DISASTER RELIEF UNDER IR-2012-83

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: BROOKLYN COMMUNITY FOUNDATION

A Employer identification number: 11-3422729

Number and street (or P O box number if mail is not delivered to street address): 45 MAIN STREET

Room/suite: 409

B Telephone number (see instructions): (347) 750-2310

City or town, state, and ZIP code: BROOKLYN, NY 11201

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 56,497,653.

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

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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 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)	1,126,275.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	812.	812.		ATCH 1
	4	Dividends and interest from securities	953,614.	953,614.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,417,968.			
	b	Gross sales price for all assets on line 6a 43,598,972.				
	7	Capital gain net income (from Part IV, line 2)		2,417,968.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	4,498,669.	3,372,394.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	319,231.			319,231.
	14	Other employee salaries and wages	555,599.			555,201.
	15	Pension plans, employee benefits	260,598.			260,508.
	16a	Legal fees (attach schedule) ATCH 3	11,229.			19,889.
	b	Accounting fees (attach schedule) ATCH 4	125,020.			124,420.
	c	Other professional fees (attach schedule) *	372,225.	277,916.		97,051.
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion	117,007.			
	20	Occupancy	120,100.			123,201.
	21	Travel, conferences, and meetings	23,444.			23,444.
	22	Printing and publications	7,202.			7,202.
	23	Other expenses (attach schedule) ATCH 6	187,765.			272,436.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,099,420.	277,916.		1,802,583.
	25	Contributions, gifts, grants paid	3,524,851.			4,864,851.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,624,271.	277,916.		6,667,434.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,125,602.			
	b	**Net investment income** (if negative, enter -0-)		3,094,478.		
	c	**Adjusted net income** (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions

*ATCH 5 JSA

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	250.	250.	250.
	2	Savings and temporary cash investments	1,116,446.	2,863,075.	2,863,075.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ 345,910.			
		Less: allowance for doubtful accounts ▶	369,490.	345,910.	345,910.
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		*	ATCH 7
		Less allowance for doubtful accounts ▶	3,164,000.	3,105,500.	3,105,500.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	90,460.	84,312.	84,312.
	10 a	Investments - U.S and state government obligations (attach schedule) **	2,490,845.	2,269,612.	2,269,612.
	b	Investments - corporate stock (attach schedule) ATCH 9	36,216,998.	30,402,157.	30,402,157.
	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 10	18,962,033.	17,225,917.	17,225,917.
	14	Land, buildings, and equipment basis ▶ 679,621.			
		Less accumulated depreciation (attach schedule) ▶ 506,859.	235,039.	172,762.	172,762.
	15	Other assets (describe ▶ ATCH 11)	30,649.	28,158.	28,158.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	62,676,210.	56,497,653.	56,497,653.
Liabilities	17	Accounts payable and accrued expenses	212,009.	111,570.	
	18	Grants payable	4,862,000.	3,522,000.	
	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 12)	33,139.	30,038.	
	23	**Total liabilities** (add lines 17 through 22)	5,107,148.	3,663,608.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	57,470,062.	52,515,225.	
	25	Temporarily restricted	99,000.	318,820.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	57,569,062.	52,834,045.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	62,676,210.	56,497,653.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	57,569,062.
2	Enter amount from Part I, line 27a	2	-1,125,602.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	56,443,460.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	3,609,415.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,834,045.

**ATCH 8

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 2,417,968.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . 3

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 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))
2010	7,543,757.	56,686,372.	0.133079
2009	5,097,888.	52,408,159.	0.097273
2008	4,925,875.	72,893,586.	0.067576
2007	9,256,022.	96,017,936.	0.096399
2006	9,335,523.	86,782,199.	0.107574

2	**Total** of line 1, column (d)	2	0.501901
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.100380
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	50,840,798.
5	Multiply line 4 by line 3	5	5,103,399.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30,945.
7	Add lines 5 and 6	7	5,134,344.
8	Enter qualifying distributions from Part XII, line 4	8	6,667,434.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	0
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a			
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BROOKLYNCOMMUNITYFOUNDATION.ORG

14 The books are in care of ▶ MICHAEL BURKE Telephone no ▶ 347-750-2310

Located at ▶ 45 MAIN STREET, SUITE 409, BROOKLYN, NY ZIP + 4 ▶ 11201

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)*	3b		N/A
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 2011?	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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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 14		319,231.	31,923.	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 15		125,000.	12,501.	0

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 16		372,771.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	50,304,951.
b	Average of monthly cash balances	1b	1,310,072.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	51,615,023.
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	
3	Subtract line 2 from line 1d	3	51,615,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	774,225.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	50,840,798.
6	**Minimum investment return.** Enter 5% of line 5	6	2,542,040.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,542,040.
2a	Tax on investment income for 2011 from Part VI, line 5	2a			
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,542,040.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,542,040.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,542,040.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	6,667,434.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,667,434.
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 instructions)	5	30,945.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,636,489.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					2,542,040.
2	Undistributed income, if any, as of the end of 2011:					
a	Enter amount for 2010 only					
b	Total for prior years 20___,20___,20___					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	6,273,279.				
b	From 2007	9,256,022.				
c	From 2008	4,925,875.				
d	From 2009	5,104,470.				
e	From 2010	4,727,757.				
f	Total of lines 3a through e		30,287,403.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 6,667,434.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					2,542,040.
e	Remaining amount distributed out of corpus		4,125,394.			
5	Excess distributions carryover applied to 2011 *(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		34,412,797.			
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 instructions					
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		6,273,279.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		28,139,518.			
10	Analysis of line 9					
a	Excess from 2007	9,256,022.				
b	Excess from 2008	4,925,875.				
c	Excess from 2009	5,104,470.				
d	Excess from 2010	4,727,757.				
e	Excess from 2011	4,125,394.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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 17

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

ONLINE APPLICATION PROCESS ONLY - VISIT WWW.BCFNY.ORG

c Any submission deadlines

JANUARY 31 AND JULY 31

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

BROOKLYN BASED OR FOCUSED ORGANIZATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 18				4,864,851.
Total . . . . . . ▶ **3a**				4,864,851.
b *Approved for future payment*				
SEE ATTACHMENT 18				3,522,000.
Total . . . . . . ▶ **3b**				3,522,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	812.	
4 Dividends and interest from securities			14	953,614.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,417,968.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				3,372,394.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,372,394.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date 12/10/12 | Title C.O.O.

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Salvatore M. Caruso		DEC 0 7 2012		P00 749467

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L

Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1405

Phone no 212-661-7777

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
BROOKLYN COMMUNITY FOUNDATION

Employer identification number
11-3422729

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization BROOKLYN COMMUNITY FOUNDATION

Employer identification number 11-3422729

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN FISHMAN 6 WILLOW PLACE BROOKLYN, NY 11201	$ 150,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JAMES COHAN GALLERY 533 WEST 26TH ST NEW YORK, NY 10001	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	MARTIN BAUMRIND 178 AMITY ST BROOKLYN, NY 11201	$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	ATLANTIC PHILANTHROPIES (USA) INC. 75 VARICK ST, 17TH FL NEW YORK, NY 10013	$ 17,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	MARILYN GELBER 342 DEAN ST BROOKLYN, NY 11217	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	CAPITAL ONE 856 WASHINGTON AVENUE BROOKLYN, NY 11238	$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BROOKLYN COMMUNITY FOUNDATION

Employer identification number 11-3422729

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	PETER JAY SHARP FOUNDATION 845 THIRD AVENUE NEW YORK, NY 10022	$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	SEINFELD FAMILY FOUNDATION 52 STATE STREET, 1A BROOKLYN, NY 11201	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	KATHERINE MOORE 4100 THEALL ROAD RYE, NY 10580	$ 450,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	FOREST CITY RATNER COMPANIES ONE METRO TECH NO., 10TH FL BROOKLYN, NY 11201	$ 90,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	JOHN S. AND JAMES L. KNIGHT FOUNDATION 200 SOUTH BISCAYNE BLVD, SUITE 3300 MIAMI, FL 33131	$ 52,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	RICHARD W. MOORE 7 TIME SQUARE NEW YORK, NY 10036	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BROOKLYN COMMUNITY FOUNDATION

Employer identification number 11-3422729

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	ALTMAN FOUNDATION 521 FIFTH AVE, 35TH FL NEW YORK, NY 10175-3599	$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14	ROBERT CATELL 387 PARK AVE NEW YORK, NY 10016	$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	RALPH HERZKA 1 BATTERY PARK PLAZA, 26TH FLOOR NEW YORK, NY 10004	$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16	SETH SPRAGUE EDU. AND CHAR. FOUNDATION ONE BRYANT PARK NEW YORK, NY 10036	$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17	MARIA FIORINI RAMIREZ 675 THIRD AVE, 11TH FL NEW YORK, NY 10017-5704	$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
18	CONSTANCE ROOSEVELT 1 PIERREPONT ST BROOKLYN, NY 11201	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization BROOKLYN COMMUNITY FOUNDATION

Employer identification number 11-3422729

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	ROHIT DESAI 200 HICKS ST BROOKLYN, NY 11201	$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
20	EDWARD GENTNER JR. 99 S. PARK AVENUE, APT. 114 ROCKVILLE CENTRE, NY 11570	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
21	JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
22	HILDY SIMMONS 51 SIDNEY PLACE BROOKLYN, NY 11201	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
23	JOANNE SIMON 393 PACIFIC ST BROOKLYN, NY 11217	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
24	ST. FRANCIS COLLEGE 180 REMSEN ST BROOKLYN, NY 11201	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BROOKLYN COMMUNITY FOUNDATION	11-3422729

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	PAUL H. AND SUSAN M. IRVING 24 MCCONNELL DRIVE LOS ANGELES, CA 90064	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
26	DONALD ELLIOTT 220 EAST 42ND STREET, SUITE 3302 NEW YORK, NY 10017	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

ATTACHMENT 1

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME		812.	812.
	TOTAL	812.	812.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDEND INCOME	953,614.	953,614.
TOTAL	953,614.	953,614.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		11,229.			19,889.
	TOTALS	11,229.			19,889.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING & AUDIT FEES	30,165.			29,565.
FISCAL CONSULTANT	94,855.			94,855.
TOTALS	125,020.			124,420.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	277,916.	277,916.	
CONSULTING FEES	94,309.		97,051.
TOTALS	372,225.	277,916.	97,051.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	42,359.	42,359.
TELEPHONE AND COMMUNICATION	46,667.	46,667.
SUPPLIES	14,271.	14,271.
EQUIPMENT	4,082.	4,082.
TRANSPORTATION	8,006.	8,006.
POSTAGE AND SHIPPING	3,482.	3,482.
MARKETING	32,183.	32,183.
OTHER EXPENSES	36,715.	121,386.
TOTALS	187,765.	272,436.

