn, NY 11201 <i>support of the Watermill Center</i>	None	Public Charity	\$6,500.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Camden Public Library 55 Main Street Camden, ME 04843 <i>general operating support</i>	None	Public Charity	\$1,000.00
Catalog Choice 1654 A Solano Avenue Berkeley, CA 94707 <i>Catalog Choice Mail Preference Service Operations & Business Development</i>	None	Public Charity	\$195,000.00
Catalog Choice 1654 A Solano Avenue Berkeley, CA 94707 <i>Paperless Choice - Enhancing Digital Fund Raising Tools and Techniques</i>	None	Public Charity	\$150,000.00
Center for Community Change 1536 U Street NW Washington, DC 20000 <i>Campaign for Community Values</i>	None	Public Charity	\$40,000.00
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012 <i>general operating support</i>	None	Public Charity	\$2,000.00
Center for Maine Contemporary Art 162 Russell Avenue, P.O. Box 147 Rockport, ME 04856 <i>general operating support</i>	None	Public Charity	\$1,000.00
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 <i>Core Domestic Legal Program</i>	None	Public Charity	\$75,000.00
Children's Art League of New York 207 East 84th Street New York, NY 10028 <i>general operating support</i>	None	Public Charity	\$1,500.00
Children's Storefront 70 East 129th Street New York, NY 10035 <i>general operating support</i>	None	Public Charity	\$5,000.00
Choate Rosemary Hall 333 Christian Street Wallingford, CT 06492-3900 <i>the Capital Campaign</i>	None	Public Charity	\$7,500.00
Choose Responsibility, Inc 10 E Street, SW Washington, DC 20003 <i>general operating support</i>	None	Public Charity	\$10,000.00
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, OH 45202 <i>general operating support</i>	None	Public Charity	\$1,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
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FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Cincinnati Therapeutic Riding & Horsemanship 1342 State Route 50 Milford, OH 45150 <i>support of the CTRH's Flying Pig Team</i>	None	Public Charity	\$600 00
Citizens' Committee for Children of New York 105 East 22nd Street New York, NY 10010 <i>general operating support</i>	None	Public Charity	\$5,000 00
City Harvest, Inc. 575 Eighth Avenue, 4th Floor New York, NY 10018 <i>general operating support</i>	None	Public Charity	\$4,000.00
City Meals on Wheels 355 Lexington Avenue New York, NY 10017-6603 <i>general operating support</i>	None	Public Charity	\$10,000 00
Civil Liberties and Public Policy Program/Hampshire College 893 West Street Amherst, MA 01002-5001 <i>Training New Generations of Reproductive Rights Advocates, Activists, Practitioners and Leaders</i>	None	Public Charity	\$25,000 00
Clean Air-Cool Planet 100 Market Street, Suite 204 Portsmouth, NH 03801 <i>Planning to Support Community-Based Energy Action</i>	None	Public Charity	\$25,000 00
Clean Air-Cool Planet 100 Market Street, Suite 204 Portsmouth, NH 03801 <i>general operating support</i>	None	Public Charity	\$37,000 00
Clean Air-Cool Planet 100 Market Street, Suite 204 Portsmouth, NH 03801 <i>A Small Grants Program for Action on Community Sustainability</i>	None	Public Charity	\$150,000 00
Clean Production Action P O Box 153 Spring Brook, NY 14140 <i>Building Momentum for Green Electronics</i>	None	Public Charity	\$65,000.00
Coastal Mountains Land Trust 101 ML Battie Street Camden, MA 04843 <i>Bald & Ragged Mountain Fund</i>	None	Public Charity	\$2,000 00
Committee to Protect Journalists 330 Seventh Avenue, 11th Floor New York, NY 10001 <i>Defending Press Freedom in the Americas</i>	None	Public Charity	\$25,000 00
Committee to Protect Journalists 330 Seventh Avenue, 11th Floor New York, NY 10001 <i>general operating support</i>	None	Public Charity	\$7,000 00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Community Funds, Inc 909 Third Avenue New York, NY 10022 <i>The 2005 Charitable Trust</i>	None	Public Charity	\$85,000.00
Community Funds, Inc 909 Third Avenue New York, NY 10022 <i>The 2007 Charitable Trust</i>	None	Public Charity	\$19,000.00
Community Resource Exchange 42 Broadway, 20th Floor New York, NY 10004 <i>general operating support</i>	None	Public Charity	\$1,000.00
Better World Fund 1800 Massachusetts Avenue NW, Suite 400 Washington, DC 20036 <i>Connectas Human Rights - Enhancing Access to Justice for Vulnerable Groups in Brazil - Strategic litigation and Pro Bono advocacy</i>	None	Public Charity	\$30,000.00
Conservation Law Foundation 62 Summer Street Boston, MA 02110-1016 <i>general operating report</i>	None	Public Charity	\$25,000.00
The Constitution Project 1200 18th Street, NW, Suite 1000 Washington, DC 20036 <i>the Rule of Law Program</i>	None	Public Charity	\$35,000.00
Cooke Center for Learning and Development 475 Riverside Drive, Suite 730 New York, NY 10115 <i>general operating support</i>	None	Public Charity	\$3,000.00
Corporate Ethics International P.O. Box 2401 Suisun City, CA 94585 <i>Business Ethics Network</i>	None	Public Charity	\$15,000.00
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108 <i>general operating support</i>	None	Public Charity	\$20,000.00
Corpus Christi School 535 West 121st Street New York, NY 10027 <i>general operating support</i>	None	Public Charity	\$5,000.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>grant portion of membership</i>	None	Public Charity	\$20,620.00
Covenant House, New York 460 West 41st Street New York, NY 10036 <i>general operating support</i>	None	Public Charity	\$5,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
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EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Cystic Fibrosis Foundation 2 University Plaza, Suite 312 Hackensack, NJ 07601 <i>Team Chloe at the 2009 Roxbury-Horseshoe Lake Walk on May 16th</i>	None	Public Charity	\$500.00
Dalton School 108 East 89th Street New York, NY 10128-1599 <i>Senior Class Gift</i>	None	Public Charity	\$5,000.00
Dalton School 108 East 89th Street New York, NY 10128-1599 <i>general operating support</i>	None	Public Charity	\$10,000.00
Delta Society 875 - 124th Avenue NE, Suite 101 Bellevue, WA 98005-2531 <i>general operating support</i>	None	Public Charity	\$2,500.00
Demos: A Network for Ideas & Action 220 5th Avenue, Fifth Floor New York, NY 10001 <i>The Open Source Society</i>	None	Public Charity	\$10,000.00
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10011-5004 <i>general operating support</i>	None	Public Charity	\$3,000.00
Doe Fund 232 East 84th Street New York, NY 10028 <i>general operating support</i>	None	Public Charity	\$7,500.00
Dogwood Alliance 129 Biltmore Avenue, P.O. Box 7625 Asheville, NC 28802 <i>Packaging Campaign</i>	None	Public Charity	\$10,000.00
Donna Hicken Foundation 1015 Atlantic Boulevard, Suite 144 Atlantic Beach, FL 32233 <i>Team Kathy Britten-Bozzone - National Marathon to Fight Breast Cancer</i>	None	Public Charity	\$5,550.00
Dream Yard Project 1085 Washington Avenue, Ground Floor Bronx, NY 10456 <i>general operating support</i>	None	Public Charity	\$28,000.00
Drug Strategies 1616 P Street, N.W., Suite 220 Washington, DC 20036 <i>general operating support</i>	None	Public Charity	\$2,000.00
EarthRights International 1612 K Street, NW, Suite 401 Washington, DC 20006 <i>general operating support</i>	None	Public Charity	\$10,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
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FORM 990-PF
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Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Ecology Center 1654 A Solano Avenue Berkeley, CA 94707 <i>Catalog Choice Mail Preference Service Operations and Business Development</i>	None	Public Charity	\$150,000.00
Ecosystem Sciences Foundation 202 N. 9th Street, Suite 400 Boise, ID 83702 <i>Todos por el Agua: a Payment for Watershed Services Program in the Municipality of San Miguel de Allende, Guanajuato, Mexico.</i>	None	Public Charity	\$35,000.00
Electronics TakeBack Coalition Tides Center The Presidio P.O. Box 29907 San Francisco, CA 94129-0709 <i>Electronics TakeBack Coalition</i>	None	Public Charity	\$75,000.00
Energy Action Coalition 2150 Allston Way, Suite 460 Berkeley, CA 94704 <i>Power Shift 2009</i>	None	Public Charity	\$25,000.00
Environment Northeast P.O. Box 583 Rockport, ME 04856 <i>general operating support</i>	None	Public Charity	\$10,000.00
Environmental Defender Law Center 812 S. Third Avenue Bozeman, MT 59715 <i>general operating support</i>	None	Public Charity	\$50,000.00
Environmental Defense Fund 18 Tremont Street, Suite 850 Boston, MA 02108 <i>Sustainable Corporate Production and Consumption</i>	None	Public Charity	\$80,000.00
Environmental Grantmakers Association 55 Exchange Place, Suite 405 New York, NY 10005 <i>The Funders Workgroup for Sustainable Production and Consumption</i>	None	Public Charity	\$35,000.00
Environmental Health Sciences Virginia Organizing Project 703 Concord Avenue Charlottesville, VA 22903-5208 <i>Environmental Health News/The Daily Climate</i>	None	Public Charity	\$50,000.00
Environmental Investigation Agency P.O. Box 53343 Washington, DC 20009 <i>Improving Biodiversity Conservation in Latin America through Better Forest Governance</i>	None	Public Charity	\$50,000.00
Environmental Paper Network 16 Eagle Street, Suite 200 Asheville, NC 28801 <i>Advance Social and Environmental Transformations Within the Pulp and Paper Industry</i>	None	Public Charity	\$25,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
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Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Facing History and Ourselves National Foundation 16 Flurd Road Brookline, MA 02445 <i>general operating support</i>	None	Public Charity	\$10,000.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>general operating support</i>	None	Public Charity	\$2,500.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>the Fund for Women and Girls</i>	None	Public Charity	\$7,500.00
Family Centers 40 Arch Street, P.O. Box 7550 Greenwich, CT 06836-7550 <i>general operating support</i>	None	Public Charity	\$25,000.00
Family Centers 40 Arch Street, P.O. Box 7550 Greenwich, CT 06836-7550 <i>counseling for Stamford Academy students run under the auspices of the Domus Foundation</i>	None	Public Charity	\$5,000.00
Farnsworth Art Museum 352 Main Street, P.O. Box 466 Rockland, MA 04841-0466 <i>general operating support</i>	None	Public Charity	\$35,000.00
Farnsworth Art Museum 352 Main Street, P.O. Box 466 Rockland, MA 04841-0466 <i>The Art of Stewardship Project</i>	None	Public Charity	\$7,500.00
Feathers Foundation 7527 East First Street, Suite 8 Scottsdale, AZ 85251 <i>general operating support for the Circle L Ranch</i>	None	Public Charity	\$7,500.00
First Descents PO Box 2193 Vail, CO 81620 <i>general operating support</i>	None	Public Charity	\$2,000.00
Fordham University 888 7th Avenue, 7th Floor New York, NY 10019 <i>Heather Scott Memorial Endowment Scholarship Fund</i>	None	Public Charity	\$4,500.00
ForestEthics One Haight Street San Francisco, CA 94102 <i>general operating support</i>	None	Public Charity	\$60,000.00
Forest Trends Association 1050 Potomac Street, NW Washington, DC 20007 <i>Core Support for Forest Trends work on Linking Ecosystem Service Payments and Local Communities</i>	None	Public Charity	\$60,000.00

