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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

2010

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

For calendar year 2010, or tax year beginning

, 2010, and ending

, 20

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

A Employer identification number

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

Room/suite

B Telephone number (see page 10 of the instructions)

45 MAIN STREET

409

(347) 750-2310

City or town, state, and ZIP code

BROOKLYN, NY 11201

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

I Fair market value of all assets at end

J Accounting method ☐ Cash ☒ Accrual

of year (from Part II, col (c), line

☐ Other (specify)

16) ▶ \$ 62,676,210.

(Part I, column (d) must be on cash basis)

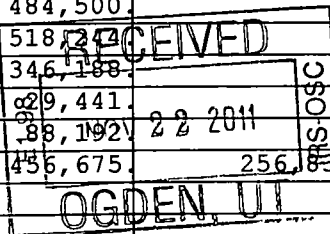
E If private foundation status was terminated
under section 507(b)(1)(A), check here . ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here . ▶ ☒**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal 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)	996,635.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,281.	1,281.		ATCH 1
4 Dividends and interest from securities	1,003,816.	1,003,816.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,083,607.			
b Gross sales price for all assets on line 6a 27,978,912.				
7 Capital gain net income (from Part IV, line 2)		1,083,607.		
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)				
12 Total. Add lines 1 through 11	3,085,339.	2,088,704.		
13 Compensation of officers, directors, trustees, etc.	484,500.			484,500.
14 Other employee salaries and wages	518,242.			507,821.
15 Pension plans, employee benefits	346,188.			348,047.
16a Legal fees (attach schedule) ATCH 3	29,441.			22,761.
b Accounting fees (attach schedule) ATCH 4	88,192.			84,600.
c Other professional fees (attach schedule) *	436,675.	256,836.		133,891.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion	88,227.			
20 Occupancy	122,007.			122,217.
21 Travel, conferences, and meetings	26,160.			26,160.
22 Printing and publications	6,034.			6,034.
23 Other expenses (attach schedule) ATCH 6	326,506.			325,840.
24 Total operating and administrative expenses. Add lines 13 through 23	2,492,174.	256,836.		2,061,871.
25 Contributions, gifts, grants paid	5,504,042.			5,500,205.
26 Total expenses and disbursements. Add lines 24 and 25	7,996,216.	256,836.		7,562,076.
27 Subtract line 26 from line 12	-4,910,877.			
a Excess of revenue over expenses and disbursements		1,831,868.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

* ATCH 5 JSA

Form 990-PF (2010)

SCANNED NOV 25 2011
Operating and Administrative Expenses

12

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		43.	250.	250.
	2	Savings and temporary cash investments		4,686,433.	1,116,446.	1,116,446.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable	369,490.			
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7	Other notes and loans receivable (attach schedule)	*			
		Less allowance for doubtful accounts	ATCH 7	3,214,000.	3,164,000.	3,164,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	ATCH 8			
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	ATCH 9				
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)	ATCH 10				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			63,649,280.	62,676,210.	62,676,210.
Liabilities	17	Accounts payable and accrued expenses		122,375.	212,009.	
	18	Grants payable		4,858,163.	4,862,000.	
	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)	ATCH 11			
	23	Total liabilities (add lines 17 through 22)			5,013,887.	5,107,148.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		58,603,067.	57,470,062.	
	25	Temporarily restricted		32,326.	99,000.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐					
	27	Capital stock, trust principal, or current funds				
	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)			58,635,393.	57,569,062.
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			63,649,280.	62,676,210.

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	58,635,393.
2	Enter amount from Part I, line 27a	2	-4,910,877.
3	Other increases not included in line 2 (itemize) ATTACHMENT 12	3	3,844,546.
4	Add lines 1, 2, and 3	4	57,569,062.
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	57,569,062.

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,083,607.
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))
2009	5,097,888.	52,408,159.	0.097273
2008	4,925,875.	72,893,586.	0.067576
2007	9,256,022.	96,017,936.	0.096399
2006	9,335,523.	86,782,199.	0.107574
2005	7,672,611.	73,532,187.	0.104344

2 Total of line 1, column (d)	2	0.473166
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	0.094633
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	56,686,372.
5 Multiply line 4 by line 3	5	5,364,401.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,319.
7 Add lines 5 and 6	7	5,382,720.
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	7,562,076.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter (attach copy of ruling letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	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 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☒ Refunded ☐ 11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
1c 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 ☒ \$ (2) On foundation managers ☒ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • 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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☒ NEW YORK		
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 2010 or the taxable year beginning in 2010 (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

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.BROOKLYNCOMMUNITYFOUNDATION.ORG				
14	The books are in care of PHILIP LI Telephone no 347-750-2310			
Located at 45 MAIN STREET SUITE, #409 BROOKLYN, NY ZIP + 4 11201				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes	☒ No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2010 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 2010)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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 fail 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** ☐ Yes ☒ No **N/A**

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No **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? **7b** ☐ Yes ☒ No **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		484,500.	45,556.	54,877.

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		129,808.	12,500.	13,688.

Total number of other employees paid over \$50,000 **5**

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		455,207.
Total number of others receiving over \$50,000 for professional services		1

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	

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	56,302,356.
b	Average of monthly cash balances	1b	1,247,260.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	57,549,616.
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	57,549,616.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	863,244.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,686,372.
6	Minimum investment return. Enter 5% of line 5	6	2,834,319.

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	2,834,319.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0.
b	Income tax for 2010 (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	2,834,319.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,834,319.
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	2,834,319.

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	7,562,076.
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	7,562,076.
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	18,319.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,543,757.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,834,319.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010				
a From 2005	3,803,369.			
b From 2006	6,273,279.			
c From 2007	9,256,022.			
d From 2008	4,925,875.			
e From 2009	5,104,470.			
f Total of lines 3a through e	29,363,015.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 7,562,076.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				2,834,319.
e Remaining amount distributed out of corpus	4,727,757.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	34,090,772.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				0.
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)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	3,803,369.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	30,287,403.			
10 Analysis of line 9				
a Excess from 2006	6,273,279.			
b Excess from 2007	9,256,022.			
c Excess from 2008	4,925,875.			
d Excess from 2009	5,104,470.			
e Excess from 2010	4,727,757.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

ONLINE APPLICATION PROCESS ONLY - VISIT WWW.BCFNY.ORG

c Any submission deadlines

JANUARY 31 AND JULY 31

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

BROOKLYN BASED OR FOCUSED ORGANIZATIONS

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 17				5,504,042.
Total			▶ 3a	5,504,042.
b <i>Approved for future payment</i> SEE ATTACHMENT 18				4,862,000.
Total			▶ 3b	4,862,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	1,281.	
4 Dividends and interest from securities				14	1,003,816.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	1,083,607.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					2,088,704.	
13 Total. Add line 12, columns (b), (d), and (e)					2,088,704.	

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2010

Name of the organization

BROOKLYN COMMUNITY FOUNDATION

Employer identification number

11-3422729

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ALAN FISHMAN 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 125,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JAMES COHAN 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	PETER RESTLER 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	MARTIN BAUMRIND 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	ATLANTIC PHILANTHROPIES 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 9,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	DONALD ELLIOT 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	HIRSCHBORN & MARTINEZ 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	EDWARD AND KATHLEEN GENTNER 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	MARILYN GELBER 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	BLOOMBERG 731 LEXINGTON AVENUE NEW YORK, NY 10022	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	CAPITAL ONE 856 WASHINGTON AVENUE BROOKLYN, NY 11238	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
12	HITE FOUNDATION 1397 2ND AVENUE, #122 NEW YORK, NY 10021	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	PETER SHARP FOUNDATION 845 THIRD AVENUE NEW YORK, NY 10022	\$ 75,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	SEINFELD FAMILY FOUNDATION 52 STATE STREET, 1A BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	UNITED JEWISH APPEAL 130 EAST 39TH STREET NEW YORK, NY 10022	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	UNITED WAY- HAITI CHARITABLE FUND 2 PARK AVENUE NEW YORK, NY 10016	\$ 260,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
17	UNITED WAY OF NYC 2 PARK AVENUE NEW YORK, NY 10016	\$ 247,274.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	ROBERT CATELL 45 MAIN STREET, SUITE 409 BROOKLYN, NY 11201	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	CONTRIBUTIONS < \$5,000 ----- ----- -----	\$ 92,361.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,978,912.		SALE OF INVESTMENT SECURITIES PROPERTY TYPE: SECURITIES 26,895,305.					1,083,607.	
TOTAL GAIN (LOSS)							<u>1,083,607.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME	1,281.	1,281.
TOTAL	<u>1,281.</u>	<u>1,281.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME	1,003,816.	1,003,816.
TOTAL	<u>1,003,816.</u>	<u>1,003,816.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	29,441.			22,761.
TOTALS	<u>29,441.</u>	<u>0.</u>	<u>0.</u>	<u>22,761.</u>