ATTACHMENT 7

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

BORROWER: RECOVERABLE GRANT RECEIVABLE

BEGINNING BALANCE DUE	3,164,000.
ENDING BALANCE DUE	3,105,500.
ENDING FAIR MARKET VALUE	3,105,500.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. GOVERNMENT AND GOVERNMENTAL AGENCIES OBLIGATIONS	2,269,612.	2,269,162.
US OBLIGATIONS TOTAL	2,269,612.	2,269,162.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS INVESTMENT GR CR SEP A/C MF	1,858,617.	1,858,617.
GS MORTGAGES SEP A/C MF	2,678,143.	2,678,143.
GS HIGH YIELD INSTL MF CL I	2,668,213.	2,668,213.
GS LO EM MKT DEBT FUND MF CL I	1,193,258.	1,193,258.
MSCI EM MKT INDEX FUND ETF	863,401.	863,401.
S&P HIGH YIELD DIV ARIS IND FD	6,313,025.	6,313,025.
LIFE STRATEGY GROWTH FUND	18,552.	18,552.
LIFE STRATEGY MOD GROWTH	71,773.	71,773.
SEE ATTACHMENT 9A	2,593,172.	2,593,172.
SEE ATTACHMENT 9B	2,495,057.	2,495,057.
SEE ATTACHMENT 9C	2,725,601.	2,725,601.
SEE ATTACHMENT 9D	1,701,197.	1,701,197.
SEE ATTACHMENT 9E	1,677,931.	1,677,931.
SEE ATTACHMENT 9F	1,030,023.	1,030,023.
SEE ATTACHMENT 9G	2,514,194.	2,514,194.
TOTALS	30,402,157.	30,402,157.

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AMAZON COM INC CMN (AMZN)	225.00	173.1000	38,947.50	173 8004	39,105.09	(157 59)		
AMERICAN EXPRESS CO. CMN (AXP)	1,378.00	47 1700	65,000.26	46.0469	63,452.60	1,547.66	1 5264	992.16
AMERICAN TOWER CORPORATION CMN CLASS A (AMTT_120103)	2,392.00	60 0100	143,543.92	37 9781	90,843.55	52,700.37		
APPLE, INC. CMN (AAPL)	543.00	405.0000	219,915.00	181.1207	98,348.55	121,566.45		
AVON PRODUCTS INC. CMN (AVP)	2,275.00	17 4700	39,744 25	28.7959	65,510.64	(25,766.39)	5.2662	2,093.00
CAMERON INTERNATIONAL CORP CMN (CAM)	788.00	49 1900	38,761.72	47.2008	37,194.26	1,567.46		
CBRE GROUP INC CMN (CBG)	4,021 00	15.2200	61,199.62	13.3875	53,831.22	7,368 40		
CME GROUP INC. CMN CLASS A (CME)	313 00	243.6700	76,268.71	273 8392	85,711.67	(9,442.96)	2.2982	1,752.80
COSTCO WHOLESALE CORPORATION CMN (COST)	1,120.00	83.3200	93,318.40	53.9403	60,413.13	32,905.27	1.1522	1,075.20
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	1,728.00	44 8000	77,414 40	35.4788	61,307.36	16,107.04		
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	774.00	62.0000	47,988 00	84 8908	65,705.51	(17,717 51)	1.0968	526.32
EMERSON ELECTRIC CO CMN (EMR)	1,244 00	46.5900	57,957 96	55.9758	69,633.88	(11,675.91)	3.4342	1,990.40
EQUINIX INC CMN (EQIX)	661 00	101 4000	67,025.40	69.2743	45,790.28	21,235.12		
GOOGLE, INC CMN CLASS A (GOOG)	228.00	645.9000	147,265.20	620 3945	141,449.96	5,815.24		
HALLIBURTON COMPANY CMN (HAL)	1,697.00	34 5100	58,563.47	30 5470	51,838.27	6,725.20	1 0432	610.92
JOHNSON & JOHNSON CMN (JNJ)	443 00	65.5800	29,051.94	55.8941	24,761.08	4,290 86	3.4767	1,010.04
LOWES COMPANIES INC CMN (LOW)	3,708.00	25.3800	94,109.04	22.3634	82,923.30	11,185.74	2.2065	2,076.48
MARRIOTT INTERNATIONAL, INC. CMN CLASS A (MAR)	2,395.00	29.1700	69,862.15 223 60	27.2120	65,172.73	4,689.42	1.3713	958.00

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

BROOKLYN COMM FDN - GSAM: LCG (CONC)

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM. LARGE CAP GROWTH (CONCENTRATED)								
MASTERCARD INCORPORATED CMN CLASS A (MA)	249.00	372.8200	92,832.18	223.5578	55,665.89	37,166.29	0.1609	149.40
NETAPP, INC. CMN (NTAP)	2,000.00	36.2700	72,540.00	47.5912	95,182.48	(22,642.48)		
NIKE CLASS-B CMN CLASS B (NKE)	960 00	96.3700	92,515.20 345 60	66.8958	64,219.94	28,295.26	1.4942	1,382.40
NORTHERN TRUST CORP CMN (NTRS)	933.00	39.6600	37,002.78 261.24	52.3900	48,879.85	(11,877 07)	2.8240	1,044 96
ORACLE CORPORATION CMN (ORCL)	3,033.00	25.6500	77,796.45	20.0211	60,723 87	17,072.58	0 9357	727 92
PEPSICO INC CMN (PEP)	1,003.00	66.3500	66,549.05 516.55	62.3943	62,581 47	3,967.58	3.1047	2,066.18
PRAXAIR, INC CMN SERIES (PX)	782.00	106 9000	83,595.80	91-0540	71,204.27	12,391.53	1 8709	1,564 00
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	577 00	66.7100	38,491.67	53.2093	30,701 74	7,789.93	3.1480	1,211.70
PVH CORP CMN (PVH)	590.00	70.4900	41,589.10	67 2216	39,660.76	1,928.34	0.2128	88.50
QUALCOMM INC CMN (QCOM)	2,837.00	54 7000	155,183.90	44 4758	126,177.97	29,005 93	1 5722	2,439.82
SCHLUMBERGER LTD CMN (SLB)	1,703.00	68.3100	116,331 93 425.75	56.1090	95,553.60	20,778.33	1 4639	1,703.00
ST JUDE MEDICAL INC CMN (STJ)	1,587 00	34.3000	54,434.10 333.27	40.3847	64,090.50	(9,656.40)	2.4490	1,333.08
THERMO FISHER SCIENTIFIC INC CMN (TMO)	1,214 00	44 9700	54,593.58	46.2539	56,152.29	(1,558.71)		
URBAN OUTFITTERS INC CMN (URBN)	2,023.00	27.5600	55,753.88	25 7578	52,107.95	3,645.93		
XILINX INCORPORATED CMN (XLNX)	2,319.00	32.0600	74,347.14	29.1706	67,646.52	6,700 62	2.3706	1,762.44
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,330.00	40.3600	53,678 80	47 6379	63,358.44	(9,679.64)	1 9449	1,043.98
TOTAL			2,593,172					