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The Foundation Center 79 Fifth Avenue New York, NY 10003 <i>support of your programs</i>	None	Public Charity	\$4,000.00
Foundation for Sustainable Community Development in the Tropics - ALTROPICO Muros N27-211 y Gonzalez Suarez Casilla Postal 17-15-144C Quito, Ecuador <i>Consolidation of the Cotacachi Cayapas Ecological Reserve and Chachi Territories and Environmental Outreach in the Chiles Mataje Life Corridor</i>	None	non-profit organization	\$40,000.00
Foundation for the People of Burma 225 Bush Street, Suite 590 San Francisco, CA 94101 <i>to be used at the Director's discretion</i>	None	Public Charity	\$20,000.00
Freedom To Marry 116 West 23rd Street, Suite 500 New York, NY 10011 <i>Freedom to Marry</i>	None	Public Charity	\$50,000.00
Front Line-International Foundation for the Protection of Human Rights Defenders 81 Main Street Blackrock, Co. Dublin, Ireland <i>Support of 15 Latin American Human Rights Defenders to the 2010 Dublin Platform for Human Rights Defenders.</i>	None	non-profit organization	\$30,000.00
Fund for the City of New York, Inc. 121 Avenue of the Americas, 6th Floor New York, NY 10013-1590 <i>New York Community Media Alliance (NYCMA)</i>	None	Public Charity	\$20,000.00
Gay & Lesbian Advocates & Defenders 30 Winter Street, Suite 800 Boston, MA 02108 <i>general operating support</i>	None	Public Charity	\$500.00
Gay Men's Health Crisis, Inc. 119 West 24th Street New York, NY 10011 <i>general operating support</i>	None	Public Charity	\$600.00
General Henry Knox Museum 30 High Street, P.O. Box 326 Thomaston, ME 04861 <i>general operating support</i>	None	Public Charity	\$1,000.00
Girls Incorporated of New York City 64 Beaver Street, Suite 121 New York, NY 10004 <i>general operating support</i>	None	Public Charity	\$5,000.00
Global Alliance for Incinerator Alternatives - GAI 1958 University Avenue Berkeley, CA 94704 <i>Advancing a New Materials Economy & Making Recycling Work in the US</i>	None	Public Charity	\$25,000.00

