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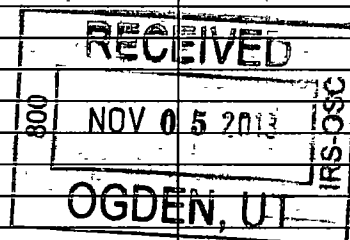
Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation BROOKLYN COMMUNITY FOUNDATION		A Employer identification number 11-3422729
Number and street (or P O box number if mail is not delivered to street address) 45 MAIN STREET		B Telephone number (see instructions) (347) 750-2310
City or town, state, and ZIP code BROOKLYN, NY 11201		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation		
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 59,914,853.		
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,563,964.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	211.	211.		ATCH 1
	4 Dividends and interest from securities	1,090,215.	1,090,215.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,993,965.			
	b Gross sales price for all assets on line 6a	21,832,064.			
	7 Capital gain net income (from Part IV, line 2)		1,993,965.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	14,861.	87.		
	12 Total. Add lines 1 through 11	5,663,216.	3,084,478.		
	13 Compensation of officers, directors, trustees, etc.	175,000.			175,000.
	14 Other employee salaries and wages	769,644.			769,644.
	15 Pension plans, employee benefits	262,581.			262,581.
	16a Legal fees (attach schedule) ATCH 4	10,443.			10,443.
	b Accounting fees (attach schedule) ATCH 5	125,763.			125,763.
	c Other professional fees (attach schedule) *	405,602.	274,575.		145,181.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	107,261.			
	20 Occupancy	124,404.			124,404.
	21 Travel, conferences, and meetings	28,787.			28,787.
	22 Printing and publications	10,349.			10,349.
	23 Other expenses (attach schedule) ATCH 7	195,733.			195,631.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,215,567.	274,575.		1,847,783.
	25 Contributions, gifts, grants paid	3,370,114.			4,582,555.
	26 Total expenses and disbursements. Add lines 24 and 25	5,585,681.	274,575.		6,430,338.
	27 Subtract line 26 from line 12	77,535.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		2,809,903.		
	c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	250.	250.	250.
	2 Savings and temporary cash investments	2,863,075.	2,548,125.	2,548,125.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable	848,750.		
	Less: allowance for doubtful accounts	345,910.	848,750.	848,750.
	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)	*	3,075,000.	ATCH 8
	Less: allowance for doubtful accounts	3,105,500.	3,075,000.	3,075,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	84,312.	89,428.	89,428.
	10 a Investments - U.S. and state government obligations (attach schedule)	2,269,612.	2,602,811.	2,602,811.
	b Investments - corporate stock (attach schedule)	30,402,157.	30,388,595.	30,388,595.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)		17,225,917.	20,275,131.	20,275,131.
14 Land, buildings, and equipment basis		679,621.		
Less: accumulated depreciation (attach schedule)		614,120.	172,762.	65,501.
15 Other assets (describe)		28,158.	21,262.	21,262.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		56,497,653.	59,914,853.	59,914,853.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses	111,570.	112,877.	
	18 Grants payable	3,522,000.	2,952,000.	
	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)	30,038.	18,981.	
23 Total liabilities (add lines 17 through 22)	3,663,608.	3,083,858.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	52,515,225.	55,168,618.	
	25 Temporarily restricted	318,820.	1,662,377.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	52,834,045.	56,830,995.	
	31 Total liabilities and net assets/fund balances (see instructions)	56,497,653.	59,914,853.	

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	52,834,045.
2 Enter amount from Part I, line 27a	2	77,535.
3 Other increases not included in line 2 (itemize) ATCH 14	3	3,919,415.
4 Add lines 1, 2, and 3	4	56,830,995.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	56,830,995.

**ATCH 9

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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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,993,965.	
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))
2011	6,636,489.	50,840,798.	0.130535
2010	7,543,757.	56,686,372.	0.133079
2009	5,097,888.	52,408,159.	0.097273
2008	4,925,875.	72,893,586.	0.067576
2007	9,256,022.	96,017,936.	0.096399
2 Total of line 1, column (d)			2 0.524862
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 0.104972
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 53,466,361.
5 Multiply line 4 by line 3			5 5,612,471.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 28,099.
7 Add lines 5 and 6			7 5,640,570.
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 6,430,338.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	Refunded	

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 Instructions for the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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? Website address WWW.BROOKLYNCOMMUNITYFOUNDATION.ORG	13	X	
14	The books are in care of MICHAEL BURKE Telephone no 347-750-2310 Located at 45 MAIN STREET, SUITE 409, BROOKLYN, NY ZIP+4 11201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years	☐ Yes	☐ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2012 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 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	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)?**5b**

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☒ No

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

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

X

If "Yes" to 6b, file Form 8870

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

X

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATCH 15		175,000.	14,135.	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
ATCH 16		222,770.	17,369.	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
ATCH 17		405,602.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	53,064,749.
b	Average of monthly cash balances	1b	1,215,821.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	54,280,570.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	54,280,570.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	814,209.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,466,361.
6	Minimum investment return. Enter 5% of line 5	6	2,673,318.