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

ATTACHMENT 9A

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
APOLLO GROUP CLASS A COMMON STOCK (APOL)	528.00	53.8700	28,443.36	45.6672	24,112.27	4,331.09		
APPLE, INC. CMN (AAPL)	383.00	405.0000	155,115.00	156.1556	59,807 60	95,307.40		
BROADCOM CORP CL-A CMN CLASS A (BRCM)	1,094 00	29.3600	32,119.84	34.3834	37,615.43	(5,495.59)	1.2262	393.84
CELGENE CORPORATION CMN (CELG)	1,830.00	67.6000	123,708.00	54 4789	99,696.34	24,011 66		
CISCO SYSTEMS, INC. CMN (CSCO)	3,548.00	18.0800	64,147.84	17 9836	63,805.88	341.96	1.3274	851 52
CITIGROUP INC. CMN (C)	1,470.00	26 3100	38,675.70	31 5472	46,374.41	(7,698.71)		
CITRIX SYSTEMS INC CMN (CTXS)	872.00	60.7200	52,947.84	69.0934	60,249.46	(7,301.62)		
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	573.00	64.3100	36,849.63	64.9586	37,221.27	(371 64)		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,966.00	23.7100	70,323.86 333 68	22.5178	66,787.68	3,536.18	1.8979	1,334.70
DANAHER CORPORATION CMN (DHR)	1,212.00	47.0400	57,012.48 30.30	53 3954	64,715.21	(7,702.73)	0.2126	121.20
DOVER CORPORATION CMN (DOV)	679.00	58.0500	39,415.95	56.9669	38,680.53	735.42	2.1705	855.54
DOW CHEMICAL CO CMN (DOW)	1,497.00	28.7600	43,053.72 374.25	40.7387	60,985.79	(17,932.07)	3.4771	1,497 00
ELI LILLY & CO CMN (LLY)	1,717.00	41.5600	71,358.52	37.2114	63,891.94	7,466 58	4.7161	3,365.32
EMC CORPORATION MASS CMN (EMC)	2,472.00	21.5400	53,246.88	22.1618	54,783 89	(1,537 01)		
FEDEX CORP CMN (FDX)	0.00	83.5100	0.00 103.35				0.6227	
FORD MOTOR COMPANY CMN (F)	1,250.00	10.7600	13,450.00	10.2440	12,805.00	645.00	1.8587	250.00

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

ATTACHMENT 9B

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD LARGE CAP GROWTH								
GENERAL ELECTRIC CO CMN (GE)	2,853.00	17.9100	51,097.23 622.71	18.7334	53,446.33	(2,349.10)	3.7968	1,940.04
GENERAL MILLS INC CMN (GIS)	1,454.00	40.4100	58,756 14	37 5807	54,642.31	4,113.83	3.0191	1,773.88
GOODRICH CORPORATION CMN (GR)	0.00	123.7000	0.00 89.90				0.9378	
GOOGLE, INC. CMN CLASS A (GOOG)	185.00	645 9000	119,491 50	495.1213	91,597 45	27,894 05		
HALLIBURTON COMPANY CMN (HAL)	1,486.00	34 5100	51,281 86	29.5924	43,974 30	7,307 56	1 0432	534.96
INTL BUSINESS MACHINES CORP CMN (IBM)	268 00	183.8800	49,279 84	181.4301	48,623.26	656.58	1 6315	804 00
LOWES COMPANIES INC CMN (LOW)	2,141.00	25.3800	54,338.58	24.3585	52,151 53	2,187 05	2.2065	1,198.96
MACY'S INC. CMN (M)	1,726.00	32.1800	55,542.68 172.60	30.8689	53,279.72	2,262.96	2.4860	1,380.80
MASTERCARD INCORPORATED CMN CLASS A (MA)	148 00	372.8200	55,177.36	282 2670	41,775.51	13,401.85	0.1609	88.80
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (NOV)	755.00	67.9900	51,332.45	46.4547	35,073.31	16,259.14	0.7060	362.40
NEWMONT MINING CORPORATION CMN (NEM)	791 00	60.0100	47,467 91	65 7890	52,039.13	(4,571.22)	2.3329	1,107 40
OCCIDENTAL PETROLEUM CORP CMN (OXY)	510 00	93.7000	47,787 00 234.60	91 4641	46,646.71	1,140.29	1.9637	938.40
ORACLE CORPORATION CMN (ORCL)	2,453 00	25.6500	62,919.45	22.6741	55,619 46	7,299.99	0 9357	588.72
PRECISION CASTPARTS CORP. CMN (PCP)	282.00	164.7900	46,470.78 8.46	151.3715	42,686.77	3,784 01	0.0728	33.84
QUALCOMM INC CMN (QCOM)	1,166.00	54 7000	63,780.20	48.7059	56,791.13	6,989.07	1 5722	1,002.76
SCHLUMBERGER LTD CMN (SLB)	533 00	68.3100	36,409.23 192.25	74 8810	39,911 58	(3,502.35)	1.4639	533 00
STANLEY BLACK & DECKER INC CMN (SWK)	595.00	67 6000	40,222.00	64.4439	38,344 13	1,877 87		
STARBUCKS CORP. CMN (SBUX)	899.00	46.0100	41,362.99	42.6213	38,316.56	3,046.43	1 4779	611.32
TARGET CORPORATION CMN (TGT)	988.00	51.2200	50,605.36	51.2711	50,655.85	(50.49)	2.3428	1,185.60
THE HERSHEY COMPANY CMN (HSY)	1,389.00	61.7800	85,812.42	54.3838	75,539.08	10,273.35	2.2337	1,916.82
UNITED TECHNOLOGIES CORP CMN (UTX)	873.00	73.0900	63,807 57	72.2271	63,054.30	753.27	2.6269	1,676.16
VALERO ENERGY CORPORATION CMN (VLO)	2,346.00	21.0500	49,383.30	23.9688	56,230 89	(6,847.59)	2.8504	1,407 60
VERTEX PHARMACEUTICALS INC CMN (VRTX)	1,575.00	33.2100	52,305.75	43.9342	69,196.41	(16,890.66)		

BROOKLYN COMM FDN - WESTFIELD: LCG

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD: LARGE CAP GROWTH								
VIACOM INC CMN CLASS B (VIAB)	1,193.00	45.4100	54,174.13 298.25	26.2883	31,361 89	22,812.24	2.2022	1,193.00
WEATHERFORD INTERNATIONAL LTD CMN (WFT)	1,953.00	14 6400	28,591 92	17.7273	34,621.37	(6,029.45)		
WELLS FARGO & CO (NEW) CMN (WFC)	1,497 00	27 5600	41,257.32	26.2333	39,271 26	1,986.06	1.7417	718.56
THE HOME DEPOT, INC. CMN (HD)	979 00	42.0400	41,157 16	39 3447	38,518.43	2,638.73	2.7593	1,135 64
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES (CHKP)	776 00	52.5400	40,771 04	55.1109	42,766.03	(1,994 99)		
SUNCOR ENERGY INC. CMN (SU)	1,810.00	28.8300	52,182.30	33.9740	61,492.89	(9,310.59)	1.4963	780 78
TYCO INTERNATIONAL LTD CMN (TYC)	1,392.00	46.7100	65,020.32	46.3006	64,450.44	569.88	2.1409	1,392.00
WARNER CHILCOTT PLC CMN (WCRX)	3,794 00	15.1300	57,403.22	22.4115	85,029.39	(27,626.17)		
TOTAL			2,495,057					

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ATTACHMENT 9B

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	670.00	81 7300	54,759.10	82.6381	55,367 55	(608.45)	2.6918	1,474 00
ABBOTT LABORATORIES CMN (ABT)	1,523 00	56.2300	85,638 29	52.1533	79,429.55	6,208.74	3.4145	2,924 16
AIR PRODUCTS & CHEMICALS INC CMN (APD)	639.00	85.1900	54,436.41 370.62	75.4911	48,238.80	6,197.61	2.7233	1,482.48
AMERICAN EXPRESS CO. CMN (AXP)	763.00	47 1700	35,990 71	45.6745	34,849.66	1,141.05	1 5264	549.36
AMGEN INC. CMN (AMGN)	573.00	64.2100	36,792.33	58.8113	33,698.88	3,093 45	2.2426	825.12
ANADARKO PETROLEUM CORP CMN (APC)	1,327 00	76.3300	101,289.91	56.6294	75,147.16	26,142.75	0.4716	477.72
APACHE CORP. CMN (APA)	672.00	90.5800	60,869.76	103.3438	69,447 06	(8,577 30)	0.6624	403.20
BAXTER INTERNATIONAL INC CMN (BAX)	728.00	49 4800	36,021.44 243.88	52.5568	38,261.37	(2,239.93)	2.7082	975.52
CHUBB CORP CMN (CB)	861.00	69.2200	59,598.42 335.79	56.8827	48,975.99	10,622.43	2.2537	1,343.16
CISCO SYSTEMS, INC. CMN (CSCO)	2,877.00	18 0800	52,016.16	20 0202	57,598.23	(5,582.07)	1.3274	690 48
CONAGRA INC CMN (CAG)	2,110.00	26.4000	55,704.00	20.4166	43,079.06	12,624 94	3.6364	2,025.60
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	1,518.00	62.0000	94,116.00	71.7824	108,965.66	(14,849 66)	1.0968	1,032.24
DOVER CORPORATION CMN (DOV)	997 00	58.0500	57,875 85	47 3811	47,238 94	10,636.91	2.1705	1,256.22
EOG RESOURCES INC CMN (EOG)	687 00	98.5100	67,676 37	103 8840	71,368.33	(3,691.96)	0.6497	439.68
EXXON MOBIL CORPORATION CMN (XOM)	706.00	84 7600	59,840 56	62.2116	43,921.37	15,919.19	2.2180	1,327.28
FLUOR CORPORATION CMN (FLR)	480.00	50.2500	24,120.00 60 00	56 7790	27,253.93	(3,133.93)	0.9950	240.00