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Global Exchange 2017 Mission Street, #303 San Francisco, CA 94110 <i>general operating support</i>	None	Public Charity	\$5,000.00
The Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>general operating support</i>	None	Public Charity	\$5,000.00
The Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>Advancing the Rights of Children in Latin America</i>	None	Public Charity	\$40,000.00
Global Green USA 2218 Main Street, 2nd Floor Santa Monica, CA 90405 <i>Coalition for Resource Recovery' Quick Service Packaging Recycling Pilot</i>	None	Public Charity	\$15,000.00
GLSEN, Inc. 90 Broad Street, Second Floor New York, NY 10004 <i>Safe School Programs</i>	None	Public Charity	\$20,000.00
Green For All 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>general operating support</i>	None	Public Charity	\$60,000.00
Green Press Initiative 68 Morningside Drive, Suite 1 Asheville, NC 28806 <i>general operating support</i>	None	Public Charity	\$25,000.00
GreenBlue Institute 600 East Water Street, Suite C Charlottesville, VA 22902 <i>general operating support</i>	None	Public Charity	\$60,000.00
Grinnell College Office of College & Alumni Relations Grinnell, IN 50112-1690 <i>Pioneer Annual Fund</i>	None	Public Charity	\$1,000.00
Grist.org 710 Second Avenue, Suite 860 Seattle, WA 98104 <i>general operating support</i>	None	Public Charity	\$45,000.00
Habitat for Humanity International 121 Habitat Street Americus, GA 31709 <i>general operating support</i>	None	Public Charity	\$5,000.00
Harlem Children's Zone School 35 East 125th Street New York, NY 10035 <i>general operating support</i>	None	Public Charity	\$10,000.00

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Harlem School of the Arts 645 St Nicholas Avenue New York, NY 10030 <i>general operating support</i>	None	Public Charity	\$4,000.00
Harvard College 124 Mt. Auburn Street, Suite 430N Cambridge, MA 02138-5762 <i>general operating support</i>	None	Public Charity	\$5,000.00
Health Care Without Harm 1901 North Moore Street, Suite 509 Arlington, VA 22201 <i>The Campaign for Environmentally Sustainable Healthcare</i>	None	Public Charity	\$50,000.00
HealthRight International 80 Maiden Lane New York, NY 10038 <i>general operating support</i>	None	Public Charity	\$1,000.00
Hetrick-Martin Institute, Inc. 2 Astor Place New York, NY 10003 <i>general operating support</i>	None	Public Charity	\$500.00
Historical Society of the Town of Greenwich 39 Strickland Road Cos Cob, CT 06807 <i>general operating support</i>	None	Public Charity	\$2,500.00
Hospital Albert Schweitzer Haiti P. O. Box 81046 Pittsburgh, PA 15217-0546 <i>general operating support</i>	None	Public Charity	\$12,500.00
Human Rights Center, Law School, University of Chile AV. Santa Maria 076 Office 408 Providencia, Santiago, Chile <i>International Human Rights Fellowship Program</i>	None	non-profit organization	\$50,000.00
Human Rights Initiative of North Texas 2501 Oak Lawn Avenue, Suite 850 Dallas, TX 75219 <i>HRI/UTD Cooperative Research Project</i>	None	Public Charity	\$47,000.00
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>Research and Advocacy on Business and Human Rights and Mexico's National Human Rights Commission.</i>	None	Public Charity	\$100,000.00
Humane Society of the United States 2100 L Street, NW Washington, DC 20037 <i>general operating support</i>	None	Public Charity	\$10,000.00
IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970-Piracicaba San Paulo, Brazil, 13.400-970 <i>Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production Phase II</i>	None	non-profit organization	\$40,000.00

