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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: **THE OVERBROOK FOUNDATION** A Employer identification number:) 13-6088860

Number and street (or P.O. box number if mail is not delivered to street address): **122 EAST 42ND STREET** Room/suite: **2500** B Telephone number (see page 10 of the instructions): (212) 661-8710

City or town, state, and ZIP code: **NEW YORK, NY 10168-2500**

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **133,800,213.** J Accounting method: Cash Accrual
 Other (specify) _____ (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	635	635		
	4 Dividends and interest from securities	2,055,894	2,051,308		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,376,905			
	b Gross sales price for all assets on line 6a	27,853,254			
	7 Capital gain net income (from Part IV, line 2)		2,377,257		
	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)	-205,445	-236,281		ATCH 1	
12 Total. Add lines 1 through 11	4,227,989	4,192,919			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	369,081	27,228		335,422
	14 Other employee salaries and wages	421,009			421,009
	15 Pension plans, employee benefits	278,289	3,888		276,627
	16a Legal fees (attach schedule) ATCH 2	5,977	2,989	0	11,509
	b Accounting fees (attach schedule) ATCH 3	50,000	37,500	0	12,500
	c Other professional fees (attach schedule) *	1,857,815	1,736,168		128,884
	17 Interest	81,123	81,123		
	18 Taxes (attach schedule) (see page 14 of the instructions) *	56,439	31,727		
	19 Depreciation (attach schedule) and depletion	23,389			
	20 Occupancy ATCH 8A	96,304			96,304
	21 Travel, conferences, and meetings	63,002			63,002
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	92,525			93,833
	24 Total operating and administrative expenses. Add lines 13 through 23	3,394,953	1,920,623	0	1,439,090
	25 Contributions, gifts, grants paid	6,312,042			6,897,042
26 Total expenses and disbursements. Add lines 24 and 25	9,706,995	1,920,623	0	8,336,132	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,479,006				
b Net investment income (If negative, enter -0-)		2,272,296			
c Adjusted net income (If negative, enter -0-)					

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* ATCH 4 JSA ** ATCH 5

Form 990-PF (2010)

3 g 14-40

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,418,244.	5,129,613.	5,129,613.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	590,037.	426,252.	426,252.
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	88,390,999.	93,649,017.	93,649,017.
	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 8	32,212,272.	34,321,988.	34,321,988.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ATCH 8A	549,749.			
	Less: accumulated depreciation (attach schedule)	363,104.	186,645.	186,645.	
15	Other assets (describe ATCH 9)	120,977.	86,698.	86,698.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	127,942,563.	133,800,213.	133,800,213.	
Liabilities	17	Accounts payable and accrued expenses	57,313.	62,958.	
	18	Grants payable	625,000.	40,000.	
	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 10)	306,405.	545,132.	
23	Total liabilities (add lines 17 through 22)	988,718.	648,090.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	126,953,845.	133,152,123.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	126,953,845.	133,152,123.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	127,942,563.	133,800,213.		

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)	126,953,845.
2	Enter amount from Part I, line 27a	-5,479,006.
3	Other increases not included in line 2 (itemize) ATTACHMENT 11	11,677,284.
4	Add lines 1, 2, and 3	133,152,123.
5	Decreases not included in line 2 (itemize)	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	133,152,123.

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(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	ATCHIA 2,377,257.	
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	8,761,473.	112,786,650.	0.077682
2008	10,069,427.	160,247,526.	0.062837
2007	9,445,546.	186,376,821.	0.050680
2006	9,190,091.	172,087,762.	0.053404
2005	9,051,733.	164,111,324.	0.055156
2 Total of line 1, column (d)			0.299759
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			0.059952
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			123,092,385.
5 Multiply line 4 by line 3			7,379,635.
6 Enter 1% of net investment income (1% of Part I, line 27b)			22,723.
7 Add lines 5 and 6			7,402,358.
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.			8,336,132.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 94,178.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, expenditures, and state reporting. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.OVERBROOK.ORG**

14 The books are in care of **S MCGOLDRICK C/O THE FDTN** Telephone no. **212-661-8710**
 Located at **122 E. 42ND ST., SUITE 2500 NEW YORK, NY** ZIP + 4 **10168-2500**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year **15**

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?	16	Yes	No
	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 ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **ATTACHMENT 12** Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		X
6b		X
7b		

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		369,081.	68,278.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		330,550.	106,801.	0.

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		1,561,834.
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 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	89,165,049.
b	Average of monthly cash balances	1b	2,567,429.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	33,234,410.
d	Total (add lines 1a, b, and c)	1d	124,966,888.
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	124,966,888.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,874,503.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	123,092,385.
6	Minimum investment return. Enter 5% of line 5	6	6,154,619.

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	6,154,619.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	22,723.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,723.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,131,896.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,131,896.
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	6,131,896.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,336,132.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,336,132.
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	22,723.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,313,409.

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				6,131,896.
2 Undistributed Income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	0.			
b From 2006	0.			
c From 2007	0.			
d From 2008	1,896,152.			
e From 2009	3,118,981.			
f Total of lines 3a through e	5,015,133.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 8,336,132.				
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)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				6,131,896.
e Remaining amount distributed out of corpus	2,204,236.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,219,369.			
b Prior years' undistributed Income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed Income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed Income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	7,219,369.			
10 Analysis of line 9:				
a Excess from 2006	0.			
b Excess from 2007	0.			
c Excess from 2008	1,896,152.			
d Excess from 2009	3,118,981.			
e Excess from 2010	2,204,236.			

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

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

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

ATTACHMENT 16

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

ATTACHMENT 17

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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 18				6,897,042.
Total ▶ 3a				6,897,042.
b <i>Approved for future payment</i> SEE ATTACHMENT 19				40,000.
Total ▶ 3b				40,000.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

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)	
TOTAL GAIN (LOSS)							<u>2,377,257.</u>	

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME	3,934.	3,934.
OTHER INVESTMENT INCOME	-209,379.	-240,215.
TOTALS	<u>-205,445.</u>	<u>-236,281.</u>

THE OVERBROOK FOUNDATION
Schedule of Realized Gains/(Losses)
December 31, 2010
EIN 13-6088860

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

INVESTMENT CLASSIFICATION	INVESTMENTS		INVESTMENT
	PROCEEDS	COST	REALIZED GAIN (LOSS)
Marketable Securities	27,853,254	25,783,062	2,070,192
Hedge Fund Investments (Pass-through net loss)	-	-	(81,347)
Venture Capital Funds (Pass-through net loss)	-	-	(53,530)
Real Estate Partnerships (Pass-through net loss)	-	-	(30,770)
Private Equity (Pass-through net gain)	-	-	472,712
Total Net Gains - Part IV - Line 2			<u>\$ 2,377,257</u>

ATTACHMENT 1A

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER, LLP	5,977.	2,989.		11,509.
TOTALS	<u>5,977.</u>	<u>2,989.</u>	<u>0.</u>	<u>11,509.</u>

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 4

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>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES	1,206,628.	1,106,628.	100,000.
INVESTMENT MGMT, CONSULTING, & CUSTODIAL FEES:			
GREENHAVEN ASSOCIATES	276,121.	276,121.	
NEUBERGER (HA SCHUPF)	79,085.	79,085.	
JP MORGAN CHASE	41,338.	41,338.	
NEUBERGER BERMAN, LLC	31,814.	31,814.	
RIVERSTONE/CARLYLE	20,553.	20,553.	
DIKER MICRO-VALUE FUND LP	24,117.	24,117.	
DUNE REAL ESTATE LP	19,672.	19,672.	
GS CAPITAL PARTNERS V LP	31,534.	31,534.	
OTHER PROFESSIONAL AND RELATED FEES	126,953.	105,306.	28,884.
TOTALS	<u>1,857,815.</u>	<u>1,736,168.</u>	<u>128,884.</u>

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	23,187.	
FOREIGN WITHHOLDING TAXES	31,727.	31,727.
OTHER TAXES AND FILING FEES	1,525.	
TOTALS	<u>56,439.</u>	<u>31,727.</u>

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
COMPUTER EXPENSES	16,302.	16,302.
REPAIRS AND MAINTENANCE COSTS	5,684.	5,684.
DUES AND SUBSCRIPTIONS	14,636.	14,636.
INSURANCE	10,247.	11,555.
OFFICE EXPENSES	9,921.	9,921.
POSTAGE AND MAILING	4,367.	4,367.
PAYROLL PROCESSING FEES	2,568.	2,568.
SEMINARS AND CONFERENCES	2,395.	2,395.
MISCELLANEOUS	26,405.	26,405.
TOTALS	<u>92,525.</u>	<u>93,833.</u>