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

1	Minimum investment return from Part X, line 6	1	2,673,318.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,673,318.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,673,318.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,673,318.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,430,338.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,430,338.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	28,099.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,402,239.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,673,318.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007	9,256,022.			
b From 2008	4,925,875.			
c From 2009	5,104,470.			
d From 2010	4,727,757.			
e From 2011	4,125,394.			
f Total of lines 3a through e	28,139,518.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>6,430,338.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				2,673,318.
e Remaining amount distributed out of corpus	3,757,020.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	31,896,538.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	9,256,022.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	22,640,516.			
10 Analysis of line 9:				
a Excess from 2008	4,925,875.			
b Excess from 2009	5,104,470.			
c Excess from 2010	4,727,757.			
d Excess from 2011	4,125,394.			
e Excess from 2012	3,757,020.			

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 18

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

ATCH 19

c Any submission deadlines

JANUARY 31

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

BROOKLYN BASED OR FOCUSED ORGANIZATIONS

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

Recipient	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
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 18				4,582,555.
Total			▶ 3a	4,582,555.
b Approved for future payment SEE ATTACHMENT 18				2,952,000.
Total			▶ 3b	2,952,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	211.	
4	Dividends and interest from securities			14	1,090,215.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,993,965.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a OTHER			14	87.	14,774.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				3,084,478.	14,774.
13	Total. Add line 12, columns (b), (d), and (e)				3,099,252.	

(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

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

[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

[illegible]

**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: M. J. [Signature] Date: 10/31/13 Title: C.O.O. & Secretary

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

**Paid
Preparer
Use Only**

Print/Type preparer's name J. REILLY	Preparer's signature 	Date OCT 30 2013	Check ☐ if self-employed	PTIN P00183769
Firm's name ► CONDON O'MEARA MCGINTY & DONNELLY L			Firm's EIN ► 13-3628255	
Firm's address ► ONE BATTERY PARK PLAZA NEW YORK, NY			10004-1405 Phone no. 212-661-7777	

