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## EXTENSION ATTACHED

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

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

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

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

For Paperwork Reduction Act Notice, see Instructions.

\*ATCH 4 JSA

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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) <b>ATCH 7</b> . . . . .	93,649,017.	88,002,620.	88,002,620.	
	c	Investments - corporate bonds (attach schedule) <b>ATCH 7</b> . . . . .		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) . . . . . <b>ATCH 8</b> . . . . .	34,321,988.	30,385,617.	30,385,617.		
14	Land, buildings, and equipment basis . . . . . <b>ATCH 9</b> . . . . .	549,749.				
	Less: accumulated depreciation (attach schedule) ▶ . . . . .	383,849.	165,900.	165,900.		
15	Other assets (describe ▶ . . . . . <b>ATCH 9</b> ) . . . . .	86,698.	116,253.	116,253.		
16	<b>Total assets</b> (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 ▶ . . . . . <b>ATCH 10</b> ) . . . . .	545,132.	540,804.		
23	<b>Total liabilities</b> (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 26 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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	133,152,123.	123,099,333.		
	31	<b>Total liabilities and net assets/fund balances</b> (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) ▶ <b>ATTACHMENT 11</b> . . . . .	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	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	123,099,333.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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)			2 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			3 0.062428
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 128,628,988.
5 Multiply line 4 by line 3			5 8,030,050.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 96,578.
7 Add lines 5 and 6			7 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.			8 7,530,922.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1 193,156.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		2
3 Add lines 1 and 2 . . . . .		3 193,156.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .		4 0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5 193,156.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a 309,178.	
b Exempt foreign organizations - tax withheld at source . . . . .	6b	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	
d Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments. Add lines 6a through 6d . . . . .	7 309,178.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10 116,022.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 116,022. Refunded <input type="checkbox"/> 11	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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)? <input type="checkbox"/> <b>1b</b>		X
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? <b>1c</b>		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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) <b>2b</b>		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <b>3b</b>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <b>4b</b>		X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **ATTACHMENT 12** ☒ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 13		418,089.	40,452.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		322,829.	38,723.	0

**Total number of other employees paid over \$50,000** ☐ 0

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see 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 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	94,924,032.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,309,969.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	32,353,804.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	130,587,805.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	130,587,805.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,958,817.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	128,628,988.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	6,431,449.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	193,156.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	193,156.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	6,238,293.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	19,862.
<b>5</b>	Add lines 3 and 4	<b>5</b>	6,258,155.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	6,258,155.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	7,530,922.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,530,922.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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.

Form 990-PF (2011)

Page 9

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				6,258,155.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .				
<b>b</b> Total for prior years 20 <u>09</u> , 20 <u>08</u> , 20 <u>07</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .				
<b>b</b> From 2007 . . . . .				
<b>c</b> From 2008 . . . . . 1,896,152.				
<b>d</b> From 2009 . . . . . 3,118,981.				
<b>e</b> From 2010 . . . . . 2,204,236.				
<b>f</b> Total of lines 3a through e . . . . .	7,219,369.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>7,530,922.</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2011 distributable amount . . . . .				6,258,155.
<b>e</b> Remaining amount distributed out of corpus . . . . .	1,272,767.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	8,492,136.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	8,492,136.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .				
<b>b</b> Excess from 2008 . . . . . 1,896,152.				
<b>c</b> Excess from 2009 . . . . . 3,118,981.				
<b>d</b> Excess from 2010 . . . . . 2,204,236.				
<b>e</b> Excess from 2011 . . . . . 1,272,767.				

Form 990-PF (2011)

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**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 . . . . .

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see 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
<b>a Paid during the year</b> SEE ATTACHMENT <b>18</b>				6,134,414.
<b>Total</b> . . . . .			<b>3a</b>	6,134,414.
<b>b Approved for future payment</b> SEE ATTACHMENT <b>19</b>				630,000.
<b>Total</b> . . . . .			<b>3b</b>	630,000.

Form 990-PF (2011)

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments			14	221.		
4 Dividends and interest from securities . . . . .			14	2,310,413.		
5 Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .						
8 Gain or (loss) from sales of assets other than inventory	900001	-83,303.	18	9,683,408.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b PARTNERSHIP INCOME	900001	-21,865.	01	-162,829.		
c ROYALTY INCOME			15	3,191.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e) . . . . .		-105,168.		11,834,404.		
13 Total. Add line 12, columns (b), (d), and (e) . . . . .						