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2010

Quantity	Security	Book Value	Market Value
Certificates of Deposit			
95000	GOLDMAN SACHS BANK USA CD FDIC INS 2.300% Due 02-25-11	95,233	95,233
95000	BB & T FINANCIAL FSB CD FDIC INS 2.500% Due 03-11-11	95,349	95,349
1000000	CDARS 3/24/11 1.850% Due 03-24-11	1,000,000	1,000,000
		<u>1,190,582</u>	<u>1,190,582</u>
Corporate Bonds			
170,000	CROWN CASTLE INTL CORP 9.000% Due 01-15-15	187,425	187,425
50,000	CHESAPEAKE ENERGY CORP 7.250% Due 12-15-18	51,750	51,750
100,000	BALL CORP SR NTE 7.375% Due 09-01-19	107,500	107,500
350,000	BANK OF AMERICA CORP 8.000% Due 12-29-49	352,730	352,730
		<u>699,405</u>	<u>699,405</u>
Preferred Stock			
14,000	CITIGROUP CAP XII TR PFD SECS	370,440	370,440
10,000	HSBC HLDGS PLC PERP PREF SHS	266,500	266,500
		<u>636,940</u>	<u>636,940</u>
Preferred Stock (FI)			
108,000	JPMORGAN CHASE & CO 7.900% Due 12-29-99	114,803	114,803
		<u>114,803</u>	<u>114,803</u>
Common Stock			
25,000	AMERICAN EXPRESS COMPANY	1,073,000	1,073,000
2,500	AON CORP COM	115,025	115,025
2,000	CHICAGO MERCANTILE EXCHANGE HOLDINGS INC C	643,500	643,500
8,000	CNINSURE INC SPONSORED ADR	138,320	138,320
3,000	COVANTA HOLDING CORPORATION	51,570	51,570
15,000	EVEREST RE GROUP LTD F	1,272,300	1,272,300
35,000	JPMORGAN CHASE & CO	1,484,700	1,484,700
600	M & T BK CORP COM	52,230	52,230
16,000	MOODYS CORP COM	424,640	424,640
14,000	MSCI INC CL A	545,440	545,440

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2010

Quantity	Security	Book Value	Market Value
20,000	PARTNERRE LTD F	1,607,000	1,607,000
2,200	PROGRESSIVE CORP OHIO COM	43,714	43,714
2,700	SUN LIFE FINL INC COM	81,270	81,270
12,000	SVB FINL GROUP COM	636,600	636,600
1,800	TRAVELERS COMPANIES INC	100,278	100,278
6,000	VISA INC CL A	422,280	422,280
12,000	ABBOTT LABORATORIES	574,920	574,920
1,300	BAXTER INTERNATIONAL INC	65,806	65,806
42,500	BECTON DICKINSON & CO	3,592,100	3,592,100
3,200	COVENTRY HEALTH CARE COM	84,480	84,480
23,000	JOHNSON & JOHNSON	1,422,550	1,422,550
15,000	MEDTRONIC INC	556,350	556,350
27,500	PERKINELMER INC COM	710,050	710,050
50,352	PFIZER INCORPORATED	881,664	881,664
12,000	ARBITRON INC COM	498,240	498,240
37,500	CBS CORP-CLASS BW/I	714,375	714,375
11,100	TOYOTA MOTOR CORP ADR	872,793	872,793
1,600	VIACOM INC CL A	73,376	73,376
2,200	ACCENTURE LTD	106,678	106,678
8,500	ACTIVISION INC NEW COM NEW	105,740	105,740
80,000	AGILENT TECHNOLOGIES COM	3,314,400	3,314,400
12,000	AMPHENOL CORP NEW CL A	633,360	633,360
250	AUTOMATIC DATA PROCESSING INC	11,570	11,570
30,000	CISCO SYSTEMS INC	606,900	606,900
2,000	COMPUTER SCIENCES CORP COM	99,200	99,200
81,101	INTEL CORP	1,705,554	1,705,554
24,500	INTL BUSINESS MACHINES	3,595,620	3,595,620
31,412	MICROSOFT CORP	876,709	876,709
17,500	MOLEX INC COM	397,600	397,600
3,400	ORACLE CORP COM	106,420	106,420
50,000	TEXAS INSTRUMENTS INC	1,625,000	1,625,000
32,500	THERMO FISHER SCIENTIF COM	1,799,200	1,799,200
18,000	WRIGHT EXPRESS CORP COM	828,000	828,000
52,654	3M COMPANY	4,544,040	4,544,040
15,000	AVERY DENNISON CORP	635,100	635,100
11,000	BOEING COMPANY CMN	717,860	717,860
38,500	EMERSON ELECTRIC CO	2,201,045	2,201,045
56,500	FEDEX CORPORATION	5,255,065	5,255,065
85,000	GENERAL ELECTRIC COMPANY	1,554,650	1,554,650
30,000	HONEYWELL INTERNATIONAL	1,594,800	1,594,800
35,000	PALL CORP	1,735,300	1,735,300
5,500	PRAXAIR INC.	525,085	525,085
30,000	ROCKWELL COLLINS INC	1,747,800	1,747,800
26,500	TE CONNECTIVITY LTD.	938,100	938,100
20,000	UNION PACIFIC CORP	1,853,200	1,853,200
11,700	UNITED PARCEL SERVICE CL B	849,186	849,186
15,000	VERISK ANALYTICS INC CL A	511,200	511,200
15,000	PEPSICO INCORPORATED	979,950	979,950
7,000	PROCTER & GAMBLE	450,310	450,310
7,500	SARA LEE CORP	131,325	131,325

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2010

Quantity	Security	Book Value	Market Value
20,000	UNILEVER NV NY SHS NEW	628,000	628,000
15,000	WAL MART STORES INC	808,950	808,950
52,500	BAKER HUGHES INC	3,001,425	3,001,425
19,000	CHEVRON CORPORATION	1,733,750	1,733,750
5,000	CONOCOPHILLIPS	340,500	340,500
53,300	DEVON ENERGY CORPORATION NEW	4,184,583	4,184,583
35,000	EQT CORPORATION	1,569,400	1,569,400
23,000	EXXON MOBIL CORPORATION	1,681,760	1,681,760
30,000	HALLIBURTON COMPANY CMN	1,224,900	1,224,900
2,000	OCCIDENTAL PETE CORP	196,200	196,200
1,500	PIONEER NAT RES CO COM	130,230	130,230
6,000	SCHLUMBERGER LTD F	501,000	501,000
3,600	TEEKAY LNG PARTNERS PRTNRSP UNITS	136,764	136,764
20,000	NEUSTAR INC CL A	521,000	521,000
42,500	AIR PROD & CHEM INC COM	3,865,375	3,865,375
35,000	ALCOA INC. CMN	538,650	538,650
5,000	ALLEGHENY TECHNOLOGIES INC	275,900	275,900
30,000	CARPENTER TECHNOLOGY INC CMN	1,207,200	1,207,200
3,400	PACKAGING CORP AMER COM	87,856	87,856
9,000	SIGMA ALDRICH CORP COM	599,040	599,040
4,320	BROOKFIELD INFR PRATNERS NPV	90,331	90,331
		<u>84,097,352</u>	<u>84,097,352</u>
Mutual Funds (Domestic)			
139,429	GENL AMERN INVESTORS CO	3,739,487	3,739,487
		<u>3,739,487</u>	<u>3,739,487</u>
Mutual Funds (International)			
43,000	ISHARES TR MSCI EAFE INDEX FD	2,503,460	2,503,460
14,000	ISHARES MSCI EMERG MKTS INDEX	666,988	666,988
		<u>3,170,448</u>	<u>3,170,448</u>
	TOTAL	<u>93,649,017</u>	<u>93,649,017</u>

**THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2010**

Security	Book Value	Market Value
Hedge Funds		
ARISTEIA INTERNATIONAL LTD	4,969,091	4,969,091
BUCKINGHAM RAF PARTNERS, L.P.	2,861,671	2,861,671
DIKER SMALL-CAP FUND, L.P.-Foundation	1,418,354	1,418,354
DIKER VALUE-TECH FUND, L.P.-Foundation	645,912	645,912
ENTRUST CAPITAL WATERS FUND LTD.	566,586	566,586
GS MORTGAGE CREDIT OPPORTUNITIES OFFSHORE	357,216	357,216
LONGVIEW PARTNERS B	2,975,984	2,975,984
NEW VERNON INDIA (CAYMAN) FUND-OF 5	3,490,302	3,490,302
O.S.S OVERSEAS FUND, LTD CL E & C	2,475,585	2,475,585
	<u>19,760,701</u>	<u>19,760,701</u>
Private Placements		
DNP GREEN	30,940	30,940
DNP INC. SERIES F PREFERRED	319,060	319,060
FIBROGEN INC SER A PFD	910,000	910,000
MEDRIUM INC COMMON STOCK	6,923	6,923
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	1,609,562	1,609,562
	<u>2,876,485</u>	<u>2,876,485</u>
Private Equity		
BOND STREET HOLDINGS, INC.	500,000	500,000
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	880,790	880,790
DELTA OPPORTUNITY FUND OFFSHORE, LTD	524,324	524,324
EMERGING EUROPE GROWTH FUND II, LP	183,820	183,820
EMERGING EUROPE GROWTH FUND, LP	342,074	342,074
GOLDMAN SACHS OFFSHORE MEZZANINE PARTNERS	1,760,188	1,760,188
GOLDMAN SACHS VINTAGE FUND III OFFSHORE LP	471,517	471,517
GOLDMAN SACHS VINTAGE FUND V OFFSHORE, LP	813,813	813,813
GS CAPITAL PARTNERS V INSTITUTIONAL OF5	2,937,381	2,937,381
GS CAPITAL PARTNERS VI PARALLEL, LP OF5	1,218,647	1,218,647
	<u>9,632,554</u>	<u>9,632,554</u>
Venture Capital Funds		
ENDOWMENT VENTURE PARTNERS V, LP	430,607	430,607
RADIUS VENTURE II-OF5	60,192	60,192
RADIUS VENTURE III-OF5	96,551	96,551
	<u>587,350</u>	<u>587,350</u>
Real Estate Investments		
DSF CAPITAL PARTNERS LP	277,198	277,198
DUNE REAL ESTATE PARALLEL FUND LP -OF5	1,187,700	1,187,700
	<u>1,464,898</u>	<u>1,464,898</u>
TOTAL INVESTMENTS - OTHER	<u><u>34,321,988</u></u>	<u><u>34,321,988</u></u>

THE OVERBROOK FOUNDATION
Schedule Attachment to Form 990-PF
December 31, 2010

EIN 13-6088860

Part I - Line 19 - Depreciation:
Part II - Line 14 - Land, buildings, and equipment:

	<u>December 31,</u> <u>2010</u>
Property and equipment at cost:	
Furniture, fixtures and equipment	\$ 263,122
Leasehold improvements	274,641
Computer hardware and software	<u>11,986</u>
	549,749
Accumulated depreciation and amortization	<u>(363,104)</u>
Total	<u>\$ 186,645</u>
 Depreciation and Amortization	
Opening accumulated depreciation and amortization at January 1, 2010	\$ 339,715
2010 Depreciation and amortization expense	<u>23,389</u>
Ending accumulated depreciation and amortization at December 31, 2010	<u>\$ 363,104</u>

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLES	120,977.	86,698.	86,698.
TOTALS	<u>120,977.</u>	<u>86,698.</u>	<u>86,698.</u>

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUAL OF SECTION 4940 TAX ON CERTAIN NET INVESTMENT INCOME, AS REQUIRED BY GAAP	306,405.	545,132.
TOTALS	<u>306,405.</u>	<u>545,132.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN, NET OF DEFERRED TAX EXPENSE OF \$238,727	11,677,284.
TOTAL	<u>11,677,284.</u>

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010**

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

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

(i) Grantee	ISEAL Alliance The Wenlock Centre 50-52 Warf Road London, N1 7EU, United Kingdom
(ii) Date and Amount of Grant	December, 2010 \$40,000
(iii) Purpose of Grant	Empower ISEAL Alliance to Bring Clarity and Order to the Sustainability Standards Landscape
(iv) & (v)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010**

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

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

(i) Grantee	IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970 Piracicaba San Paulo, Brazil
(ii) Date and Amount of Grant	December, 2010 \$35,000
(iii) Purpose of Grant	Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production Phase II
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Human Rights Center, Law School, University of Chile Avenida Pio Non 1, piso, Ala Sur Providencia Santiago, Chile
(ii) Date and Amount of Grant	June, 2010 \$50,000
(iii) Purpose of Grant	International Human Rights Fellowship Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Foundation for Sustainable Community Development in the Tropics (ALTROPICO) Muros N27-211 and Gonzales Suarez Casilla Postal: 17-15-144C Quito, Ecuador
(ii) Date and Amount of Grant	December, 2010 \$25,000
(iii) Purpose of Grant	Continued Work to Consolidate the Cotacachi Cayapas Ecological Reserve and Chachi Territories and Extend Environmental Outreach in the Chiles Mataje Biological Corridor in Northwestern Ecuador.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010**

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

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

(i) Grantee	Borealis Centre for Environment and Trade Research - Tides Canada Initiatives Box 112 Sointula, BC V0N 3E0, Canada
(ii) Date and Amount of Grant	June, 2010 \$25,000
(iii) Purpose of Grant	Markets-oriented Research and Investigations: Providing Environmental Organizations with Research/Strategy to Wage Successful Corporate Campaigns.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010**

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

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

(i) Grantee	Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capca Cuenca, Ecuador
(ii) Date and Amount of Grant	June, 2010 \$80,000
(iii) Purpose of Grant	Payment for the Protection of Environmental Services in the Tropical Andes of Ecuador: Development of Participatory Monitoring Tools.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010**

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

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

(i) Grantee	Pronatura Noroeste A.C. Calle Decima No. 60, Zona Centro Ensenada, Baja California Mexico
(ii) Date and Amount of Grant	June, 2010 \$50,000
(iii) Purpose of Grant	Protection of the Cabo Pulmo National Park Region, Baja California Sur, Mexico: Campaign to Halt Construction of Environmentally Destructive Cabo Cortez Tourist Development.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2010

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	South African Institute for Advancement P. O. Box 43276 Woodstock Cape Town, 7915, South Africa
(ii) Date and Amount of Grant	September, 2010 \$5,000
(iii) Purpose of Grant	Work with Zimbabwe Refugee Effort of PASSOP.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 13

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

NAME AND ADDRESS

VINCENT MCGEE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
CHARLES ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
KATHRYN G. GRAHAM C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	CHAIR OF BOARD 1.00	0.	0.	0.
ARTHUR G. ALTSCHUL, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 13 (CONT'D)

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

COMPENSATION

SERENA ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/SECRETARY 1.00	0.	0.	0.
KATHRYN C. GRAHAM C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
ROBERT C. GRAHAM, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
ELIZABETH A. G. LINDEMANN C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND 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
EMILY ALTSCHUL MILLER C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
AARON LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/TREASURER 1.00	0.	0.	0.
FRANCES LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.
HELEN LANG C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0.	0.	0.

THE OVERBROOK FOUNDATION

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

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS

EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

COMPENSATION

NAME AND ADDRESS

0. 0. 0.

ISAIAH OROZCO
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET
2500
NEW YORK, NY 10168-2500

DIRECTOR
1.00

272,281. 38,880. 0.

STEPHEN A. FOSTER
C/O THE OVERBROOK FOUNDATION
122 EAST 42ND STREET
2500
NEW YORK, NY 10168-2500

PRESIDENT AND CEO
40.00

96,800. 29,398. 0.

M. SHEILA MCGOLDRICK
C/O THE OVERBROOK FOUNDATION
122 EAST 42ND STREET
2500

ASST. SECRETARY/GRANTS MANAGER
40.00

NEW YORK, NY 10168-2500
MS. MCGOLDRICK RECEIVES COMPENSATION NOT IN HER CAPACITY AS ASSISTANT SECRETARY TO THE BOARD, BUT FOR HER WORK AS GRANTS MANAGER FOR THE OVERBROOK FOUNDATION.

369,081. 68,278. 0.

GRAND TOTALS

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DANIEL R. KATZ C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 40.00	169,030.	46,774. 0.
A. RINI BANERJEE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 40.00	104,275.	38,669. 0.
CLAUDETTE A. LYNCH C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	ADMIN ASSISTANT 40.00	57,245.	21,358. 0.
<u>TOTAL COMPENSATION</u>		<u>330,550.</u>	<u>106,801. 0.</u>

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

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168	INVST MGMNT/ADVISORY	1,206,628.
GREENHAVEN ASSOCIATES, INC. THREE MANHATTANVILLE ROAD PURCHASE, NY 10577	INVESTMENT MGT	276,121.
NEUBERGER & BERMAN, LLC - SCHUPF GROUP 605 THIRD AVENUE, 2ND FLOOR NEW YORK, NY 10158	INVESTMENT MGT	79,085.
	TOTAL COMPENSATION	<u>1,561,834.</u>

