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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

OMB No 1545-0052

2011

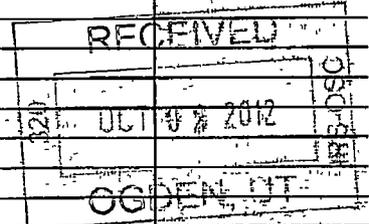
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

Name of foundation THE OVERBROOK FOUNDATION		A Employer identification number 13-6088860
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (212) 661-8710
122 EAST 42ND STREET, City or town, state, and ZIP code NEW YORK, NY 10168-2500	SUITE 2500	
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2. Foreign organization's meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 124,343,328.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		221.	221.		
4 Dividends and interest from securities		2,310,413.	2,310,413.		
5a Gross rents					
b Net rental income or (loss)					
8a Net gain or (loss) from sale of assets not on line 10		9,600,105.			
b Gross sales price for all assets on line 6a 30,947,310.					
7 Capital gain net income (from Part IV, line 2)			9,683,408.		
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)		-181,503.	-159,638.		ATCH 1
12 Total. Add lines 1 through 11		11,729,236.	11,834,404.		
13 Compensation of officers, directors, trustees, etc		418,089.	32,519.		382,343.
14 Other employee salaries and wages		418,964.			418,964.
15 Pension plans, employee benefits		290,585.	3,888.		288,521.
16a Legal fees (attach schedule) ATCH 2		15,699.	3,769.		1,998.
b Accounting fees (attach schedule) ATCH 3		53,000.	39,750.		12,875.
c Other professional fees (attach schedule) *		2,088,425.	1,942,634.		143,768.
17 Interest		37,726.	37,726.		
18 Taxes (attach schedule) (see instructions) ATCH 20		211,822.	116,299.		
19 Depreciation (attach schedule) and depletion ATCH 5A		20,745.			
20 Occupancy		84,640.			52,230.
21 Travel, conferences, and meetings		55,764.			57,401.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		58,497.			58,270.
24 Total operating and administrative expenses. Add lines 13 through 23		3,753,956.	2,176,585.		1,416,370.
25 Contributions, gifts, grants paid		6,704,552.			6,114,552.
26 Total expenses and disbursements. Add lines 24 and 25		10,458,508.	2,176,585.		7,530,922.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		1,270,728.			
b Net Investment Income (if negative, enter -0-)			9,657,819.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	5,129,613.	4,747,171.	4,747,171.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	426,252.	478,047.	478,047.	
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 3	93,649,017.	88,002,620.	88,002,620.	
	c	Investments - corporate bonds (attach schedule) ATCH 7		447,720.	447,720.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8	34,321,988.	30,385,617.	30,385,617.		
14	Land, buildings, and equipment basis	549,749.				
	Less: accumulated depreciation (attach schedule)	383,849.	186,645.	165,900.		
15	Other assets (describe ATCH 9)	86,698.	116,253.	116,253.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	133,800,213.	124,343,328.	124,343,328.		
Liabilities	17	Accounts payable and accrued expenses	62,958.	73,191.		
	18	Grants payable	40,000.	630,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ATCH 10)	545,132.	540,804.		
23	Total liabilities (add lines 17 through 22)	648,090.	1,243,995.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 28 and lines 30 and 31.					
	24	Unrestricted	133,152,123.	123,099,333.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	133,152,123.	123,099,333.			
31	Total liabilities and net assets/fund balances (see instructions)	133,800,213.	124,343,328.			

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	133,152,123.
2	Enter amount from Part I, line 27a	2	1,270,728.
3	Other increases not included in line 2 (itemize) ATTACHMENT 11	3	-11,323,518.
4	Add lines 1, 2, and 3	4	123,099,333.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	123,099,333.

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			(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	ATCHIA 9,683,408.
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	0

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	8,313,409.	123,092,385.	0.067538
2009	8,761,473.	112,786,650.	0.077682
2008	10,069,427.	160,247,526.	0.062837
2007	9,445,546.	186,376,821.	0.050680
2006	9,190,091.	172,087,762.	0.053404
2	Total of line 1, column (d)		0.312141
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		0.062428
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		128,628,988.
5	Multiply line 4 by line 3		8,030,050.
6	Enter 1% of net investment income (1% of Part I, line 27b)		96,578.
7	Add lines 5 and 6		8,126,628.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		7,530,922.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt operating foundations, domestic foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2012 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, reimbursement, IRS reporting, changes in governing instruments, unrelated business income, tax returns, liquidation, 508(e) requirements, assets, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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.OVERBROOK.ORG**

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

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

16 At any time during calendar year 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 Yes No 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

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

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

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 15		1,763,562.
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	94,924,032.
b	Average of monthly cash balances	1b	3,309,969.
c	Fair market value of all other assets (see instructions)	1c	32,353,804.
d	Total (add lines 1a, b, and c)	1d	130,587,805.
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	130,587,805.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,958,817.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	128,628,988.
6	Minimum investment return. Enter 5% of line 5	6	6,431,449.

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	6,431,449.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	193,156.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	193,156.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,238,293.
4	Recoveries of amounts treated as qualifying distributions	4	19,862.
5	Add lines 3 and 4	5	6,258,155.
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	6,258,155.

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	7,530,922.
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	7,530,922.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,530,922.

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				6,258,155.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	1,896,152.			
d From 2009	3,118,981.			
e From 2010	2,204,236.			
f Total of lines 3a through e	7,219,369.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 7,530,922.				
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				6,258,155.
e Remaining amount distributed out of corpus	1,272,767.			
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	8,492,136.			
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				
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)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,492,136.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	1,896,152.			
c Excess from 2009	3,118,981.			
d Excess from 2010	2,204,236.			
e Excess from 2011	1,272,767.			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, and Alternative tests (Assets, Endowment, Support).

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.

N/A

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

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

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

ATTACHMENT 16

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

ATTACHMENT 17

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHMENT 18				6,134,414.
Total				6,134,414.
b <i>Approved for future payment</i> SEE ATTACHMENT 19				630,000.
Total				630,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.

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

Kind of Property		Description				P r o D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)					<u>9,683,408.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	3,191.	3,191.
OTHER INVESTMENT INCOME	-184,694.	-162,829.
TOTALS	<u>-181,503.</u>	<u>-159,638.</u>

THE OVERBROOK FOUNDATION
 Schedule of Realized Gains/(Losses)
 December 31, 2011
 EIN 13-6088860

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

INVESTMENT CLASSIFICATION	INVESTMENTS		INVESTMENT
	PROCEEDS	COST	REALIZED
			GAIN (LOSS)
Marketable Securities	30,930,444	23,550,315	7,380,129
Hedge Fund Investments (Pass-through net gain)	-	-	2,561,239
Venture Capital Funds (Pass-through net gain)	-	-	25,591
Real Estate Partnerships (Pass-through net loss)	-	-	(154,197)
Private Equity (Pass-through net gain)	-	-	140,911
Private Placements (Pass-through net loss)	-	-	(270,286)
Brookfield K-1 (Pass-through net gain)			21
Total Net Gains - Part IV - Line 2			\$ 9,683,408