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?   |       | Yes | No |
|---|-------|-----|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |       |     |    |
| (1) Cash  | 1a(1) |     | X  |
| (2) Other assets  | 1a(2) |     | X  |
| <b>b Other transactions:</b>  |       |     |    |
| (1) Sales of assets to a noncharitable exempt organization  | 1b(1) |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization  | 1b(2) |     | X  |
| (3) Rental of facilities, equipment, or other assets  | 1b(3) |     | X  |
| (4) Reimbursement arrangements  | 1b(4) |     | X  |
| (5) Loans or loan guarantees  | 1b(5) |     | X  |
| (6) Performance of services or membership or fundraising solicitations  | 1b(6) |     | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   | 1c    |     | X  |
| <b>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</b> |       |     |    |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

Date ✓ 9/24/12

President/CEO

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date \_\_\_\_\_

Check <input type="checkbox"/> if self-employed
---

PTIN

Mane Arzuola  
Firm's name EISNERBAMPER LLP

09/24/2012

Firm's EIN ► 13-1639826

Firm's address ► 750 THIRD AVENUE  
NEW YORK, NY

10017-2703

Phone no. 212-949-8700

Form 990-PF (2011)

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

ATTACHMENT 1FORM 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

THE OVERBROOK FOUNDATION

13-6088860

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 3FORM 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 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES INVESTMENT MGMT, CONSULTING, & CUSTODIAL FEES:	1,279,914.	1,179,914.	100,000.
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.
<b>TOTALS</b>	<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>58,497.</u>	<u>58,270.</u>

ATTACHMENT 6FORM 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 PREF 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>
	<b>TOTAL</b>	<u><b>88,450,340</b></u>	<u><b>88,450,340</b></u>

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

Security	Book Value	Market Value
<b>Hedge Funds</b>		
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
	<u>15,688,996</u>	<u>15,688,996</u>
<b>Private Placements</b>		
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
	<u>3,189,885</u>	<u>3,189,885</u>
<b>Private Equity</b>		
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
	<u>9,639,414</u>	<u>9,639,414</u>
<b>Venture Capital Funds</b>		
ENDOWMENT VENTURE PARTNERS V, LP	352,782	352,782
RADIUS VENTURE II	74,069	74,069
RADIUS VENTURE III	111,668	111,668
	<u>538,519</u>	<u>538,519</u>
<b>Real Estate Investments</b>		
DSF CAPITAL PARTNERS LP	220,688	220,688
DUNE REAL ESTATE PARALLEL FUND LP	1,108,115	1,108,115
	<u>1,328,803</u>	<u>1,328,803</u>
<b>TOTAL INVESTMENTS - OTHER</b>	<u>30,385,617</u>	<u>30,385,617</u>

**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>
<b>Property and equipment at cost:</b>	
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>
 <b>Depreciation and amortization</b>	
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 9FORM 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>

## THE OVERBROOK FOUNDATION

13-6088860

ATTACHMENT 10FORM 990PF, 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 Wenlock 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.

## THE OVERBROOK FOUNDATION

13-6088860

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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
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

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
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	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	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	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	0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
		COMPENSATION	TO EMPLOYEE BENEFIT PLANS	
KATHRYN G. GRAHAM C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
AARON LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
DINORAH MATIAS-MELENDEZ C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
VINCENT MCGEE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0



THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS, PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
DANIEL R. KATZ C/O THE OVERBROOK FOUNDATION 122 EAST 42ND ST., SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 40.00	169,391.	20,277. 0
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. 0
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. 0
	TOTAL COMPENSATION	322,829.	38,723. 0

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, 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