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

BROOKLYN COMMUNITY FOUNDATION

Employer identification number

11-3422729

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALAN FISHMAN 6 WILLOW PLACE BROOKLYN, NY 11201	\$ 175,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JANE COHAN 533 WEST 26TH ST NEW YORK, NY 10001	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	BROOKLYN NETS 15 METROTECH CENTER, 15 FLOOR BROOKLYN, NY 11201	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	MARTIN BAUMRIND 178 AMITY ST BROOKLYN, NY 11201	\$ 35,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	ATLANTIC PHILANTHROPIES (USA) INC. 75 VARICK ST, 17TH FL NEW YORK, NY 10013	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	JPB FOUNDATION 9 WEST 57TH STREET, SUITE 3800 NEW YORK, NY 10019	\$ 150,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129	\$ 150,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
8	JP MORGAN CHASE 4 METRO TECH CENTER, 22ND FLOOR BROOKLYN, NY 11201	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
9	RICHARD W. MOORE 219 CLINTON STREET BROOKLYN, NY 11201	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
10	ROCKEFELLER BROTHERS FUND 475 RIVERSIDE DRIVE NEW YORK, NY 10115	\$ 80,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
11	PETER JAY SHARP FOUNDATION 845 THIRD AVENUE NEW YORK, NY 10001	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
12	THE SHEEHAN FAMILY FOUNDATION P.O. BOX K KINGSTON, MA 02364-0510	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	BARCLAYS CENTER ONE METRO TECH NO. 10TH FLOOR BROOKLYN, NY 11201	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
14	STAVROS NIARCHOS FOUNDATION 645 MADISON AVENUE, SUITE 2200 NEW YORK, NY 10022	\$ 175,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
15	CONSTANS CULVER FOUNDATION JP MORGAN CHASE, TX1- 2963, PO BOX 227237 DALLAS, TX 75222	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
16	JEFFREY GURAL 300 CENTRAL PARK WEST, APT. #9E NEW YORK, NY 10024	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
17	PARK FOUNDATION P.O. BOX 550 ITHACA, NY 14851	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
18	FOREST CITY RATNER COMPANIES ONE METRO TECH NO., 10TH FL BROOKLYN, NY 11201	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	JOHN S. AND JAMES L. KNIGHT FOUNDATION 200 SOUTH BISCAYNE BLVD, SUITE 3300 MIAMI, FL 33131	\$ 52,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
20	JOELSON FOUNDATION 1841 BROADWAY, SUITE 1008 NEW YORK, NY 10023-7646	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
21	ALTMAN FOUNDATION 521 FIFTH AVE, 35TH FL NEW YORK, NY 10175-3599	\$ 76,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
22	ROBERT CATELL 62 OSBORNE ROAD GARDEN CITY, NY 11530	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
23	TACONIC FOUNDATION C/O JP MORGAN CHASE, 270 PARK AVE, 16FL. NEW YORK, NY 10017	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
24	WALMART 200 EAST 10TH STREET, #812 NEW YORK, NY 10003	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	MARIA FIORINI RAMIREZ 675 THIRD AVE, 11TH FL NEW YORK, NY 10017-5704	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
26	CONSTANCE ROOSEVELT 1 PIERREPONT ST BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
27	ROHIT DESAI 200 HICKS ST BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
28	EDWARD GENTNER JR. 99 S. PARK AVENUE, APT. 114 ROCKVILLE CENTRE, NY 11570	\$ 12,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
29	BLOOMBERG PHILANTHROPIES 25 EAST 78TH STREET NEW YORK, NY 10075	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
30	HILDY SIMMONS 51 SIDNEY PLACE BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	INTO THE OUTSIDE 315 FLATBUSH AVENUE, SUITE 506 BROOKLYN, NY 11217	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
32	NEW YORK STATE HEALTH FOUNDATION 1385 BROADWAY, 23RD FLOOR NEW YORK, NY 10018-9238	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
33	BARCLAYS CAPITAL 200 PARK AVE, 5TH FLOOR NEW YORK, NY 10166	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
34	THE STREISAND FOUNDATION 2800 28TH STREET, SUITE 105 SANTA MONICA, CA 90405	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
35	BANK OF AMERICA 1 BRYANT PARK, 33RD FLOOR NEW YORK, NY 10036	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
36	JOHN A. MAHONEY 630 PARK AVENUE, #4 NEW YORK, NY 10065	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	ROBERT RUBIN 218 COLUMBIA HEIGHTS BROOKLYN, NY 11201	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
38	MATTHEW SHEEHAN 164 COFFEY STREET, APT #2 BROOKLYN, NY 11231	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
39	GENE T. SYKES 1827 WESTRIDGE ROAD LOS ANGELES, CA 90049	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
40	CLAIRE SILBERMAN 360 FURMAN STREET, #1216 BROOKLYN, NY 11201	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
41	MICHAEL SHERMAN 54 BUTLER STREET BROOKLYN, NY 11231	\$ 17,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
42	NANCY SCHUH 551 PACIFIC STREET BROOKLYN, NY 11217	\$ 9,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	MICHELE KIRSCHBAUM 25 GARDEN COURT BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
44	TIM INGRASSIA 140 COLUMBIA HEIGHTS BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
45	URS FISCHER 129 VAN BRUNT STREET BROOKLYN, NY 11231	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
46	LINDE FAMILY FOUNDATION 800 BOYLSTON ST, SUITE 1560 BOSTON, MA 02199	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
47	SILLS FAMILY FOUNDATION 160 FEDERAL STREET, 8TH FLOOR BOSTON, MA 02110	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
48	JOHN T. UNDERWOOD FOUNDATION ATTN:SARA ROSEN 114 WEST 47TH ST., 18FL NEW YORK, NY 10036	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
49	JERICO CAPITAL ASSET MANAGEMENT L.P. 510 MADISON AVENUE NEW YORK, NY 10022	\$ 12,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
50	SOVEREIGN BANK 195 MONTAGUE STREET BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
51	PETER MATTIS FAMILY FOUNDATION 3000 SAND HILL ROAD,BUILDING 2,SUITE 160 MENLO PARK, CA 94025	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
52	WARNER BROTHERS ENTERTAINMENT 4000 WARNER BOULEVARD, BLDG,137,#1016A BURBANK, CA 91522	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
53	THE CONCORD BAPTIST CHURCH OF CHRIST 833 GARDNER C. TAYLOR BOULEVARD BROOKLYN, NY 11216	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
54	THE EDWARD COLSTON FOUNDATION 299 GLENCASTLE DRIVE ATLANTA, GA 30327	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55	THE WREN NEW YORK, LLC 344 BOWERY NEW YORK, NY 10012	\$ 7,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
56	CLAY FARM, LLC/THE BELL HOUSE 119 8TH STREET, SUITE 315 BROOKLYN, NY 11215	\$ 13,247.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
57	SWELLMAX, INC 1039 WASHINGTON STREET HOBOKEN, NJ 07030	\$ 5,385.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
58	NEW YORK DISTILLING COMPANY 405 LEONARD STREET BROOKLYN, NY 11222	\$ 5,250.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
59	STAND UP NY 236 WEST 78TH STREET NEW YORK, NY 10024	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
60	GOLDMAN, SACHS & CO. 200 WEST STREET NEW YORK, NY 10282	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61	JESSIE SMITH NOYES FOUNDATION 6 EAST 39TH STREET NEW YORK, NY 10016	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
62	CO COLLECTIVE 419 PARK AVENUE SOUTH, 3RD FLOOR NEW YORK, NY 10016	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
63	SCHWAB CHARITABLE FUND 211 MAIN STREET SAN FRANCISCO, CA 94105	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
64	ARIEL PROPERTY ADVISORS 165 TOWNSHIP LINE ROAD, SUITE 150 JENKINTOWN, PA 19046-3594	\$ 6,200.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
65	CAPITAL ONE BANK 856 WASHINGTON AVENUE BROOKLYN, NY 11238	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
66	E*TRADE FINANCIAL 671 N. GLEBE ROAD ARLINGTON, VA 22203	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
67	KINGS COUNTY/DEMOCRATIC COUNTY COMMITTEE 16 COURT STREET, SUITE 1207 BROOKLYN, NY 11241	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
68	NY STATE COURT OFFICERS ASSOCIATION 321 BROADWAY, SUITE 600 NEW YORK, NY 10007	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
69	DIME SAVINGS BANK OF WILLIAMSBURGH 209 HAVEMEYER STREET BROOKLYN, NY 11211	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
70	CONWAY-ENNEN FOUNDATION 24 OYSTER SHELL LANE HILTON HEAD ISLAND, SC 29926	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
71	ALBEE DEVELOPMENT 1311 MAMARONECK AVENUE, SUITE 260 WHITE PLAINS, NY 10605	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
72	ANTHONY C. BOWE 290 HICKS STREET BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**Employer identification number
11-3422729**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73	DONALD ELLIOTT 118 PIERREPONT STREET BROOKLYN, NY 11201-2768	\$ 5,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
74	NOBERT GEHR 7400 EAST SLAUSON AVE LOS ANGELES, CA 90040	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
75	KEREN E. HEYMAN 601 79TH STREET BROOKLYN, NY 11209	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
76	MARTIN KESSLER 102 DOUGLASS STREET BROOKLYN, NY 11231	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
77	NEWMAN'S OWN FOUNDATION 246 POST ROAD EAST, SUITE 2C WESTPORT, CT 06880	\$ 100,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**