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER, LLP	15,699.	3,769.		1,998.
TOTALS	<u>15,699.</u>	<u>3,769.</u>		<u>1,998.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EISNERAMPER LLP	53,000.	39,750.		12,875.
TOTALS	<u>53,000.</u>	<u>39,750.</u>		<u>12,875.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES	1,279,914.	1,179,914.	100,000.
& CUSTODIAL FEES:			
GREENHAVEN ASSOCIATES	326,867.	326,867.	
NEUBERGER (HA SCHUPE)	81,339.	81,339.	
JP MORGAN CHASE	44,095.	44,095.	
NEUBERGER BERMAN, LLC	38,061.	38,061.	
RIVERSTONE/CARLYLE	41,094.	41,094.	
DIKER VALUE-TECH FUND, LP	10,272.	10,272.	
DUNE REAL ESTATE LP	18,775.	18,775.	
DIKER SMALL-CAP FUND, LP	26,412.	26,412.	
ENDOWMENT VENTURE PARTNERS	12,438.	12,438.	
RADIUS VENTURE PARTNERS	6,750.	6,750.	
BUCKINGHAM RAF	76,257.	76,257.	
GS CAPITAL PARTNERS V INST.	26,738.	26,738.	
GSCP V INST. AIV, LP	4,791.	4,791.	
COMMONFUND GLOBAL DISTRESS	8,523.	8,523.	
EMERGING EUROPE FUND LP	7,649.	7,649.	
EMERGING EUROPE FUND II, LP	10,574.	10,574.	
GS PARTNERS VI PARALLEL, LP	20,530.	20,530.	
GSCP VI PARALLEL AIV	1,555.	1,555.	
OTHER PROFESSIONAL AND RELATED FEES	45,791.		43,768.
TOTALS	<u>2,088,425.</u>	<u>1,942,634.</u>	<u>143,768.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEBSITE RELATED FEES	1,666.	1,666.
REPAIRS AND MAINTENANCE COSTS	6,820.	6,820.
DUES AND SUBSCRIPTIONS	13,308.	13,308.
INSURANCE	11,571.	11,631.
OFFICE EXPENSES	11,102.	11,102.
POSTAGE AND MAILING	5,232.	5,232.
PAYROLL PROCESSING FEES	2,754.	2,754.
TECHNOLOGY RELATED COSTS	4,720.	4,720.
MISCELLANEOUS	1,324.	1,324.
TOTALS	<u><u>58,497.</u></u>	<u><u>58,270.</u></u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARKETABLE SECURITIES	93,649,017.	88,002,620.	88,002,620.
TOTALS	<u>93,649,017.</u>	<u>88,002,620.</u>	<u>88,002,620.</u>

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2011

Quantity	Security	Book Value	Market Value
<u>Corporate Bonds</u>			
500,000	BANK OF AMERICA CORP 8.000% Due 12-29-49	447,720	447,720
		<u>447,720</u>	<u>447,720</u>
<u>Preferred Stock</u>			
14,000	CITIGROUP CAP XII TR PFD SECS	352,240	352,240
12,000	HSBC HLDGS PLC PERP PEF SHS	312,720	312,720
		<u>664,960</u>	<u>664,960</u>
<u>Preferred Stock (FI)</u>			
300,000	JPMORGAN CHASE & CO 7.900% Due 12-29-99	319,407	319,407
		<u>319,407</u>	<u>319,407</u>
<u>Common Stock</u>			
25,000	AMERICAN EXPRESS COMPANY	1,179,250	1,179,250
8,500	AON CORP COM	397,800	397,800
2,000	CHICAGO MERCANTILE EXCHANGE HOLDINGS INC C	487,340	487,340
3,000	COVANTA HOLDING CORPORATION	41,070	41,070
11,000	EVEREST RE GROUP LTD F	924,990	924,990
35,000	JPMORGAN CHASE & CO	1,163,750	1,163,750
500	M & T BK CORP COM	38,170	38,170
14,000	MOODYS CORP COM	471,520	471,520
9,000	MSCI INC CL A	296,370	296,370
16,400	PARTNERRE LTD F	1,053,044	1,053,044
2,200	PROGRESSIVE CORP OHIO COM	42,922	42,922
2,700	SUN LIFE FINL INC COM	50,004	50,004
10,000	SVB FINL GROUP COM	476,900	476,900
12,700	TRAVELERS COMPANIES INC	751,459	751,459
12,000	ABBOTT LABORATORIES	674,760	674,760
1,200	BAXTER INTERNATIONAL INC	59,376	59,376
3,200	COVENTRY HEALTH CARE COM	97,184	97,184
23,000	JOHNSON & JOHNSON	1,508,340	1,508,340
15,000	MEDTRONIC INC	573,750	573,750
27,500	PERKINELMER INC COM	550,000	550,000
48,552	PFIZER INCORPORATED	1,050,665	1,050,665
10,000	ARBITRON INC COM	344,100	344,100
20,000	CBS CORP-CLASS BW/I	542,800	542,800
36,500	HOME DEPOT INC	1,534,460	1,534,460
165,000	LOWES COMPANIES INC	4,187,700	4,187,700
12,500	MOHAWK INDS INC COM	748,125	748,125
11,100	TOYOTA MOTOR CORP ADR	734,043	734,043
1,600	VIACOM INC CL A	85,328	85,328

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2011

Quantity	Security	Book Value	Market Value
30,500	WHIRLPOOL CORP COM	1,447,225	1,447,225
1,600	ACCENTURE LTD	85,168	85,168
7,600	ACTIVISION INC NEW COM NEW	93,632	93,632
48,500	AGILENT TECHNOLOGIES COM	1,694,105	1,694,105
10,000	AMPHENOL CORP NEW CL A	453,900	453,900
250	AUTOMATIC DATA PROCESSING INC	13,503	13,503
75,101	INTEL CORP	1,821,199	1,821,199
4,400	INTL BUSINESS MACHINES	809,072	809,072
31,412	MICROSOFT CORP	815,456	815,456
17,500	MOLEX INC COM	417,550	417,550
2,800	ORACLE CORP COM	71,820	71,820
12,000	SAPIENT CORP COM	151,200	151,200
50,000	TEXAS INSTRUMENTS INC	1,455,500	1,455,500
13,000	WRIGHT EXPRESS CORP COM	705,640	705,640
55,154	3M COMPANY	4,507,736	4,507,736
15,000	AVERY DENNISON CORP	430,200	430,200
12,000	BOEING COMPANY CMN	880,200	880,200
25,000	EMERSON ELECTRIC CO	1,164,750	1,164,750
60,500	FEDEX CORPORATION	5,052,355	5,052,355
85,000	GENERAL ELECTRIC COMPANY	1,522,350	1,522,350
27,000	HONEYWELL INTERNATIONAL	1,467,450	1,467,450
11,100	LENNOX INTL INC COM	374,625	374,625
14,000	PRAXAIR INC.	1,496,600	1,496,600
33,300	ROCKWELL COLLINS INC	1,843,821	1,843,821
50,700	TE CONNECTIVITY LTD.	1,562,067	1,562,067
61,500	UNITED PARCEL SERVICE CL B	4,501,185	4,501,185
10,000	VERISK ANALYTICS INC CL A	401,300	401,300
15,000	PEPSICO INCORPORATED	995,250	995,250
7,000	PROCTER & GAMBLE	466,970	466,970
7,500	SARA LEE CORP	141,900	141,900
20,000	UNILEVER NV NY SHS NEW	687,400	687,400
15,000	WAL MART STORES INC	896,400	896,400
59,500	BAKER HUGHES INC	2,894,080	2,894,080
19,000	CHEVRON CORPORATION	2,021,600	2,021,600
5,000	CONOCOPHILLIPS	364,350	364,350
63,800	DEVON ENERGY CORPORATION NEW	3,955,600	3,955,600
500	EOG RES INC COM	49,255	49,255
45,000	EQT CORPORATION	2,465,550	2,465,550
23,000	EXXON MOBIL CORPORATION	1,949,480	1,949,480
30,000	HALLIBURTON COMPANY CMN	1,035,300	1,035,300
2,000	OCCIDENTAL PETE CORP	187,400	187,400
1,500	PIONEER NAT RES CO COM	134,220	134,220
6,000	SCHLUMBERGER LTD F	409,860	409,860
3,600	TEEKAY LNG PARTNERS PRTRNSP UNITS	119,412	119,412
28,000	WEATHERFORD INTL LTD F	409,920	409,920
12,000	NEUSTAR INC CL A	410,040	410,040
50,000	AIR PROD & CHEM INC COM	4,259,500	4,259,500
35,000	ALCOA INC. CMN	302,750	302,750
5,000	ALLEGHENY TECHNOLOGIES INC	239,000	239,000
25,900	PACKAGING CORP AMER COM	653,716	653,716
6,000	SIGMA ALDRICH CORP COM	374,760	374,760
4,320	BROOKFIELD INFR PRT LP LP INT UNIT	119,664	119,664

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2011

Quantity	Security	Book Value	Market Value
142,165	GENL AMERN INVESTORS CO	3,541,332	3,541,332
40,900	VANGUARD EMERGING MARKETS ETF	1,562,790	1,562,790
34,800	VANGUARD TAX MANAGED I MSCI EAFE ETF	1,065,925	1,065,925
		<u>87,018,253</u>	<u>87,018,253</u>
	TOTAL	<u>88,450,340</u>	<u>88,450,340</u>