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

ATTACHMENT 9C

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DIAMCND HILL LARGE CAP VALUE								
GENERAL MILLS INC CMN (GIS)	1,304 00	40 4100	52,694 64	34 5922	45,108.25	7,586.39	3.0191	1,590 88
ILLINOIS TOOL WORKS CMN (ITW)	965 00	46.7100	45,075.15 347 40	48.2136	46,526.15	(1,451 00)	3.0829	1,389.60
INTL BUSINESS MACHINES CORP CMN (IBM)	289.00	183.8800	53,141 32	162.1778	46,869 39	6,271 93	1 6315	867 00
JOHNSON & JOHNSON CMN (JNJ)	932.00	65.5800	61,120 56	67 9346	63,315 03	(2,194 47)	3.4767	2,124 96
JPMORGAN CHASE & CO CMN (JPM)	1,201.00	33.2500	39,933.25	46.8243	56,235.95	(16,302.70)	3.0075	1,201.00
JUNIPER NETWORKS, INC. CMN (JNPR)	1,427 00	20 4100	29,125.07	17 4293	24,871 54	4,253 53		
KIMBERLY CLARK CORP CMN (KMB)	454.00	73.5600	33,396.24	62 1031	28,194 79	5,201 45	3.8064	1,271.20
LINEAR TECHNOLOGY CORP CMN (LLTC)	871.00	30.0300	26,156.13	31 7969	27,695.12	(1,538 99)	3.1968	836.16
MARSH & MCLENNAN CO INC CMN (MMC)	1,412.00	31 6200	44,647 44	21 7917	30,769.91	13,877 53	2.7830	1,242.56
MATTEL, INC. CMN (MAT)	1,365.00	27.7600	37,892.40	25 0181	34,149.65	3,742.75	3.3141	1,255.80
MC DONALDS CORP CMN (MCD)	574 00	100.3300	57,589.42	63.0845	36,210.52	21,378.90	2.7908	1,607.20
MEDTRONIC INC CMN (MDT)	2,239.00	38.2500	85,641.75	37 7986	84,631 03	1,010.72	2.5359	2,171.83
MERCK & CO., INC. CMN (MRK)	2,174.00	37.7000	81,959.80 913.08	34.2082	74,368 61	7,591.19	4 4562	3,652.32
MICROSOFT CORPORATION CMN (MSFT)	2,537.00	25.9600	65,860.52	25.8237	65,514 72	345.80	3.0817	2,029.60
NIKE CLASS-B CMN CLASS B (NKE)	428.00	96.3700	41,246.36 154,08	80.4004	34,411.39	6,834.97	1.4942	616.32
OCCIDENTAL PETROLEUM CORP CMN (OXY)	1,165.00	93.7000	109,160.50 535 90	80.6734	93,984 53	15,175.97	1.9637	2,143.60
PARKER-HANNIFIN CORP CMN (PH)	740 00	76.2500	56,425.00	62 9327	46,570.23	9,854 77	1.9410	1,095.20
PEPSICO INC CMN (PEP)	1,248.00	66.3500	82,804 80 642.72	61 1581	76,325.32	6,479.48	3.1047	2,570 88
PFIZER INC. CMN (PFE)	4,334.00	21.6400	93,787 76	18.3070	79,342.50	14,445.26	4 0665	3,813.92
PNC FINANCIAL SERVICES GROUP CMN (PNC)	1,289.00	57.6700	74,336.63	59.5373	76,743.61	(2,406.97)	2.4276	1,804 60
PPG INDUSTRIES INC. CMN (PPG)	342.00	83.4900	28,553.58	88.5767	30,293.23	(1,739.65)	2.7309	779.76
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	1,179.00	66.7100	78,651 09	51.4711	60,684.42	17,966.67	3.1480	2,475.90
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,057 00	50.1200	52,976 84	48 6123	51,383.25	1,593 59	2.8931	1,532.65
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	771 00	58.0600	44,764.26	51 8076	39,943.66	4,820.60	1 1712	524.28
SYSCO CORPORATION CMN (SYY)	1,948.00	29.3300	57,134 84	30.8677	60,130.19	(2,995.35)	3.6822	2,103.84

BROOKLYN COMM FDN - DIAMONDHILL: LCV

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DIAMOND HILL LARGE CAP VALUE								
THE TRAVELERS COMPANIES, INC CMN (TRV)	1,304 00	59.1700	77,157 68	48.3727	63,078.04	14,079.64	2.7717	2,138 56
U S. BANCORP CMN (USB)	2,117 00	27 0500	57,264 85 264 63	27.0227	57,207.11	57 74	1.8484	1,058.50
UNITED TECHNOLOGIES CORP CMN (UTX)	1,234 00	73 0900	90,193.06	55.6360	68,654 80	21,538.26	2.6269	2,369.28
UNITEDHEALTH GROUP INCORPORATE CMN (UNH)	1,049 00	50 6800	53,163 32	26.9773	28,299.20	24,864 12	1.2826	681 85
WALT DISNEY COMPANY (THE) CMN (DIS)	560 00	37 5000	21,000.00	35.9485	20,131 16	868 84	1.6000	336 00
WELLS FARGO & CO (NEW) CMN (WFC)	2,032.00	27.5600	56,001 92	28.1014	57,102.08	(1,100.16)	1.7417	975.36
TOTAL			2,725,601					

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ATTACHMENT 9C

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AECOM TECHNOLOGY CORPORATION CMN (ACM)	2,685.00	20.5700	55,230.45	20.1001	53,968 65	1,261 80		
ALLSTATE CORPORATION COMMON STOCK (ALL)	1,910.00	27 4100	52,353.10 401.10	19.9728	38,148.11	14,204 99	3.0646	1,604 40
AMERICAN EAGLE OUTFITTERS INC (NEW) (AEO)	2,845.00	15.2900	43,500.05 312.95	11.2422	31,983.93	11,516.12	2.8777	1,251 80
AMGEN INC. CMN (AMGN)	935.00	64.2100	60,036.35	58.4453	54,646.35	5,390.00	2.2426	1,346.40
ARCHER DANIELS MIDLAND CO CMN (ADM)	2,025.00	28.6000	57,915.00	31 3838	63,552.16	(5,637.16)	2.4476	1,417 50
ASPEN INSURANCE HOLDINGS LTD CMN (AHL)	1,530.00	26.5000	40,545.00	24 8116	37,961 80.	2,583.20	2.2642	918.00
BARNES GROUP INC CMN (B)	2,575.00	24.1100	62,083.25	21.7827	56,090.55	5,992.70	1.6591	1,030.00
BIG LOTS INC CMN (BIG)	1,485.00	37.7600	56,073.60	33.3481	49,522.00	6,551.60		
BOEING COMPANY CMN (BA)	835.00	73.3500	61,247.25	55.5033	46,345.29	14,901.96	2.3995	1,469.60
CHESAPEAKE ENERGY CORPORATION CMN (CHK)	1,880.00	22.2900	41,905.20	23.5581	44,289.19	(2,383 99)	1.5702	658.00
COMMUNITY HEALTH SYS INC CMN (CYH)	2,965.00	17.4500	51,739.25	23.8006	70,568 66	(18,829.41)		
GENERAL ELECTRIC CO CMN (GE)	3,180.00	17.9100	56,953.80 540.60	27.3133	86,856.26	(29,902.46)	3.7968	2,162.40
HARTFORD FINANCIAL SRVCS GROUP CMN (HIG)	1,620.00	16.2500	26,325.00 294 50	24.8167	40,203 06	(13,878.06)	2.4615	648.00
HEALTH NET, INC. CMN (HNT)	2,120.00	30.4200	64,490.40	23.7940	50,443.28	14,047 12		
HOSPIRA, INC. CMN (HSP)	660.00	30.3700	20,044.20	27 9948	18,476.58	1,567 62		
INTERNATIONAL PAPER CO. CMN (IP)	2,035.00	29.6000	60,236.00	25.5140	51,921 08	8,314.92	3.5473	2,136.75

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

ATTACHMENT 9D

BROOKLYN COMM FDN - SNOW: ACV

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SNOW. ALL CAP VALUE								
JPMORGAN CHASE & CO CMN (JPM)	1,635.00	33.2500	54,363.75	37.8567	61,895.76	(7,532.01)	3.0075	1,635.00
KINDRED HEALTHCARE INC. CMN (KND)	2,865.00	11.7700	33,721.05	12.7667	36,576.61	(2,855.56)		
LIFEPOINT HOSPITALS INC CMN (LPNT)	760 00	37 1500	28,234.00	33.2611	25,278.43	2,955 57		
MACY'S INC. CMN (M)	1,895.00	32.1800	60,981.10 189.50	19.6484	37,233.74	23,747.37	1.2430	758 00
METLIFE, INC. CMN (MET)	1,770.00	31.1800	55,188.60	30.2662	53,571.12	1,617 48	2.3733	1,309.80
PATTERSON-UTI ENERGY, INC. ORD CMN (PTEN)	2,655.00	19.9800	53,046.90	19 1964	50,966.35	2,080 55	1 0010	531.00
PFIZER INC. CMN (PFE)	1,435.00	21.6400	31,053.40	18.6600	26,777.10	4,276.30	4 0665	1,262.80
PNC FINANCIAL SERVICES GROUP CMN (PNC)	1,050.00	57.6700	60,553.50	47.3101	49,675.65	10,877 85	2.4276	1,470.00
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,125.00	50.1200	56,385.00	44.1338	49,650.57	6,734 43	2.8931	1,631.25
SAFEWAY INC. CMN (SWY)	1,740.00	21 0400	36,609.60 252.30	20.9935	36,528 66	80 94	2.7567	1,009.20
SPIRIT AEROSYSTEMS HOLDINGS INC CMN (SPR)	2,885.00	20.7800	59,950.30	17.9097	51,669 42	8,280.88		
TEREX CORP (NEW) CMN (TEX)	3,750.00	13.5100	50,662.50	20.3442	76,290.77	(25,628.27)		
TEXAS INSTRUMENTS INC. CMN (TXN)	1,890.00	29.1100	55,017 90	17.7337	33,516.70	21,501 20	2.3360	1,285 20
VALERO ENERGY CORPORATION CMN (VLO)	2,695.00	21.0500	56,729.75	19.9739	53,829.77	2,899.98	2.8504	1,617.00
WAL MART STORES INC CMN (WMT)	1,000.00	59.7600	59,760.00 365.00	51.1481	51,148.15	8,611.85	2.4431	1,460.00
WELLS FARGO & CO (NEW) CMN (WFC)	1,680 00	27.5600	46,300.80	30.1255	50,610.77	(4,309.97)	1 7417	806.40
WHIRLPOOL CORP. CMN (WHR)	760.00	47 4500	36,062.00	51 1527	38,876 05	(2,814.05)	4.2150	1,520 00
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,385.00	40.3600	55,898.60	46.2072	63,997 01	(8,098 41)	1 9449	1,087.15
TOTAL			1,701,197					