Employer identification number

11-3422729

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization BROOKLYN COMMUNITY FOUNDATION

Employer identification number

11-3422729

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21832064.		SALE OF INVESTMENT SECURITIES PROPERTY TYPE: SECURITIES 19838099.					1,993,965.	
TOTAL GAIN (LOSS)							<u>1,993,965.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	211.	211.
TOTAL	<u>211.</u>	<u>211.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME	1,090,215.	1,090,215.
TOTAL	<u>1,090,215.</u>	<u>1,090,215.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION OTHER INCOME	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	14,861.	87.
TOTALS	<u>14,861.</u>	<u>87.</u>

ATTACHMENT 4

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>
LEGAL FEES	10,443.			10,443.
TOTALS	<u>10,443.</u>			<u>10,443.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & AUDIT FEES	23,700.			23,100.
BOOKKEEPING	102,063.			102,063.
TOTALS	<u>125,763.</u>			<u>125,163.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	274,575.	274,575.	
CONSULTING FEES	131,027.		145,181.
TOTALS	<u>405,602.</u>	<u>274,575.</u>	<u>145,181.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE	39,510.	39,510.
TELEPHONE AND COMMUNICATION SUPPLIES	26,517.	26,517.
EQUIPMENT	11,441.	11,441.
POSTAGE AND SHIPPING	13,371.	13,371.
MARKETING	3,486.	3,486.
OTHER EXPENSES	35,661.	35,661.
	65,747.	65,645.
TOTALS	<u>195,733.</u>	<u>195,631.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	RECOVERABLE GRANT RECEIVABLE	
BEGINNING BALANCE DUE		3,105,500.
ENDING BALANCE DUE		<u>3,075,000.</u>
ENDING FAIR MARKET VALUE		<u>3,075,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>3,105,500.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u>3,075,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u>3,075,000.</u>