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2011

Security	Book Value	Market Value
Hedge Funds		
ARISTEIA INTERNATIONAL LTD	4,286,854	4,286,854
BUCKINGHAM RAF PARTNERS, L.P.	3,077,658	3,077,658
DIKER SMALL-CAP FUND, L.P.	1,277,374	1,277,374
DIKER VALUE-TECH FUND, L.P.	511,575	511,575
ENTRUST CAPITAL WATERS FUND LTD.	519,060	519,060
GS MORTGAGE CREDIT OPPORTUNITIES OFFSHORE	259,546	259,546
LONGVIEW PARTNERS B	2,500,156	2,500,156
NEW VERNON INDIA (CAYMAN) FUND	2,507,627	2,507,627
O.S.S. OVERSEAS FUND, LTD CL E & C	749,146	749,146
	15,688,996	15,688,996
Private Placements		
BIOAMBER INC. (DNP GREEN)	44,825	44,825
DNP INC. SERIES F PREFERRED	150,000	150,000
FIBROGEN INC SER A PFD	960,000	960,000
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	2,035,060	2,035,060
	3,189,885	3,189,885
Private Equity		
BIOPHARMA SECURED DEBT FUND II SARL	182,616	182,616
BOND STREET HOLDINGS, INC.	500,000	500,000
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	993,556	993,556
DELTA OPPORTUNITY FUND OFFSHORE, LTD	156,765	156,765
EMERGING EUROPE GROWTH FUND II, LP	209,147	209,147
EMERGING EUROPE GROWTH FUND, LP	375,430	375,430
GOLDMAN SACHS OFFSHORE MEZZANINE PARTNERS	1,640,463	1,640,463
GOLDMAN SACHS VINTAGE FUND III OFFSHORE LP	470,341	470,341
GOLDMAN SACHS VINTAGE FUND V OFFSHORE, LP	1,247,150	1,247,150
GS CAPITAL PARTNERS V INSTITUTIONAL, LP	2,576,903	2,576,903
GS CAPITAL PARTNERS VI PARALLEL, LP	1,287,042	1,287,042
	9,639,414	9,639,414
Venture Capital Funds		
ENDOWMENT VENTURE PARTNERS V, LP	352,782	352,782
RADIUS VENTURE II	74,069	74,069
RADIUS VENTURE III	111,668	111,668
	538,519	538,519
Real Estate Investments		
DSF CAPITAL PARTNERS LP	220,688	220,688
DUNE REAL ESTATE PARALLEL FUND LP	1,108,115	1,108,115
	1,328,803	1,328,803
TOTAL INVESTMENTS - OTHER	30,385,617	30,385,617

THE OVERBROOK FOUNDATION
Schedule of Land, Building and Equipment
December 31, 2011
EIN 13-6088860

PART I - Line 19 - Depreciation
PART II - Line 14 - Land, Buildings, and Equipment

	<u>December 31,</u> <u>2011</u>
Property and equipment at cost:	
Furniture, fixtures and equipment	263,122
Leasehold improvements	274,641
Computer hardware and software	<u>11,986</u>
	549,749
Accumulated depreciation and amortization	<u>(383,849)</u>
Total	<u><u>165,900</u></u>
 Depreciation and amortization	
Opening accumulated deprecation and amortization at January 1, 2011	363,104
2011 Depreciation and amortization expense	<u>20,745</u>
Ending accumulated depreciation and amortization at December 31, 2011	<u><u>383,849</u></u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLES	86,698.	116,253.	116,253.
TOTALS	<u>86,698.</u>	<u>116,253.</u>	<u>116,253.</u>

ATTACHMENT 10

FORM 990PE, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUAL OF SECTION 4940 TAX ON INCOME, AS REQUIRED BY GAAP	545,132.	314,040.
DUE TO BROKER		190,753.
DEFERRED RENT		36,011.
TOTALS	<u>545,132.</u>	<u>540,804.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSSES, NET OF DEFERRED TAX BENEFIT OF \$231,092	-11,323,518.
TOTAL	<u>-11,323,518.</u>

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011**

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

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

(i) Grantee	ISEAL Alliance The Werlock Centre 50-52 Warf Road London, N1 7EU, United Kingdom
(ii) Date and Amount of Grant	December, 2011 \$25,000
(iii) Purpose of Grant	General Operating Support
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970 Piracicaba San Paulo, Brazil
(ii) Date and Amount of Grant	December, 2011 \$43,000
(iii) Purpose of Grant	Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011**

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

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

(i) Grantee	Human Rights Center, Law School, University of Chile Avenida Pio Non 1, 4° piso, Ala Sur Providencia, Santiago, Chile
(ii) Date and Amount of Grant	June, 2011 \$50,000
(iii) Purpose of Grant	2011 International Human Rights Fellowship Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Front-Line International Foundation for the Protection of Human Rights Defenders 2nd Floor, Grattan House, Temple Road Black Rock, Co. Dublin, Ireland
(ii) Date and Amount of Grant	December, 2011 \$50,000
(iii) Purpose of Grant	Protection of Latin American Human Rights Defenders
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capca Cuenca, Ecuador
(ii) Date and Amount of Grant	June, 2011 \$75,000
(iii) Purpose of Grant	Phase II: Training Tomorrow's Land Stewards to Conserve the Watersheds in Southern Sangay National Park, Ecuador
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011**

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

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

(i) Grantee	Pronatura Noroeste A.C. Calle Decima No. 60, Zona Centro Ensenada, Baja California Mexico
(ii) Date and Amount of Grant	December, 2011 \$50,000
(iii) Purpose of Grant	Protection of the Cabo Pulmo National Park Region, Baja California Sur, Mexico: Workplan for 2012
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2011**

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

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

(i) Grantee	Solidaridad 't Goylaan 15 NL-3525 aa Utrecht The Netherlands
(ii) Date and Amount of Grant	March, 2011 \$50,000
(iii) Purpose of Grant	Islands of Hope Project
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

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

ATTACHMENT 13

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

ROBERT C. GRAHAM, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
--	------------------	---	---	---

ARTHUR G. ALTSCHUL, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHEN F. ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	CHAIR OF THE BOARD 1.00	0	0	0
SERENA ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
ELIZABETH A. G. LINDEMANN C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	VICE CHAIR - SECRETARY 1.00	0	0	0
CAROLYN J. COLE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0

ATTACHMENT 13 (CONT'D)

THE OVERBROOK FOUNDATION

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

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
EXPENSE ACCT AND OTHER ALLOWANCES

TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION

NAME AND ADDRESS

COMPENSATION

0

0

0

DIRECTOR
1.00

KATHRYN G. GRAHAM
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET
SUITE 2500
NEW YORK, NY 10168-2500

0

0

0

DIRECTOR
1.00

AARON LABAREE
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET
SUITE 2500
NEW YORK, NY 10168-2500

0

0

0

DIRECTOR
1.00

DINORAH MATIAS-MELENDZ
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET
SUITE 2500
NEW YORK, NY 10168-2500

0

0

0

DIRECTOR
1.00

VINCENT MCGEE
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET
SUITE 2500
NEW YORK, NY 10168-2500

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 13 (CONT'D)

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ISAIAH OROZCO C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
STEPHEN A. FOSTER C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	PRESIDENT AND CEO 40.00	325,194.	29,400.	0
M. SHEILA MCGOLDRICK C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500 MS. MCGOLDRICK RECEIVES COMPENSATION NOT IN HER CAPACITY AS ASSISTANT SECRETARY TO THE BOARD, BUT FOR HER WORK AS GRANTS MANAGER FOR THE OVERBROOK FOUNDATION.	ASST. SECRETARY/GRANTS MANAGER 40.00	92,895.	11,052.	0
GRAND TOTALS		418,089.	40,452.	0

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

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DANIEL R. KATZ C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 40.00	169,391.	20,277.
A. RINI BANERJEE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 40.00	99,106.	11,913.
CLAUDETTE A. LYNCH C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	ADMIN. ASSISTANT 40.00	54,332.	6,533.
<u>TOTAL COMPENSATION</u>		<u>322,829.</u>	<u>38,723.</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168	INVST MGMNT/ADVISORY	1,302,356.
GREENHAVEN ASSOCIATES, INC. THREE MANHATTANVILLE ROAD PURCHASE, NY 10577	INVESTMENT MGT	326,867.
NEUBERGER & BERMAN, LLC - SCHUPF GROUP 605 THIRD AVENUE, 2ND FLOOR NEW YORK, NY 10158	INVESTMENT MGT	81,339.
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING	53,000.
	TOTAL COMPENSATION	<u>1,763,562.</u>