Recipient and Purpose	Tax Status	Paid 2011	Relationship
<b>American Civil Liberties Union Foundation</b> 125 Broad Street, 18th Floor New York, NY 10004-2400 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
<b>American Council for an Energy-Efficient Economy (ACEEE)</b> 529 14th Street, N.W., Suite 600 Washington, DC 20045 <i>Behavior, Energy &amp; Climate Change Conference</i>	Public Charity	\$10,000 00	None
<b>American Forest Alliance</b> 11 Salem Hill Road Asheville, NC 28787-9346 <i>Climate Ground Zero</i>	Public Charity	\$8,000 00	None
<b>American Friends Service Committee</b> 1501 Cherry Street Philadelphia, PA 19102 <i>Stopmax Campaign</i>	Public Charity	\$5,000.00	None
<b>American Himalayan Foundation</b> 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
<b>American Indian College Fund</b> 8333 Greenwood Boulevard Denver, CO 80221 <i>General Operating Support</i>	Public Charity	\$5,000 00	None
<b>The Animal Medical Center</b> 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
<b>The Animal Medical Center</b> 510 East 62nd Street New York, NY 10021 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
<b>Animal Rescue Fund of the Hamptons</b> 90 Daniel's Hole Road P.O. Box 901 Wainscott, NY 11975 <i>General Operating Support</i>	Public Charity	\$3,400 00	None
<b>Animal Shelter of Martha's Vineyard</b> P.O. Box 190 Edgartown, MA 02539 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
<b>Appalachian Voices</b> 191 Howard Street Boone, NC 28607 <i>General Operating Support</i>	Public Charity	\$2,500 00	None
<b>As You Sow Foundation</b> 311 California Street, Suite 510 San Francisco, CA 94104 <i>Shareholder Action for Sustainable Consumption and Production</i>	Public Charity	\$40,000.00	None
<b>Barnard College</b> Columbia University 3009 Broadway New York, NY 10027-6598 <i>General Operating Support</i>	Public Charity	\$1,000.00	None
<b>Basel Action Network</b> 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  
DECEMBER 31, 2011

FORM 990-PF  
EIN 13-6088860

Recipient and Purpose	Tax Status	Paid 2011	Relationship
Breakthrough USA 4 West 37th Street, 4th Floor New York, NY 10018 General Operating Support	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 Conference: A Constitutional Amendment - Yes, No, How, Why? October 18, 2011	Public Charity	\$50,000.00	None
The Brookline Center 43 Garrison Road Brookline, MA 02142 General Operating Support	Public Charity	\$33,000.00	None
Brookline Community Foundation 40 Webster Place Brookline, MA 02445 General Operating Support	Public Charity	\$5,000.00	None
Byrd Hoffman Watermill Foundation 115 West 29th Street, 10th Floor New York, NY 10001 Watermill Internship	Public Charity	\$5,000.00	None
Catalog Choice 1845 Berkeley Way Berkeley, CA 94703 establishing a for-profit arm for Catalog Choice	Public Charity	\$75,000.00	None
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012 General Operating Support	Public Charity	\$2,000.00	None
The Center for Public Integrity 910 17th Street, NW Washington, DC 20006 Consider the Source: Investigations of the Sources of Money Coming into the 2012 Election Cycle	Public Charity	\$45,000.00	None
Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 U.S. Legal Program and Latin America Regional Office	Public Charity	\$100,000.00	None
Central Park Conservancy 14 East 60th Street New York, NY 10022 In-Park Recycling Program	Public Charity	\$2,500.00	None
Child Mind Institute 445 Park Avenue New York, NY 10022 General Operating Support for Brooke Neidich & Dr. Harold Koplewicz	Public Charity	\$10,000.00	None
Child Mind Institute 445 Park Avenue New York, NY 10022 General Operating Support	Public Charity	\$500.00	None
Children's Cancer Research Fund 7301 Ohms Lane, Suite 460 Minneapolis, MN 55439 General Operating Support	Public Charity	\$3,000.00	None
The Children's School 118 Scofieldtown Road Stamford, CT 06903 General Operating Support	Public Charity	\$250.00	None



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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

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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 &amp; 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

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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