ATTACHMENT 4

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>
ACCOUNTING & AUDIT FEES	88,192.			84,600.
TOTALS	<u>88,192.</u>	<u>0.</u>	<u>0.</u>	<u>84,600.</u>

ATTACHMENT 5

FORM 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>
INVESTMENT MANAGEMENT FEES	256,836.	256,836.	
CONSULTING FEES	199,839.		133,891.
TOTALS	<u>456,675.</u>	<u>256,836.</u>	<u>133,891.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INSURANCE	53,704.
TELEPHONE AND COMMUNICATION	34,115.
SUPPLIES	16,982.
EQUIPMENT	6,256.
TRANSPORTATION	9,121.
POSTAGE AND SHIPPING	2,479.
MARKETING	81,239.
BAD DEBT EXPENSE	50,000.
OTHER EXPENSES	72,610.
TOTALS	<u>326,506.</u>

CHARITABLE PURPOSES
53,704.
33,613.
16,818.
6,256.
9,121.
2,479.
81,239.
50,000.
72,610.
<u>325,840.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	RECOVERABLE GRANT RECEIVABLE	
BEGINNING BALANCE DUE		3,214,000.
ENDING BALANCE DUE		<u>3,164,000.</u>
ENDING FAIR MARKET VALUE		<u>3,164,000.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS INVESTMENT GR CR SEP A/C MF	2,222,208.	2,222,208.
GS MORTGAGES SEP A/C MF	4,271,194.	4,271,194.
GS HIGH YIELD INSTL MF CL I	2,189,068.	2,189,068.
GS LO EM MKT DEBT FUND MF CL I	1,249,743.	1,249,743.
MSCI EM MKT INDEX FUND ETF	1,218,063.	1,218,063.
S&P HIGH YIELD DIV ARIS IND FD	6,091,536.	6,091,536.
SEE ATTACHMENT 8A	3,691,410.	3,691,410.
SEE ATTACHMENT 8B	3,670,053.	3,670,053.
SEE ATTACHMENT 8C	2,747,460.	2,747,460.
SEE ATTACHMENT 8D	2,174,007.	2,174,007.
SEE ATTACHMENT 8E	2,124,189.	2,124,189.
SEE ATTACHMENT 8F	1,833,759.	1,833,759.
SEE ATTACHMENT 8G	2,734,308.	2,734,308.
TOTALS	<u>36,216,998.</u>	<u>36,216,998.</u>

BROOKLYN COMM FDN - GSAM: LCG (CONC)

Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AMERICAN TOWER CORPORATION CMN CLASS A (AMT)	3,277.00	51.6400	169,224.28	37.9781	124,454.14	44,770.14		
APPLE, INC. CMN (AAPL)	746.00	322.5600	240,629.76	153.8949	114,805.62	125,824.14		
AVON PRODUCTS INC. CMN (AVP)	3,251.00	29.0600	94,474.06	28.9755	94,199.48	274.58	3.0282	2,860.88
BAXTER INTERNATIONAL INC. CMN (BAX)	2,086.00	50.6200	105,593.32	55.8585	116,520.83	(10,927.51)	2.4496	2,586.64
			646.66					
BROADCOM CORP. CL-A CMN CLASS A (BRCM)	1,701.00	43.5500	74,078.55	27.2800	46,403.30	27,675.25	0.7348	544.32
CB RICHARD ELLIS GROUP, INC. CMN CLASS A (CBG)	4,816.00	20.4800	98,631.68	11.9806	57,698.76	40,932.93		
CHARLES SCHWAB CORPORATION CMN (SCHW)	3,788.00	17.1100	64,812.68	23.6057	89,418.37	(24,605.69)	1.4027	909.12
CISCO SYSTEMS, INC. CMN (CSCO)	6,167.00	20.2300	124,758.41	22.4202	138,265.10	(13,506.69)		
CME GROUP INC. CMN CLASS A (CME)	484.00	321.7600	155,727.00	263.1261	127,353.04	28,373.96	1.4297	2,226.40
COSTCO WHOLESALE CORPORATION CMN (COST)	1,891.00	72.2100	136,549.11	51.4108	97,217.76	39,331.35	1.1356	1,550.62
CROWN CASTLE INTL CORP. COMMON STOCK (CCI)	2,237.00	43.8300	98,047.71	34.6078	77,417.73	20,629.98		
EQUINIX INC. CMN (EQIX)	863.00	81.2600	70,127.38	69.9092	60,331.63	9,795.75		
GILEAD SCIENCES CMN (GILD)	1,354.00	36.2400	49,068.96	47.1504	63,841.59	(14,772.63)		
HALLIBURTON COMPANY CMN (HAL)	2,612.00	40.8300	106,647.96	29.1747	76,204.38	30,443.57	0.8817	940.32
JOHNSON & JOHNSON CMN (JNJ)	1,495.00	61.8500	92,465.75	58.7317	87,803.95	4,661.80	3.4923	3,229.20
LOWES COMPANIES INC. CMN (LOW)	5,677.00	25.0800	142,379.16	20.8070	118,121.59	24,257.57	1.7544	2,497.88
MASTERCARD INCORPORATED CMN CLASS A (MA)	426.00	224.1100	95,470.86	220.7277	94,030.00	1,440.86	0.2677	255.60
MICROSOFT CORPORATION CMN (MSFT)	3,782.00	27.9100	105,555.62	26.0116	98,375.74	7,179.88	2.2931	2,420.48
NIKE CLASS-B CMN CLASS B (NKE)	1,097.00	85.4200	93,705.74	65.6938	72,066.13	21,639.62	1.4517	1,360.28

¹This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No: 028-18337-4

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Statement Detail
BROOKLYN COMM FDN - GSAM: LCG (CONC)
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
GSAM- LARGE CAP GROWTH (CONCENTRATED)								
NORTHERN TRUST CORP CMN (NTRS)	1,278.00	55.4100	70,813.98 357.84	52.3906	66,955.22	3,858.76	2.0213	1,431.36
OCCIDENTAL PETROLEUM CORP CMN (OXY)								
	612.00	98.1000	60,037.20 304.76	78.7350	48,185.81	11,851.39	1.5494	930.24
ORACLE CORPORATION CMN (ORCL)								
	4,154.00	31.3000	130,020.20	19.9621	82,922.68	47,097.52	0.6390	830.80
PEPSICO INC CMN (PEP)								
	2,021.00	65.3300	132,031.93 1,055.04	65.6837	132,746.81	(714.88)	2.9389	3,880.32
PRAXAIR, INC CMN SERIES (PX)								
	683.00	95.4700	65,206.01	84.9785	58,040.33	7,165.68	1.8854	1,229.40
PROCTER & GAMBLE COMPANY (THE) CMN (PG)								
	1,477.00	64.3300	95,015.41	50.2103	74,160.55	20,854.86	2.9958	2,846.47
QUALCOMM INC CMN (QCOM)								
	3,886.00	49.4900	192,318.14	45.4103	176,464.26	15,853.88	1.5357	2,953.36
SCHLUMBERGER LTD CMN (SLB)								
	2,610.00	83.5000	217,935.00 611.52	60.9534	159,088.27	58,846.73	1.0060	2,192.40
SOUTHWESTERN ENERGY CO. CMN (SWN)								
	2,283.00	37.4300	85,452.69	37.7297	86,136.85	(684.15)		
ST JUDE MEDICAL INC CMN (STJ)								
	2,705.00	42.7500	115,638.75	35.7002	96,569.03	19,069.72		
STAPLES, INC CMN (SPLS)								
	5,689.00	22.7700	129,538.53 512.01	22.8700	130,107.67	(569.14)	1.5810	2,048.04
THERMO FISHER SCIENTIFIC INC CMN (TMO)								
	1,930.00	55.3600	106,844.80	40.1502	77,489.83	29,354.97		
XILINX INCORPORATED CMN (XLNX)								
	3,418.00	28.9800	99,053.64	26.5290	90,676.20	8,377.44	2.2084	2,187.52
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)								
	1,411.00	52.1300	73,555.43	50.0190	70,576.85	2,978.58	1.2799	941.40
TOTAL GSAM- LARGE CAP GROWTH (CONCENTRATED)			3,691,410					

TOTAL PORTFOLIO

Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.



Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost /		Unrealized Gain (Loss)	Yield to Maturity /		Estimated Annual Income
					Original Cost	Cost Basis		Current Yield	Annual Income	
US EQUITY										
AETNA INC CMN (AET)	2,108.00	30.5100	64,315.08	31.0940	65,546.18	(1,231.10)	0.1311			84.32
AIR PRODUCTS & CHEMICALS INC CMN (APD)	917.00	90.9500	83,401.15	69.9233	64,119.70	19,281.46	2.1550			1,797.32
AMAZON.COM INC CMN (AMZN)	431.00	180.0000	77,580.00	110.5993	47,668.28	29,911.72				
APPLE, INC. CMN (AAPL)	522.00	322.5600	168,376.32	142.4420	74,354.71	94,021.61				
BOEING COMPANY CMN (BA)	917.00	65.2600	59,843.42	67.3497	61,759.64	(1,916.22)	2.5743			1,540.56
BORGWARNER INC. CMN (BWA)	1,377.00	72.3600	99,639.72	46.3917	63,881.43	35,758.29				
CISCO SYSTEMS, INC. CMN (CSCO)	4,525.00	20.2300	91,540.75	22.8652	103,464.93	(11,924.18)				
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,541.00	21.9700	55,825.77	22.1035	56,164.87	(339.10)	1.7205			960.50
CONSOL ENERGY INC. CMN (CNX)	1,510.00	48.7400	73,597.40	42.6593	64,415.58	9,181.82	0.8207			604.00
CSX CORPORATION CMN (CSX)	1,187.00	64.6100	76,692.07	52.6869	62,539.33	14,152.74	1.6097			1,234.48
DELL INC CMN (DELL)	2,553.00	13.5500	34,593.15	13.7428	35,085.28	(492.13)				
EMC CORPORATION MASS CMN (EMC)	3,212.00	22.9000	73,554.80	18.5299	59,517.91	14,036.89				
EMERSON ELECTRIC CO CMN (EMR)	1,869.00	57.1700	106,850.73	38.5467	72,043.73	34,807.00	2.4139			2,579.22
FEDEX CORP CMN (FDX)	1,019.00	93.0100	94,777.19	81.1125	82,653.63	12,123.56	0.5161			489.12
FREEPORT-MCMORAN COPPER & GOLD CMN (FCX)	298.00	120.0900	35,786.82	83.9738	25,024.20	10,762.62	1.6654			596.00
GENERAL ELECTRIC CO CMN (GE)	4,307.00	18.2900	78,775.03	17.0363	73,375.20	5,399.83	3.0618			2,411.92
GENERAL MOTORS COMPANY CMN (GM)	1,027.00	36.8600	37,855.22	35.1481	36,097.13	1,758.09				
GILEAD SCIENCES CMN (GILD)	1,610.00	36.2400	58,346.40	34.3538	55,309.69	3,036.71				
GOODRICH CORPORATION CMN (GR)	999.00	88.0700	87,981.93	52.2176	52,165.41	35,816.52	1.3171			1,158.84

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).

Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

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BROOKLYN COMM FDN - WESTFIELD: LCG Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD: LARGE CAP GROWTH								
GOOGLE, INC. CMN CLASS A (GOOG)	209.00	593.9700	124,139.73	466.4785	97,494.01	26,645.72		
HALLIBURTON COMPANY CMN (HAL)	1,835.00	40.8300	74,923.05	31.4977	57,798.31	17,124.74	0.8817	660.60
HEWLETT-PACKARD CO. CMN (HPQ)	1,606.00	42.1000	67,612.60	39.9125	64,099.47	3,513.13	0.7601	513.92
HONEYWELL INTL INC CMN (HON)	1,618.00	53.1600	86,012.88	40.1463	64,956.76	21,056.12	2.2761	1,957.78
ILLUMINA INC CMN (ILMN)	840.00	63.3400	53,205.60	41.2161	34,621.52	18,584.08		
INTEL CORPORATION CMN (INTC)	2,594.00	21.0300	54,551.82	20.9373	54,311.23	240.59	2.9957	1,634.22
INTL BUSINESS MACHINES CORP CMN (IBM)	365.00	146.7600	53,567.40	138.2206	50,450.53	3,116.87	1.7716	949.00
LAS VEGAS SANDS CORP. CMN (LVS)	1,740.00	45.9500	79,953.00	28.7690	50,058.06	29,894.94		
MARVELL TECHNOLOGY GROUP LTD. CMN (MRVL)	3,608.00	18.5500	66,928.40	17.8929	64,557.47	2,370.93		
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (NOV)	1,330.00	67.2500	89,442.50	52.5858	69,939.06	19,503.44	0.6543	585.20
NIKE CLASS-B CMN CLASS B (NKE)	1,033.00	85.4200	88,238.86	74.6910	77,155.83	11,083.03	1.4517	1,280.92
OCCIDENTAL PETROLEUM CORP CMN (OXY)	423.00	98.1000	41,496.30	72.0279	30,467.81	11,028.49	1.5494	642.96
ORACLE CORPORATION CMN (ORCL)	3,300.00	31.3000	103,290.00	21.9785	72,529.04	30,760.96	0.6390	660.00
PEABODY ENERGY CORPORATION CMN (BTU)	1,262.00	63.9800	80,742.76	39.5558	49,919.40	30,823.36	0.5314	429.08
PRICELINE.COM INC CMN (PCLN)	89.00	399.5500	35,559.95	411.2634	36,602.44	(1,042.49)		
QUALCOMM INC CMN (QCOM)	1,524.00	49.4900	75,422.76	39.3405	59,954.85	15,467.91	1.5357	1,158.24
SCHLUMBERGER LTD CMN (SLB)	699.00	83.5000	58,366.50	79.4636	55,545.07	2,821.43	1.0060	587.16
TARGET CORPORATION CMN (TGT)	1,481.00	60.1300	89,052.53	31.5440	46,716.72	42,335.81	1.6631	1,481.00
THE BANK OF NY MELLON CORP CMN (BK)	2,480.00	30.2000	74,896.00	27.5434	68,307.70	6,588.30	1.1921	892.80
UNITED TECHNOLOGIES CORP CMN (UTX)	1,148.00	78.7200	90,370.56	70.1631	80,547.30	9,823.26	2.1596	1,951.60
VIACOM INC CMN CLASS B (VIA)	1,922.00	39.6100	76,130.42	24.9233	47,902.61	28,227.81	1.5148	1,153.20
WALT DISNEY COMPANY (THE) CMN (DIS)	2,337.00	37.5100	87,660.87	29.8709	69,808.22	17,852.65	1.0664	934.80
WEATHERFORD INTERNATIONAL LTD CMN (WFT)	3,759.00	22.8000	85,705.20	16.4831	61,959.99	23,745.21		
WELLS FARGO & CO (NEW) CMN (WFC)	2,019.00	30.9900	62,568.81	25.8882	52,268.32	10,300.49	0.6454	403.80
ALCON, INC. CMN (ACL)	402.00	163.4000	65,686.80	150.9005	60,661.98	5,024.82	2.0811	1,367.00
COVIDIEN PLC CMN (COV)	1,456.00	45.6600	66,480.96	37.3419	54,369.87	12,111.09	1.7521	1,164.80
GOLDCORP INC CMN (GG)	1,353.00	45.9800	62,210.94	43.6316	59,033.50	3,177.44	0.7829	487.08



Statement Detail
BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
US EQUITY									
WESTFIELD: LARGE CAP GROWTH									
MANULIFE FINANCIAL CORP CMN (MFC)	4,192.00	17.1800	72,018.56	13.4263	56,282.96	15,735.60	2.9756	2,142.98	
SUNCOR ENERGY INC. CMN (SU)	1,977.00	38.2900	75,699.33	26.9944	53,367.90	22,331.43	1.0353	783.68	
WARNER CHILCOTT PLC CMN (WCRX)	3,049.00	22.5600	68,785.44	26.3629	80,380.59	(11,595.15)			
TOTAL WESTFIELD: LARGE CAP GROWTH									3,670.053

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by Inception to date contributions minus inception to date distributions.

BROOKLYN COMM FDN - DIAMONDHILL: LCV Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	623.00	86.3000	53,764.90	80.8679	50,380.68	3,384.22	2.4334	1,308.30
ABBOTT LABORATORIES CMN (ABT)	1,737.00	47.9100	83,219.67	54.6023	94,844.27	(11,624.60)	3.6736	3,057.12
AIR PRODUCTS & CHEMICALS INC CMN (APD)	617.00	90.9500	56,116.15	70.6917	43,616.81	12,499.34	2.1550	1,209.32
ALLIANCE DATA SYSTEMS CORPORAT CMN (ADS)	316.00	71.0300	22,445.48	40.8678	12,914.23	9,531.25		
AMGEN INC. CMN (AMGN)	253.00	54.9000	13,889.70	55.5817	14,062.17	(172.47)		
ANADARKO PETROLEUM CORP CMN (APC)	1,395.00	76.1600	106,243.20	50.2238	70,062.22	36,180.98	0.4727	502.20
APACHE CORP. CMN (APA)	866.00	119.2300	103,253.18	103.2374	89,403.55	13,849.63	0.5032	519.60
ASSURANT, INC. CMN (AIZ)	570.00	38.5200	21,956.40	36.7332	20,937.92	1,018.48	1.6615	364.80
BAXTER INTERNATIONAL INC CMN (BAX)	874.00	50.6200	44,241.88	51.1084	44,668.71	(426.83)	2.4496	1,083.76
CHUBB CORP CMN (CB)	461.00	59.6400	27,494.04	54.2506	25,009.53	2,484.51	2.4816	682.28
CISCO SYSTEMS, INC. CMN (CSCO)	2,080.00	20.2300	42,078.40	21.5356	44,794.03	(2,715.63)		
CONAGRA INC CMN (CAG)	2,488.00	22.5800	56,179.04	19.6888	48,985.74	7,193.30	4.0744	2,288.96
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	1,317.00	78.5100	103,397.67	70.8055	93,250.89	10,146.78	0.8152	842.88
DOMINION RESOURCES, INC. CMN (D)	327.00	42.7200	13,969.44	30.2327	9,886.09	4,083.35	4.2837	598.41
DOVER CORPORATION CMN (DOV)	946.00	58.4500	55,293.70	45.5623	43,101.98	12,191.72	1.8820	1,040.60
EOG RESOURCES INC CMN (EOG)	315.00	91.4100	28,794.15	99.8947	31,466.83	(2,672.68)	0.6783	195.30
EXXON MOBIL CORPORATION CMN (XOM)	760.00	73.1200	55,571.20	60.3814	45,889.88	9,681.32	2.4070	1,337.60