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 16

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

Sarah Abelow
c/o The Overbrook Foundation
122 East 42nd Street, Suite 2500
New York, NY 10168
212-661-8710

ATTACHMENT 16

THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 17

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

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

ATTACHMENT 17

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

Recipient and Purpose	Tax Status	Paid 2011	Relationship
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>U.S. Human Rights Fund</i>	Public Charity	\$150,000.00	None
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>U.S. Human Rights Fund Two Day Convening November 7 thru 9, 2011</i>	Public Charity	\$50,000.00	None
350.org 155 Water Street Brooklyn, NY 11201 <i>Keystone XL Campaign</i>	Public Charity	\$80,000.00	None
350.org 155 Water Street Brooklyn, NY 11201 <i>General Operating Support</i>	Public Charity	\$1,450.00	None
Adirondack Amateur Radio Association P. O. Box 804 Saranac Lake, NY 12983 <i>General Operating Support</i>	Public Charity	\$500.00	None
Advocates for Children of NY, Inc. 151 West 30th Street, 5th Floor New York, NY 10001 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Advocates for Youth 2000 M Street, NW, Suite 750 Washington, DC 20036-3353 <i>General Operating Support</i>	Public Charity	\$50,000.00	None
African Wildlife Foundation 1400 16th Street, N W, Suite 120 Washington, DC 20036 <i>General Operating Support</i>	Public Charity	\$15,000.00	None
Alliance for Justice 11 Dupont Circle, NW, 2nd Floor Washington, DC 20036 <i>Advocacy Training Programs</i>	Public Charity	\$35,000.00	None
Alvin Ailey Dance Foundation, Inc. 405 West 55th Street New York, NY 10019 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203 <i>Sustainable Forest Protection. Promoting Indigenous-Led REDD in the Brazilian Amazon</i>	Public Charity	\$50,000.00	None
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203 <i>General Operating Support</i>	Public Charity	\$41,000.00	None
Amazon Watch 221 Pine Street, Fourth Floor San Francisco, CA 94104 <i>Rainforest Protection Program in Ecuador</i>	Public Charity	\$40,000.00	None
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>Human Rights Program</i>	Public Charity	\$75,000.00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
American Council for an Energy-Efficient Economy (ACEEE) 529 14th Street, N W , Suite 600 Washington, DC 20045 <i>Behavior, Energy & Climate Change Conference</i>	Public Charity	\$10,000 00	None
American Forest Alliance 11 Salem Hill Road Asheville NC 28787-9346 <i>Climate Ground Zero</i>	Public Charity	\$8,000 00	None
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102 <i>Stopmax Campaign</i>	Public Charity	\$5,000.00	None
American Himalayan Foundation 909 Montgomery Street, Suite 400 San Francisco, CA 94133 <i>support the nunneries and the nuns in their own spiritual practice or in their work with the community</i>	Public Charity	\$20,000 00	None
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
The Animal Medical Center 510 East 62nd Street New York, NY 10021 <i>in honor of Moses Graham and with thanks to Ann Hohenhaus, DVM</i>	Public Charity	\$3,000 00	None
The Animal Medical Center 510 East 62nd Street New York, NY 10021 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Animal Rescue Fund of the Hamptons 90 Daniel's Hole Road P O. Box 901 Wainscott, NY 11975 <i>General Operating Support</i>	Public Charity	\$3,400 00	None
Animal Shelter of Martha's Vineyard P O Box 190 Edgartown, MA 02539 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
Appalachian Voices 191 Howard Street Boone, NC 28607 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
As You Sow Foundation 311 California Street, Suite 510 San Francisco, CA 94104 <i>Shareholder Action for Sustainable Consumption and Production</i>	Public Charity	\$40,000.00	None
Barnard College Columbia University 3009 Broadway New York, NY 10027-6598 <i>General Operating Support</i>	Public Charity	\$1,000.00	None
Basel Action Network 206 First Avenue South, Suite 410 Seattle, WA 98104 <i>General Operating Support</i>	Public Charity	\$2,500 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
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Recipient and Purpose	Tax Status	Paid 2011	Relationship
Breakthrough USA 4 West 37th Street, 4th Floor New York, NY 10018 <i>General Operating Support</i>	Public Charity	\$45,000 00	None
Brennan Center for Justice of NYU School of Law 161 Avenue Of The Americas, 12th Floor New York, New York 10013 <i>Conference. A Constitutional Amendment - Yes, No, How, Why? October 18, 2011</i>	Public Charity	\$50,000.00	None
The Brookline Center 43 Garrison Road Brookline, MA 02142 <i>General Operating Support</i>	Public Charity	\$33,000 00	None
Brookline Community Foundation 40 Webster Place Brookline, MA 02445 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
Byrd Hoffman Watermill Foundation 115 West 29th Street, 10th Floor New York, NY 10001 <i>Watermill Internship</i>	Public Charity	\$5,000 00	None
Catalog Choice 1845 Berkeley Way Berkeley, CA 94703 <i>establishing a for-profit arm for Catalog Choice</i>	Public Charity	\$75,000 00	None
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
The Center for Public Integrity 910 17th Street, NW Washington, DC 20006 <i>Consider the Source: Investigations of the Sources of Money Coming into the 2012 Election Cycle</i>	Public Charity	\$45,000 00	None
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 <i>U.S. Legal Program and Latin America Regional Office</i>	Public Charity	\$100,000 00	None
Central Park Conservancy 14 East 60th Street New York, NY 10022 <i>In-Park Recycling Program</i>	Public Charity	\$2,500 00	None
Child Mind Institute 445 Park Avenue New York, NY 10022 <i>General Operating Support for Brooke Neidich & Dr. Harold Koplewicz</i>	Public Charity	\$10,000 00	None
Child Mind Institute 445 Park Avenue New York, NY 10022 <i>General Operating Support</i>	Public Charity	\$500.00	None
Children's Cancer Research Fund 7301 Ohms Lane, Suite 460 Minneapolis, MN 55439 <i>General Operating Support</i>	Public Charity	\$3,000 00	None
The Children's School 118 Scofieldtown Road Stamford, CT 06903 <i>General Operating Support</i>	Public Charity	\$250 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
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 EIN 13-6088860

Recipient and Purpose	Tax Status	Paid 2011	Relationship
Choose Responsibility, Inc Middlebury, VT 05753 General Operating Support	Public Charity	\$2,500.00	None
Cincinnati Art Museum 953 Eden Park Drive Cincinnati, OH 45202 General Operating Support	Public Charity	\$1,000.00	None
Cincinnati Therapeutic Riding & Horsemanship 1342 State Route 50 Milford, OH 45150 support of the CTRH's Flying Pig Team	Public Charity	\$700.00	None
Citizens' Committee for Children of New York 105 East 22nd Street New York, NY 10010 General Operating Support	Public Charity	\$3,000.00	None
City Harvest, Inc. 575 Eighth Avenue, 4th Floor New York, NY 10018 General Operating Support	Public Charity	\$2,000.00	None
City Meals on Wheels 355 Lexington Avenue New York, NY 10017-6603 General Operating Support	Public Charity	\$2,000.00	None
Civil Liberties and Public Policy Program/Hampshire College 893 West Street Amherst, MA 01002-5001 Training New Generations of Reproductive Rights Advocates, Activists, Practitioners and Leaders	Public Charity	\$30,000.00	None
Clean Production Action P O Box 153 Spring Brook, NY 14140 Expansion of the Business NGO Working Group's Impact and for Securing Market Adoption of the Green Screen	Public Charity	\$70,000.00	None
Committee to Protect Journalists 330 Seventh Avenue, 11th Floor New York, NY 10001 Defending Free Media in the Americas	Public Charity	\$25,000.00	None
Community Funds, Inc 909 Third Avenue New York, NY 10022 2005 Charitable Trust	Public Charity	\$99,600.00	None
Community Funds, Inc 909 Third Avenue New York, NY 10022 EAM II Fund	Public Charity	\$99,600.00	None
Community Funds, Inc 909 Third Avenue New York, NY 10022 2007 Charitable Trust	Public Charity	\$87,100.00	None
Conservation Law Foundation 62 Summer Street Boston, MA 02110-1016 General Operating Support	Public Charity	\$25,000.00	None
Cooke Center for Learning and Development 475 Riverside Drive, Suite 730 New York, NY 10115 General Operating Support	Public Charity	\$2,000.00	None