The Overbrook Foundation
December 31, 2010

13-6088860

Form 990PF, Part XV- NAME, ADDRESS AND PHONE APPLICATIONS

M. Sheila McGoldrick
c/o The Overbrook Foundation
122 East 42nd Street
New York, NY 10168
212-661-8710

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

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

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>Legacies of War</i>	None	Public Charity	\$10,000.00
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>The U.S. Human Rights Fund</i>	None	Public Charity	\$100,000.00
1 Sky Education Fund 6930 Carroll Avenue, Suite 1000 Takoma Park, MD 20912 <i>General Operating Support</i>	None	Public Charity	\$30,000.00
Advocates for Children of NY, Inc. 151 West 30th Street, 5th Floor New York, NY 10001 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036-3353 <i>General Operating Support</i>	None	Public Charity	\$50,000.00
African Wildlife Foundation 1400 16th Street, N.W., Suite 120 Washington, DC 20036 <i>General Operating Support</i>	None	Public Charity	\$15,000.00
Alvin Ailey Dance Foundation, Inc. 405 West 55th Street New York, NY 10019 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203 <i>General Operating Support</i>	None	Public Charity	\$43,100.00
Amazon Watch 221 Pine Street, 4th Floor San Francisco, CA 94104 <i>Ecuador Rainforest Protection Program</i>	None	Public Charity	\$35,000.00
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>Human Rights Program</i>	None	Public Charity	\$75,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>General Operating Support</i>	None	Public Charity	\$2,500 00
American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005 <i>General Operating Support</i>	None	Public Charity	\$50,000 00
American Council for an Energy-Efficient Economy (ACEEE) 529 14th Street, N.W., Suite 600 Washington, DC 20045 <i>Increasing Energy Savings Opportunities by Better Integrating Behavioral Strategies</i>	None	Public Charity	\$85,000 00
American Forest Alliance 11 Salem Hill Road Asheville, NC 28787-9346 <i>Climate Ground Zero</i>	None	Public Charity	\$5,000 00
American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133 <i>support the nunneries and the nuns in their own spiritual practice or in their work with the community</i>	None	Public Charity	\$25,000.00
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221 <i>General Operating Support</i>	None	Public Charity	\$9,000.00
American Jewish World Service (AJWS) 45 West 36th Street, 11th Floor New York, NY 10018 <i>Pakistan relief work</i>	None	Public Charity	\$5,000.00
Amnesty International USA 5 Penn Plaza, 14th Floor New York, NY 10001 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
The Animal Medical Center 510 East 62nd Street New York, NY 10021 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Animal Rescue Fund of the Hamptons 90 Daniel's Hole Road, P.O. Box 901 Wainscott, NY 11975 <i>General Operating Support</i>	None	Public Charity	\$2,000 00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Dukes County P.O. Box 190 Edgartown, MA 02539 <i>Animal Shelter of Martha's Vineyard</i>	None	Governmental Entity	\$4,300.00
Appalachian Voices 191 Howard Street Boone, NC 28607 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
As You Sow Foundation 311 California Street, Suite 510 San Francisco, CA 94104 <i>Shareholder Action for Sustainable Consumption and Production</i>	None	Public Charity	\$40,000.00
ASHOKA, Innovators for the Public 1700 North Moore Street, Suite 2000 Arlington, VA 22209 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Atlantic Challenge Foundation 643 Main Street Rockland, ME 04841 <i>General Operating Support</i>	None	Public Charity	\$2,500 00
Baltimore-Washington Institute for Psychoanalysis 14900 Sweitzer Lane, Suite 102 Laurel, Maryland 20701 <i>General Operating Support</i>	None	Public Charity	\$500.00
Barnard College Columbia University 3009 Broadway New York, NY 10027-6598 <i>General Operating Support</i>	None	Public Charity	\$1,000 00
Black Mesa Water Coalition PO Box 613 Flagstaff, AZ 86002 <i>the green jobs program</i>	None	Public Charity	\$3,000.00
Breakthrough USA 4 West 37th Street, 4th Floor New York, NY 10018 <i>General Operating Support</i>	None	Public Charity	\$45,000.00
The Brookline Center 43 Garrison Road Brookline, MA 02142 <i>General Operating Support</i>	None	Public Charity	\$33,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Brookline Community Foundation 40 Webster Place Brookline, MA 02445 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Brookside School Parents Club 46 Green Valley Ct San Anselmo, CA 94901 <i>projects discussed with Tracy Smith</i>	None	Public Charity	\$2,500 00
Camden Public Library 55 Main Street Camden, ME 04843 <i>General Operating Support</i>	None	Public Charity	\$500.00
Catalog Choice 1654 A Solano Avenue Berkeley, CA 94707 <i>Catalog Choice Preference Service Operations and Business Development</i>	None	Public Charity	\$95,000 00
Center for Community Change 1536 U Street NW Washington, DC 20000 <i>Create New Media Platforms for Grassroots Education and Outreach about the Economy</i>	None	Public Charity	\$40,000 00
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Center for Maine Contemporary Art 162 Russell Avenue, P.O. Box 147 Rockport, ME 04856 <i>General Operating Support</i>	None	Public Charity	\$500 00
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 <i>Core Domestic Legal Program</i>	None	Public Charity	\$75,000 00
Center for Women and Families 753 Fairfield Avenue Bridgeport, 06604 <i>Capital Campaign</i>	None	Public Charity	\$5,000 00
Child Study Center Foundation 909 Third Avenue, 5th Floor New York, NY 10022 <i>General Operating Support for the Child Mind Institute</i>	None	Public Charity	\$10,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Children's Cancer Research Fund 7301 Ohms Lane, Suite 460 Minneapolis, MN 55439 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
The Children's School 118 Scofieldtown Road Stamford, CT 06903 <i>General Operating Support</i>	None	Public Charity	\$150.00
Children's Storefront 70 East 129th Street New York, NY 10035 <i>general oprating support</i>	None	Public Charity	\$5,000.00
Choose Responsibility, Inc 10 E Street, SW Washington, DC 20003 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, OH 45202 <i>General Operating Support</i>	None	Public Charity	\$1,000.00
Cincinnati Therapeutic Riding & Horsemanship 1342 State Route 50 Milford, OH 45150 <i>support CTRH's Flying Pig Team</i>	None	Public Charity	\$600.00
Citizens' Committee for Children of New York 105 East 22nd Street New York, NY 10010 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
City Harvest, Inc. 575 Eighth Avenue, 4th Floor New York, NY 10018 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
City Meals on Wheels 355 Lexington Avenue New York, NY 10017-6603 <i>General Operating Support</i>	None	Public Charity	\$8,000.00
Civil Liberties and Public Policy Program/Hampshire College 893 West Street Amherst, MA 01002-5001 <i>Training New Generations of Reproductive Rights Advocates, Activists, Practitioners and Leaders</i>	None	Public Charity	\$30,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Clean Air-Cool Planet 100 Market Street, Suite 204 Portsmouth, NH 03801 <i>continuation of The Community Catalyst Fund</i>	None	Public Charity	\$120,000.00
Clean Production Action P.O. Box 29907 Presidio Building 1014 San Francisco, CA 94129-0907 <i>providing safer options to the electronics industry and the further development of your Green Screen for Safer Chemicals</i>	None	Public Charity	\$70,000.00
Committee to Protect Journalists 330 Seventh Avenue, 11th Floor New York, NY 10001 <i>Defending Free Media in the Americas</i>	None	Public Charity	\$30,000.00
Community Funds, Inc 909 Third Avenue New York, NY 10022 <i>The 2007 Charitable Trust</i>	None	Public Charity	\$90,700.00
Community Funds, Inc 909 Third Avenue New York, NY 10022 <i>the 2005 Charitable Trust</i>	None	Public Charity	\$104,700.00
Community Funds, Inc 909 Third Avenue New York, NY 10022 <i>the EAMII Fund</i>	None	Public Charity	\$43,700.00
Conectas Human Rights - Better World Fund/United Nations Foundation 1800 Massachusetts Avenue, NW, Suite 400 Washington, DC 20036 <i>Enhancing Access to Justice for Vulnerable Groups in Brazil - Strategic Litigation and Pro Bono Advocacy</i>	None	Public Charity	\$40,000.00
Conservation Law Foundation 62 Summer Street Boston, MA 02110-1016 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
Consultative Group on Biological Diversity Presidio Building 1016 2nd Floor P.O. Box 29361 San Francisco, CA 94129-0361 <i>Ocean Acidification Message and Communications Project</i>	None	Public Charity	\$80,000.00
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108 <i>General Operating Support</i>	None	Public Charity	\$20,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Corpus Christi School 535 West 121st Street New York, NY 10027 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>grant portion of 2010 membership</i>	None	Public Charity	\$16,185 00
Covenant House New York 460 West 41st Street New York, NY 10036 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Dalton School 108 East 89th Street New York, NY 10128-1599 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Delta Society 875 - 124th Avenue NE, Suite 101 Bellevue, WA 98005-2531 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Demos: A Network for Ideas & Action 220 5th Avenue, 2nd Floor New York, NY 10001 <i>A Book and Organizing Tour by Demos Emerging Voices Fellow Jared Duval</i>	None	Public Charity	\$10,000 00
Disability Rights International 1156 15th Street, NW, Suite 1001 Washington, DC 20005 <i>Americas Advocacy Initiative: Mexico and the United States</i>	None	Public Charity	\$50,000.00
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10011-5004 <i>General Operating Support</i>	None	Public Charity	\$3,000 00
Doe Fund 232 East 84th Street New York, NY 10028 <i>General Operating Support</i>	None	Public Charity	\$3,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6086860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Dream Now - Native Movement P O. Box 896 Flagstaff, AZ 86002 <i>upcoming book on clean energy by Dev Aujla and Billy Parish</i>	None	Public Charity	\$3,000.00
Dream Yard Project 1085 Washington Avenue Ground Floor Bronx, NY 10456 <i>General Operating Support</i>	None	Public Charity	\$24,000.00
EarthRights International 1612 K Street, NW, Suite 401 Washington, DC 20006 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
EARTHWORKS 1612 K Street NW, Suite 808 Washington, DC 20006 <i>continuation of the campaign to clean up environmentally destructive mining practices and for the development of a new strategic plan</i>	None	Public Charity	\$50,000.00
Ecosystem Sciences Foundation 202 N. 9th Street, Suite 400 Boise, ID 83702 <i>the Todos por el Agua Payment for Watershed Services Program in the Municipality of San Miguel de Allende, Guanajuato, Mexico</i>	None	Public Charity	\$35,000.00
Eco-Viva 1904 Franklin Street, Suite 902 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Edible Schoolyard New York 319 Lafayette Street PO Box #168 New York, NY 10012 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
EEO Farm 55 Long Lane PO Box 2550 East Hampton, NY 11937 <i>for the Deer Door</i>	None	Public Charity	\$2,500.00
Energy Action Coalition 1718 21st Street NW Washington, DC 20009 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Environment Northeast P O. Box 583 Rockport, ME 04856 <i>General Operating Support</i>	None	Public Charity	\$10,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Environmental Defender Law Center 407 W. Koch Street Bozeman, MT 59715 <i>General Operating Support</i>	None	Public Charity	\$50,000.00
Environmental Defense Fund 257 Park Avenue South New York, NY 10010 <i>Sustainable Corporate Production and Consumption</i>	None	Public Charity	\$100,000.00
Environmental Health Sciences 609 E High Street Charlottesville, VA 22902 <i>Improving the quality and quantity of mainstream media coverage of environmental health and climate science</i>	None	Public Charity	\$50,000.00
Environmental Investigation Agency P O Box 53343 Washington, DC 20009 <i>continued Work Leveraging the Lacey Act and Promoting Forest Conservation in Latin America</i>	None	Public Charity	\$60,000 00
Environmental Paper Network 16 Eagle Street, Suite 200 Asheville, NC 28801 <i>NGO collaboration to accelerate social and environmental transformations in the paper industry.</i>	None	Public Charity	\$25,000.00
Facing History and Ourselves National Foundation 16 Hurd Road Brookline, MA 02445 <i>General Operating Support</i>	None	Public Charity	\$10,000 00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>the Fund for Women and Girls</i>	None	Public Charity	\$4,300.00
Family Centers 40 Arch Street P.O. Box 7550 Greenwich, CT 06836-7550 <i>General Operating Support</i>	None	Public Charity	\$20,000.00
Feathers Foundation, Inc. 5101 W Fairview Street Chandler, AZ 85226 <i>General Operating Support for the Circle L Ranch</i>	None	Public Charity	\$5,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
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<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
First Descents 6000 Greenwood Plaza Blvd, #2 Greenwood Village, CO 80111 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Fordham University 888 7th Avenue, 7th Floor New York, NY 10019 <i>Heather Scott Memorial Endowment Scholarship Fund</i>	None	Public Charity	\$4,000.00
ForestEthics 1 Haight Street San Francisco, CA 94102 <i>General Operating Support</i>	None	Public Charity	\$60,000.00
The Foundation Center 79 Fifth Avenue New York, NY 10003 <i>support of your programs</i>	None	Public Charity	\$4,000.00
Foundation for Sustainable Community Development in the Tropics - ALTROPICO Muros N27-211 y Gonzalez Suarez Casilla Postal. 17-15-144C Quito, Ecuador <i>continued work to consolidate the Cotacachi Cayapas Ecological Reserve and Chachi Territories and Extend Environmental Outreach in the Chiles-Mataje Biological Corridor</i>	None	Non-profit organization	\$25,000.00
Foundation for the People of Burma 225 Bush Street, Suite 590 San Francisco, CA 94101 <i>to be used at the Director's discretion</i>	None	Public Charity	\$20,000.00
Fractured Atlas Productions 248 West 35th Street, Suite 1202 New York, NY 10001-2505 <i>Documentary in development - Amerika: A Notebook in Three Parts</i>	None	Public Charity	\$4,000.00
Free Press 40 Main Street, Suite 301 Florence, MA 01062 <i>Free Press Media Reform Activities General Support</i>	None	Public Charity	\$50,000.00
Freedom Network USA c/o Mosaic Family Services, Inc 4144 N. Central Expressway, Suite 530 Dallas, TX 75204 <i>Freedom Network. Training, Advocacy and Mentoring-A Comprehensive Approach to Human Trafficking and Modern Day Slavery</i>	None	Public Charity	\$30,000.00