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit).
Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DIAMOND HILL: LARGE CAP VALUE								
FLUOR CORPORATION CMN (FLR)	440.00	66.2600	29,154.40	50.9235	22,406.34	6,748.06	0.7546	220.00
GENERAL MILLS INC CMN (GIS)	1,539.00	35.5900	54,773.01	33.8100	52,033.65	2,739.36	3.1470	1,723.68
ILLINOIS TOOL WORKS CMN (ITW)	1,102.00	53.4000	58,846.80	47.1807	51,993.08	6,853.72	2.5468	1,498.72
JOHNSON & JOHNSON CMN (JNJ)	1,088.00	61.8500	67,292.80	71.0116	77,260.61	(9,967.81)	3.4923	2,350.08
JPMORGAN CHASE & CO CMN (JPM)	2,054.00	42.4200	87,130.68	44.2905	90,972.65	(3,841.97)	0.4715	410.80
KIMBERLY CLARK CORP CMN (KMB)	660.00	63.0400	41,606.40	61.3720	40,505.49	1,100.91	4.1878	1,742.40
KLA-TENCOR CORPORATION CMN (KLAC)	1,712.00	38.6400	66,151.68	29.0235	49,688.30	16,463.38	2.5880	1,712.00
LINEAR TECHNOLOGY CORP CMN (LTC)	796.00	34.5900	27,533.64	31.3375	24,944.65	2,588.99	2.6597	732.32
MARSH & MCLENNAN CO INC CMN (MMC)	1,561.00	27.3400	42,677.74	20.7784	32,435.08	10,242.66	3.0724	1,311.24
MC DONALDS CORP CMN (MCD)	681.00	76.7600	52,273.56	57.6375	39,251.13	13,022.43	3.1787	1,661.64
MEDTRONIC INC CMN (MDT)	2,399.00	37.0900	88,978.91	40.4993	97,157.86	(8,178.95)	2.4265	2,159.10
MERCK & CO., INC. CMN (MRK)	2,309.00	36.0400	83,216.36	34.5035	79,668.55	3,547.81	4.2175	3,509.68
MICROSOFT CORPORATION CMN (MSFT)	2,531.00	27.9100	70,640.21	25.9593	65,702.92	4,937.29	2.2931	1,619.84
OCCIDENTAL PETROLEUM CORP CMN (OXY)	1,087.00	98.1000	106,634.70	71.1415	77,330.76	29,303.94	1.5494	1,652.24
PARKER-HANNIFIN CORP. CMN (PH)	643.00	86.3000	55,490.90	58.4900	37,609.06	17,881.84	1.3441	745.88
PEPSICO INC CMN (PEP)	1,256.00	65.3300	82,054.48	57.1388	71,766.39	10,288.09	2.9389	2,411.52
PFIZER INC. CMN (PFE)	4,795.00	17.5100	83,960.45	18.2776	87,641.28	(3,680.83)	4.5688	3,836.00
PNC FINANCIAL SERVICES GROUP CMN (PNC)	901.00	60.7200	54,708.72	57.9919	52,250.74	2,457.99	0.6588	360.40
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	1,308.00	64.3300	84,143.64	46.8289	61,252.19	22,891.45	2.9958	2,520.78
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,012.00	58.7100	59,414.52	47.4690	48,038.63	11,375.89	1.9588	1,163.80
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	811.00	53.9700	43,769.67	52.7940	42,815.97	953.70	0.7412	324.40
RAYTHEON CO CMN (RTN)	863.00	46.3400	39,991.42	47.4927	40,986.20	(994.78)	3.2369	1,294.50
SYSCO CORPORATION CMN (SYY)	1,859.00	29.4000	54,654.60	32.0212	59,527.33	(4,872.73)	3.5374	1,933.36
THE BANK OF NY MELLON CORP CMN (BK)	1,364.00	30.2000	41,192.80	34.4375	46,972.77	(5,779.97)	1.1921	491.04



Statement Detail

BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

US EQUITY

DIAMOND HILL: LARGE CAP VALUE

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,230.00	55.7100	68,523.30	45.4646	55,921.49	12,601.81	2.5848	1,771.20
U S. BANCORP CMN (USB)	2,066.00	26.9700	55,720.02	28.1002	58,054.99	(2,334.97)	0.7416	413.20
UNITED TECHNOLOGIES CORP CMN (UTX)	1,209.00	78.7200	95,172.48	51.9163	62,766.80	32,405.68	2.1596	2,055.30
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,448.00	36.1100	52,287.28	25.8494	37,429.91	14,857.37	1.3847	724.00
WAL MART STORES INC CMN (WMT)	994.00	53.9300	53,606.42	49.2112	48,915.93	4,690.49	2.2436	1,202.74
WELLS FARGO & CO (NEW) CMN (WFC)	1,870.00	30.9900	57,951.30	27.6713	51,745.29	6,206.01	0.6454	374.00
TOTAL DIAMOND HILL: LARGE CAP VALUE			2,747,460					

* Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable. Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Portfolio No: 028-18345-7

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BROOKLYN COMM FDN - SNOW: ACV Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AGILENT TECHNOLOGIES, INC. CMN (A)	1,715.00	41.4300	71,052.45	31.9782	54,842.51	16,209.84		
ALCOA INC. CMN (AA)	3,780.00	15.3900	58,174.20	20.4153	77,169.88	(18,995.68)	0.7797	453.60
ALLSTATE CORPORATION COMMON STOCK (ALL)	1,910.00	31.8800	60,890.80	19.9728	38,148.11	22,742.69	2.5094	1,528.00
AMGEN INC. CMN (AMGN)	950.00	54.9000	52,155.00	60.4831	57,458.98	(5,303.98)		
ARCHER DANIELS MIDLAND CO CMN (ADM)	1,520.00	30.0800	45,721.60	29.7074	45,155.20	566.40	1.9947	912.00
AVERY DENNISON CORPORATION CMN (AVY)	1,590.00	42.3400	67,320.60	37.6853	59,919.66	7,400.94	1.8895	1,272.00
BANCORPSOUTH INC CMN (BXS)	1,795.00	15.9500	28,630.25	14.9079	26,759.74	1,870.51	5.5172	1,579.60
BOEING COMPANY CMN (BA)	845.00	65.2600	55,144.70	53.4545	45,169.03	9,975.67	2.5743	1,419.60
CHESAPEAKE ENERGY CORPORATION CMN (CHK)	2,165.00	25.9100	56,095.15	22.7885	49,337.13	6,758.02	1.1579	649.50
CISCO SYSTEMS, INC. CMN (CSCO)	2,450.00	20.2300	49,563.50	22.7142	55,649.85	(6,086.35)		
COMMUNITY HEALTH SYS INC CMN (CVH)	1,165.00	37.3700	43,536.05	24.3012	28,310.86	15,225.19		
CONOCOPHILLIPS CMN (COP)	775.00	68.1000	52,777.50	73.7669	57,169.37	(4,391.87)	3.2305	1,705.00
E I DU PONT DE NEMOURS AND C CMN (DD)	1,270.00	49.8800	63,347.60	43.4201	55,143.55	8,204.05	3.2879	2,082.80
EATON CORPORATION CMN (ETN)	230.00	101.5100	23,347.30	73.5123	16,907.82	6,439.48	2.2855	533.60
GAP INC CMN (GPS)	2,680.00	22.1400	59,335.20	18.6440	49,965.87	9,369.33	1.8067	1,072.00
GENERAL ELECTRIC CO CMN (GE)	3,180.00	18.2900	58,162.20	27.3133	86,856.26	(28,694.06)	3.0618	1,780.80
HEALTH NET, INC. CMN (HNT)	2,665.00	27.2900	72,727.85	24.6391	65,663.26	7,064.59		