THE OVERBROOK FOUNDATION
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<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
Corporate Ethics International P.O. Box 82021 Portland, OR 97282 <i>Business Ethics Network</i>	Public Charity	\$10,000.00	None
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108 <i>General Operating Support</i>	Public Charity	\$20,000.00	None
Corpus Christi School 535 West 121st Street New York, NY 10027 <i>General Operating Support</i>	Public Charity	\$4,000.00	None
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>Grant Portion of Membership</i>	Public Charity	\$13,914.00	None
Covenant House New York 460 West 41st Street New York, NY 10036 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Dalton School 108 East 89th Street New York, NY 10128-1599 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
Dalton School 108 East 89th Street New York, NY 10128-1599 <i>Senior Class Gift Fund</i>	Public Charity	\$5,000.00	None
The DC Project, Inc. 1850 Main Street NW, Suite 1150 Washington, DC 20036 <i>General Operating Support</i>	Public Charity	\$25,000.00	None
Disability Rights International 1156 15th Street, NW, Suite 1001 Washington, DC 20005 <i>Women's Rights Advocacy Initiative in Mexico & Guatemala</i>	Public Charity	\$50,000.00	None
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10011-5004 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Doe Fund 232 East 84th Street New York, NY 10028 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Dogwood Alliance P.O. Box 7645 Asheville, NC 28802 <i>Fast Food Campaign</i>	Public Charity	\$10,000.00	None
Dorchester Bay Economic Development 594 Columbia Road, Suite 302 Dorchester, MA 02125 <i>General Operating Support</i>	Public Charity	\$20,000.00	None
Dream Yard Project 1085 Washington Avenue, Ground Floor Bronx, NY 10456 <i>General Operating Support</i>	Public Charity	\$15,000.00	None

THE OVERBROOK FOUNDATION
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Recipient and Purpose	Tax Status	Paid 2011	Relationship
Earth Island Institute 2150 Allston Way, Suite 460 Berkeley CA 94704 <i>Great Whale Conservancy project</i>	Public Charity	\$3,300 00	None
EarthRights International 1612 K Street, NW, Suite 401 Washington, DC 20006 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
EARTHWORKS 1612 K Street NW, Suite 808 Washington, DC 20006 <i>International Campaign to Clean Up Environmentally Destructive Mining Practices</i>	Public Charity	\$40,000 00	None
EECO Farm 55 Long Lane PO Box 2550 East Hampton, NY 11937 <i>Automatic Gate for the Deer Fence</i>	Public Charity	\$2,500 00	None
Enriching Lives through Music 150 Locust Street Larkspur, CA 94393 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Environment Northeast P O Box 583 Rockport, ME 04856 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Environmental Defender Law Center 407 W Koch Street Bozeman, MT 59715 <i>General Operating Support</i>	Public Charity	\$50,000 00	None
Environmental Defense Fund 257 Park Avenue South, 17th Floor New York, NY 10010 <i>Sustainable Corporate Production and Consumption Project</i>	Public Charity	\$75,000 00	None
Environmental Investigation Agency P.O Box 53343 Washington, DC 20009 <i>Leveraging the U.S. Lacey Act and Promoting Forest Conservation in Latin America</i>	Public Charity	\$55,000 00	None
Environmental Paper Network 16 Eagle Street, Suite 200 Asheville, NC 28801 <i>General Operating Support</i>	Public Charity	\$20,000 00	None
Facing History and Ourselves National Foundation 16 Hurd Road Brookline, MA 02445 <i>Fundamental Freedoms Project</i>	Public Charity	\$40,000.00	None
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
Fairfield County Community Foundation 383 Main Avenue Norwalk, CT 06851-1543 <i>Fund for Women and Girls</i>	Public Charity	\$2,500.00	None
Family Centers 40 Arch Street P.O Box 7550 Greenwich, CT 06836-7550 <i>General Operating Support</i>	Public Charity	\$11,000 00	None

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
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FORM 990-PF
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Recipient and Purpose	Tax Status	Paid 2011	Relationship
Farnsworth Art Museum 352 Main Street P O Box 466 Rockland, MA 04841-0466 <i>General Operating Support</i>	Public Charity	\$25,000 00	None
FINCA International 1101 14th Street NW, 11th Floor Washington, DC 20005 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
The For the City Network 1033 LaPosada Drive, Suite 210 Austin, TX 78752 <i>RBI Austin Youth Baseball and Mentoring Program</i>	Public Charity	\$2,500 00	None
Fordham University 888 7th Avenue, 7th Floor New York, NY 10019 <i>Heather Scott Memorial Endowment Scholarship Fund</i>	Public Charity	\$5,000 00	None
ForestEthics 1 Haight Street San Francisco, CA 94102 <i>General Operating Support</i>	Public Charity	\$40,000 00	None
The Foundation Center 79 Fifth Avenue New York, NY 10003 <i>support of your programs</i>	Public Charity	\$4,500 00	None
Foundation for the People of Burma 225 Bush Street, Suite 590 San Francisco, CA 94101 <i>Used at the Director's Discretion</i>	Public Charity	\$20,000.00	None
Free Press 40 Main Street, Suite 301 Florence, MA 01062 <i>Media Reform Activities</i>	Public Charity	\$50,000.00	None
Freedom To Marry 116 West 23rd Street, Suite 500 New York, NY 10011 <i>General Operating Support</i>	Public Charity	\$70,500.00	None
Front Line-International Foundation for the Protection of Human Rights Defenders 2nd Floor, Grattan House, Temple Road Black Rock, Co , Dublin <i>Protection of Latin American Human Rights Defenders</i>	Non-profit Organization	\$50,000 00	None
Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capac Cuenca, Ecuador <i>Phase II: Training tomorrow's land stewards to conserve the watersheds of southern Sangay National Park, Ecuador</i>	Non-profit Organization	\$75,000 00	None
Gay & Lesbian Advocates & Defenders 30 Winter Street, Suite 800 Boston, MA 02108 <i>General Operating Support</i>	Public Charity	\$5,500 00	None
Gay & Lesbian Advocates & Defenders 30 Winter Street, Suite 800 Boston, MA 02108 <i>Challenging the constitutionality of the Defense of Marriage Act</i>	Public Charity	\$25,000 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088880

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
Gay Men's Health Crisis, Inc. 119 West 24th Street New York, NY 10011 <i>General Operating Support</i>	Public Charity	\$600 00	None
Girls Incorporated of New York City 64 Beaver Street, Suite 121 New York, NY 10004 <i>General Operating Support</i>	Public Charity	\$12,450 00	None
Global Alliance for Incinerator Alternatives - GAIA Pesticide Action Network North America Regional Center 49 Powell Street, Suite 500 San Francisco, CA 94102 <i>GALA US & Canada Program - Advancing a New Materials Economy & Making Recycling Work in the United States</i>	Public Charity	\$40,000 00	None
The Global Development Incubator Inc. 99 Madison Avenue, 17th Floor New York, NY 10016 <i>Strategic Analysis to Enhance Cohesion in the Conservation Community</i>	Public Charity	\$125,000 00	None
The Global Fund for Children 1101 Fourteenth Street, NW, Suite 420 Washington, DC 20005 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
Global Green USA 2218 Main Street, 2nd Floor Santa Monica, CA 90405 <i>Coalition for Resource Recovery Food Service Packaging Recycling Pilot</i>	Public Charity	\$30,000 00	None
Global Kids, Inc. 137 East 25th Street, 2nd Floor New York, NY 10010 <i>Human Rights Leadership Center</i>	Public Charity	\$12,450 00	None
God's Love We Deliver, Inc. 166 Avenue of the Americas New York, New York 10013 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
Grassroots International 179 Boylston Street, 4th Floor Boston, MA 02130 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
Grassroots International 179 Boylston Street, 4th Floor Boston, MA 02130 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
Green For All 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>General Operating Support</i>	Public Charity	\$60,000 00	None
Green Press Initiative 68 Morningside Drive, Suite I Asheville, NC 28806 <i>Green Press Initiative</i>	Public Charity	\$25,000 00	None
GreenBlue Institute 600 East Water Street, Suite C Charlottesville, VA 22902 <i>General Operating Support</i>	Public Charity	\$45,000 00	None
Greenpeace Fund, Inc. 702 H Street NW, Suite 300 Washington, D.C. 20001 <i>Conservation Efforts on Polar Oceans and the Bering Sea</i>	Public Charity	\$55,408 00	None