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

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Freedom To Marry 116 West 23rd Street, Suite 500 New York, NY 10011 <i>Freedom to Marry</i>	None	Public Charity	\$45,000.00
Front Line-International Foundation for the Protection of Human Rights Defenders 81 Main Street Blackrock, Co. Dublin, Ireland <i>Protection of Latin American Human Rights Defenders</i>	None	Non-profit organization	\$40,000.00
Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capac Cuenca, Ecuador <i>Payment for the protection of environmental services in the Tropical Andes of Ecuador: Development of participatory monitoring tools</i>	None	Non-profit organization	\$80,000.00
Funders' Collaborative on Youth Organizing 20 Jay Street, Suite 2108 Brooklyn, New York 11201 <i>National FCYO Youth Organizing Convening in 2011</i>	None	Public Charity	\$14,275.00
Gay Men's Health Crisis, Inc. 119 West 24th Street New York, NY 10011 <i>General Operating Support</i>	None	Public Charity	\$600.00
Georges River Land Trust 8 North Main Street, Suite 200 Rockland, ME 04841 <i>the Hayfields Campaign</i>	None	Public Charity	\$5,000.00
Georges River Land Trust 8 North Main Street, Suite 200 Rockland, ME 04841 <i>General Operating Support</i>	None	Public Charity	\$500.00
Girls Incorporated of New York City 64 Beaver Street, Suite 121 New York, NY 10004 <i>General Operating Support</i>	None	Public Charity	\$10,775.00
Girls Incorporated of New York City 64 Beaver Street, Suite 121 New York, NY 10004 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Global Alliance for Incinerator Alternatives - GAIA 1958 University Avenue Berkeley, CA 94704 <i>Advancing a New Materials Economy & Making Recycling Work in the United States</i>	None	Public Charity	\$40,000.00

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The Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
The Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>Advancing the Rights of Children in Latin America</i>	None	Public Charity	\$40,000.00
Global Green USA 2218 Main Street, 2nd Floor Santa Monica, CA 90405 <i>Coalition for Resource Recovery Quick Service Packaging Recycling Pilot</i>	None	Public Charity	\$30,000.00
God's Love We Deliver, Inc. 166 Avenue of the Americas New York, New York 10013 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Grassroots International 179 Boylston Street, 4th Floor Boston, MA 02130 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Green For All 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$60,000.00
Green Light New York, Inc. 10 Sherman Avenue Bronxville, NY 10708 <i>Green Light New York Energy Efficient Lighting Resource Center - Programming and Design Development</i>	None	Public Charity	\$25,000.00
Green Press Initiative 68 Morningside Drive, Suite 1 Asheville, NC 28806 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
GreenBluc Institute 600 East Water Street, Suite C Charlottesville, VA 22902 <i>General Operating Support</i>	None	Public Charity	\$50,000.00
Greenpeace Fund, Inc. 702 H Street NW, Suite 300 Washington, D.C. 20001 <i>conservation efforts on Polar Oceans and the Bering Sea</i>	None	Public Charity	\$50,000.00

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Grinnell College Office of College & Alumni Relations Grinnell, IN 50112-1690 <i>Pioneer Annual Fund</i>	None	Public Charity	\$1,000.00
Grist.org 710 Second Avenue, Suite 860 Seattle, WA 98104 <i>\$50,000 for General Operating Support and \$15,000 for Cities of the Future</i>	None	Public Charity	\$65,000.00
Gulf Coast Fund for Community Renewal and Ecological Health 6 West 48 Street, 10th Floor New York, NY 10036 <i>Gulf Future Communications Program at the Gulf Coast Fund for Community Renewal and Ecological Health</i>	None	Public Charity	\$20,000.00
Gulf Coast Fund for Community Renewal and Ecological Health 6 West 48 Street, 10th Floor New York, NY 10036 <i>helping grassroots, local communities in the Gulf Coast region Respond to the BP Oil Spill Disaster</i>	None	Public Charity	\$100,000.00
Habitat for Humanity International 121 Habitat Street Americus, GA 31709 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Harlem Children's Zone School 35 East 125th Street New York, NY 10035 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Harlem School of the Arts 645 St. Nicholas Avenue New York, NY 10030 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Hastings Center 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Health Care Without Harm 12355 Sunrise Valley Drive Reston, VA 20191 <i>Healthier Hospitals Initiative</i>	None	Public Charity	\$60,000.00
Hetrick-Martin Institute, Inc. 2 Astor Place New York, NY 10003 <i>General Operating Support</i>	None	Public Charity	\$850.00