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In Our Backyards (ioby.org) 232 East 11th Street New York, NY 10003 <i>general operating support</i>	None	Public Charity	\$10,000 00
In The Life Media, Inc. 184 Fifth Avenue, 4th Floor New York, NY 10010 <i>general operating support</i>	None	Public Charity	\$5,000.00
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601 <i>work in Guatemala</i>	None	Public Charity	\$25,000.00
Innocence Project, Inc. 100 Fifth Avenue, Third Floor New York, NY 10011 <i>Uniting Science and Law on Behalf of Justice Policy Program</i>	None	Public Charity	\$45,000 00
Institute for America's Future 1825 K Street, NW, Suite 400 Washington, DC 20006 <i>general operating support</i>	None	Public Charity	\$30,000 00
The Institute for Policy Studies 1112 16th Street NW, Suite 600 Washington, DC 20036 <i>Break The Chain Campaign/Freedom Network Training Institute</i>	None	Public Charity	\$30,000 00
International Foundation for Art Research 500 Fifth Avenue, Suite 935 New York, NY 10110 <i>general operating support</i>	None	Public Charity	\$3,000 00
International Fund for Animal Welfare 290 Summer Street Yarmouth Port, MA 02675-1734 <i>general operating support</i>	None	Public Charity	\$15,000 00
International Gay and Lesbian Human Rights Commission 80 Maiden Lane, Suite 1505 New York, NY 10038 <i>Latin America and the Caribbean Program Human Rights Institute in Cuba (March 2010)</i>	None	Public Charity	\$25,000 00
International Institute for Energy Conservation (IIEC) 10005 Leamore Lane, #100 Vienna, VA 22181 <i>Mumbai Energy Alliance. Engaging City Officials for Implementing Energy Efficiency Actions</i>	None	Public Charity	\$75,000 00
International Justice Mission P. O. Box 58147 Washington, DC 20037 <i>general operating support</i>	None	Public Charity	\$10,000 00
International Planned Parenthood Federation Western Hemisphere Region 120 Wall Street, 9th Floor New York, NY 10005 <i>Advancing Sexual and Reproductive Health and Rights in Latin America and the Caribbean</i>	None	Public Charity	\$40,000 00

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ISEAL Alliance The Wenlock Centre 50-52 Wharf Road London, N1 7EU, United Kingdom <i>Shaping the Voluntary Standards and Certification Movement</i>	None	non-profit organization	\$45,000.00
Island Press Center for Resource Economics 1718 Connecticut Avenue N W , Suite 300 Washington, DC 20009-1148 <i>publication Last Stands: The Disappearing Rainforests of the Sea, authored by Kennedy Warne</i>	None	Public Charity	\$10,000.00
Island Press Center for Resource Economics 1718 Connecticut Avenue N.W., Suite 300 Washington, DC 20009-1148 <i>Developing and Disseminating the Best Information Tools to Those Working to Protect the Environment</i>	None	Public Charity	\$45,000.00
Jackson Memorial Foundation 901 NW 17th Street, Suite G Miami, FL 33136 <i>the International Kids Fund</i>	None	Public Charity	\$2,500.00
Jenny Waelder Hall Center For Children 3150 Chesapeake Street, NW Washington, DC 20008 <i>general operating support</i>	None	Public Charity	\$2,500.00
The Kitchen - Haleakala 512 West 19th Street New York, NY 10011 <i>general operating support</i>	None	Public Charity	\$7,000.00
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>general operating support</i>	None	Public Charity	\$21,100.00
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>Challenging Gender Inequalities and Sexual Orientation Bias in Law & Public Policy.</i>	None	Public Charity	\$75,000.00
Landon School 6101 Wilson Lane Bethesda, MD 20817 <i>general operating support</i>	None	Public Charity	\$5,000.00
Human Rights First 333 Seventh Avenue, 13th Floor New York, New York 10001-5004 <i>Protect and Promote Human Rights and The Rule Of Law by the United States: Law and Security Program and End Torture Campaign</i>	None	Public Charity	\$50,000.00
The Lesbian, Gay, Bisexual & Transgender Community Center 208 West 13th Street New York, NY 10011 <i>Causes in Common. A Working Coalition Among Reproductive Justice and LGBT Liberation Movements</i>	None	Public Charity	\$40,000.00

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Lighthouse International 111 East 59th Street New York, New York 10022-1264 <i>general operating support</i>	None	Public Charity	\$3,000.00
Lowell School 1640 Kalmia Road, NW Washington, DC 20012 <i>for the purpose of board education</i>	None	Public Charity	\$500.00
Lowell School 1640 Kalmia Road, NW Washington, DC 20012 <i>general operating support</i>	None	Public Charity	\$40,000.00
Maine Community Foundation, Inc 245 Main Street Ellsworth, ME 04605 <i>Overbrook Fund</i>	None	Public Charity	\$83,500.00
Maine Media Workshops PO Box 200 Rockport, ME 04856 <i>general operating support</i>	None	Public Charity	\$40,000.00
Maine Public Broadcasting 309 Marginal Way Portland, ME 04101-2568 <i>general operating support</i>	None	Public Charity	\$1,000.00
Marine Mammal Center Marine Headlands 1065 Fort Cronkhite Sausalito, CA 94965 <i>general operating support</i>	None	Public Charity	\$1,000.00
Marjorie P. Lee Retirement Community Episcopal Retirement Homes 3870 Virginia Avenue Cincinnati, OH 45208 <i>in honor of her mother Patty Price</i>	None	Public Charity	\$2,500.00
Martha's Vineyard Preservation Trust P.O. Box 5277 Edgartown, MA 02539 <i>general operating support</i>	None	Public Charity	\$10,000.00
Massachusetts Climate Action Network PO Box 51563 Boston, MA 02205 <i>general operating support</i>	None	Public Charity	\$10,000.00
Mayor's Fund to Advance New York City One Centre Street, 23rd Floor New York, NY 10007 <i>GreenNYC Research and Strategy Study</i>	None	Public Charity	\$200,000.00
Megunticook Watershed Association P O Box 443 Camden, ME 04843 <i>general operating support</i>	None	Public Charity	\$2,000.00