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ATTACHMENT 9D

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3 D SYSTEMS CORP (NEW) CMN (DDD)	1,045.00	14 4000	15,048.00	18.0150	18,825.71	(3,777 71)		
ADTRAN INC CMN (ADTN)	744.00	30.1600	22,439 04	40 0540	29,800.21	(7,361 16)	1.1936	267.84
AMERICAN PUBLIC EDUCATION INC. CMN (APEI)	637.00	43.2800	27,569.36	30.4243	19,380.31	8,189.05		
AMERICAN TOWER CORPORATION CMN CLASS A (AMTT_120103)	550.00	60 0100	33,005.50	41.4508	22,797.92	10,207.58		
ANSYS INC CMN (ANSS)	1,407.00	57.2800	80,592.96	41.6178	58,556.30	22,036.67		
APACHE CORP. CMN (APA)	229.00	90.5800	20,742.82	98.4834	22,552.69	(1,809.87)	0.6624	137 40
BEACON ROOFING SUPPLY, INC. CMN (BECN)	2,102.00	20.2300	42,523.46	16.4242	34,523.74	7,999.72		
CELGENE CORPORATION CMN (CELG)	573 00	67 6000	38,734.80	59.7138	34,216.01	4,518 79		
CONCHO RESOURCES INC. CMN (CXO)	198.00	93.7500	18,562.50	79.8297	15,806.28	2,756.22		
CONCUR TECHNOLOGIES INC CMN (CNQR)	665.00	50.7900	33,775.35	39.3755	26,184.71	7,590.64		
COSTAR GROUP INC CMN (CSGP)	352.00	66.7300	23,488.96	57.5034	20,241.19	3,247.77		
DEALERTRACK HOLDINGS, INC. CMN (TRAK)	1,763.00	27.2600	48,059.38	17.3334	30,558.85	17,500.53		
ECOLAB INC CMN (ECL)	909.00	57 8100	52,549.29 181.80	49.4125	44,915.99	7,633.30	1.3838	727.20
EXPEDITORS INTL WASH INC CMN (EXPD)	1,687.00	40.9600	69,099.52	37 8569	63,864.60	5,234 92	1.2207	843.50
FASTENAL CO CMN (FAST)	2,913 00	43 6100	127,035.93	24 1920	70,471 30	56,564.63	1.2841	1,631.28
GARDER DENVER INC CMN (GDI)	111 00	77 0600	8,553.66	77.6591	8,620.16	(66.50)	0.2595	22.20
HEALTHCARE SVCS GROUP INC CMN (HCSG)	1,745.00	17 6900	30,869.05	13 6844	23,879 32	6,989 73	3.6179	1,116.80
IDEXX LABORATORIES CMN (IDXX)	986.00	76.9600	75,882.56	51 9838	51,256.01	24,626.55		

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ATTACHMENT 9E

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DF DENT ALL CAP GROWTH								
II-VI INC CMN (IIVI)	1,895.00	18.3600	34,792.20	16.5659	31,392.29	3,399.91		
JACOBS ENGINEERING GRP CMN (JEC)	1,194 00	40.5800	48,452.52	51.1734	61,101.00	(12,648.48)		
K12 INC. CMN (LRN)	980.00	17.9400	17,581.20	21 8938	21,455.97	(3,874 77)		
LKQ CORPORATION CMN (LKQX)	2,169.00	30 0800	65,243 52	24.6547	53,476.02	11,767.50		
MARKEL CORPORATION CMN (MKL)	142.00	414.6700	58,883 14	322.1644	45,747 35	13,135.79		
MONSANTO COMPANY CMN (MON)	363 00	70.0700	25,435.41	74.4526	27,026.31	(1,590.90)	1.7126	435.60
PRICE T ROWE GROUP INC CMN (TROW)	989 00	56 9500	56,323.55	35 1361	34,749.60	21,573.95	2.1773	1,226.36
QUALCOMM INC CMN (QCOM)	1,458 00	54.7000	79,752.60	43 3549	63,211.37	16,541 23	1.5722	1,253 88
QUANTA SERVICES INC CMN (PWR)	997 00	21 5400	21,475.38	22.7601	22,691 84	(1,216.46)		
RESMED INC. CMN (RMD)	2,253.00	25.4000	57,226.20	22.5700	50,850 32	6,375.88		
ROPER INDS INC (NEW) CMN (ROP)	653 00	86 8700	56,726 11	51.0798	33,355.10	23,371.01	0 6331	359.15
SCHLUMBERGER LTD CMN (SLB)	727.00	68.3100	49,661.37 181 75	39.0691	28,403.22	21,258.15	1.4639	727.00
STERICYCLE INC CMN (SRCL)	268 00	77.9200	20,882.56	51.2838	13,744.05	7,138.51		
TECHNE CORP CMN (TECH)	246.00	68.2600	16,791.96	68 7992	16,924 60	(132.63)	1.6408	275.52
TRIMBLE NAVIGATION LTD CMN (TRMB)	1,496 00	43 4000	64,926.40	30.8060	46,085.73	18,840.67		
UNIT CORP CMN (UNT)	407 00	46.4000	18,884.80	36.7739	14,967 00	3,917 80		
VISA INC. CMN CLASS A (V)	529 00	101.5300	53,709 37	71.5496	37,849.74	15,859.63	0 8667	465.52
CORE LABORATORIES N.V. CMN (CLB)	370.00	113.9500	42,161.50	56.5267	20,914.86	21,246.64	0.8776	370.00
POTASH CORP OF SASKATCHEWAN INC (POT)	1,009 00	41.2800	41,651.52	44 1175	44,514.58	(2,863.06)	0.6783	282.52
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	974 00	40.3600	39,310.64	49.3516	48,068.48	(8,757 84)	1 9449	764 54
ULTRA PETROLEUM CORP CMN (UPL)	1,334 00	29.6300	39,526.42	53.9636	71,987 38	(32,460.96)		
TOTAL			1,677,931					

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ATTACHMENT 9E

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFFILIATED MANAGERS GROUP INC CMN (AMG)	535.00	95.9500	51,333.25	40 8247	21,841.21	29,492.04		
AGCO CORP CMN (AGCO)	1,355.00	42.9700	58,224 35	32.0274	43,397.15	14,827.20		
BRINK'S COMPANY (THE) CMN (BCO)	1,955.00	26.8800	52,550.40	27 7327	54,217.52	(1,667.12)	1.4881	782.00
CASCADE CORP CMN (CASC)	550 00	47.1700	25,943.50 137.50	28.6484	15,756.60	10,186.90	2.1200	550.00
CENTENE CORPORATION CMN (CNC)	1,450.00	39.5900	57,405.50	23.2594	33,726.14	23,679.36		
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)	1,010.00	46.5500	47,015.50	42.8277	43,255.95	3,759.55	1.8904	888.80
DARLING INTERNATIONAL INC CMN (DAR)	4,425 00	13.2900	58,808.25	7.9534	35,193.68	23,614.57		
JAMES RIVER COAL COMPANY CMN (JRCC)	3,185.00	6.9200	22,040.20	15.6536	49,856.72	(27,816.52)		
KOPPERS HOLDINGS, INC. CMN (KOP)	1,485.00	34.3600	51,024 60 326.70	29.6476	44,026.72	6,997.89	2.5611	1,306.80
MIDDLEBY CORP CMN (MIDD)	580.00	94 0400	54,543.20	50.8795	29,510.14	25,033.06		
NORDSON CORP CMN (NDSN)	895.00	41 1800	36,856.10 111.88	23.2754	20,831.46	16,024.64	1.2142	447 50
OGE ENERGY CORP (HOLDING CO) CMN-(OGE)	1,050.00	56.7100	59,545.50	32 9255	34,571.73	24,973 77	2.7685	1,648.50
POLARIS INDS INC CMN (PII)	825.00	55.9800	46,183.50	16.6326	13,721 86	32,461 64	1 6077	742.50
SANDERSON FARMS INC CMN (SAFM)	885.00	50.1300	44,365.05	45.7765	40,512.22	3,852.83	1.3565	601.80
SMITHFIELD FOODS INC. CMN (SFD)	1,990.00	24.2800	48,317.20	17.2789	34,384.92	13,932.28		
SOLUTIA INC. CMN (SOA)	3,110.00	17.2800	53,740.80	15.0411	46,777 93	6,962.87	0.8681	466.50