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

<u>ATTACHMENT 9</u>		
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT AND GOVERNMENTAL AGENCIES OBLIGATIONS	2,602,811.	2,602,811.
US OBLIGATIONS TOTAL	<u>2,602,811.</u>	<u>2,602,811.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS INVESTMENT GR CR SEP A/C MF	1,392,446.	1,392,446.
GS MORTGAGES SEP A/C MF	2,395,155.	2,395,155.
GS HIGH YIELD INSTL MF CL I	2,492,577.	2,492,577.
GS LO EM MKT DEBT FUND MF CL I	1,973,826.	1,973,826.
MSCI EM MKT INDEX FUND ETF	1,009,273.	1,009,273.
LIFE STRATEGY GROWTH FUND	307,707.	307,707.
LIFE STRATEGY MOD GROWTH	91,050.	91,050.
SEE ATTACHMENT 10A	3,654,194.	3,654,194.
SEE ATTACHMENT 10B	3,656,903.	3,656,903.
SEE ATTACHMENT 10C	2,360,044.	2,360,044.
SEE ATTACHMENT 10D	2,286,108.	2,286,108.
SEE ATTACHMENT 10E	1,498,418.	1,498,418.
SEE ATTACHMENT 10F	3,581,036.	3,581,036.
SEE ATTACHMENT 10G	3,689,858.	3,689,858.
TOTALS	<u>30,388,595.</u>	<u>30,388,595.</u>



BROOKLYN COMM FDN - GSAM: LCG (CONC)

Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ABBOTT LABORATORIES CMN (ABT)	1,639.00	65.5000	107,354.50	62.4553	102,364.29	4,990.21	0.8550	917.84
ACTIVISION BLIZZARD INC CMN (ATVI)	6,400.00	10.6200	67,968.00	11.2752	72,161.43	(4,193.43)	1.6949	1,152.00
AMAZON COM INC CMN (AMZN)	263.00	250.8700	65,978.81	194.7870	51,228.98	14,749.83		
AMERICAN EXPRESS CO. CMN (AXP)	2,045.00	57.4800	117,546.60	50.9587	104,210.46	13,336.14	1.3918	1,636.00
AMERICAN TOWER CORPORATION CMN (AMT)	2,664.00	77.2700	205,847.28	48.1061	128,154.67	77,692.61	1.1906	2,450.88
APPLE, INC. CMN (AAPL)	584.00	532.1729	310,788.97	338.1539	197,481.85	113,307.12	1.9918	6,190.40
AVON PRODUCTS INC. CMN (AVP)	1,559.00	14.3600	22,387.24	25.5761	39,873.09	(17,485.85)	1.6713	374.16
CBRE GROUP INC CMN (CBG)	5,835.00	19.9000	116,116.50	16.0892	93,880.64	22,235.86		
CHIPOTLE MEXICAN GRILL, INC. CMN (CMG)	264.00	297.4600	78,529.44	280.3994	74,025.19	4,504.25		
CME GROUP INC. CMN CLASS A (CME)	1,378.00	50.6700	69,823.26	55.5274	76,516.78	(6,693.52)	3.5524	2,480.40
COSTCO WHOLESALE CORPORATION CMN (COST)	1,306.00	98.7300	128,941.38	68.1521	89,006.64	39,934.74	1.1141	1,436.60
CROWN CASTLE INTL CORP COMMON STOCK (CCI)	2,018.00	72.1600	145,618.88	43.8969	88,503.86	57,035.02		
DOLLAR GENERAL CORPORATION CMN (DG)	1,240.00	44.0900	54,671.60	45.0722	55,889.56	(1,217.96)		
EQUINIX INC CMN (EQIX)	591.00	206.2000	121,864.20	108.7335	64,261.47	57,602.73		
GOOGLE, INC. CMN CLASS A (GOOG)	335.00	707.3800	236,972.30	638.5529	213,915.22	23,057.08		
HALLIBURTON COMPANY CMN (HAL)	1,739.00	34.6900	60,325.91	31.2733	54,384.32	5,941.59	1.0378	626.04
HONEYWELL INTL INC CMN (HON)	832.00	63.4700	52,807.04	60.3584	50,218.15	2,588.89	2.5839	1,364.40
LAS VEGAS SANDS CORP. CMN (LVS)	934.00	48.1600	43,113.44	40.6073	37,927.25	5,186.19	2.1664	934.00
MARRIOTT INTERNATIONAL, INC. CMN CLASS A (MAR)	1,991.00	37.2700	74,204.57	29.0728	59,476.69	14,727.88	1.3952	1,035.32
MASTERCARD INCORPORATED CMN CLASS A (MA)	207.00	491.2800	101,694.96	293.0066	60,652.37	41,042.59	0.2443	248.40