*This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit. Not a Deposit. Not FDIC insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account, Term Deposits and Certificates of Deposit). Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account, Certificate of Deposit Account and Term Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

Portfolio No. 028-18346-5

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Statement Detail

BROOKLYN COMM FDN - SNOW: ACV
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
US EQUITY									
SNOW: ALL CAP VALUE									
INTERNATIONAL PAPER CO. CMN (IP)	850.00	27.2400	23,154.00	24.9849	21,237.17	1,916.83	1.8355	425.00	
JPMORGAN CHASE & CO CMN (JPM)	2,060.00	42.4200	87,385.20	38.0039	78,287.95	9,097.25	0.4715	412.00	
LIFEPOINT HOSPITALS INC CMN (LPNT)	1,655.00	36.7500	60,821.25	29.4828	48,794.03	12,027.22			
LOWES COMPANIES INC CMN (LOW)	1,730.00	25.0800	43,388.40	20.8661	36,098.35	7,290.05	1.7544	761.20	
MACY'S INC. CMN (M)	2,465.00	25.3000	62,364.50	18.5011	45,605.27	16,759.23	0.7905	493.00	
MARATHON OIL CORPORATION CMN (MRO)	1,905.00	37.0300	70,542.15	38.9577	74,214.48	(3,672.33)	2.7005	1,905.00	
MEDTRONIC INC CMN (MDT)	1,325.00	37.0900	49,144.25	36.6263	48,529.90	614.35	2.4265	1,192.50	
METLIFE, INC. CMN (MET)	1,415.00	44.4400	62,882.60	29.3820	41,575.46	21,307.14	1.6652	1,047.10	
PATTERSON-UTI ENERGY, INC. ORD CMN (PTEN)	3,405.00	21.5500	73,377.75	19.8528	67,598.84	5,778.91	0.9281	681.00	
PFIZER INC. CMN (PFE)	3,090.00	17.5100	54,105.90	18.6600	57,659.40	(3,553.50)	4.5688	2,472.00	
PNC FINANCIAL SERVICES GROUP CMN (PNC)	950.00	60.7200	57,684.00	45.6975	43,412.62	14,271.38	0.6588	380.00	
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,240.00	58.7100	72,800.40	43.4083	53,826.24	18,974.16	1.9588	1,426.00	
REHARCARE GROUP INC CMN (RHB)	1,000.00	23.7000	23,700.00	22.1691	22,169.07	1,530.93			
SAFeway INC. CMN (SWY)	1,740.00	22.4900	39,132.60	20.9935	36,528.66	2,603.94	2.1343	835.20	
TEREX CORP (NEW) CMN (TEX)	2,465.00	31.0400	76,513.60	20.9362	51,607.64	24,905.96			
TEXAS INSTRUMENTS INC. CMN (TXN)	2,265.00	32.5000	73,612.50	17.8878	40,515.81	33,096.69	1.6000	1,177.80	
THE BANK OF NY MELLON CORP CMN (BK)	1,960.00	30.2000	59,192.00	29.6942	58,200.64	991.36	1.1921	705.60	
TRUE RELIGION APPAREL INC CMN (TRLG)	740.00	22.2600	16,472.40	23.0185	17,033.68	(561.28)			
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	2,080.00	36.1100	75,108.80	26.8816	55,913.83	19,194.97	1.3847	1,040.00	
VALERO ENERGY CORPORATION CMN (VLO)	2,975.00	23.1200	68,782.00	19.9428	59,329.84	9,452.16	0.8651	595.00	
WELLS FARGO & CO (NEW) CMN (WFC)	1,680.00	30.9900	52,063.20	30.1255	50,610.77	1,452.43	0.6454	336.00	
WESCO INTERNATIONAL INC. CMN (WCC)	455.00	52.8000	24,024.00	18.6115	8,468.25	15,555.75			



Statement Detail

BROOKLYN COMM FDN - SNOW: ACV
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)							
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield Estimated Annual Income
US EQUITY							
SNOW: ALL CAP VALUE							
NOKIA CORP SPON ADR SPONSORED ADR CMIN (NOK)	2,885.00	10.3200	,29,773.20	13.2050	38,096.46	(8,323.26)	3.4012 1,012.64
TOTAL SNOW: ALL CAP VALUE			2,174,007				

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Portfolio No: 028-18346-5

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PUBLIC EQUITY

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.

Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Qualifying Savings Bank Deposits and Certificates of Deposit)
Bankman and securities services provided by Goldman Sachs & Co. Bank Deposit Account offered by Goldman Sachs Bank USA. Member FDIC.

Portfolio No. 028-18347-3

BROOKLYN COMM FDN - DF DENT: ACG
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DF DENT: ALL CAP GROWTH								
K12 INC. CMN (LRN)	1,314.00	28.6600	37,659.24	21.2386	27,907.58	9,751.66		
MARKEL CORPORATION CMN (MKL)	148.00	378.1300	55,963.24	288.2101	42,655.09	13,308.15		
MONSANTO COMPANY CMN (MON)	530.00	69.6400	36,909.20	76.9221	40,768.71	(3,859.51)	1.6083	593.60
PRICE T ROWE GROUP INC CMN (TROW)	1,191.00	64.5400	76,867.14	39.9966	47,635.94	29,231.21	1.6734	1,286.28
QUALCOMM INC CMN (QCOM)	1,954.00	49.4900	96,703.46	44.4382	86,832.18	9,871.28	1.5357	1,485.04
RESMED INC. CMN (RMD)	2,472.00	34.6400	85,630.08	21.9916	54,363.21	31,266.88		
ROPER INDS INC (NEW) CMN (ROP)	875.00	76.4300	66,876.25	51.6413	45,186.16	21,690.09	0.5757	385.00
SCHLUMBERGER LTD CMN (SLB)	1,251.00	83.5000	104,458.50	39.2027	49,042.55	55,415.95	1.0060	1,050.84
STERICYCLE INC CMN (SRCL)								
TECHNE CORP CMN (TECH)	893.00	65.6700	58,643.31	72.3186	64,580.55	(5,937.24)	1.6446	964.44
TRIMBLE NAVIGATION LTD CMN (TRMB)	1,728.00	39.9300	68,999.04	28.9353	50,000.24	18,998.80		
UNIT CORP CMN (UNT)	546.00	46.4800	25,378.08	36.2398	19,786.94	5,591.14		
VISA INC. CMN CLASS A (V)	796.00	70.3800	56,022.48	68.5777	54,587.88	1,434.60	0.8525	477.60
ALCON, INC. CMN (ACL)	174.00	163.4000	28,431.60	85.8420	14,936.51	13,495.09	2.0811	591.69
CORE LABORATORIES N.V. CMN (CLB)	478.00	89.0500	42,565.90	54.5397	26,069.96	16,495.94	0.2695	114.72
POTASH CORP. OF SASKATCHEWAN CMN (POT)	308.00	154.8300	47,687.64	109.9370	33,860.60	13,827.04		
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	969.00	52.1300	50,513.97	47.7146	46,235.44	4,278.53	1.2789	646.51
ULTRA PETROLEUM CORP CMN (UPL)	1,788.00	47.7700	85,412.76	55.8485	99,857.06	(14,444.30)		

TOTAL DF DENT: ALL CAP GROWTH

2,124,189

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BROOKLYN COMM FDN - SOUTHERNSUN: SCC
Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFFILIATED MANAGERS GROUP INC CMN (AMG)	955.00	99.2200	94,755.10	31.9885	30,549.06	64,206.04		
AGCO CORP CMN (AGCO)	1,965.00	50.6600	99,546.90	38.9584	76,549.37	22,997.53		
ARCH CHEMICAL INC CMN (ARJ)	2,650.00	37.9300	100,514.50	34.5989	91,681.79	8,832.71	2.1091	2,120.00
CASCADE CORP CMN (CASC)	1,535.00	47.2800	72,574.80	36.4646	55,973.16	16,601.64	0.8460	614.00
CENTENE CORPORATION CMN (CNC)	3,325.00	25.3400	84,255.50	22.1852	73,765.73	10,489.77		
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)	1,355.00	60.3000	81,706.50	40.5347	54,924.56	26,781.94	1.3267	1,084.00
DARLING INTERNATIONAL INC CMN (DAR)	8,145.00	13.2800	108,165.60	5.4598	44,470.13	63,695.47		
JAMES RIVER COAL COMPANY CMN (JRCC)	3,415.00	25.3300	86,501.95	14.0282	47,906.33	38,595.62		
JO-ANN STORES, INC CMN (JAS)	1,935.00	60.2200	116,525.70	33.5054	64,832.86	51,692.84		
KOPPERS HOLDINGS, INC. CMN (KOP)	2,740.00	35.7800	98,037.20	27.8819	76,396.29	21,640.91	2.4595	2,411.20
MIDDLEBY CORP CMN (MIDD)	1,005.00	84.4200	84,842.10	49.8486	50,097.86	34,744.24		
NEWPORT CORP CMN (NEWP)	2,250.00	17.4300	39,217.50	7.6760	17,271.11	21,946.39		
NORDSON CORP CMN (NDSN)	965.00	91.8800	88,664.20	47.7571	46,085.59	42,578.61	0.9142	810.60
OGE ENERGY CORP (HOLDING CO) CMN (OGE)	1,995.00	45.5400	90,852.30	33.3863	66,605.67	24,246.63	3.2938	2,992.50
POLARIS INDS INC CMN (PII)	1,165.00	78.0200	90,893.30	41.6710	48,546.67	42,346.63	2.0508	1,864.00
SMITHFIELD FOODS INC. CMN (SFD)	4,675.00	20.6300	96,445.25	16.0287	74,934.25	21,511.00		
TRACTOR SUPPLY CO CMN (TSCO)	1,950.00	48.4900	94,555.50	20.6495	40,266.52	54,288.98	0.5774	546.00