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ATTACHMENT 9F

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUTHERNSUN: SMALL CAP CORE								
THOR INDUSTRIES INC CMN (THO)	1,510.00	27 4300	41,419.30 226.50	27.9669	42,229.98	(810.68)	2.1874	906.00
TRACTOR SUPPLY CO CMN (TSCO)	575.00	70.1500	40,336.25	22.0118	12,656.76	27,679.49	0.6842	276.00
TRINITY INDUSTRIES INC (DEL) CMN (TRN)	2,150.00	30.0600	64,629.00	21 0526	45,263.16	19,365.84	1 1976	774.00
URS CORPORATION CMN (URS)	1,665.00	35.1200	58,474 80	39 9709	66,551 58	(8,076.78)		
CHICAGO BRIDGE & IRON COMPANY CMN SERIES (CBI)	1,515.00	37.8000	57,267.00	13.6390	20,663.07	36,603 93	0.5291	303.00
TOTAL			1,030,023					

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ATTACHMENT 9F

BROOKLYN COMM FDN- HERNDON CAPITAL: LCV

Holdings

Period Ended December 31, 2011

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFLAC INCORPORATED CMN (AFL)	2,346 00	43.2600	101,487 96	44 1422	103,557 70	(2,069 74)	3 0513	3,096 72
ALTRIA GROUP, INC CMN (MO)	2,388 00	29.6500	70,804 20	26 1072	62,343 92	8,460 28	5 5312	3,916 32
APACHE CORP CMN (APA)	572 00	90 5800	51,811 76	88 4545	50,595 97	1,215 79	0 6624	343.20
APPLE, INC. CMN (AAPL)	172.00	405 0000	69,660 00	400 3639	68,862.59	797 41		
CAMPBELL SOUP CO CMN (CPB)	1,605 00	33.2400	53,350.20 465.45	33.5086	53,781.34	(431.14)	3 4898	1,861 80
CF INDUSTRIES HOLDINGS, INC. CMN (CF)	325 00	144 9800	47,118.50	158 0848	51,377 55	(4,259.05)	1 1036	520 00
CHEVRON CORPORATION CMN (CVX)	554 00	106 4000	58,945 60	107 6407	59,632.94	(687.34)	3 0451	1,794 96
CLIFFS NATURAL RESOURCES INC. CMN (CLF)	1,050 00	62.3500	65,467.50	76.6209	80,451 93	(14,984 43)	1 7963	1,176 00
COACH INC CMN (COH)	1,306.00	61 0400	79,718 24 293.85	65 9978	86,193 07	(6,474.83)	1.4744	1,175.40
COLGATE-PALMOLIVE CO CMN (CL)	513 00	92.3900	47,396 07	91 9988	47,195 38	200.69	2.5111	1,190 16
CORNING INCORPORATED CMN (GLW)	2,561 00	12.9800	33,241.78	14 2119	36,396 74	(3,154 96)	2.3112	768 30
CUMMINS INC COMMON STOCK (CMI)	569 00	88 0200	50,083 38	93.5736	53,243 40	(3,160 02)	1 8178	910.40
DIAMOND OFFSHORE DRILLING, INC CMN (DO)	852 00	55 2600	47,081 92	63 5682	54,160 11	(7,078.59)	0 9048	426.00
EATON VANCE CORP (NON-VTG) CMN (EV)	4,200 00	23.6400	99,288 00	27 2597	114,490.90	(15,202.90)	3.2149	3,192.00
ELI LILLY & CO CMN (LLY)	684 00	41 5600	28,427 04	37 4698	25,629 36	2,797 69	4 7161	1,340 64
ENDO PHARMACEUTICALS HLDGS INC CMN (ENDP)	1,867 00	34 5300	64,467.51	38 6360	72,133 50	(7,665 99)		
EXPRESS SCRIPTS COMMON CMN (ESRX)	1,306 00	44 6900	58,365.14	40 4189	52,787 09	5,578 05		
EXXON MOBIL CORPORATION CMN (XOM)	1,213 00	84.7600	102,813 88	84.3552	102,322.86	491.02	2.2180	2,280 44

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ATTACHMENT 9G

BROOKLYN COMM FDN- HERNDON CAPITAL: LCV

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
FEDERATED INVESTORS, INC CMN CLASS B (FII)	5,641 00	15.1500	85,461.15	20 9277	118,053.15	(32,592 00)	6 3366	5,415 36
FREEPORT-MCMORAN COPPER & GOLD CMN (FCX)	1,207 00	36 7900	44,405 53	47 1865	56,954 05	(12,548 52)	2 7181	1,207.00
GILEAD SCIENCES CMN (GILD)	1,528.00	40 9300	62,541 04	41 6545	63,648 01	(1,106 97)		
HALLIBURTON COMPANY CMN (HAL)	1,458 00	34 5100	50,315 58	37 8899	55,243 54	(4,927 96)	1 0432	524 88
HERBALIFE LTD. CMN (HLF)	1,443 00	51 6700	74,559 81	59 0722	85,241 19	(10,681 38)	1 4031	1,046.18
HOLLYFRONTIER CORP CMN (HFC)	928 00	23 4000	21,715.20 92 80	37 1265	34,453 41	(12,738.21)	1 7094	371.20
INTL BUSINESS MACHINES CORP CMN (IBM)	346 00	183 8800	63,622.48	182.8409	63,262.96	359 52	1 6315	1,038 00
KELLOGG COMPANY CMN (K)	823 00	50 5700	41,619 11	55 6401	45,791 84	(4,172.73)	3 4012	1,415 56
LOCKHEED MARTIN CORPORATION CMN (LMT)	735.00	80 9000	59,461 50	80 8668	59,437 10	24 40	4 9444	2,940 00
MARATHON OIL CORPORATION CMN (MRO)	2,142.00	29.2700	62,696 34	23 8072	50,995 05	11,701 29	2 0499	1,285.20
MICROSOFT CORPORATION CMN (MSFT)	2,566 00	25.9600	66,613 36	27.9073	71,610 13	(4,996 77)	3 0817	2,052 80
PHILIP MORRIS INTL INC CMN (PM)	878.00	78 4800	68,905.44 676 06	71.7853	63,027 49	5,877 95	3.9246	2,704.24
ROSS STORES,INC CMN (ROST)	694.00	47 5300	32,985.82	39 0806	27,121 96	5,863 86	0 9257	305.36
RPC INC CMN (RES)	1,360.00	18 2500	24,820 00	32.4510	44,133 32	(19,313 32)	2 1918	544 00
TJX COMPANIES INC (NEW) CMN (TJX)	1,764 00	64 5500	113,866.20	55 4149	97,751 83	16,114 37	1 1774	1,340 64
VALERO ENERGY CORPORATION CMN (VLO)	1,060.00	21.0500	22,313 00	25.8840	27,437 08	(5,124 08)	2.8504	636 00
WADDELL & REED FIN , INC CLASS A COMMON (WDR)	3,877 00	24 7700	96,033 29 969 25	35 0486	135,883.24	(39,849 95)	4 0371	3,877 00
WATERS CORPORATION COMMON STOCK (WAT)	887 00	74 0500	65,682.35	88 0090	78,063 98	(12,381 63)		
WESTERN DIGITAL CORP CMN (WDC)	1,699 00	30 9500	52,584 05	36 5158	62,040 34	(9,456 29)		
WINDSTREAM CORPORATION CMN (WIN)	5,439 00	11 7400	63,853 86 1,359 75	12.5273	68,136.22	(4,282.36)	8.5179	5,439.00
YUM BRANDS, INC. CMN (YUM)	600 00	59 0100	35,406 00	53 5623	32,137 40	3,268 60	1 9319	684 00
ACCENTURE PLC CMN (ACN)	482 00	53.2300	25,656 86	60.9434	29,374 71	(3,717 85)	2.5362	650.70
COPA HOLDINGS, S.A. CMN CLASS A (CPA)	1,405 00	58 6700	82,431 35	67 3985	94,694 89	(12,263 54)	2.7953	2,304.20

ATTACHMENT 9G

BROOKLYN COMM FDN- HERNDON CAPITAL: LCV

Holdings (Continued)

Period Ended December 31, 2011

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
CORE LABORATORIES N V CMN (CLB)	589 00	113 9500	67,116 55	109 1547	64,292.12	2,824 43	0 8776	589 00
TOTAL			2,514,194					

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

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS GLOBAL TACTICAL TRADING	1,532,759.	1,532,759.
GS HEDGE FUND PARTNERS	5,956,660.	5,956,660.
GS HEDGE FUND PARTNERS PLUS	602,250.	602,250.
PORTFOLIO 4 LLC - CLASS 1	9,134,248.	9,134,248.
TOTALS	17,225,917.	17,225,917.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT INCOME RECEIVABLE	28,158.	28,158.
TOTALS	28,158.	28,158.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
DEFERRED RENT PAYABLE		30,038.
	TOTALS	30,038.