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<b>Farnsworth Art Museum</b> 352 Main Street P O Box 466 Rockland, MA 04841-0466 <i>General Operating Support</i>	Public Charity	\$25,000.00	None
<b>FINCA International</b> 1101 14th Street NW, 11th Floor Washington, DC 20005 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
<b>The For the City Network</b> 1033 LaPosada Drive, Suite 210 Austin, TX 78752 <i>RBI Austin Youth Baseball and Mentoring Program</i>	Public Charity	\$2,500.00	None
<b>Fordham University</b> 888 7th Avenue, 7th Floor New York, NY 10019 <i>Heather Scott Memorial Endowment Scholarship Fund</i>	Public Charity	\$5,000.00	None
<b>ForestEthics</b> 1 Haight Street San Francisco, CA 94102 <i>General Operating Support</i>	Public Charity	\$40,000.00	None
<b>The Foundation Center</b> 79 Fifth Avenue New York, NY 10003 <i>support of your programs</i>	Public Charity	\$4,500.00	None
<b>Foundation for the People of Burma</b> 225 Bush Street, Suite 590 San Francisco, CA 94101 <i>Used at the Director's Discretion</i>	Public Charity	\$20,000.00	None
<b>Free Press</b> 40 Main Street, Suite 301 Florence, MA 01062 <i>Media Reform Activities</i>	Public Charity	\$50,000.00	None
<b>Freedom To Marry</b> 116 West 23rd Street, Suite 500 New York, NY 10011 <i>General Operating Support</i>	Public Charity	\$70,500.00	None
<b>Front Line-International Foundation for the Protection of Human Rights Defenders</b> 2nd Floor, Granat House, Temple Road Black Rock, Co., Dublin <i>Protection of Latin American Human Rights Defenders</i>	Non-profit Organization	\$50,000.00	None
<b>Fundacion Cordillera Tropical</b> 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
<b>Gay &amp; Lesbian Advocates &amp; Defenders</b> 30 Winter Street, Suite 800 Boston, MA 02108 <i>General Operating Support</i>	Public Charity	\$5,500.00	None
<b>Gay &amp; Lesbian Advocates &amp; Defenders</b> 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

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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 &amp; Canada Program - Advancing a New Materials Economy &amp; 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 1 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

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

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

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



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<b>Marjorie P. Lee Retirement Community</b> Episcopal Retirement Homes 3870 Virginia Avenue Cincinnati, OH 45208 <i>in honor of Patty Price</i>	Public Charity	\$1,500.00	None
<b>Martha's Vineyard Preservation Trust</b> P O Box 5277 Edgartown, MA 02539 <i>Mural Project at the Old Whaling Church</i>	Public Charity	\$10,000.00	None
<b>Massachusetts Climate Action Network</b> PO Box 51563 Boston, MA 02205 <i>General Operating Support</i>	Public Charity	\$20,000.00	None
<b>Mayor's Fund to Advance New York City</b> 253 Broadway, 8th Floor New York, NY 10007 <i>A Million Trees NYC</i>	Public Charity	\$1,000.00	None
<b>Mianus River Gorge Preserve, Inc.</b> Gibb House 167 Mianus River Road Bedford, NY 10506 <i>General Operating Support</i>	Public Charity	\$2,500.00	None
<b>Middlebury College</b> Middlebury, VT 05753 <i>\$10,000 for the Solar Decathlon and \$10,000 for the Annual Fund</i>	Public Charity	\$20,000.00	None
<b>Middlebury College</b> Middlebury, VT 05753 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
<b>Middlesex School</b> 1400 Lowell Road Concord, MA 01742 <i>General Operating Support</i>	Public Charity	\$250.00	None
<b>Mill River Collaborative</b> 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
<b>Mill River Collaborative</b> 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
<b>Mother Jones/Foundation for National Progress</b> 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
<b>The Museum of Modern Art</b> 11 West 53rd Street New York, New York 10019-5498 <i>Education Fund</i>	Public Charity	\$5,000.00	None
<b>Nantucket New School</b> 15 Nobadeer Farm Road Nantucket, MA 02554 <i>General Operating Support in memory of Will Brown</i>	Public Charity	\$500.00	None

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

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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

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SCHEDULE OF GRANTS PAID  
DECEMBER 31, 2011