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Statement Detail
BROOKLYN COMM FDN - SOUTHERNSUN: SCC
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUTHERNSUN: SMALL CAP CORE								
TRINITY INDUSTRIES INC (DE) CMN (TRN)	3,840.00	26.6100	102,182.40	20.6428	79,268.43	22,913.97	1.2026	1,228.80
URS CORPORATION CMN (URS)	2,195.00	41.6100	91,333.95	41.4586	91,001.60	332.35		
CHICAGO BRIDGE & IRON COMPANY CMN SERIES (CBI)	3,410.00	32.9000	112,189.00	10.8426	36,973.28	75,215.72		
TOTAL SOUTHERNSUN: SMALL CAP CORE			1,833,759					

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Statement Detail
BROOKLYN COMM FDN - GSAM: LCV (CONG)
Holdings

Period Ended December 31, 2010

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ADOBE SYSTEMS INC CMN (ADBE)	1,853.00	30.7800	57,035.34	28.2316	52,313.25	4,722.09		
AFLAC INCORPORATED CMN (AFL)	976.00	58.4300	55,075.68	41.3107	40,319.28	14,756.40	2.1265	1,171.20
AMERICAN ELECTRIC POWER INC CMN (AEP)	1,496.00	35.9800	53,826.08	33.2415	49,729.31	4,096.77	5.1140	2,752.64
ARCHER DANIELS MIDLAND CO CMN (ADM)	1,415.00	30.0800	42,563.20	26.6475	37,706.14	4,857.06	1.9947	849.00
BANK OF AMERICA CORP CMN (BAC)	6,883.00	13.3400	91,819.22	11.2203	77,229.41	14,589.82	0.2999	275.32
BAXTER INTERNATIONAL INC CMN (BAX)	1,410.00	50.6200	71,374.20	51.7998	73,037.70	(1,663.50)	2.4496	1,748.40
BIOMED INC. CMN (BIIB)	973.00	67.0500	65,239.65	46.2720	45,022.63	20,217.02		
BOEING COMPANY CMN (BA)	927.00	65.2600	60,496.02	59.8286	55,461.13	5,034.89	2.5743	1,557.36
CBS CORPORATION CMN CLASS B (CBS)	3,545.00	19.0500	67,532.25	16.5587	58,700.58	8,831.67	1.0499	709.00
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,981.00	21.9700	65,492.57	17.6479	52,608.47	12,884.10	1.7205	1,126.82
CVS CAREMARK CORPORATION CMN (CVS)	1,787.00	34.7700	62,133.99	34.6731	61,960.79	173.20	1.0066	625.45
DISH NETWORK CORPORATION CMN CLASS A (DISH)	2,709.00	19.6600	53,258.94	16.5092	44,723.33	8,535.61		
DOW CHEMICAL CO CMN (DOW)	2,276.00	34.1400	77,702.64	27.6096	62,839.42	14,863.22	1.7575	1,365.60
EMC CORPORATION MASS CMN (EMC)	3,656.00	22.9000	83,722.40	20.0597	73,338.10	10,384.30		
ENERGY CORPORATION CMN (ETR)	656.00	70.8300	46,464.48	94.8529	62,223.52	(15,759.04)	4.6873	2,177.92
FORD MOTOR COMPANY CMN (F)	3,215.00	16.7900	53,979.85	13.9916	44,982.97	8,996.88		
FRANKLIN RESOURCES INC CMN (BEN)	486.00	111.2100	54,048.06	66.1527	32,150.21	21,897.85	0.8992	486.00

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BROOKLYN COMM FDN - GSAM: LCV (CONC)
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM: LARGE CAP VALUE (CONCENTRATED)								
GENERAL ELECTRIC CO CMN (GE)	6,883.00	18.2900	125,890.07	17,0479	117,341.01	8,549.06	3.0618	3,854.48
GENERAL MILLS INC CMN (GIS)	1,794.00	35.5900	63,848.46	35.5833	63,836.36	12.10	3.1470	2,009.28
GOOGLE, INC. CMN CLASS A (GOOG)	78.00	593.9700	46,329.66	509.7447	39,760.09	6,569.57		
HARTFORD FINANCIAL SRVCS GROUP CMN (HIG)	2,470.00	26.4900	65,430.30	23.3554	57,687.77	7,742.53	0.7550	494.00
HONEYWELL INTL INC CMN (HON)	1,718.00	53.1600	91,328.88	34.1582	58,683.70	32,645.18	2.2761	2,078.78
JOHNSON CONTROLS INC CMN (JCI)	1,446.00	38.2000	55,237.20	23.0429	33,320.00	21,917.20	1.6754	925.44
JPMORGAN CHASE & CO CMN (JPM)	3,154.00	42.4200	133,792.68	36.7511	115,912.85	17,879.83	0.4715	630.80
MERCK & CO., INC. CMN (MRK)	2,892.00	36.0400	104,227.68	37.0178	107,055.57	(2,827.89)	4.2175	4,395.84
NEWFIELD EXPLORATION CO. CMN (NFX)	1,101.00	72.1100	79,393.11	48.9871	53,934.84	25,458.27		
OCCIDENTAL PETROLEUM CORP CMN (OXY)	1,155.00	98.1000	113,305.50	71.5595	82,651.24	30,654.26	1.5494	1,755.60
P & E CORPORATION CMN (PEG)	1,411.00	47.8400	67,502.24	45.9144	64,785.28	2,716.96	3.8043	2,588.02
PEPSICO INC CMN (PEP)	952.00	65.3300	62,194.16	63.0952	60,066.59	2,127.57	2.9389	1,827.84
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,470.00	58.7100	86,303.70	52.1971	76,729.78	9,573.92	1.9588	1,690.50
RANGE RESOURCES CORPORATION CMN (RRC)	1,426.00	44.9800	64,141.48	46.8070	66,746.76	(2,605.28)	0.3557	228.16
SLM CORPORATION CMN (SLM)	5,047.00	12.5900	63,541.73	12.8340	64,773.20	(1,231.47)		
SPRINT NEXTEL CORPORATION CMN (S)	16,990.00	4.2300	71,867.70	4.4618	75,806.65	(3,938.95)		
SUNTRUST BANKS INC \$1.00 PAR CMN (STI)	1,543.00	29.5100	45,533.93	27.7366	42,797.57	2,736.36	0.1355	61.72
THE BANK OF NY MELLON CORP CMN (BK)	1,431.00	30.2000	43,216.20	28.8155	41,235.03	1,981.17	1.1921	515.16
THE TRAVELERS COMPANIES, INC CMN (TRV)	713.00	55.7100	39,721.23	40.5731	28,928.62	10,792.61	2.5848	1,026.72
U.S. BANCORP CMN (USB)	3,266.00	26.9700	88,084.02	23.2730	76,009.71	12,074.31	0.7416	653.20
WEATHERFORD INTERNATIONAL LTD CMN (WFT)	2,251.00	22.8000	51,322.80	22.6645	51,017.69	305.11		
WELLPOINT, INC. CMN (WLP)	986.00	56.8600	56,063.96	38.8726	38,328.38	17,735.58		



Statement Detail
BROOKLYN COMM FDN - GSAM: LCV (CONC)
Holdings (Continued)

Period Ended December 31, 2010

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM: LARGE CAP VALUE (CONCENTRATED)								
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,041.00	52.1300	54,267.33	50.5781	52,651.78	1,615.55	1.2799	694.54
TOTAL GSAM: LARGE CAP VALUE (CONCENTRATED)			2,734,308					

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FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS GLOBAL TACTICAL TRADING	1,537,645.	1,537,645.
GS PROPRIETARY ACCESS FUND	1,046,072.	1,046,072.
GS HEDGE FUND PARTNERS	5,465,255.	5,465,255.
GS HEDGE FUND PARTNERS PLUS	946,122.	946,122.
VONTOBEL	4,877,453.	4,877,453.
ACADIAN	5,089,486.	5,089,486.
TOTALS	<u>18,962,033.</u>	<u>18,962,033.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	30,649.	30,649.
TOTALS	<u>30,649.</u>	<u>30,649.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

DEFERRED RENT PAYABLE

33,139.