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Mental Disability Rights International 1156 15th Street, NW, Suite 1001 Washington, DC 20005 <i>your work in Paraguay and, by extension, across Latin America through the Inter-American Commission on Human Rights</i>	None	Public Charity	\$50,000.00
Mental Disability Rights International 1156 15th Street, NW, Suite 1001 Washington, DC 20005 <i>Americas Advocacy Initiative: Paraguay and the United States</i>	None	Public Charity	\$50,000.00
Meserve-Kunhardt Foundation 48 Wheeler Avenue, 3rd Floor Pleasantville, NY 10570 <i>general operating support</i>	None	Public Charity	\$1,500.00
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028-0198 <i>Department of Photography</i>	None	Public Charity	\$5,000.00
Mianus River Gorge Preserve, Inc. Gibb House 167 Mianus River Road Bedford, NY 10506 <i>general operating support</i>	None	Public Charity	\$5,000.00
Middlebury College Middlebury, VT 05753 <i>Power Shift 2009 meeting</i>	None	Public Charity	\$1,000.00
Middlebury College Middlebury, VT 05753 <i>The Capital Campaign</i>	None	Public Charity	\$30,000.00
Mill River Collaborative c/o Land Use Bureau 888 Washington Boulevard, P.O. Box 10152 Stamford, CT 06904-2152 <i>general operating support</i>	None	Public Charity	\$15,000.00
Mill River Collaborative c/o Land Use Bureau 888 Washington Boulevard, P.O. Box 10152 Stamford, CT 06904-2152 <i>the Capital Campaign</i>	None	Public Charity	\$20,000.00
The Moth 330 West 38th Street, Suite 1403 New York, NY 10018 <i>general operating support</i>	None	Public Charity	\$10,000.00
Nantucket Boys and Girls Club 61 Sparks Avenue, P. O. Box 269 Nantucket, MA 02554 <i>general operating support</i>	None	Public Charity	\$5,000.00
National Advocates for Pregnant Women 15 West 36th Street, Suite 901 New York, NY 10018 <i>general operating support</i>	None	Public Charity	\$20,000.00

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National Institute for Reproductive Health 470 Park Avenue South, 7th Floor New York, NY 10016 <i>Urban Initiative for Reproductive Health</i>	None	Public Charity	\$50,000.00
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>general operating support</i>	None	Public Charity	\$50,000.00
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>Coverage of environmental and human rights issues on NPR News</i>	None	Public Charity	\$50,000.00
National Women's Law Center 11 Dupont Circle, NW, Suite 800 Washington, DC 20036 <i>Reproductive Rights and Health Reform Project</i>	None	Public Charity	\$25,000.00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>New York State Electronic Waste Recycling Initiative and Clean Computers Campaign</i>	None	Public Charity	\$30,000.00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>general operating support</i>	None	Public Charity	\$2,000.00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>Recycling and Urban Sustainability Project</i>	None	Public Charity	\$90,000.00
Nature and Culture International 1400 Maiden Lane Del Mar, CA 92014 <i>Environmental Services and Conservation of Watershed and Carbon Stock in Southern Ecuador Tropical Forests</i>	None	Public Charity	\$35,000.00
Neighbor to Neighbor 8 Beacon Street, 4th Floor Boston, MA 02108 <i>general operating support</i>	None	Public Charity	\$2,000.00
New America Media (Pacific News Services) 275 9th Street San Francisco, CA 94103 <i>Ethnic Media Emergency Messaging Terminal. Building Long-term Sustainability for NAM and Comprehensive Risk Communications for Effective Governance</i>	None	Public Charity	\$40,000.00
The New Press 38 Greene Street, 4th Floor New York, NY 10013 <i>Using Books as Catalysts for Debate</i>	None	Public Charity	\$50,000.00
New York Botanical Garden 200th Street and Kazimiroff Boulevard Bronx, NY 10458-5126 <i>Community Management of Wild Maguey (Agave spp.) in Mexico: Phase II</i>	None	Public Charity	\$55,000.00

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New York Botanical Garden 200th Street and Kazimiroff Boulevard Bronx, NY 10458-5126 <i>Orchid Program</i>	None	Public Charity	\$15,000.00
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004 <i>Defending Civil Liberties in a Human Rights Framework</i>	None	Public Charity	\$50,000.00
New York Hall of Science 47-01 111th Street Queens, NY 11368 <i>general operating support</i>	None	Public Charity	\$4,000.00
New York Landmarks Conservancy One Whitehall Street, 21st Floor New York, NY 10004 <i>general operating support</i>	None	Public Charity	\$10,000.00
New York Public Library Fifth Avenue & 42nd Street, Room 76 New York, New York 10018-2788 <i>general operating support</i>	None	Public Charity	\$5,000.00
New York Regional Association of Grantmakers (NYRAG) 79 Fifth Avenue, Fourth Floor New York, NY 10003-3076 <i>grant portion of membership</i>	None	Public Charity	\$11,950.00
North Star Fund 520 Eighth Avenue, Suite 2203 New York, NY 10018-6656 <i>Collaborative Community Organizing Initiative</i>	None	Public Charity	\$5,000.00
Northeast Sustainable Energy Association 50 Miles Street Greenfield, MA 01301 <i>general operating support</i>	None	Public Charity	\$5,000.00
Northside Center for Child Development 1301 Fifth Avenue New York, New York 10029 <i>general operating support</i>	None	Public Charity	\$5,000.00
Oceana 1350 Connecticut Ave., NW, 5th Floor Washington, DC 20036 <i>general operating support</i>	None	Public Charity	\$10,000.00
Opus Fund for the Cure 331 West 57th Street, #503 New York, NY 10019 <i>general operating support</i>	None	Public Charity	\$2,500.00
Osa Wildlife Sanctuary Foundation, Inc. 1028 Madrid Road, P.O. Box 171 Greenwood, IN 46142-0171 <i>general operating support</i>	None	Public Charity	\$10,000.00
Peace Brigades International - USA 1326 9th Street, NW Washington, DC 20001 <i>Latin America Program</i>	None	Public Charity	\$25,000.00