THE OVERBROOK FOUNDATION
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Recipient and Purpose	Tax Status	Paid 2011	Relationship
Grinnell College Office of College & Alumni Relations Grinnell, IN 50112-1690 <i>Pioneer Annual Fund</i>	Public Charity	\$1,000 00	None
Grist.org 710 Second Avenue, Suite 860 Seattle, WA 98104 <i>General Operating Support & Special Projects Furthering Mission as the Nation's Most Prominent On line Platform for Environmental News and Commentary</i>	Public Charity	\$55,000 00	None
Habitat for Humanity International 121 Habitat Street Americus, GA 31709 <i>General Operating Support</i>	Public Charity	\$3,000 00	None
Harlem Children's Zone School 35 East 125th Street New York, NY 10035 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Harlem School of the Arts 645 St. Nicholas Avenue New York, NY 10030 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
Hastings Center 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>Undocumented Patients After Health Reform Human Rights, Access to Health Care & the Ethics of the Safety Net</i>	Public Charity	\$34,000 00	None
Hastings Center 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>General Operating Support</i>	Public Charity	\$4,000 00	None
Historical Society of the Town of Greenwich 39 Stinckland Road Cos Cob, CT 06807 <i>General Operating Support</i>	Public Charity	\$2,400 00	None
Hospital Albert Schweitzer Haiti P. O. Box 81046 Pittsburgh, PA 15217-0546 <i>General Operating Support</i>	Public Charity	\$7,000 00	None
Human Rights Center, Law School, University of Chile Centro de Derechos Humanos Avenida Pio Non 1, piso, Aja Sur Providencia Santiago, Chile <i>2011 International Human Rights Fellowship Program</i>	Non-profit Organization	\$50,000 00	None
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>Combating Human Rights Violations in Mexico</i>	Public Charity	\$50,000 00	None
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118-3299 <i>General Operating Support</i>	Public Charity	\$3,000 00	None
Humane Society of the United States 2100 L Street, NW Washington, DC 20037 <i>General Operating Support</i>	Public Charity	\$7,500 00	None

THE OVERBROOK FOUNDATION
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Recipient and Purpose	Tax Status	Paid 2011	Relationship
IMAFLOWA Estrada Chico Mendes, 185 Cep 13400 970-Puracaba San Paulo, Brazil <i>Biodiversity Conservation in the Brazilian Atlantic Forest by Improvements in Cocoa Production</i>	Non-profit Organization	\$43,000 00	None
In Our Backyards (ioby.org) 41 East 11th Street, 3rd Floor New York, NY 10003 <i>Plugging in the Playform: Improving ioby's Marketing Strategy</i>	Public Charity	\$50,000 00	None
Independent Curators International (ICI) 799 Broadway, Suite 205 New York, NY 10003 <i>in honor of Gerrit Lansing</i>	Public Charity	\$1,500 00	None
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601 <i>Defending Maya Q'eqchi' lands and resources in Guatemala</i>	Public Charity	\$35,000 00	None
Innocence Project, Inc. 40 Worth Street, Suite 701 New York, NY 10013 <i>Uniting Science and Law on Behalf of Justice Policy Program</i>	Public Charity	\$45,000.00	None
International Fund for Animal Welfare 290 Summer Street Yarmouth Port, MA 02675-1734 <i>General Operating Support</i>	Public Charity	\$24,400 00	None
International Justice Mission P O Box 58147 Washington, DC 20037 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
International Planned Parenthood Federation Western Hemisphere Region 120 Wall Street, 9th Floor New York, NY 10005 <i>Strengthening Sexual and Reproductive Health and Rights in Latin America and the Caribbean</i>	Public Charity	\$40,000.00	None
ISEAL Alliance 17 Heneage Street Unite 1 Huguenot Place London, E1 5LJ, UK <i>General Operating Support</i>	Non-profit Organization	\$25,000.00	None
Ipsas P O Box 5027 Chapel Hill, NC 27514 <i>Latin America Policy Program</i>	Public Charity	\$40,000 00	None
Island Press Center for Resource Economics 1718 Connecticut Avenue N W., Suite 300 Washington, DC 20009-1148 <i>Designing a Sustainable Built Environment</i>	Public Charity	\$35,000 00	None
The Keystone Center 1730 Rhode Island Avenue, NW, Suite 509 Washington, DC 20036 <i>The Green Products Roundtable</i>	Public Charity	\$25,000.00	None
Kid Power, Inc. 755 8th Street NW Washington, DC 20001 <i>General Operating Support</i>	Public Charity	\$500 00	None

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<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
The Kitchen - Halesketa 512 West 19th Street New York, NY 10011 <i>General Operating Support</i>	Public Charity	\$6,000.00	None
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>General Operating Support</i>	Public Charity	\$32,500.00	None
Lambda Legal Defense & Education Fund 120 Wall Street, Suite 1500 New York, NY 10005-3904 <i>Legal and Advocacy Work Seeking Marriage Equality and Other Legal Protections for Same-sex Couples and their Families</i>	Public Charity	\$75,000.00	None
Leadership Conference on Civil and Human Rights Educational Fund 1629 K Street NW, 10th Floor Washington, DC 20006 <i>CEDAW Public Education Project</i>	Public Charity	\$50,000.00	None
Lighthouse International 111 East 59th Street New York, New York 10022-1264 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Los Angeles Alliance for a New Economy (LAANE) 464 Lucas Avenue, Suite 202 Los Angeles, CA 90017 <i>"Don't Waste L.A." Campaign</i>	Public Charity	\$40,000.00	None
Lowell School 1640 Kalma Road, NW Washington, DC 20012 <i>General Operating Support</i>	Public Charity	\$15,000.00	None
Lower East Side Ecology Center P O Box 20488 New York, NY 10009 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
Maine Community Foundation, Inc 245 Main Street Ellsworth, ME 04605 <i>Overbrook Fund</i>	Public Charity	\$74,600.00	None
March to the Top Africa 22631 Pacific Coast Hwy #990 Malibu, CA 90265 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
Maret School 3000 Cathedral Avenue, NW Washington, DC 20008 <i>Capital Fund</i>	Public Charity	\$15,000.00	None
Maret School 3000 Cathedral Avenue, NW Washington, DC 20008 <i>Annual Fund</i>	Public Charity	\$4,000.00	None
Marine Conservation Institute 2122 112th Avenue NE, Suite B-300 Bellevue, WA 98004-2947 <i>General Operating Support</i>	Public Charity	\$55,409.00	None
Marine Mammal Center Marine Headlands 1065 Fort Cronkhute Sausalito, CA 94965 <i>General Operating Support</i>	Public Charity	\$3,000.00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088880