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Hospital Albert Schweitzer Haiti P. O. Box 81046 Pittsburgh, PA 15217-0546 <i>General Operating Support</i>	None	Public Charity	\$36,000.00
Hospital Albert Schweitzer Haiti P. O. Box 81046 Pittsburgh, PA 15217-0546 <i>General Operating Support for the relief and recovery efforts underway in Haiti</i>	None	Public Charity	\$12,000.00
Human Rights Center, Law School, University of Chile AV. Santa Maria 076 Office 408 Providencia Santiago, Chile <i>International Human Rights Fellowship Program</i>	None	Non-profit organization	\$50,000.00
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>Research and Advocacy on Business and Human Rights and Mexico's National Human Rights Commission.</i>	None	Public Charity	\$100,000.00
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Humane Society of the United States 2100 L Street, NW Washington, DC 20037 <i>General Operating Support</i>	None	Public Charity	\$7,500.00
ICLEI-Local Governments for Sustainability, USA Inc. 436 14th Street, Suite 1520 Oakland, CA 94612 <i>ICLEI Network: Local Climate Leaders in Action (Mayors for Climate Protection)</i>	None	Public Charity	\$90,000.00
IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970-Piracicaba San Paulo, Brazil 13.400-970 <i>Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production Phase III (continued work promoting sustainable cocoa harvesting in Brazil.)</i>	None	Non-profit organization	\$35,000.00
In Our Backyards (ioby.org) c/o Terrapin Bright Green 6416th Avenue, 8th Floor New York, NY 10011 <i>Online Platform Redevelopment: ioby 2.0</i>	None	Public Charity	\$45,000.00

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Innocence Project, Inc. 40 Worth Street, Suite 701 New York, NY 10013 <i>Uniting Science and Law on Behalf of Justice' Policy Program</i>	None	Public Charity	\$45,000.00
Institute for Philanthropy US 100 Broadway, 17th floor New York, NY 10005 <i>The Philanthropy Workshop</i>	None	Public Charity	\$5,000.00
International Foundation for Art Research 500 Fifth Avenue, Suite 935 New York, NY 10110 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
International Foundation for Art Reserch 500 Fifth Avenue, Suite 935 New York, NY 10110 <i>General Operating Support - (final grant)</i>	None	Public Charity	\$2,275.00
International Fund for Animal Welfare 290 Summer Street Yarmouth Port, MA 02675-1734 <i>General Operating Support</i>	None	Public Charity	\$15,000.00
International Justice Mission P. O. Box 58147 Washington, DC 20037 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
International Planned Parenthood Federation Western Hemisphere Region 120 Wall Street, 9th Floor New York, NY 10005 <i>Strengthening Sexual and Reproductive Health and Rights in Latin America and the Caribbean</i>	None	Public Charity	\$40,000.00
ISEAL Alliance 17 Heneage Street Unite 1 Huguenot Place London, E1 5LJ <i>Empowering ISEAL Alliance to bring Clarity and Order to the Sustainability Standards Landscape</i>	None	Non-profit organization	\$40,000.00
Ipas P.O. Box 5027 Chapel Hill, NC 27514 <i>Advocacy and Action on Abortion Policy in Latin America</i>	None	Public Charity	\$35,000.00
Island Press Center for Resource Economics 1718 Connecticut Avenue N.W., Suite 300 Washington, DC 20009-1148 <i>General Operating Support</i>	None	Public Charity	\$35,000.00

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Jackson Memorial Foundation 901 NW 17th Street, Suite G Miami, FL 33136 <i>the IKF's Wonderfund</i>	None	Public Charity	\$2,500.00
Kentucky Coalition P.O. Box 1450 London, KY 40743 <i>General Operating Support for Kentuckians for the Commonwealth</i>	None	Public Charity	\$5,000.00
The Keystone Center 1730 Rhode Island Avenue, NW, Suite 509 Washington, DC 20036 <i>The Green Products Roundtable</i>	None	Public Charity	\$25,000.00
The Kitchen - Halcakala 512 West 19th Street New York, NY 10011 <i>General Operating Support</i>	None	Public Charity	\$7,500.00
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>Challenging Gender Inequalities and Sexual Orientation Bias in Law & Public Policy</i>	None	Public Charity	\$75,000.00
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>General Operating Support</i>	None	Public Charity	\$35,620.00
Lance Armstrong Foundation 2201 East Sixth Street Austin, TX 78702 <i>General Operating Support for Livestrong</i>	None	Public Charity	\$2,000.00
Landon School Office of Development 6101 Wilson Lane Bethesda, MD 20817 <i>General Operating Support</i>	None	Public Charity	\$1,000.00
Human Rights First 333 Seventh Avenue, 13th Floor New York, New York 10001-5004 <i>Protecting Human Rights Defenders in Latin America</i>	None	Public Charity	\$40,000.00
Leadership Conference on Civil and Human Rights Educational Fund 1629 K Street NW, 10th Floor Washington, DC 20006 <i>The CEDAW Education Project</i>	None	Public Charity	\$50,000.00

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Lighthouse International 111 East 59th Street New York, New York 10022-1202 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Los Angeles Alliance for a New Economy (LAANE) 464 Lucas Avenue, Suite 202 Los Angeles, CA 90017 <i>Building a Zero-Waste City</i>	None	Public Charity	\$45,000.00
Lowell School 1640 Kalmia Road, NW Washington, DC 20012 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
Lowell School 1640 Kalmia Road, NW Washington, DC 20012 <i>Capital Campaign to finance the school's expansion through middle school</i>	None	Public Charity	\$55,000.00
Lower East Side Ecology Center P. O. Box 20488 NY 10009 <i>Artificial Wetland for Composting Operaton</i>	None	Public Charity	\$3,000.00
Maine Community Foundation, Inc 245 Main Street Ellsworth, ME 04605 <i>Overbrook Fund</i>	None	Public Charity	\$111,200.00
Maine Farmland Trust 97 Main Street Belfast, ME 04915 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Maine Media Workshops PO Box 200 Rockport, ME 04856 <i>General Operating Support</i>	None	Public Charity	\$15,250.00
March to the Top Africa 22631 Pacific Coast Hwy #990 Malibu, CA 90265 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Maret School 3000 Cathedral Avenue, NW Washington, DC 20008 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Marine Conservation Biology Institute (MCBI) 2122 112th Avenue NE, Suite B-300 Bellevue, WA 98004-2947 <i>General Operating Support</i>	None	Public Charity	\$35,000.00

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Marine Mammal Center Marine Headlands 1065 Fort Cronkhite Sausalito, CA 94965 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Marjorie P. Lee Retirement Community Episcopal Retirement Homes 3870 Virginia Avenue Cincinnati, OH 45208 <i>in honor of her mother Patty Pritz</i>	None	Public Charity	\$1,500.00
Martha's Vineyard Preservation Trust P.O. Box 5277 Edgartown, MA 02539 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Massachusetts Climate Action Network PO Box 51563 Boston, MA 02205 <i>General Operating Support</i>	None	Public Charity	\$20,000.00
Mayor's Fund to Advance New York City 253 Broadway, 8th Floor New York, NY 10007 GreNYC research and Strategy Study (continuation of research identifying and implementing greenhouse gas-saving behaviors for City residents.)	None	Public Charity	\$110,000.00
Megunticook Watershed Association P. O. Box 443 Camden, ME 04843 <i>MWA Partners in Monitoring</i>	None	Public Charity	\$1,000.00
Mianus River Gorge Preserve, Inc. Gibb House 167 Mianus River Road Bedford, NY 10506 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Middlebury College Middlebury, VT 05753 <i>the Capital Campaign</i>	None	Public Charity	\$25,000.00
Middlebury College Middlebury, VT 05753 <i>for the Arts Council Project</i>	None	Public Charity	\$5,000.00
Mill River Collaborative c/o Land Use Bureau 888 Washington Boulevard P O Box 10152 Stamford, CT 06904-2152 <i>the Capital Campaign</i>	None	Public Charity	\$10,000.00