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PEN American Center 588 Broadway, Suite 303 New York, NY 10012 general operating support	None	Public Charity	\$10,000.00
People For the American Way Foundation 2000 M Street, NW, Suite 400 Washington, DC 20036 <i>Young People For Fellowship Program</i>	None	Public Charity	\$50,000.00
PHAMALY-Physically Handicapped Actors & Musical Artists League P. O. Box 44216 Denver, CO 80201-4216 general operating support	None	Public Charity	\$2,000.00
Phoenix Landing Foundation P.O. Box 1233 Asheville, NC 28802 general operating support	None	Public Charity	\$5,000.00
Physicians for Reproductive Choice and Health 55 West 39th Street, Suite 1001 New York, NY 10018-3889 general operating support	None	Public Charity	\$6,000.00
Pinchot Institute for Conservation 1616 P Street, NW, Suite 100 Washington, DC 20036 <i>EcoMadera Project</i>	None	Public Charity	\$30,000.00
Planned Parenthood of New York City Margaret Sanger Center International 26 Bleeker Street New York, NY 10012 <i>Translating Policy into Action: A Program to Promote Human Rights and Gender-Equality in South Africa</i>	None	Public Charity	\$25,000.00
Police Athletic League 34-1/2 East 12th Street New York, NY 10003 general operating support	None	Public Charity	\$4,000.00
Portland Museum of Art Seven Congress Square Portland, ME 04102 <i>Photography Collection</i>	None	Public Charity	\$1,000.00
The Posse Foundation, Inc. 14 Wall Street, 11th Floor New York, NY 10005 general operating support	None	Public Charity	\$10,000.00
Pro-Choice Public Education Project P. O. Box 3952 New York, NY 10163 <i>General Operating Support</i>	None	Public Charity	\$50,000.00
Program for Appropriate Technology in Health (PATH) 2201 Westlake Avenue, Suite 200 Seattle, WA 98121 general operating support	None	Public Charity	\$5,000.00

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Project Eye-To-Eye 250 West 93rd Street, #17B New York, NY 10025 <i>general operating support</i>	None	Public Charity	\$5,000.00
Project MOST, Inc. PO Box 1486 East Hampton, NY 11937 <i>Springs Seedlings Project</i>	None	Public Charity	\$5,000.00
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002 <i>the Civil Marriage Collaborative</i>	None	Public Charity	\$75,000.00
Puppies Behind Bars 10 East 40th Street, 19th Floor New York, NY 10016 <i>general operating support</i>	None	Public Charity	\$5,000.00
Rainforest Action Network 221 Pine Street, Suite 500 San Francisco, CA 94104 <i>general operating support</i>	None	Public Charity	\$50,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>Biodiversity Friendly Tourism in the Ecuadorian Amazon and Mexico's Yucatán Peninsula</i>	None	Public Charity	\$75,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>general operating support</i>	None	Public Charity	\$14,000.00
RARE 1840 Wilson Boulevard, Suite 204 Arlington, VA 22201-3000 <i>general operating support</i>	None	Public Charity	\$60,000.00
Religious Coalition for Reproductive Choice Educational Fund 1025 Vermont Avenue NW, Suite 1130 Washington, DC 20005 <i>Reproductive Justice Action Strategy: Motivate, Empower and Activate Key Religious Activists</i>	None	Public Charity	\$30,000.00
Reporters Without Borders Southern Railway Building 1500 K Street, NW, Suite 600 Washington, DC 20005 <i>Fighting for Press Freedom in Latin America</i>	None	Public Charity	\$30,000.00
Research Foundation of the City University of New York 365 Fifth Avenue, Room 6203.01 New York, NY 10016 <i>Global Youth Exchange</i>	None	Public Charity	\$20,000.00
Root Capital 955 Massachusetts Avenue, 5th Floor Cambridge, MA 02139 <i>1) Product diversification and expansion in Ecuador and Mexico and 2) development and implementation of a high-impact marketing strategy</i>	None	Public Charity	\$90,000.00

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Rutgers University Foundation 7 College Avenue Winants Hall New Brunswick, NJ 08901 <i>YPAR in the Classroom: Building a Curriculum of Active Citizenship in Urban Social Studies Classrooms</i>	None	Public Charity	\$10,000.00
Sheriff's Meadow Foundation Wakeman Conservation Center 57 David Avenue Vineyard Haven, MA 02568 <i>general operating support</i>	None	Public Charity	\$1,000.00
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112 <i>general operating support</i>	None	Public Charity	\$5,000.00
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112 <i>Stem the Global Tide of E-Waste and Promote a Clean and Green Solar Energy Sector</i>	None	Public Charity	\$50,000.00
Skowhegan School of Painting and Sculpture 200 Park Avenue South, Suite 1116 New York, NY 10003-1503 <i>general operating support</i>	None	Public Charity	\$3,000.00
Small Friends on Nantucket, Inc. P.O. Box 2826 Nantucket, MA 02584 <i>Building Dreams Capital Campaign</i>	None	Public Charity	\$5,000.00
Smile Train 245 Fifth Avenue, Suite 2201 New York, NY 10016 <i>general operating support</i>	None	Public Charity	\$5,000.00
Solomon R. Guggenheim Museum 1071 Fifth Avenue New York, New York 10128-0173 <i>Sackler Center for Arts Education Programs</i>	None	Public Charity	\$2,500.00
South Africa Development Fund 555 Amory Street Boston, MA 02130 <i>as a final grant as the foundation phases out its support of HIV/AIDS grantmaking in South Africa</i>	None	Public Charity	\$25,000.00
South Africa Partners 89 South Street, Suite 701 Boston, MA 02111 <i>feasibility study for South Africa office</i>	None	Public Charity	\$20,000.00
Southeast Energy Efficiency Alliance (SEEA) P.O. Box 13909 Atlanta, GA 30324 <i>general operating support</i>	None	Public Charity	\$50,000.00
Southern Mutual Help Association, Inc. 3602 Old Jeanerette Road New Iberia, LA 70563 <i>general operating support</i>	None	Public Charity	\$3,000.00