Recipient and Purpose	Tax Status	Paid 2011	Relationship
Marjorie P. Lee Retirement Community Episcopal Retirement Homes 3870 Virginia Avenue Cincinnati, OH 45208 <i>in honor of Patty Fritz</i>	Public Charity	\$1,500 00	None
Martha's Vineyard Preservation Trust P O Box 5277 Edgartown, MA 02539 <i>Mural Project at the Old Whaling Church</i>	Public Charity	\$10,000 00	None
Massachusetts Climate Action Network PO Box 51563 Boston, MA 02205 <i>General Operating Support</i>	Public Charity	\$20,000.00	None
Mayor's Fund to Advance New York City 253 Broadway, 8th Floor New York, NY 10007 <i>A Million Trees NYC</i>	Public Charity	\$1,000 00	None
Mianus River Gorge Preserve, Inc. Gibb House 167 Mianus River Road Bedford, NY 10506 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
Middlebury College Middlebury, VT 05753 <i>\$10,000 for the Solar Decathlon and \$10,000 for the Annual Fund</i>	Public Charity	\$20,000 00	None
Middlebury College Middlebury, VT 05753 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Middlesex School 1400 Lowell Road Concord, MA 01742 <i>General Operating Support</i>	Public Charity	\$250 00	None
Mill River Collaborative c/o Land Use Bureau 888 Washington Boulevard P O Box 10152 Stamford, CT 06904-2152 <i>Arlene Haims Karp Memorial Fund</i>	Public Charity	\$1,000.00	None
Mill River Collaborative c/o Land Use Bureau 888 Washington Boulevard P O Box 10152 Stamford, CT 06904-2152 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Mother Jones/Foundation for National Progress 222 Sutter Street, 6th Floor San Francisco, CA 94108 <i>Reporting on Domestic Human Rights Issues in the United States</i>	Public Charity	\$35,000 00	None
The Museum of Modern Art 11 West 53rd Street New York, New York 10019-5498 <i>Education Fund</i>	Public Charity	\$5,000 00	None
Nantucket New School 15 Nobadeer Farm Road Nantucket, MA 02554 <i>General Operating Support in memory of Will Brown</i>	Public Charity	\$500 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
National Advocates for Pregnant Women 15 West 36th Street, Suite 901 New York, NY 10018 <i>General Operating Support</i>	Public Charity	\$35,000 00	None
National Asian Pacific American Women's Forum 155 Water Street Brooklyn, NY 11201 <i>General Operating Support</i>	Public Charity	\$30,000 00	None
National Audubon Society 225 Varick Street New York, NY 10014 <i>Creating landowner incentives to preserve and restore the last forests in Veracruz, Mexico</i>	Public Charity	\$30,000 00	None
National Economic & Social Rights Initiative 90 John Street, Suite 308 New York, NY 10038 <i>General Operating Support</i>	Public Charity	\$50,000 00	None
National Fish and Wildlife Foundation 1133 15th Street N.W., Suite 1100 Washington, DC 20005 <i>Mesoamerican Reef Fund</i>	Public Charity	\$80,408.00	None
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>Continued Coverage of the Environment and Human Rights on NPR News</i>	Public Charity	\$50,000.00	None
National Wildlife Federation 11100 Wildlife Center Drive Montpelier, VA 20190 <i>Keeping Peat in the Ground</i>	Public Charity	\$35,000.00	None
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>New York Recycling and Sustainability Project</i>	Public Charity	\$75,000 00	None
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>Sustainable Transportation Campaign Project for public education towards a traffic pricing plan in the New York metropolitan area</i>	Public Charity	\$30,000.00	None
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>General Operating Support</i>	Public Charity	\$2,000 00	None
Nature and Culture International 1400 Minden Lane Del Mar, CA 92014 <i>Payment for Environmental Services, Watersheds and Land Conservation in Southern Ecuador</i>	Public Charity	\$50,000 00	None
New America Media (Pacific News Services) 275 9th Street San Francisco, CA 94103 <i>Models for Ethnic Media Collaboration - Year II</i>	Public Charity	\$50,000.00	None
The New Press 38 Greene Street, 4th Floor New York, NY 10013 <i>Using Books to Advance Domestic Human Rights Reform</i>	Public Charity	\$35,000.00	None
New York Botanical Garden 2900 Southern Boulevard Bronx, NY 10458 <i>Orchid Program</i>	Public Charity	\$5,000 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088880

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
New York Botanical Garden 2900 Southern Boulevard Bronx, NY 10458 <i>Professional Woodsmen for Managed Forests in Amazonian Brazil</i>	Public Charity	\$50,000.00	None
New York Botanical Garden 2900 Southern Boulevard Bronx, NY 10458 <i>in honor of Mr and Mrs Marvin Davison</i>	Public Charity	\$2,500.00	None
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004 <i>Further Integrate a Human Rights Framework in the Liberty and Security, Immigrants' Rights, Racial Justice and Reproductive Rights Programs</i>	Public Charity	\$50,000.00	None
New York Hall of Science 47-01 111th Street Queens, NY 11368 <i>General Operating Support</i>	Public Charity	\$2,600.00	None
New York Landmarks Conservancy One Whitehall Street, 21st Floor New York, NY 10004 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
North Star Fund 520 Eighth Avenue, Suite 2203 New York, NY 10018-6656 <i>General Operating Support</i>	Public Charity	\$5,500.00	None
Ocean Conservancy 1300 19th Street, NW, 8th Floor Washington, DC 20036 <i>Trash Free Seas Alliance</i>	Public Charity	\$16,225.00	None
Oceana 1350 Connecticut Ave., NW, 5th Floor Washington, DC 20036 <i>Save Endangered Sea Turtles</i>	Public Charity	\$5,000.00	None
Osa Wildlife Sanctuary Foundation, Inc. 1028 Madrid Road P.O. Box 171 Greenwood, IN 46142-0171 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
Partners In Health 888 Commonwealth Avenue, 3rd Floor Boston, MA 02215 <i>General Operating Support</i>	Public Charity	\$14,300.00	None
Peace Brigades International - USA 1326 9th Street, NW Washington, DC 20001 <i>Latin American Program</i>	Public Charity	\$30,000.00	None
People and Plants International P O Box 251 Bristol, VT 05443 <i>Work Promoting Community-based Forestry and Conservation in Central Mexico</i>	Public Charity	\$60,000.00	None
People For the American Way Foundation 1101 15th Street, NW, Suite 600 Washington, DC 20005-5002 <i>Young Elected Officials Program</i>	Public Charity	\$5,000.00	None
Philanthropy New York 79 Fifth Avenue, Fourth Floor New York, NY 10003-3076 <i>Grant Portion of Membership</i>	Public Charity	\$9,200.00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
Police Athletic League 34-1/2 East 12th Street New York, NY 10003 General Operating Support	Public Charity	\$2,000 00	None
The Posse Foundation, Inc. 14 Wall Street, 11th Floor New York, NY 10005 General Operating Support	Public Charity	\$5,000 00	None
Product Policy Institute 205 Three Oaks Drive Athens, GA 30607 Community Producer Responsibility Campaign	Public Charity	\$25,000 00	None
Product Stewardship Institute, Inc. 29 Stanhope Street, 3rd Floor Boston, MA 02116 Advancing Producer Responsibility in the United States	Public Charity	\$20,000 00	None
Program for Appropriate Technology in Health (PATH) 2201 Westlake Avenue, Suite 200 Seattle, WA 98121 General Operating Support	Public Charity	\$5,000.00	None
Project Eye-To-Eye 250 West 93rd Street, #17B New York, NY 10025 General Operating Support	Public Charity	\$6,000 00	None
Pronatura Noroeste A.C. Calle Docima No. 60, Zona Centro Ensenada, Baja California 22800, Mexico Protection of the Cabo Pulmo National Park Region, Baja California Sur, Mexico - Workplan for 2012	Non-profit Organization	\$50,000 00	None
Proteus Fund 101 University Drive, Suite A2 Amherst, MA 01002 Civil Marriage Collaborative	Public Charity	\$100,000 00	None
Rainforest Action Network 221 Pine Street, Suite 500 San Francisco, CA 94104 Tropical Forests Program and Role in California's REDD Rule-making Process	Public Charity	\$45,000 00	None
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 Achieve Conservation and Community Development through Healthy Sustainable Tourism Destinations	Public Charity	\$75,000 00	None
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 General Operating Support	Public Charity	\$13,000 00	None
Reporters Without Borders Southern Railway Building 1500 K Street, NW, Suite 600 Washington, DC 20005 Fighting for Press Freedom in Latin America	Public Charity	\$35,000 00	None
Root Capital 955 Massachusetts Avenue, 5th Floor Cambridge, MA 02139 Fostering Innovation & Biodiversity Conservation in Ecuador, Mexico and Nicaragua	Public Charity	\$80,000 00	None
Sculpture Center 44-19 Purves Street Long Island City, NY 11101 General Operating Support	Public Charity	\$1,000 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