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Mother Jones/Foundation for National Progress 222 Sutter Street, 6th Floor San Francisco, CA 94108 <i>Reporting on Domestic Human Rights</i>	None	Public Charity	\$25,000.00
MSPCA-Angell Animal Medical Center 11 Crooked Lane Nantucket, MA 02554 <i>the Shelter</i>	None	Public Charity	\$500.00
Nantucket Boys and Girls Club P. O. Box 269 61 Sparks Avenue Nantucket, MA 02554 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
National Advocates for Pregnant Women 15 West 36th Street, Suite 901 New York, NY 10018 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
National Asian Pacific American Women's Forum 155 Water Street Brooklyn, NY 11201 <i>Anti-Trafficking Advocacy for API Women and Girls</i>	None	Public Charity	\$30,000.00
National Fish and Wildlife Foundation 1133 15th Street N.W., Suite 1100 Washington, DC 20005 <i>Mesoamerican Reef Fund</i>	None	Public Charity	\$110,000.00
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>Coverage of Environmental and Human Rights Issues on NPR News</i>	None	Public Charity	\$50,000.00
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>General Operating Support</i>	None	Public Charity	\$20,000.00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Nature and Culture International 1400 Maiden Lane Del Mar, CA 92014 <i>Ecosystem Service Payment Systems for Land Conservation in Southern Ecuador</i>	None	Public Charity	\$48,400.00

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New America Media (Pacific News Services) 275 9th Street San Francisco, CA 94103 <i>Haitian American National Poll and Journalist Project</i>	None	Public Charity	\$25,000.00
New America Media (Pacific News Services) 275 9th Street San Francisco, CA 94103 <i>Expanding Diversity in the Digital Media World: A Pilot Project to Build Partnerships between ethnic media and new nonprofit media centers</i>	None	Public Charity	\$50,000.00
The New Press 38 Greene Street, 4th Floor New York, NY 10013 General Operating Support	None	Public Charity	\$10,000.00
The New Press 38 Greene Street, 4th Floor New York, NY 10013 <i>Using Books as Catalysts for Debate</i>	None	Public Charity	\$50,000.00
New York Botanical Garden 200th Street and Kazimiroff Boulevard Bronx, NY 10458-5126 <i>Orchid Program</i>	None	Public Charity	\$10,000.00
New York Botanical Garden 200th Street and Kazimiroff Boulevard Bronx, NY 10458-5126 <i>Improving Timber Management and Sustainable Forestry in Brazilian Amazonia</i>	None	Public Charity	\$50,000.00
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004 <i>Defending Civil Liberties Through a Human Rights Framework</i>	None	Public Charity	\$50,000.00
New York Hall of Science 47-01 111th Street Queens, NY 11368 General Operating Support	None	Public Charity	\$3,000.00
New York Landmarks Conservancy One Whitehall Street, 21st Floor New York, NY 10004 General Operating Support	None	Public Charity	\$10,000.00

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North Star Fund 520 Eighth Avenue, Suite 2203 New York, NY 10018-6656 <i>General Operating Support</i>	None	Public Charity	\$5,000 00
Northeast Sustainable Energy Association 50 Miles Street Greenfield, MA 01301 <i>General Operating Support</i>	None	Public Charity	\$5,000 00
Ocean Voyages Institute 2320 Marinship Way, Suite 110 Sausalito, CA 94965 <i>Project Kaisei</i>	None	Public Charity	\$40,000 00
Oceana 1350 Connecticut Ave , NW, 5th Floor Washington, DC 20036 work to save endangered Sea Turtles	None	Public Charity	\$9,500.00
The Opportunity Agenda Project 568 Broadway, Suite 302 New York, NY 10012 <i>Developing the Communications Capacity of the Reproductive Justice Movement</i>	None	Public Charity	\$50,000.00
Osa Wildlife Sanctuary Foundation, Inc. 1028 Madrid Road P O Box 171 Greenwood, IN 46142-0171 <i>General Operating Support</i>	None	Public Charity	\$5,000 00
Palm Center The Williams Center/UCLA Foundation UCLA School of Law Box 951476 Los Angeles, CA 90095-1476 <i>General Operating Support</i>	None	Public Charity	\$5,000 00
Partners In Health 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215 <i>General Operating Support</i>	None	Public Charity	\$12,000.00
Peace Brigades International - USA 1326 9th Street, NW Washington, DC 20001 <i>Protect Human rights Defenders in Mexico, Guatemala, Colombia and the USA</i>	None	Public Charity	\$25,000 00

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PEN American Center 588 Broadway, Suite 303 New York, NY 10012 <i>General Operating Support</i>	None	Public Charity	\$10,000 00
People and Plants International P.O. Box 251 Bristol, VT 05443 <i>Sustainable Forest Use in Central Mexico: building local capacity to harvest, market, and process bark paper, woodcarvings, honey and other forest products.</i>	None	Public Charity	\$60,000.00
People For the American Way Foundation 2000 M Street, NW, Suite 400 Washington, DC 20036 <i>the Young People For Fellowship Program and Young Elected Officials Network</i>	None	Public Charity	\$50,000.00
Per Scholas, Inc. 804 East 138th Street, 2nd Floor Bronx, NY 10454 <i>Providing Opportunitles through Education and Technology with an Environmental Focus</i>	None	Public Charity	\$40,000 00
Philanthropy New York 79 Fifth Avenue, 4th Floor New York, NY 10003-3076 <i>support of you programs</i>	None	Public Charity	\$11,960 00
Phoenix Landing Foundation P O Box 1233 Asheville, NC 28802 <i>General Operating Support</i>	None	Public Charity	\$3,000 00
Police Athletic League 34-1/2 East 12th Street New York, NY 10003 <i>General Operating Support</i>	None	Public Charity	\$2,000 00
The Posse Foundation, Inc. 14 Wall Street, 11th Floor New York, NY 10005 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Product Policy Institute 205 Three Oaks Drive Athens, GA 30607 <i>Community Producer Responsibility Campaign</i>	None	Public Charity	\$25,000 00
Product Stewardship Institute, Inc. 29 Stanhope Street, 3rd Floor Boston, MA 02116 <i>the Consumer Opt-out for Phone Books Campaign</i>	None	Public Charity	\$15,000.00

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Program for Appropriate Technology in Health (PATH) 2201 Westlake Avenue, Suite 200 Seattle, WA 98121 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Project Eye-To-Eye 250 West 93rd Street, #17B New York, NY 10025 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Pronatura Noroeste A.C. Calle Decima No. Esq. Ryerson, Zona Centro Ensenada, Baja California 22800 <i>Protection of the Cabo Pulmo National Park region, Baja California Sur, México</i>	None	non-profit organization	\$50,000.00
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002 <i>Civil Marriage Collaborative</i>	None	Public Charity	\$75,000.00
Puppies Behind Bars 10 East 40th Street, 19th Floor New York, NY 10016 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Rainforest Action Network 221 Pine Street, Suite 500 San Francisco, CA 94104 <i>Tropical Forests Program and continued role as watchdog of large corporations</i>	None	Public Charity	\$50,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>General Operating Support</i>	None	Public Charity	\$14,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>Biodiversity Friendly Tourism in the Ecuadorian Amazon and Mexico's Yucatán Peninsula</i>	None	Public Charity	\$75,000.00
Ready for Reading PO Box 270 Old Greenwich, CT 06870 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Reporters Without Borders Southern Railway Building 1500 K Street, NW, Suite 600 Washington, DC 20005 <i>Fighting for Press Freedom in Latin America</i>	None	Public Charity	\$30,000.00

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Root Capital 955 Massachusetts Avenue, 5th Floor Cambridge, MA 02139 <i>providing loans to small businesses that promote conservation in Ecuador and Mexico</i>	None	Public Charity	\$90,000.00
Search for Common Ground 1601 Connecticut Ave., NW, Suite 200 Washington, DC <i>Search for Common Ground on Issues Affecting LGBT Individuals</i>	None	Public Charity	\$25,000.00
Sheriff's Meadow Foundation Wakeman Conservation Center 57 David Avenue Vineyard Haven, MA 02568 <i>General Operating Support</i>	None	Public Charity	\$1,000.00
Sidwell Friends School 3825 Wisconsin Avenue, NW Washington, DC 20016 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112 <i>Toward a Just and Sustainable Solar Energy Campaign & Stemming the Global Tide of E-Waste</i>	None	Public Charity	\$30,000.00
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Skowhegan School of Painting and Sculpture 200 Park Avenue South, Suite 1116 New York, NY 10003-1503 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Small Friends on Nantucket, Inc. P O, Box 2826 Nantucket, MA 02584 <i>General Operating Support</i>	None	Public Charity	\$10,000.00
Smile Train 41 Madison Avenue, 28th Floor New York, NY 10010 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Solomon R. Guggenheim Museum 1071 Fifth Avenue New York, New York 10128-0173 <i>General Operating Support</i>	None	Public Charity	\$7,500.00