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Spence School 22 East 91st Street New York, NY 10128-0657 <i>general operating support</i>	None	Public Charity	\$5,500.00
St. Bernard's School 4 East 98th Street New York, NY 10029-6598 <i>the Capital Fund Drive</i>	None	Public Charity	\$10,000.00
St. Stephen's School American Office 15 Gramercy Park South New York, NY 10003 <i>general operating support</i>	None	Public Charity	\$52,000.00
Stamford Land Conservation Trust P.O. Box 3247 Stamford, CT 06905-0247 <i>general operating support</i>	None	Public Charity	\$5,000.00
Stamford Museum & Nature Center 39 Scofieldtown Road Stamford, CT 06903 <i>general operating support</i>	None	Public Charity	\$30,963.00
Stamford Museum & Nature Center 39 Scofieldtown Road Stamford, CT 06903 <i>the Fund for Maintenance of the Otter Pond</i>	None	Public Charity	\$15,000.00
The Story of Stuff 1442 A Walnut Street, #272 Berkeley, CA 94709 <i>The Story of Stuff Project (General Support)</i>	None	Public Charity	\$25,000.00
Strong Wings Adventure School 9 Nobadeer Farm Road, PO Box 2884 Nantucket, MA 02584 <i>Challenge Campaign</i>	None	Public Charity	\$25,000.00
Student Conservation Association (SCA) 689 River Road, PO Box 550 Charlestown, NH 03603 <i>Stamford Conservation Leadership Corps</i>	None	Public Charity	\$5,000.00
Studio in a School Association 410 West 59th Street New York, New York 10019-8200 <i>general operating support</i>	None	Public Charity	\$5,000.00
Suffield Academy 185 North Main Street Suffield, CT 06078 <i>general operating support</i>	None	Public Charity	\$30,000.00
Survival International 6 Charterhouse Building London EC1M 7ET <i>general operating support</i>	None	non-profit organization	\$10,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
Sustainable Markets Foundation 80 Broad Street New York, New York 10004-2248 <i>Project 350.org</i>	None	Public Charity	\$10,000.00
Sustainable Markets Foundation 80 Broad Street New York, New York 10004-2248 <i>Project 350.org's Asian Outreach</i>	None	Public Charity	\$5,000.00
Sustainable Step New England 139A Charles Street, #295 Boston, MA 02114 <i>general operating support</i>	None	Public Charity	\$5,000.00
Tang Teaching Museum and Art Gallery at Skidmore College 815 North Broadway Saratoga Springs, NY 12866-1632 <i>general operating support</i>	None	Public Charity	\$30,000.00
Teach for America 519 Eighth Avenue, 15 Floor New York, New York 10018 <i>Sponsor A Teacher Campaign to support the corps in New York</i>	None	Public Charity	\$10,000.00
The Point Community Development Corporation 940 Garrison Avenue Bronx, New York 10474 <i>general operating support</i>	None	Public Charity	\$5,000.00
Third Wave Foundation 25 East 21st Street, 4th Floor New York, NY 10010 <i>Reproductive Health and Justice Initiative (RHJI)</i>	None	Public Charity	\$40,000.00
Thirteen/WNET New York 450 West 33rd Street New York, NY 10001 <i>WIDE ANGLE Educational Package (Season Seven/Eight)</i>	None	Public Charity	\$35,000.00
Borealis Centre for Environment and Trade Research Box 112 Sointula, British Columbia V0N 3E0 <i>BeBOLD Express and Investigative Markets Research</i>	None	non-profit organization	\$25,000.00
The Tides Center/Generational Alliance 1730 M Street NW, Suite 801 Washington, DC 20036 <i>Generational Alliance - general operating support</i>	None	Public Charity	\$30,000.00
Tides Foundation The Presidio P O Box 29903 San Francisco, CA 94129 <i>The Catalyst Fund: Resources for Women of Color in Reproductive Justice</i>	None	Public Charity	\$50,000.00
The Tides Foundation 55 Exchange Place, #402 New York, NY 10005-1965 <i>the Perq Fund</i>	None	Public Charity	\$30,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
The Time In Children's Arts Initiative 276 Riverside Drive, #9C New York, NY 10025 <i>general operating support</i>	None	Public Charity	\$5,000.00
Tribeca Film Institute 73 Spring Street, Suite 406 New York, NY 10012 <i>general operating support</i>	None	Public Charity	\$30,000.00
TrueChild 1731 Connecticut Ave., NW, Fourth Floor Washington, DC 20009-1108 <i>general operating support</i>	None	Public Charity	\$50,000.00
UBUBBLE 89 South Street, Suite 701 Boston, MA 02111 <i>general operating support</i>	None	Public Charity	\$4,000.00
Ubuntu Educational Fund 32 Broadway, Suite 414 New York, NY 10004 <i>general operating support</i>	None	Public Charity	\$3,000.00
Union of Concerned Scientists 2 Brattle Square Cambridge, MD 02238-9105 <i>general operating support</i>	None	Public Charity	\$10,000.00
United Hospital Fund 350 Fifth Avenue, 23rd Floor New York, NY 10118 <i>general operating support</i>	None	Public Charity	\$5,000.00
Urban Arts Partnership 414 Broadway, 6th Floor New York, NY 10013 <i>general operating support</i>	None	Public Charity	\$3,000.00
Urban Justice Center 123 William Street, 16th Floor New York, NY 10038 <i>Sex Workers Project and Human Rights Project</i>	None	Public Charity	\$50,000.00
Urban Youth Collaborative c/o Annenberg Institute for School Reform 233 Broadway, Suite 720 New York, NY 10279 <i>\$10,000 for the Citywide Youth Survey - Polling for Health, Education and Justice and \$10,000 for general operating support</i>	None	Public Charity	\$20,000.00
Urban Zen Foundation 750 Greenwich Street, 3rd Floor New York, NY 10014 <i>general operating support</i>	None	Public Charity	\$3,000.00
Vinceremos Therapeutic Riding Center 13300 6th Court North Loxahatchee, FL 33470-4901 <i>Horses for Heroes</i>	None	Public Charity	\$2,500.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
The Vineyard Energy Project 1085 State Road, P O Box 172 West Tisbury, MA 02575 <i>general operating support</i>	None	Public Charity	\$25,000.00
Vista Vocational & Life Skills Center 105 Bradley Road Madison, CT 06443 <i>general operating support</i>	None	Public Charity	\$2,500.00
Walnut Hills High School Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207 <i>the Alumni Fund</i>	None	Public Charity	\$1,000.00
Western States Center P O Box 40305 Portland, OR 97240 <i>Gender Justice Program</i>	None	Public Charity	\$30,000.00
Whitney Museum of American Art 945 Madison Avenue New York, NY 10021-2790 <i>Department of Early 20th Century American Art</i>	None	Public Charity	\$2,500.00
The Wildlife Center P O Box 246 Española, NM 87532 <i>general operating support</i>	None	Public Charity	\$10,000.00
Wildlife Trust 460 West 34th Street, 17th Floor New York, NY 10001 <i>Empower Conservation Biologists to Study and Protect Species in Central and South America</i>	None	Public Charity	\$50,000.00
WITNESS 80 Hanson Place, 5th Floor Brooklyn, NY 11215 <i>Video Advocacy and Human Rights Protection in the Americas</i>	None	Public Charity	\$50,000.00
WNYC Radio 160 Varick Street New York, NY 10013 <i>general operating support</i>	None	Public Charity	\$1,500.00
WNYC Radio 160 Varick Street New York, NY 10013 <i>On the Media</i>	None	Public Charity	\$50,000.00
Women's Media Center 151 West 25th Street, Suite 12F New York, NY 10001 <i>general operating support</i>	None	Public Charity	\$5,000.00
Women's Media Center 151 West 25th Street, Suite 12F New York, NY 10001 <i>general operating support</i>	None	Public Charity	\$25,000.00