TOTALS

33,139.

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

3,844,546.

TOTAL

3,844,546.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN FISHMAN 45 MAIN STREET 409 BROOKLYN, NY 11201	CHAIRMAN 1.00	0.	0.	0.
MARTIN M. BAUMRIND 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
ROBERT CATELL 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
ROHIT DESAI 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
DONALD ELLIOT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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
EDWARD F. GENTNER, JR., ESQ. 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
RALPH HERZKA 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
SISTER ELIZABETH HILL, CSJ 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
REV. EMMA JORDAN SIMPSON 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.
MALCOLM MACKAY 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
MARIA FIORINI RAMIREZ 45 MAIN STREET 409 BROOKLYN, NY 11201	TREASURER 1.00	0.	0.	0.	0.
CONSTANCE R. ROOSEVELT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.	0.
HILDY SIMMONS 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.	0.
DR. LESTER YOUNG, JR. 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0.	0.	0.	0.
PAUL WOOD 45 MAIN STREET 409 BROOKLYN, NY 11201	SECRETARY 1.00	0.	0.	0.	0.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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
MARILYN GELBER 45 MAIN STREET 409 BROOKLYN, NY 11201	PRESIDENT 40.00	181,731.	17,500.	2,160.
BENJAMIN ESNER 45 MAIN STREET 409 BROOKLYN, NY 11201	VICE PRESIDENT 40.00	147,000.	13,056.	37,807.
PHILIP LI 45 MAIN STREET 409 BROOKLYN, NY 11201	CHIEF OPERATING OFFICER 40.00	155,769.	15,000.	14,910.
GRAND TOTALS		484,500.	45,556.	54,877.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	ATTACHMENT 14	
			CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES	
STEPHANIE HYACINTH 45 MAIN STREET SUITE 409 BROOKLYN, NY 11201	VP OF DEVELOPMENT 40.00	129,808.	12,500.	13,688.
	TOTAL COMPENSATION	129,808.	12,500.	13,688.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BLACKBAUD PO BOX 930256 ATLANTA, GA 31193	SOFTWARE CONSULTANTS	73,311.
FISCAL MANAGEMENT ASSOCIATES 440 PARK AVENUE NEW YORK, NY 10016	ACCOUNTING	65,553.
JACKSON RIVER 2535 13TH STREET, NW#005 WASHINGTON, DC 20009	IT SUPPORT	59,507.
GOLDMAN SACHS 200 WEST STREET NEW YORK, NY 10282	INVESTMENT MGMT.	256,836.
	TOTAL COMPENSATION	<u>455,207.</u>