ATTACHMENT 13

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

DESCRIPTION		AMOUNT
UNREALIZED LOSS ON INVESTMENTS		3,609,415.
	TOTAL	3,609,415.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN FISHMAN 45 MAIN STREET 409 BROOKLYN, NY 11201	CHAIRMAN 1.00	0	0	0
HILDY SIMMONS 45 MAIN STREET 409 BROOKLYN, NY 11201	VICE CHAIRMAN 1.00	0	0	0
MARIA FIORINI-RAMIREZ 45 MAIN STREET 409 BROOKLYN, NY 11201	TREASURER 1.00	0	0	0
MARTIN BAUMRIND 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
ROBERT CATELL 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 14 (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
ROHIT DESAI 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
DONALD ELLIOTT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR	0	0	0
EDWARD GENTNER, JR. 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
RALPH HERZKA 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
SISTER ELIZABETH HILL 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 14 (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
MALCOLM MACKAY 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
CONSTANCE R. ROOSEVELT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
REV. EMMA JORDAN-SIMPSON 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
LESTER YOUNG, JR. 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
MARILYN GELBER 45 MAIN STREET 409 BROOKLYN, NY 11201	PRESIDENT 35.00	175,000.	17,500.	0

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

ATTACHMENT 14 (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
PHILIP LI 45 MAIN STREET 409 BROOKLYN, NY 11201	CHIEF OPERATING OFFICER 35.00	144,231.	14,423.	0
	GRAND TOTALS	319,231.	31,923.	0

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHANIE HYACINTH 45 MAIN STREET 409 BROOKLYN, NY 11201	VP FOR DEVELOPMENT 35.00	125,000.	12,501.	0
	TOTAL COMPENSATION	125,000.	12,501.	0

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
GOLDMAN SACHS 200 WEST STREET NEW YORK, NY 10282	INVESTMENT MGMT.	277,916.
FISCAL MANAGEMENT ASSOCIATES 440 PARK AVENUE NEW YORK, NY 10016	ACCOUNTING	94,855.
TOTAL COMPENSATION		372,771.

ATTACHMENT 17

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

ONLINE APPLICATION PROCESS ONLY
WWW.BCFNY.ORG

QUESTIONS ON APPLICATION PROCESS:
GRANT ADMINISTRATOR

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

Grants Paid During the Year

Description	Amount
Education and Youth Achievevmnet - See Attached	1,007,000.00
Arts for All Fund - See Attached	611,125.00
Caring for Neighbors - See Attached	720,000.00
Community Development - See Attached	665,500.00
Initiative Program - See Attached	60,000.00
Green Initiatives - See Attached	352,750.00
Matching Donations - See Attached	7,375.00
Total	3,423,750.00
Payable 2010 Payments	1,315,000.00
Current Year Weeksville Payable	100,000.00
Change in Discount	25,000.00
Misc. Difference	1,101.00
Total	4,864,851.00

Education and Youth Achievemnet

Date	Description	Amount
1/14/11	Fund for the Public Schools	16,500.00
4/15/11	Brooklyn College Foundation	500.00
5/3/11	DOMI Turning Point	20,000 00
5/3/11	Trey Whitfield School	20,000.00
6/17/11	IMentor, Inc.	25,000.00
6/17/11	Open Space Institute	20,000.00
6/17/11	Research Foundation of the CUNY	15,000.00
6/17/11	NY Dept. of Education	20,000.00
6/17/11	Good Sheperds Services	15,500.00
6/17/11	Partnership with Children , Inc.	40,000 00
6/17/11	Girls Write Now	20,000.00
6/17/11	Stoked Mentoring	20,000.00
6/17/11	Coro New York Leadership Center	10,000 00
6/17/11	Willie Mae Rock camp, Inc.	15,000 00
6/17/11	Brooklyn Kindergarten Society, Inc.	20,000.00
6/17/11	Exalt Youth	25,000.00
6/17/11	Brooklyn Public Library	25,000 00
6/17/11	Brooklyn Childrens Museum, Inc.	25,000.00
6/17/11	Brooklyn College Foundation	20,000.00
6/17/11	Brooklyn Friends School	10,000 00
6/17/11	Sadie Nash Leadership Project	35,000.00
6/17/11	Cool Culture	20,000 00
6/17/11	Girl Scouts Council of Greater NY, Inc.	20,000.00
6/17/11	Sponsors for Education Opportunity	15,000 00
6/17/11	Parent Association, Inc.	5,000 00
6/17/11	St. Christopher	10,000.00
6/17/11	Groundwork, Inc.	25,000 00
6/17/11	Girls Incorporation of New York City	20,000.00
6/17/11	University Settlement	25,000.00
6/17/11	National Financial Services LLC	500.00
6/17/11	Citizens Committee for NY	20,000 00
6/17/11	Settlement Housing Fund, Inc.	25,000 00
6/17/11	Center for Anti Violence Edication, Inc.	15,000.00
6/17/11	MCIF Center Inc Maura Clarke/IT Ford	25,000 00
6/17/11	Parent Association, Inc.	5,000 00
6/17/11	Red Hook Initiative, Inc.	50,000.00
6/17/11	Arthur Ashe Institute for Urban Health	20,000.00
6/17/11	Brooklyn Heights	2,500 00
10/26/11	Community Service of NY	25,000 00
10/27/11	Faculty Student Associates	500.00
10/27/11	Inner City Little League	500.00
11/9/11	Cecart Link	500.00
11/25/11	NY University	2,500 00
12/15/11	Interreligious Foundation	15,000.00
12/15/11	Mixteca Organization, Inc.	15,000.00
12/15/11	Fund for the City of NY-Children	50,000 00
12/15/11	Planned Parenthood of NYC	20,000 00
12/15/11	YMCA -Greater NY	25,000.00
12/15/11	Research Foundation of the CUNY	25,000 00
12/15/11	Adam Street Foundation	10,000 00
12/15/11	Brooklyn Childcare Coolective, Inc.	15,000.00
12/15/11	Girls for Gender Equity	25,000.00
12/15/11	Boys Hope Girls New York	25,000 00
12/15/11	Interreligious Foundation	15,000 00
12/15/11	FJC	2,500 00
12/15/11	Arab American Associates	15,000 00
	Total	1,007,000 00

- Arts for All Fund

Date	Description	Amount
1/14/11	Children of the City, Inc.	10,000 00
1/14/11	Planned Parenthood of NYC	15,000 00
1/14/11	SMACK Mellon Studios, Inc.	5,000 00
1/14/11	Five Myles, Inc.	5,000 00
3/31/11	Irondale Productions, Inc.	4,125 00
4/14/11	Jacob's Pillow Dance	1,000.00
4/15/11	Artichoke Dance Co	500.00
6/17/11	Brooklyn Arts Exchange	20,000 00
6/17/11	Brooklyn Cultural Institute	20,000 00
6/17/11	Camba, Inc.	5,000 00
6/17/11	Haiti Cultural Exchange	7,500 00
6/17/11	Fund for the City of NY	20,000.00
6/17/11	Coney Island Preparatory Charter School	10,000 00
6/17/11	Noel Pointer Foundation	15,000 00
6/17/11	Bric Arts	25,000 00
6/17/11	Research Foundation of the CUNY	20,000.00
6/17/11	Irondale Productions, Inc.	20,000 00
6/17/11	Brooklyn Arts Exchange	10,000.00
6/17/11	Regina Opera Company	7,500.00
6/17/11	Brooklyn Queens Conservatory of Music	15,000.00
6/17/11	Brooklyn Youth Chorus	15,000.00
6/17/11	Brooklyn Institute of Arts & Sciences	25,000 00
6/17/11	the Brooklyn Steppers Inc	25,000 00
6/17/11	Dance Theater Etcetera	10,000.00
6/17/11	NY Transit Mueseum	10,000.00
6/17/11	Manhattan New Music Project	15,000.00
6/17/11	NY Writer Coalition Against Hunger	10,000.00
6/17/11	Kings Majestic Corp.-651 ARTS	10,000.00
6/17/11	Discaled, Inc.	25,000 00
6/17/11	Evidence, Inc.	5,000.00
6/17/11	Brooklyn Waterfront Artists Coalition	7,500 00
6/17/11	Action Play	5,000 00
6/17/11	Groundswell CommunityMural Project	15,000 00
6/17/11	Brooklyn Ballet Inc.	10,000 00
6/17/11	Best of Brooklyn, Inc.	7,500.00
6/17/11	Museum of Contemporary African Diaspori	20,000.00
6/17/11	Brighton Ballet Theater Company	5,000.00
6/17/11	Brooklyn Navy	25,000.00
7/6/11	Brave New World	5,000.00
8/8/11	String Orchestra	500 00
9/22/11	Annabella Gonzalez Dance Theater	500 00
9/23/11	Battke of LI	500 00
9/23/11	Irondale Productions Inc.	500.00
9/23/11	Brooklyn Historical Society	500 00
9/30/11	Brooklyn Queens Conservatory of Music	2,500 00
9/30/11	Brooklyn Youth Chorus	2,500.00
9/30/11	Ifetayo Cultural Arts Facility, Inc.	2,500.00
9/30/11	Brooklyn College Foundation	10,000.00
9/30/11	Brooklyn Botanic Garden	2,500.00
9/30/11	Brooklyn Institute of Arts & Sciences	2,500 00
9/30/11	Covenant Ballet Theater of Brooklyn	2,500.00
9/30/11	Groundswell CommunityMural Project	2,500 00
9/30/11	Ringside Inc	2,500.00
9/30/11	Dancewave Inc.	2,500 00
9/30/11	Brooklilyn Arts Exchange	2,500 00
11/25/11	Rabbit Hole Ensemble	500 00
12/15/11	Brooklyn Queens Conservatory of Music	5,000.00
12/15/11	Five Myles Inc.	7,500.00
12/15/11	Ifetayo Cultural Arts Facility, Inc.	25,000.00
12/15/11	High Tide Dance, Inc.	5,000.00
12/15/11	Kentler International Drawing Space Inc	7,500 00
12/15/11	The Brooklyn Steppers Inc	10,000 00
12/15/11	City Parks Foundation	10,000.00
12/15/11	Adam Street Foundation	10,000 00
12/15/11	Cora, Inc.	7,500 00
	Total	611,125 00