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2009

FORM 990-PF
EIN 13-6088860

Recipient and/or Purpose	Recipient Relationship	Tax Status	Paid
World Land Trust - US 2806 P Street, NW Washington, DC 20007 <i>conservation of watersheds through payments for Environmental Services in South Ecuador</i>	None	Public Charity	\$50,000.00
World Wildlife Fund 1250 Twenty-Fourth Street, NW Washington, DC 20037-1193 <i>Sea Turtle Projects</i>	None	Public Charity	\$10,000.00
Yale University Art Gallery P. O. Box 208271 New Haven, CT 06520-8271 <i>general operating support</i>	None	Public Charity	\$7,500.00
YES: The Ross Valley Schools Foundation P O. Box 2 San Anselmo, CA 94976 <i>general operating support</i>	None	Public Charity	\$500.00
YMCA of Martha's Vineyard P O. Box 881 Vineyard Haven, MA 02568 <i>general operating support</i>	None	Public Charity	\$2,500.00
Grand Total			<u>\$74,288,133.00</u>

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS FOR FUTURE PAYMENT
 DECEMBER 31, 2009

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Approved for Future Payment</u>
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>Human Rights Program</i>	None	Public Charity	\$75,000.00
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 <i>Core Domestic Legal Program</i>	None	Public Charity	\$75,000.00
Green For All 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>general operating support</i>	None	Public Charity	\$60,000.00
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>Research and Advocacy on Business and Human Rights and Mexico's National Human Rights Commission</i>	None	Public Charity	\$100,000.00
ICLEI Network: Local Climate Leaders in Action 436 14th Street, Suite 1520 Oakland, CA 94612 <i>ICLEI Network: Local Climate Leaders in Action (Mayors for Climate Protection)</i>	None	Public Charity	\$90,000
Pro-Choice Public Education Project P.O. Box 3952 New York, NY 10163 <i>general operating support</i>	None	Public Charity	\$50,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>Biodiversity Friendly Tourism in the Ecuadorian Amazon and Mexico's Yucatán Peninsula</i>	None	Public Charity	\$75,000.00
TrueChild 1731 Connecticut Ave., NW, Fourth Floor Washington, DC 20009-1108 <i>general operating support</i>	None	Public Charity	\$50,000.00
WNYC Radio 160 Varick Street New York, NY 10013 <i>On the Media</i>	None	Public Charity	<u>\$50,000.00</u>
Grand Total			<u><u>\$625,000.00</u></u>

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization OVERBROOK FOUNDATION	Employer identification number 1 3 6 0 8 8 8 6 0
	Number, street, and room or suite no. If a P O box, see instructions 122 EAST 42ND STREET, SUITE 2500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK NY 10168-2500	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **OVERBROOK FOUNDATION**

Telephone No. ► () FAX No. ► ()

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/16/2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 **09** or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$191,901
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$191,901
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization OVERBROOK FOUNDATION	Employer identification number 1 3 : 6 0 8 8 8 6 0
	Number, street, and room or suite no. If a P O box, see instructions 122 EAST 42ND STREET, SUITE 2500	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address see instructions NEW YORK NY 10168-2500	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **OVERBROOK FOUNDATION**
Telephone No **▶ ()** FAX No **▶ ()**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15/2010**
- 5 For calendar year **2009**, or other tax year beginning **____/____/20____**, and ending **____/____/20____**
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **Awaiting third party information necessary for filing a complete and accurate return**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 191,901
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 191,901
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **▶**Title **▶**Date **▶**