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

ONLINE APPLICATION PROCESS ONLY
WWW.BCFNY.ORG

QUESTIONS ON APPLICATION PROCESS:
GRANT ADMINISTRATOR

45 MAIN STREET, SUITE 409
BROOKLYN, NY 11201
347-750-2310

PROCEEDINGS AND SUMMARY

2010	Girls Write Now	Girls Write Now - R-2010-0611	\$	20,000.00	3/1/2010	247 West 37th Street	New York	10018	Education and Youth Achievement
2010	Global Eds	Global Eds - R-2010-0793	\$	20,000.00	9/1/2010	137 East 25th Street 2nd Floor	New York	10010	Education and Youth Achievement
2010	Globalhood, Inc.	Globalhood, Inc. - R-2010-0787	\$	10,000.00	9/1/2010	370 A 6th Ave.	Brooklyn	11315	Education and Youth Achievement
2010	Good Shepherd Services	Good Shepherd Services - R-2010-0564	\$	15,000.00	3/1/2010	305 Seventh Avenue, 9th Floor	New York	10001	Education and Youth Achievement
2010	Groundwork, Inc.	Groundwork, Inc. - R-2010-0613	\$	20,000.00	3/1/2010	305 Seventh Avenue, 9th Floor	Brooklyn	11207	Education and Youth Achievement
2010	Hebrew Community College	Hebrew Community College - R-2010-0687	\$	20,000.00	9/1/2010	30 Broad Street, 9th Floor	New York	10013	Education and Youth Achievement
2010	Leadership Preparatory Charter School	Leadership Preparatory Charter School - R-2010-0800	\$	20,000.00	9/1/2010	141 Madison Avenue	Brooklyn	11216	Education and Youth Achievement
2010	Louisa Academy	Louisa Academy - R-2010-0615	\$	10,000.00	9/1/2010	2-13 Aberdeen Street	Brooklyn	11207	Education and Youth Achievement
2010	Madison Square Boys' Kamp, Girls Club	Madison Square Boys' Kamp, Girls Club - R-2010-0780	\$	10,000.00	9/1/2010	350 Fifth Avenue, Suite 912	New York	10018	Education and Youth Achievement
2010	MOUSE - R-2010-0788	MOUSE - R-2010-0788	\$	25,000.00	9/1/2010	295 Lafayette Street, Suite 501	New York	10012	Education and Youth Achievement
2010	New York City Youth Funders Network	New York City Youth Funders Network - R-2010-0785	\$	15,000.00	9/1/2010	533 East 86th Street - #100	New York	10018	Education and Youth Achievement
2010	Older Adults Technology Services	Older Adults Technology Services - R-2010-0785	\$	2,000.00	9/1/2010	1440 Broadway, 16th Floor	New York	10018	Education and Youth Achievement
2010	Open Markets for a Better Tomorrow	Open Markets for a Better Tomorrow - R-2010-0794	\$	10,000.00	9/1/2010	1713 8th Avenue #8	Brooklyn	11215	Education and Youth Achievement
2010	P.S. 15 The Bronx - R-2010-0685	P.S. 15 The Bronx - R-2010-0685	\$	15,000.00	9/1/2010	781 Avenue C	Brooklyn	11215	Education and Youth Achievement
2010	Per Scholas Inc. - R-2010-0618	Per Scholas Inc. - R-2010-0618	\$	25,000.00	3/1/2010	804 E. 138th St., 2nd Floor	Brooklyn	10454	Education and Youth Achievement
2010	Planned Parenthood of New York City, Inc.	Planned Parenthood of New York City, Inc. - R-2010-0797	\$	15,000.00	9/1/2010	28 Bleecker Street	New York	10012	Education and Youth Achievement
2010	Quest Youth Organization, Inc.	Quest Youth Organization, Inc. - R-2010-0675	\$	500.00	9/1/2010	P. O. Box 25724	Brooklyn	11202	Education and Youth Achievement
2010	Red Hook Initiative	Red Hook Initiative - R-2010-0790	\$	30,000.00	9/1/2010	787 Hicks Street	Brooklyn	11331	Education and Youth Achievement
2010	Red Works Teen Remaking	Red Works Teen Remaking - R-2010-0593	\$	20,000.00	3/1/2010	540 President Street, #2F	Brooklyn	11215	Education and Youth Achievement
2010	Research Foundation of CUNY also	Research Foundation of CUNY also - R-2010-0783	\$	20,000.00	9/1/2010	365 Fifth Avenue	Brooklyn	11238	Education and Youth Achievement
2010	Sally Stark Center for Financial Literacy	Sally Stark Center for Financial Literacy - R-2010-0660	\$	25,000.00	9/1/2010	137 West 37th Street, 4th Fl	HALL	10018	Education and Youth Achievement
2010	Settlement Housing Fund, Inc.	Settlement Housing Fund, Inc. - R-2010-0613	\$	25,000.00	3/1/2010	247 West 37th Street, 4th Floor	New York	10018	Education and Youth Achievement
2010	Sponsor for Educational Opportunity	Sponsor for Educational Opportunity - R-2010-0623	\$	10,000.00	9/1/2010	55 Exchange Place	New York	10005	Education and Youth Achievement
2010	St. John's University	St. John's University - R-2010-0740	\$	500.00	9/1/2010	8000 Utopia Parkway	Queens	11439	Education and Youth Achievement
2010	St. Vincent's Services	St. Vincent's Services - R-2010-0623	\$	15,000.00	3/1/2010	68 Boreum Place	Brooklyn	11201	Education and Youth Achievement
2010	Successful and Victorious Youth	Successful and Victorious Youth - R-2010-0659	\$	500.00	4/1/2010	P.O. Box 2344	Brooklyn	11201	Education and Youth Achievement
2010	Summit Academy Charter School	Summit Academy Charter School - R-2010-1001	\$	500.00	12/1/2010	27 Huntington Street	New York	11231	Education and Youth Achievement
2010	The Adams Street Foundation	The Adams Street Foundation - R-2010-0759	\$	10,000.00	9/1/2010	476 The Urban Assembly School for Law & Justice-333 Adams Street	Brooklyn	11201	Education and Youth Achievement
2010	The Brooklyn Young Mothers' Collective	The Brooklyn Young Mothers' Collective - R-2010-0793	\$	20,000.00	9/1/2010	388 Atlantic Avenue, Third Floor	Brooklyn	11211	Education and Youth Achievement
2010	The Center for Anti-Violence Education	The Center for Anti-Violence Education - R-2010-0611	\$	15,000.00	4/1/2010	317 7th Street, 2nd Floor	Brooklyn	11215	Education and Youth Achievement
2010	The Reconstruction Period	The Reconstruction Period - R-2010-0674	\$	500.00	3/1/2010	985 Hancock Street 3rd Floor	Brooklyn	11211	Education and Youth Achievement
2010	Trey Whitfield School	Trey Whitfield School - R-2010-0753	\$	20,000.00	9/1/2010	17 Handmade Street	New York	11207	Education and Youth Achievement
2010	Turning Point (Discipleship Outreach)	Turning Point (Discipleship Outreach) - R-2010-0751	\$	20,000.00	9/1/2010	5205 Fourth Avenue	Brooklyn	11220	Education and Youth Achievement
2010	Walla Wall Rock Camp for Girls	Walla Wall Rock Camp for Girls - R-2010-0617	\$	15,000.00	9/1/2010	87 Irving Place	Brooklyn	11220	Education and Youth Achievement
2010	Brooklyn Botanic Garden	Brooklyn Botanic Garden - R-2010-0574	\$	5,000.00	3/1/2010	1000 Washington Avenue	Brooklyn	11225	Green Communities Fund
2010	Brooklyn Greenways Initiative, Inc.	Brooklyn Greenways Initiative, Inc. - R-2010-0787	\$	30,000.00	9/1/2010	145 Columbus Street	Brooklyn	11331	Green Communities Fund
2010	City Parks Foundation	City Parks Foundation - R-2010-0793	\$	10,000.00	9/1/2010	830 Fifth Avenue	New York	10021	Green Communities Fund
2010	Ecobuild, NY (Rutwick's Farmers&MO3)	Ecobuild, NY (Rutwick's Farmers&MO3) - R-2010-0610	\$	2,500.00	9/1/2010	563 Shepherd Avenue	Brooklyn	11208	Green Communities Fund
2010	Farming Concerns - R-2010-0748	Farming Concerns - R-2010-0748	\$	3,000.00	9/1/2010	150 Canal St., 2nd floor	Brooklyn	11208	Green Communities Fund
2010	Green City Growers - R-2010-0748	Green City Growers - R-2010-0748	\$	15,000.00	9/1/2010	307 7th Avenue, Rm 1601	Brooklyn	11207	Green Communities Fund
2010	Green City Growers	Green City Growers - R-2010-0618	\$	10,000.00	3/1/2010	613 New Lots Ave	Brooklyn	11207	Green Communities Fund
2010	Hands and Heart Garden	Hands and Heart Garden - R-2010-0678	\$	500.00	3/1/2010	640A Greene Avenue-Gr-Ground Floor	Brooklyn	11221	Green Communities Fund
2010	Hester Carthan Community Garden	Hester Carthan Community Garden - R-2010-0742	\$	500.00	4/1/2010	1155 Avenue of the Americas, Third Floor	New York	10036	Green Communities Fund
2010	Just Food - R-2010-0614	Just Food - R-2010-0614	\$	20,000.00	9/1/2010	11 Penn Plaza - 5th Floor	New York	10001	Green Communities Fund
2010	New Partners for Community Revitalization	New Partners for Community Revitalization Inc. - R-2010-0770	\$	25,000.00	9/1/2010	71 West 31st St, 10th Floor	New York	10001	Green Communities Fund
2010	New York City Audubon Society, Inc.	New York City Audubon Society, Inc. - R-2010-0677	\$	10,000.00	3/1/2010	254 West 31st St, 10th Floor	Brooklyn	11215	Green Communities Fund
2010	New York Restoration Project	New York Restoration Project - R-2010-0617	\$	500.00	3/1/2010	1301 8th Avenue	Brooklyn	11215	Green Communities Fund
2010	P.S. 107 - R-2010-0642	P.S. 107 - R-2010-0642	\$	750,000.00	6/1/2010	200 Williamsburg Avenue	Brooklyn	11205	Green Communities Fund
2010	Prest Center for Community Development	Prest Center for Community Development - R-2010-0611	\$	15,000.00	3/1/2010	Unifield Villa-Gr-95 Prospect Park West	Brooklyn	11215	Green Communities Fund
2010	Prospect Park Alliance	Prospect Park Alliance - R-2010-0592	\$	20,000.00	9/1/2010	645 Broadway, Suite 500	New York	10001	Green Communities Fund
2010	The Forest City Ratner Group	The Forest City Ratner Group - R-2010-0671	\$	20,000.00	3/1/2010	323 Eighth Avenue, 16th Floor	New York	10001	Green Communities Fund
2010	The Forest City Ratner Group	The Forest City Ratner Group - R-2010-0671	\$	20,000.00	3/1/2010	323 Eighth Avenue, 16th Floor	New York	10001	Green Communities Fund
2010	The Nature Conservancy of New York	The Nature Conservancy of New York - R-2010-0788	\$	20,000.00	3/1/2010	137 West 26th St #1002	New York	10001	Green Communities Fund
2010	The Nature Conservancy of New York	The Nature Conservancy of New York - R-2010-0618	\$	15,000.00	9/1/2010	1664 22nd Street	Brooklyn	11232	Green Communities Fund
2010	Transportation Alternatives	Transportation Alternatives - R-2010-0597	\$	5,000.00	9/1/2010	1664 22nd Street	Brooklyn	11232	Green Communities Fund
2010	UPROISE	UPROISE - R-2011-1236	\$	10,000.00	9/1/2010				
2010	UPROISE	UPROISE - R-2010-0786	\$	5,000.00	9/1/2010				

500

10/10	Beginning Basics	WBS12	Brooklyn Arts Council - Hall
10/10	Brooklyn Botanic Garden	WBS11	Brooklyn Botanic Garden
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10/10	Brooklyn Museum	WBS11	Brooklyn Museum</

Name & Address	Purpose	12/31/10 Balance
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	Education, Culture, Arts Arts and Culture Endowment	\$1,925,000.00
Brooklyn Children's Museum Corp. 145 Brooklyn Avenue Brooklyn, NY 11213	Education, Culture, Arts Museum Project Support	\$100,000.00
Brooklyn College of the City University of New York 2900 Bedford Avenue Brooklyn, NY 11210-2889	Neighborhood Renewal Community Development Project Support	\$50,000.00
Brooklyn Cooperative Federal Credit Union 1474 Myrtle Avenue Brooklyn, NY 11237	Neighborhood Renewal Community Development Project Support	\$30,000.00
Fifth Avenue Committee 621 DeGraw Street Brooklyn, NY 11217	Neighborhood Renewal Community Development Project Support	\$50,000.00
La Casa de Don Pedro, Inc. 75 Park Avenue Newark, NJ 07104	Neighborhood Renewal Housing Project Support	\$0.00
New Jersey Citizen Action Education Fund 744 Broad Street Suite 2080 Newark, NJ 07102	Community Development Project Support Education, Culture, Arts Arts and Culture	\$0.00
Poets House 10 River Terrace New York, NY 10282	Capital Funding Education, Culture, Arts Arts and Culture	\$25,000.00
Prospect Park Alliance Litchfield Villa 95 Prospect Park West Brooklyn, NY 11215	Capital Funding Education, Culture, Arts Arts and Culture Capital Funding	\$400,000.00
Society for the Preservation of Weeksville and Bedford-Stuyvesant History P.O. Box 130120 St. John's Station Brooklyn, NY 11213-0002	Education, Culture, Arts Arts and Culture Capital Funding Neighborhood Renewal	\$250,000.00
St. John's Bread & Life 795 Lexington Avenue Brooklyn, NY 11221	Community Development Capital Funding Education, Culture, Arts Education	\$50,000.00
St. Philip's Academy 342 Central Avenue Newark, NJ 07103	Capital Funding Neighborhood Renewal Community Development	\$0.00
YMCA of Eastern Union County 144 Madison Avenue Elizabeth, NJ 07201	Challenge Grant Education, Culture, Arts Education	\$0.00
Brooklyn Botanic Garden	Education, Culture, Arts Capital Funding Education, Culture, Arts Education	\$1,200,000.00
Pratt Center	Capital Funding Education, Culture, Arts Education Capital Funding	\$600,000.00
NYU -Poly	Education, Culture, Arts Education Capital Funding	\$325,000.00
		\$5,005,000.20
Discounts taken on grants payable		(143,000.00)
Total Grants Payable @ 12/31/10		\$4,862,000.20