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



Statement Detail

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

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GSAM: LARGE CAP GROWTH (CONCENTRATED)								
NETAPP, INC. CMN (NTAP)	2,337.00	33.5500	78,406.35	44,3360	103,613.32	(25,206.97)		
NIKE CLASS-B CMN CLASS B (NKE)	2,566.00	51.6000	132,405.60	40,4090	103,689.55	28,716.05	0.8140	1,077.72
NORTHERN TRUST CORP CMN (NTRS)	1,088.00	50.1600	54,574.08	51,0777	55,572.48	(998.40)	2.3923	1,305.60
ORACLE CORPORATION CMN (ORCL)	2,327.00	33.3200	77,535.64	24,4398	56,871.36	20,664.28	0.7203	550.48
PEPSICO INC CMN (PEP)	1,170.00	68.4300	80,063.10	63,4935	74,287.42	5,775.68	3.1419	2,515.50
			461.71					
PRAXAIR, INC CMN SERIES (PX)	953.00	109.4500	104,305.85	96,5938	92,053.86	12,251.99	2.0101	2,096.60
PRICELINE.COM INC CMN (PCLN)	62.00	620.3900	38,464.18	604,1526	37,457.46	1,006.72		
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	1,364.00	67.8900	92,601.96	62,7980	85,656.41	6,945.55	3.3112	3,066.27
PVH CORP CMN (PVH)	689.00	111.0100	76,485.89	79,1076	54,505.11	21,980.78	0.1351	103.35
QUALCOMM INC CMN (QCOM)	3,689.00	61.8596	228,200.06	50,6634	186,897.22	41,302.84	1.6166	3,689.00
SALESFORCE.COM, INC CMN (CRM)	387.00	168.1000	65,054.70	141,5978	54,798.33	10,256.37		
SCHLUMBERGER LTD CMN (SLB)	2,545.00	69.2986	176,364.94	64,3108	163,670.86	12,694.07	1.5873	2,799.50
			468.88					
URBAN OUTFITTERS INC CMN (URBN)	1,422.00	39.3600	55,969.92	29,4593	41,891.19	14,078.73		
VERTEX PHARMACEUTICALS INC CMN (VRTX)	1,340.00	41.9000	56,146.00	41,7409	55,932.80	213.20		
XILINX INCORPORATED CMN (XLNX)	2,709.00	35.8610	97,147.45	30,8563	83,589.74	13,557.71	2.4539	2,303.92
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,551.00	37.3400	57,914.34	45,9635	71,209.45	(13,375.11)	2.1530	1,246.88

TOTAL GSAM: LARGE CAP GROWTH (CONCENTRATED)

3,654,194

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



Statement Detail
BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income	Estimated Annual Income
AMAZON.COM INC CMN (AMZN)	213.00	250.8700	53,435.31	204.0487	43,462.37	9,972.94			
AMERICAN INTL GROUP, INC. CMN (AIG)	1,558.00	35.3000	54,997.40	33.1726	51,682.94	3,314.46			
APPLE, INC. CMN (AAPL)	486.00	532.1729	258,636.03	287.0519	139,507.22	119,128.81	1.9918	5,151.60	
BROADCOM CORP CL-A CMN CLASS A (BRCM)	1,630.00	33.2100	54,132.30	33.6748	54,889.91	(757.61)	1.2045	652.00	
CARDINAL HEALTH INC CMN (CAH)	1,695.00	41.1800	69,000.10	42.2627	71,635.33	(1,835.23)	2.6712	1,864.50	
			466.13						
CELGENE CORPORATION CMN (CELG)	1,875.00	78.4700	147,131.25	61.2561	114,855.12	32,276.13			
CISCO SYSTEMS, INC. CMN (CSCO)	1,228.00	19.6494	24,129.46	17.8410	21,908.70	2,220.76	2.8500	687.68	
CITIGROUP INC. CMN (C)	1,472.00	39.5600	58,232.32	31.6957	46,656.11	11,576.21			
CITRIX SYSTEMS INC CMN (CTXS)	695.00	65.6200	45,605.90	63.0068	43,789.76	1,816.14			
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	1,012.00	73.8823	74,768.89	66.1409	66,934.56	7,834.33			
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	2,405.00	37.3600	89,850.80	26.5532	63,860.36	25,990.45	1.7398	-1,563.25	
			390.81						
COOPER COMPANIES INC (NEW) CMN (COO)	703.00	92.4800	65,013.44	83.5654	58,746.49	6,266.95	0.0649	42.18	
COSTCO WHOLESALE CORPORATION CMN (COST)	372.00	98.7300	36,727.56	99.7715	37,115.00	(387.44)	1.1141	409.20	
DANAHER CORPORATION CMN (DHR)	1,484.00	55.9000	82,955.60	53.1636	78,894.73	4,060.87	0.1789	148.40	
EBAY INC. CMN (EBAY)	564.00	50.9977	28,762.70	50.0743	28,241.89	520.81			
EMC CORPORATION MASS CMN (EMC)	2,327.00	25.3000	58,873.10	25.0620	58,319.18	553.92		-	
FMC CORPORATION CMN (FMC)	498.00	58.5200	29,142.96	54.3776	27,080.06	2,062.90	0.9228	268.92	
			67.23						