ATTACHMENT 18

Caring for Neighbors

Date	Description	Amount
1/14/11	Brooklyn Community Housing & Services	25,000 00
1/14/11	Institute for Community Living	25,000 00
1/14/11	Brooklyn Parkinsons Group	5,000.00
1/14/11	NY Writer Coalition Against Hunger	20,000 00
1/14/11	St. Nicholas Neighborhood Preservation	15,000 00
3/31/11	NYC Coalition Against Hunger	2,000 00
5/13/11	Friends of BNS	50,000 00
6/17/11	Bedstuy Campaign Against Hunger	15,000.00
6/17/11	Diaspora Community Services, Inc.	25,000.00
6/17/11	The Council of Senior Centers	20,000 00
6/17/11	Brooklyn Aids Task Force Inc.	15,000.00
6/17/11	Brooklyn Community Services	25,000.00
6/17/11	The Partnership with Homeless	20,000 00
6/17/11	St. Nicholas Neighborhood Preservation	25,000.00
6/17/11	St. Nicholas Neighborhood Preservation	25,000.00
6/17/11	Flatbush Development Corporation	20,000.00
6/17/11	Neighbors Together Corporation	20,000 00
6/17/11	The Bridge Fund	10,000.00
6/17/11	Giving Alternative Learners Uplifting	10,000.00
6/17/11	Heights and Hill	25,000.00
6/17/11	Jewish Community Relations Council	25,000.00
6/17/11	Haitian First Church of Brethren United	27,500.00
6/17/11	Heights and Hill	10,000.00
6/17/11	OHEL Childrens Home and family Services	20,000.00
6/17/11	Selfhelp Community Services, Inc.	15,000.00
6/17/11	Lutheran Social Svcs of Metropolitan NY	32,500 00
6/17/11	Arab American Associates	15,000 00
9/30/11	Diaspora Community Services, Inc	20,000 00
9/30/11	Alzheimers Disease and Related Disorder	10,000 00
9/30/11	New York Memory Center	15,000.00
9/30/11	Camba Inc.	20,000 00
10/7/11	New York Memory Center	15,000 00
12/15/11	Mapleton Midwood Geriatric	10,000.00
12/15/11	Women's League Community	15,000.00
12/15/11	Brooklyn Community Housing and Services	25,000.00
12/15/11	New York Memory Center	5,000 00
12/15/11	Flatbush Development Corporation	5,000 00
12/15/11	Chai Lifeline Inc.	18,000.00
12/15/11	Acts Community Development Corp.	10,000 00
12/15/11	Brooklyn Parkinsons Group	5,000.00
12/15/11	Reaching Out Community Service	5,000.00
	Total	720,000.00

ATTACHMENT 18

Community Development

Date	Description	Amount
1/14/11	Jewish Community Relations Council	20,000.00
1/14/11	New York City Indust	10,000 00
1/14/11	Brownsville Community Development	25,000.00
1/31/11	Brooklyn Cogregation	10,000.00
4/4/11	NYC Financial Network Consortium	30,000.00
5/3/11	City Parks Foundation	10,000 00
6/17/11	Prospect Park Alliance	25,000.00
6/17/11	Housing Plus Solutions	25,000.00
6/17/11	The Hope Program	25,000.00
6/17/11	Fund for the City of NY-Children Tomorr	25,000.00
6/17/11	Brookyn Workforce	25,000 00
6/17/11	East Williamsburg Valley Industrial Development	25,000 00
6/17/11	Common Ground HDFC	25,000 00
6/17/11	NYC Financial Network Consortium	50,000.00
6/17/11	PACC Housing	50,000 00
6/17/11	Myrtle Avenue Commercial Revitalization	30,000.00
6/17/11	Catholic Charities Dioceses of Brooklyn	25,000.00
6/17/11	Employment for Women	10,000.00
6/17/11	Bedford Stuyvesant Restoration Corp	25,000 00
6/30/11	PACC Housing	25,000 00
7/6/11	Coney Island USA	10,000.00
8/4/11	Sunset Park Health Health Council	25,000.00
9/14/11	Bedford Stuyvesant Restoration Corp	5,000 00
9/23/11	Park Slope Civic Council	500.00
12/15/11	Per Scholas, Inc.	25,000 00
12/15/11	Community Service of NY	5,000.00
12/15/11	Brooklyn College Foundation	50,000 00
12/15/11	Business Outreach, Inc.	25,000 00
12/15/11	Cypress Communications	25,000 00
	Total	665,500.00

ATTACHMENT 18

Initiative Program

Date	Description	Amount
9/30/11	Haitian Americans United For Progress	20,000.00
9/14/11	Haitian First Church of Brethren United	20,000 00
9/30/11	Haitian First Church of Brethren United	20,000.00
	Total	60,000.00

ATTACHMENT 18

Green Initiatives

Date	Description	Amount
1/14/11	ECO Station	2,500.00
2/8/11	Added Value and Herban Solutions	2,250.00
6/17/11	Old Stone House of Brooklyn	10,000.00
6/17/11	United Community Centers, Inc.	35,000.00
6/17/11	Good Sheperds Community Green Guerillas	40,000.00
6/17/11	Brooklyn Botanic Garden	10,000.00
6/17/11	New York Restoration Project	15,000 00
6/17/11	Brooklyn Bridge Park Conservancy, Inc.	25,000.00
6/17/11	Open Space Institute	5,000 00
6/17/11	Brooklyn Greenway Initiative	40,000.00
6/17/11	Good Sheperds Community Green Guerillas	5,500.00
6/17/11	Bridge Street Development	25,000 00
6/17/11	Neighborhood Housing	2,500.00
6/17/11	Just Food Inc.	25,000.00
6/17/11	Wildlife Conservation Society	10,000.00
6/30/11	Neighbors Against Garbage Inc.	15,000.00
12/15/11	Transportation Alternative	15,000.00
12/15/11	ECO Station	10,000 00
12/15/11	Added Value and Herban Solutions	35,000.00
12/15/11	Trout Unlimited	5,000.00
12/15/11	Rainforest Alliance	20,000.00
	Total	352,750 00

ATTACHMENT 18

Matching Donations

Date	Description	Amount
2/2/11	Brooklyn Community Housing	150.00
12/16/11	Brooklyn Community Housing	500.00
2/2/11	Brooklyn Community Services	500.00
12/16/11	Brooklyn Community Services	500.00
8/22/11	Brooklyn Historical Society	250.00
8/22/11	Brooklyn Institute of Arts & Sciences	100.00
2/2/11	Brooklyn Philharmonic	1,000.00
2/2/11	Brooklyn Youth Chorus	1,000 00
2/2/11	Cause Effective	100 00
8/22/11	Cobble Hill Health Center	500 00
8/22/11	Cobble Hill Health Center	25.00
2/2/11	Coro New York Leadership Center	500.00
12/13/11	Episcopal Social Services	1,000.00
5/3/11	Episcopal Social Services	1,000.00
2/2/11	Fund for the City of NY/Center	100.00
8/2/11	Hanson Place Child Development	50.00
2/2/11	Society for the Preservation Weeksville and Bedford-Stuyvesant	100 00
	Total	7,375.00

ATTACHMENT 18

BROOKLYN COMMUNITY FOUNDAITON
GRANTS PAYABLE DISBURSEMENTS
FYE 12/31/2011

Name & Address	Status	Purpose	Balance Beginning of Year
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	Not a Private Foundation	Education, Culture, Arts Arts and Culture Endowment	1,551,377.65
Brooklyn Children's Museum Corp. 145 Brooklyn Avenue Brooklyn, NY 11213	Not a Private Foundation	Education, Culture, Arts Museum Project Support	94,339.62
Brooklyn College of the City University of New York 2900 Bedford Avenue Brooklyn, NY 11210-2889	Not a Private Foundation	Neighborhood Renewal Community Development Project Support	47,169.81
Brooklyn Cooperative Federal Credit Union 1474 Myrtle Avenue Brooklyn, NY 11237	Not a Private Foundation	Neighborhood Renewal Community Development Project Support	28,301.89
Fifth Avenue Committee 621 DeGraw Street Brooklyn, NY 11217	Not a Private Foundation	Neighborhood Renewal Community Development Project Support	47,169.81
Poets House 10 River Terrace New York, NY 10282	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	23,584.91
Prospect Park Alliance Litchfield Villa 95 Prospect Park West Brooklyn, NY 11215	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	366,678.53
Society for the Preservation of Weeksville and Bedford-Stuyvesant History P.O. Box 130120 St. John's Station Brooklyn, NY 11213-0002	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	227,839.09
St. John's Bread & Life 795 Lexington Avenue Brooklyn, NY 11221	Not a Private Foundation	Neighborhood Renewal Community Development Capital Funding	47,169.81
Brooklyn Botanic Garden	Not a Private Foundation	Education, Culture, Arts Education Capital Funding	1,039,531.68
Pratt Center	Not a Private Foundation	Education, Culture, Arts Education Capital Funding	600,000.00
NYU -Poly	Not a Private Foundation	Education, Culture, Arts Education Capital Funding	325,000.00
Total Payable at Beginning of Year			4,398,163.00
Grants Paid in 2011			(1,315,000.00)
Discount			438,837.20
Total			3,522,000.20

ATTACHMENT 18

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)	
		SALE OF INVESTMENT SECURITIES PROPERTY TYPE: SECURITIES						
43,598,972.		41,181,004.					2,417,968.	
TOTAL GAIN(LOSS)							2,417,968.	