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South Africa Partners 89 South Street, Suite 701 Boston, MA 02111 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
The South African Institute for Advancement P.O. Box 43276 Woodstock Cape Town, 7915, South Africa <i>Zimbabwe refugee effort of PASSOP</i>	None	non-profit organization	\$5,000.00
Spence School 22 East 91st Street New York, NY 10128-0657 <i>General Operating Support</i>	None	Public Charity	\$15,000.00
St. Stephen's School American Office 15 Gramercy Park South New York, NY 10003 <i>General Operating Support</i>	None	Public Charity	\$30,000.00
Stamford Land Conservation Trust P.O. Box 3247 Stamford, CT 06905-0247 <i>General Operating Support</i>	None	Public Charity	\$2,500.00
Stamford Museum & Nature Center 39 Scofieldtown Road Stamford, CT 06903 <i>General Operating Support</i>	None	Public Charity	\$777.00
State Voices 719 Griswold Street, Suite 600 Detroit, MI 48226-3805 <i>getting out the vote of low and middle income people and people of color</i>	None	Public Charity	\$4,750.00
Stonewall Community Foundation 119 West 24th Street New York, NY 10011-1995 <i>General Operating Support</i>	None	Public Charity	\$500.00
The Story of Stuff Tides Center P.O. Box 29907 San Francisco, CA 94129 <i>The Story of Stuff Project (General Support)</i>	None	Public Charity	\$70,000.00
Suffield Academy 185 North Main Street Suffield, CT 06078 <i>General Operating Support</i>	None	Public Charity	\$30,000.00

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Survival International USA 2325 3rd Street, Suite 413 San Francisco, CA 94107 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Sustainable Markets Foundation 80 Broad Street New York, New York 10004-2248 Project 350.org	None	Public Charity	\$9,000.00
Tang Teaching Museum and Art Gallery at Skidmore College 815 North Broadway Saratoga Springs, NY 12866-1632 <i>General Operating Support</i>	None	Public Charity	\$30,000.00
Tang Teaching Museum and Art Gallery at Skidmore College 815 North Broadway Saratoga Springs, NY 12866-1632 <i>in honor of Kathryn G. Graham, Skidmore, 1969</i>	None	Public Charity	\$500.00
Teach for America 519 Eighth Avenue, 15th Floor New York, New York 10018 <i>the Sponsor A Teacher Campaign to support the corps in New York</i>	None	Public Charity	\$10,000.00
Third Wave Foundation 220 East 23rd Street, Suite 509 New York, NY 10010 <i>the Reproductive Health and Justice Initiative</i>	None	Public Charity	\$40,000.00
Thirteen/WNET New York 450 West 33rd Street New York, NY 10001 <i>WIDE ANGLE. WOMEN, WAR & PEACE Online Educational Guide</i>	None	Public Charity	\$35,000.00
Borealis Centre for Environment and Trade Research Box 112 Sointula, British Columbia V0N 3E0, Canada <i>Markets-oriented Research and Investigations: providing environmental organizations with the necessary research and strategy to wage successful corporate campaigns</i>	None	non-profit organization	\$25,000.00
The Tides Center P.O. Box 29907 Presidio Building 1014 San Francisco, CA 94129-0907 <i>Funders Workgroup for Sustainable Production and Consumption</i>	None	Public Charity	\$35,000.00
The Tides Center/Groundswell Fund 436 14th Street, Suite 1312 Oakland, CA 94612 <i>The Catalyst Fund</i>	None	Public Charity	\$40,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
The Tides Foundation 55 Exchange Place, #402 New York, NY 10005-1965 <i>the Perq Fund</i>	None	Public Charity	\$59,500.00
The Time In Children's Arts Initiative 276 Riverside Drive, #9C New York, NY 10025 <i>General Operating Support</i>	None	Public Charity	\$1,775.00
TrueChild 1731 Connecticut Ave., NW, 4th Floor Washington, DC 20009-1108 <i>General Operating Support</i>	None	Public Charity	\$50,600.00
U.S. Green Building Council New York Chapter One Bowling Green, Suite 419 New York, NY 10004 <i>Urban Green Programming. Ensuring Green Building Expertise in New York City</i>	None	Public Charity	\$50,000.00
Ubuntu Educational Fund 32 Broadway, Suite 414 New York, NY 10004 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
United Hospital Fund 350 Fifth Avenue, 23rd Floor New York, NY 10118 <i>General Operating Support</i>	None	Public Charity	\$3,000.00
Urban Justice Center 123 William Street, 16th Floor New York, NY 10038 <i>\$30,000 for the Human Rights Project and \$25,000 for the Sex Workers Project</i>	None	Public Charity	\$55,000.00
Urban Zen Foundation 705 Greenwich Street, 3rd Floor New York, NY 10014 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
Urgent Action Fund for Women's Human Rights 3100 Arapahoe Avenue, Suite 201 Boulder, CO 80303 <i>Women's Rights are Human Rights: Sustaining Women Human Rights Defenders and Strengthening Leadership in Peace Building and Conflict Management</i>	None	Public Charity	\$40,000.00
Vassar College 125 Raymond Avenue, Box 14 Poughkeepsie, NY 12604 <i>General Operating Support</i>	None	Public Charity	\$10,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
Vinceremos Therapeutic Riding Center 13300 6th Court North Loxahatchee, FL 33470-4901 <i>Horses for Heroes</i>	None	Public Charity	\$2,500.00
The Vineyard Energy Project P.O. Box 172 1085 State Road West Tisbury, MA 02575 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
Walnut Hills High School Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207 <i>Annual Fund</i>	None	Public Charity	\$1,000.00
Western States Center P.O. Box 40305 Portland, OR 97240-0305 <i>Nation Training Dialogue Convening in New York City November 15 and 16, 2010.</i>	None	Public Charity	\$8,750.00
Western States Center P.O. Box 40305 Portland, OR 97240-0305 <i>Gender Justice Program</i>	None	Public Charity	\$30,000.00
WETA 3939 Campbell Avenue Arlington, VA 22206 <i>General Operating Support</i>	None	Public Charity	\$2,450.00
Whitney Museum of American Art 945 Madison Avenue New York, NY 10021-2790 <i>Department of Early 20th Century American Art</i>	None	Public Charity	\$7,500.00
The Wildlife Center P. O. Box 246 Española, NM 87532 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
WITNESS 80 Hanson Place, 5th Floor Brooklyn, NY 11217 <i>Promoting Video Advocacy in the Americas</i>	None	Public Charity	\$50,000.00
WNYC Radio 160 Varick Street New York, NY 10013 <i>On the Media</i>	None	Public Charity	\$50,000.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2010

FORM 990-PF
 EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Relationship</u>	<u>Tax Status</u>	<u>Paid 2010</u>
WNYC Radio 160 Varick Street New York, NY 10013 <i>General Operating Support</i>	None	Public Charity	\$2,000.00
WNYC Radio 160 Varick Street New York, NY 10013 <i>General Operating Support</i>	None	Public Charity	\$500.00
Women In Need, Inc. 115 West 31st Street, 7th Floor New York, NY 10001 <i>General Operating Support</i>	None	Public Charity	\$5,000.00
Women's Media Center 151 West 25th Street, Suite 12F New York, NY 10001 <i>General Operating Support</i>	None	Public Charity	\$25,000.00
Women's World Banking 8 West 40th Street New York, NY <i>General Operating Support</i>	None	Public Charity	\$5,000.00
World Wildlife Fund 1250 Twenty-Fourth Street, NW Washington, DC 20037-1193 <i>Sea Turtle Project</i>	None	Public Charity	\$5,000.00
Yale University Art Gallery P. O. Box 208271 New Haven, CT 06520-8271 <i>General Operating Support</i>	None	Public Charity	\$7,500.00
YES: The Ross Valley Schools Foundation P.O. Box 2 San Anselmo, CA 94976 <i>General Operating Support</i>	None	Public Charity	\$4,000.00
Youth Orchestras of Charlottesville-Albemarle P. O. Box 4845 Charlottesville, VA 22905 <i>"Ephemera" an orchestral work in three movements - composer, John D'earth</i>	None	Public Charity	\$6,000.00
Grand Total			<u><u>\$6,897,042.00</u></u>

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS FOR FUTURE PAYMENT
DECEMBER 31, 2010

FORM 990-PF
EIN 13-6088860

<u>Recipient and/or Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Approved for Future Payment</u>
As You Sow 311 California Street, Suite 510 San Francisco, CA 94104 <i>Shareholder Action for Sustainable Consumption and Production</i>	None	Public Charity	\$40,000.00
		Grand Total	\$40,000.00

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

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

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

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ OVERBROOK FOUNDATION

Telephone No. ▶ _____ FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2011 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 10 or
 ▶ tax year beginning _____, 20____, and ending _____/20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	116,901
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	116,901
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