Recipient and Purpose	Tax Status	Paid 2011	Relationship
Servicemembers Legal Defense Network P. O. Box 65301 Washington, DC 20055-5301 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
Sheriff's Meadow Foundation Wakeman Conservation Center 57 David Avenue Vineyard Haven, MA 02568 <i>General Operating Support</i>	Public Charity	\$1,000.00	None
Sidwell Friends School 3825 Wisconsin Avenue, NW Washington, DC 20016 <i>Annual Fund</i>	Public Charity	\$4,000.00	None
Silicon Valley Toxics Coalition 760 North First Street San Jose, CA 95112 <i>General Operating Support</i>	Public Charity	\$3,400.00	None
Slowhagan School of Painting and Sculpture 200 Park Avenue South, Suite 1116 New York, NY 10003-1503 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
Smile Train 41 Madison Avenue, 28th Floor New York, NY 10010 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
Solidaridad 't Goylaan 15 NL-3525 AA Utrecht Netherlands <i>Islands of Hope Project</i>	Non-profit Organization	\$50,000.00	None
Solomon R. Guggenheim Museum 1071 Fifth Avenue New York, New York 10128-0173 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
South Africa Partners 89 South Street, Suite 701 Boston, MA 02111 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
Spence School 22 East 91st Street New York, NY 10128-0657 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
Spence School 22 East 91st Street New York, NY 10128-0657 <i>Annual Fund</i>	Public Charity	\$500.00	None
St. Bernard's School 4 East 98th Street New York, NY 10029-6598 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
St. Stephen's School American Office 15 Gramercy Park South New York, NY 10003 <i>General Operating Support</i>	Public Charity	\$30,000.00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
Stamford Land Conservation Trust P O Box 3247 Stamford, CT 06905-0247 <i>General Operating Support</i>	Public Charity	\$2,500.00	None
The Story of Stuff 1442 A Walnut Street, #272 Berkeley, CA 94709 <i>General Operating Support</i>	Public Charity	\$40,000.00	None
Suffield Academy 185 North Main Street Suffield, CT 06078 <i>General Operating Support</i>	Public Charity	\$30,000.00	None
Sustainable Markets Foundation 80 Broad Street New York, New York 10004-2248 <i>350.org Climate Action Project</i>	Public Charity	\$8,000.00	None
Tang Teaching Museum and Art Gallery at Skidmore College 815 North Broadway Saratoga Springs, NY 12866-1632 <i>General Operating Support</i>	Public Charity	\$30,000.00	None
Teach for America 519 Eighth Avenue, 15th Floor New York, New York 10018 <i>Sponsor A Teacher Campaign to support the corps in New York</i>	Public Charity	\$10,000.00	None
Third Wave Foundation 220 East 23rd Street, Suite 509 New York, NY 10010 <i>Reproductive Health and Justice Initiative</i>	Public Charity	\$40,000.00	None
The Tides Center P.O. Box 29907 Presidio Building 1014 San Francisco, CA 94129-0907 <i>Funders Workgroup for Sustainable Production and Consumption</i>	Public Charity	\$15,000.00	None
The Tides Center/Generational Alliance 1730 M Street NW, Suite 1100 Washington, DC 20036 <i>Generational Alliance</i>	Public Charity	\$30,000.00	None
The Tides Center/Grassroots Fund 436 14th Street, Suite 1312 Oakland, CA 94612 <i>The Catalyst Fund</i>	Public Charity	\$50,000.00	None
The Tides Foundation 55 Exchange Place, #402 New York, NY 10005-1965 <i>Perq Fund</i>	Public Charity	\$71,000.00	None
U.S. Green Building Council New York Chapter 40 Fulton Street New York, NY 10004 <i>General Operating Support and Green Codes Advocacy for Urban Green Council, USGBC New York</i>	Public Charity	\$50,000.00	None
Ubuntu Educational Fund 32 Broadway, Suite 414 New York, NY 10004 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
United Hospital Fund 350 Fifth Avenue, 23rd Floor New York, NY 10118 <i>General Operating Support</i>	Public Charity	\$3,000.00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
University of Washington Foundation University of Washington Department of Biology Box 351800 Seattle, WA 98195-1800 <i>Development of Conservation Magazine</i>	Public Charity	\$45,000 00	None
Urban Justice Center 123 William Street, 16th Floor New York, NY 10038 <i>General Operating Support: \$30,000 for The Human Rights Project and \$25,000 for The Sex Workers Project.</i>	Public Charity	\$55,000 00	None
Urgent Action Fund for Women's Human Rights 3100 Arapahoe Avenue, Suite 201 Boulder, CO 80303 <i>Rapid Response Grantmaking and the Research & Advocacy Program</i>	Public Charity	\$40,000 00	None
Vassar College 125 Raymond Avenue, Box 14 Poughkeepsie, NY 12604 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
Vickers House 3801 George Avenue West Palm Beach, FL 33405 <i>Elders on the Edge Pet Fund</i>	Public Charity	\$2,500 00	None
Vineyard Nursing Association P O Box 2399 15 Merchant's Court Vineyard Haven, MA 02568 <i>General Operating Support</i>	Public Charity	\$1,000 00	None
Walnut Hills High School Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207 <i>Annual Fund</i>	Public Charity	\$1,000 00	None
Western States Center P.O. Box 40305 Portland, OR 97240-0305 <i>Gender Justice Program</i>	Public Charity	\$30,000 00	None
Whitney Museum of American Art 945 Madison Avenue New York, NY 10021-2790 <i>American Modernist Department</i>	Public Charity	\$2,000.00	None
The Wildlife Center of Fairfield County P.O. Box 4706 Stamford, CT 06907 <i>General Operating Support</i>	Public Charity	\$10,000 00	None
The Wildlife Center P O Box 246 Espanola, NM 87532 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460 <i>Development of Sustainability Efforts in the Pantanal and Cerrado of Brazil and Yasuni National Park, Ecuador</i>	Public Charity	\$75,000 00	None

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS PAID
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Tax Status</u>	<u>Paid 2011</u>	<u>Relationship</u>
WITNESS 80 Hanson Place, 5th Floor Brooklyn, NY 11217 <i>Promoting Video Advocacy in the Americas</i>	Public Charity	\$50,000.00	None
WNYC Radio 160 Vanck Street New York, NY 10013 <i>On the Media</i>	Public Charity	\$65,000.00	None
WNYC Radio 160 Vanck Street New York, NY 10013 <i>General Operating Support</i>	Public Charity	\$2,500.00	None
Women in Need, Inc. 115 West 31st Street, 7th Floor New York, NY 10001 <i>General Operating Support</i>	Public Charity	\$3,000.00	None
World Wildlife Fund 1250 Twenty-Fourth Street, NW Washington, DC 20037-1193 <i>Sea Turtle Project</i>	Public Charity	\$5,000.00	None
YES: The Ross Valley Schools Foundation P O Box 2 San Anselmo, CA 94976 <i>General Operating Support</i>	Public Charity	\$1,000.00	None
		Grand Total	\$6,134,414.00

THE OVERBROOK FOUNDATION
 SCHEDULE OF GRANTS FOR FUTURE PAYMENT
 DECEMBER 31, 2011

FORM 990-PF
 EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Approved for Future Payment</u>
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 <i>U.S. Legal Program and Latin America Regional Office</i>	None	Public Charity	\$100,000.00
Green For All 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$60,000.00
Grist.org 710 Second Avenue, Suite 860 Seattle, WA 98104 <i>General Operating Support & Special Projects: Furthering Mission as the Nation's Most Prominent On line Platform for Environmental News and Commentary</i>	None	Public Charity	\$55,000.00
Hastings Center 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>Undocumented Patients After Health Reform: Human Rights, Access to Health Care & the Ethics of the Safety Net</i>	None	Public Charity	\$35,000.00
Public Interest Projects, Inc. 45 West 36th Street, 6th Floor New York, NY 10018 <i>U.S. Human Rights Fund</i>	None	Public Charity	\$150,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012 <i>Achieve Conservation and Community Development through Healthy Sustainable Tourism Destinations</i>	None	Public Charity	\$150,000.00
Root Capital 955 Massachusetts Avenue, 5th Floor Cambridge, MA 02139 <i>Fostering Innovation & Biodiversity Conservation in Ecuador, Mexico and Nicaragua</i>	None	Public Charity	\$80,000.00
		Grand Total	\$630,000.00

THE OVERBROOK FOUNDATION

Taxes

December 31, 2011

EIN 13-6088860

PART I - Line 18 - Taxes

December 31, 2011

	Revenue and Expenses per Books	Net Investment Income
Taxes		
Foreign withholding	8,942	8,942
Federal excise tax	310,523	215,000
NYS filing fees	1,650	1,650
Miscellaneous tax payments	(109,293)	(109,293)
	211,822	116,299

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

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

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

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

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

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

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

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

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

• The books are in the care of ▶ OVERBROOK FOUNDATION

Telephone No. ▶ _____ FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/2012 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 20 11 or
 ▶ tax year beginning _____ / 20 _____, and ending _____ / 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	309,178
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	309,178
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

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

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

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

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

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

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

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

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

- I request an additional 3-month extension of time until 11/15/2012
- For calendar year 2011, or other tax year beginning / 20, and ending / 20
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension Awaiting third party information necessary for filing a complete and accurate return

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	309,178
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	309,178
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification

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

Signature _____ Title _____ Date _____