FORM 990-PF  
EIN 13-6088860

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

THE OVERBROOK FOUNDATION  
SCHEDULE OF GRANTS PAID  
DECEMBER 31, 2011

FORM 990-PF  
EIN 13-6088860

Recipient and Purpose	Tax Status	Paid 2011	Relationship
<b>Servicemembers Legal Defense Network</b> P. O. Box 65301 Washington, DC 20035-5301 <i>General Operating Support</i>	Public Charity	\$10,000.00	None
<b>Sheriff's Meadow Foundation</b> Wakeman Conservation Center 57 David Avenue Vineyard Haven, MA 02568 <i>General Operating Support</i>	Public Charity	\$1,000.00	None
<b>Sidwell Friends School</b> 3825 Wisconsin Avenue, NW Washington, DC 20016 <i>Annual Fund</i>	Public Charity	\$4,000.00	None
<b>Silicon Valley Toxics Coalition</b> 760 North First Street San Jose, CA 95112 <i>General Operating Support</i>	Public Charity	\$3,400.00	None
<b>Slowhagan School of Painting and Sculpture</b> 200 Park Avenue South, Suite 1116 New York, NY 10003-1503 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
<b>Smile Train</b> 41 Madison Avenue, 28th Floor New York, NY 10010 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
<b>Solidaridad</b> 't Goylaan 15 NL-3525 AA Utrecht Netherlands <i>Islands of Hope Project</i>	Non-profit Organization	\$50,000.00	None
<b>Solomon R. Guggenheim Museum</b> 1071 Fifth Avenue New York, New York 10128-0173 <i>General Operating Support</i>	Public Charity	\$2,000.00	None
<b>South Africa Partners</b> 89 South Street, Suite 701 Boston, MA 02111 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
<b>Spence School</b> 22 East 91st Street New York, NY 10128-0657 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
<b>Spence School</b> 22 East 91st Street New York, NY 10128-0657 <i>Annual Fund</i>	Public Charity	\$500.00	None
<b>St. Bernard's School</b> 4 East 98th Street New York, NY 10029-6598 <i>General Operating Support</i>	Public Charity	\$5,000.00	None
<b>St. Stephen's School</b> 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

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

Recipient and Purpose		Tax Status	Paid 2011	Relationship
WITNESS		Public Charity	\$50,000.00	None
	80 Hanson Place, 5th Floor Brooklyn, NY 11217 <i>Promoting Video Advocacy in the Americas</i>			
WNYC Radio	160 Varck Street New York, NY 10013 <i>On the Media</i>	Public Charity	\$65,000.00	None
WNYC Radio	160 Varck 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

Recipient and Purpose	Recipient Relationship	Recipient Status	Approved for Future Payment
<b>Center for Reproductive Rights</b> 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
<b>Green For All</b> 1611 Telegraph Avenue, Suite 600 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$60,000.00
<b>Grist.org</b> 710 Second Avenue, Suite 860 Seattle, WA 98104 <i>General Operating Support &amp; 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
<b>Hastings Center</b> 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>Undocumented Patients After Health Reform: Human Rights, Access to Health Care &amp; the Ethics of the Safety Net</i>	None	Public Charity	\$35,000.00
<b>Public Interest Projects, Inc.</b> 45 West 36th Street, 6th Floor New York, NY 10018 <i>U.S. Human Rights Fund</i>	None	Public Charity	\$150,000.00
<b>Rainforest Alliance</b> 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
<b>Root Capital</b> 955 Massachusetts Avenue, 5th Floor Cambridge, MA 02139 <i>Fostering Innovation &amp; Biodiversity Conservation in Ecuador, Mexico and Nicaragua</i>	None	Public Charity	\$80,000.00
<b>Grand Total</b>			<b>\$630,000.00</b>

**THE OVERBROOK FOUNDATION**

**Taxes**

**December 31, 2011**

**EIN 13-6088860**

**PART I - Line 18 - Taxes**

**December 31, 2011**

	<b>Revenue and Expenses per Books</b>	<b>Net Investment Income</b>
<b>Taxes</b>		
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)
	<b>211,822</b>	<b>116,299</b>

## 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](http://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	Employer identification number
	OVERBROOK FOUNDATION	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	
File by the due date for filing your return. See instructions.	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).

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

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

0	4
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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.

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

<b>8a</b>	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.	<b>8a</b>	\$	309,178
<b>b</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.	<b>8b</b>	\$	309,178
<b>c</b>	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.	<b>8c</b>	\$	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 ►