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



Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
WESTFIELD, LARGE CAP GROWTH								
GOOGLE, INC. CMN CLASS A (GOOG)	166.00	707.3800	117,425.08	575.4387	95,522.83	21,902.25		
HALLIBURTON COMPANY CMN (HAL)	2,588.00	34.6500	89,777.72	30.8793	79,915.58	9,862.14	1.0378	931.68
INTERNATIONAL PAPER CO. CMN (IP)	1,098.00	39.8400	43,744.32	34.5251	37,908.51	5,835.81	3.0120	1,317.60
JPMORGAN CHASE & CO CMN (JPM)	1,269.00	43.9691	55,796.79	41.4631	52,616.66	3,180.13	2.7292	1,522.80
KRAFT FOODS GROUP, INC. CMN (KFT)	1,215.00	45.4700	55,246.05	42.8717	52,089.14	3,156.91	4.3985	2,430.00
LAS VEGAS SANDS CORP. CMN (LVS)	765.00	46.1600	35,312.40	50.4642	38,605.09	(3,292.69)	2.1664	765.00
LOWES COMPANIES INC CMN (LOW)	1,984.00	35.5200	70,471.68	27.3020	54,167.09	16,304.59	1.8018	1,269.76
MERCK & CO., INC. CMN (MRK)	2,027.00	40.9400	82,985.38	44.2116	89,616.95	(6,631.57)	4.2013	3,486.44
			871.61					
MICROSOFT CORPORATION CMN (MSFT)	2,795.00	26.7097	74,633.61	28.2803	79,043.48	(4,389.87)	3.4444	2,571.40
MONDELEZ INTERNATIONAL, INC. CMN (MDLZ)	3,648.00	25.4532	92,853.27	25.6944	93,733.25	(879.98)		
MONSANTO COMPANY CMN (MON)	632.00	94.8500	59,818.80	87.5954	55,360.31	4,458.49	1.5848	948.00
NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN (NOV)	798.00	68.3500	54,543.30	49.4072	39,426.96	15,116.34	0.7608	414.96
NIKE CLASS-B CMN CLASS B (NKE)	828.00	51.6000	42,724.80	50.9856	42,199.48	525.32	0.8140	347.76
OCCIDENTAL PETROLEUM CORP CMN (OXY)	544.00	78.6100	41,675.84	93.6136	50,925.80	(9,249.96)	2.8195	1,175.04
ORACLE CORPORATION CMN (ORCL)	2,452.00	33.3200	81,700.84	27.4290	67,256.03	14,444.81	0.7203	588.48
PACCAR INC CMN (PCAR)	843.00	45.2100	38,112.03	44.8167	37,780.46	331.57	1.7695	674.40
PPG INDUSTRIES INC. CMN (PPG)	551.00	135.3500	74,577.85	105.9118	58,357.39	16,220.46	1.7436	1,300.36
PRECISION CASTPARTS CORP. CMN (PCP)	409.00	189.4200	77,472.78	163.6171	66,919.41	10,553.37	0.0634	49.08
QUALCOMM INC CMN (QCOM)	884.00	61.8596	54,683.89	56.6150	50,047.67	4,636.22	1.6166	884.00
SALESFORCE.COM, INC CMN (CRM)	349.00	168.1000	58,666.90	157.3916	54,929.67	3,737.23		
STANLEY BLACK & DECKER INC CMN (SWK)	1,090.00	73.9700	80,627.30	68.2809	74,426.19	6,201.11		
STARBUCKS CORP. CMN (SBUX)	1,188.00	53.6300	63,712.44	48.0499	57,083.24	6,629.20	1.5663	997.92
STATE STREET CORPORATION (NEW) CMN (STT)	900.00	47.0100	42,309.00	43.3924	39,053.19	3,255.81	2.0421	864.00
			216.00					
TEXAS INSTRUMENTS INC. CMN (TXN)	1,502.00	30.8900	46,396.78	29.0056	43,566.40	2,830.38	2.7193	1,261.68
THE HERSHEY COMPANY CMN (HSY)	1,025.00	72.2200	74,025.50	59.9212	61,419.27	12,606.23	2.3262	1,722.00
THERMO FISHER SCIENTIFIC INC CMN (TMO)	1,387.00	63.7800	88,462.86	54.8998	76,145.97	12,316.89	0.9407	832.20
			208.05					



Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
WESTFIELD: LARGE CAP GROWTH								
UNITED TECHNOLOGIES CORP CMN (UTX)	1,069.00	82.0100	87,668.69	77,0138	82,327.78	5,340.91	2.6094	2,287.66
VALERO ENERGY CORPORATION CMN (VLO)	2,915.00	34.1200	99,459.80	25,9918	75,765.95	23,693.85	2.0516	2,040.50
VERTEX PHARMACEUTICALS INC CMN (VRTX)	1,350.00	41.9000	56,565.00	39,3271	53,091.55	3,473.45		
VIACOM INC CMN CLASS B (VIAB)	1,032.00	52.7400	54,427.68	52,1767	53,846.34	581.34	2.0857	1,135.20
VISA INC. CMN CLASS A (V)	602.00	151.5800	91,251.16	133.8830	80,597.59	10,653.57	0.8708	794.64
WALT DISNEY COMPANY (THE) CMN (DIS)	1,867.00	49.7900	92,957.93	47,1329	87,997.15	4,960.78	1.5063	1,400.25
WATSON PHARMACEUTICALS INC CMN (WPI)	448.00	86.0000	38,528.00	81,0390	36,305.46	2,222.54		
WHOLE FOODS MARKET INC CMN (WFM)	395.00	91.1600	36,008.20	94,4208	37,296.21	(1,288.01)	0.8776	316.00
THE HOME DEPOT, INC. CMN (HD)	1,125.00	61.8500	69,501.25	48,2046	54,230.21	15,351.04	1.8755	1,305.00
CHECK POINT SOFTWARE TECH. LTD ORDINARY SHARES (CHKP)	942.00	47.6400	44,876.88	52,2447	49,214.48	(4,337.60)		
SUNCOR ENERGY INC. CMN (SU)	1,677.00	32.9800	55,307.46	36,4377	61,106.06	(5,798.60)	1.5882	878.40
WARNER CHILCOTT PLC CMN (WCRX)	2,762.00	12.0400	33,254.48	16,6131	45,805.38	(12,630.90)	4.1528	1,301.00
TOTAL WESTFIELD: LARGE CAP GROWTH								

3,656,903

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



Statement Detail
BROOKLYN COMM FDN - SNOW: ACV
Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY	Quantity	Market Price	Market Value /		Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
			Quantity	Market Price					
ABERCROMBIE & FITCH CO. CLASS A COMMON STOCK (ANF)	1,365.00	47.9700		65,479.05	31.9388	43,596.42	21,082.63	1.4592	955.50
AECOM TECHNOLOGY CORPORATION CMN (ACM)	3,455.00	23.8000		82,229.00	20.7216	71,593.24	10,635.76		
AGILENT TECHNOLOGIES, INC. CMN (A)	2,025.00	40.9400		82,903.50	38.6071	78,179.41	4,724.09	0.9770	810.00
ARCHER DANIELS MIDLAND CO CMN (ADM)	1,850.00	27.3900		50,871.50	30.1292	55,739.01	(5,067.51)	2.5557	1,295.00
ASPEN INSURANCE HOLDINGS LTD CMN (AHL)	1,580.00	32.0800		50,686.40	25.3146	39,997.12	10,689.28	2.1197	1,074.40
ATLAS AIR WORLDWIDE HOLDINGS CMN (AAWW)	1,475.00	44.3200		65,372.00	46.7030	68,886.93	(3,514.93)		
AVERY DENNISON CORPORATION CMN (AVY)	1,885.00	34.9200		65,824.20	29.5877	55,772.87	10,051.33	3.0928	2,035.80
AVNET INC. CMN (AVT)	2,095.00	30.6100		64,127.95	29.9656	62,777.98	1,349.97		
BAKER HUGHES INC CMN (BHI)	1,830.00	40.8477		74,751.29	46.9291	85,880.22	(11,128.93)	1.4689	1,098.00
BARNES GROUP INC CMN (B)	3,665.00	22.4600		82,315.90	21.6768	79,445.36	2,870.54	1.7809	1,466.00
BIG LOTS INC CMN (BIG)	2,355.00	28.4600		67,023.30	29.5488	69,587.54	(2,584.24)		
CHESAPEAKE ENERGY CORPORATION CMN (CHK)	4,550.00	16.6200		75,621.00	19.8120	90,144.57	(14,523.57)	2.1059	1,592.50
COMMUNITY HEALTH SYS INC CMN (CYH)	2,655.00	30.7400		81,814.70	23.1490	61,460.51	20,154.19		
FIRST NIAGARA FINANCIAL GROUP, CMN (FNFG)	10,320.00	7.9300		81,837.60	8.5786	88,530.91	(6,693.31)	4.0353	3,302.40
GENERAL DYNAMICS CORP. CMN (GD)	580.00	69.2700		40,176.60	66.8975	38,800.55	1,376.05	2.9450	1,183.20
HEALTH MANAGEMENT ASSOC. CL A CMN CLASS A (HMA)	6,735.00	9.3200		62,770.20	7.9051	53,240.79	9,529.41		
HOSPIRA, INC. CMN (HSP)	2,025.00	31.2400		63,261.00	31.4978	63,783.12	(522.12)		
INTERNATIONAL PAPER CO. CMN (IP)	2,165.00	39.8400		86,253.60	27.9808	60,578.48	25,675.12	3.0120	2,598.00
JOHNSON CONTROLS INC CMN (JCI)	1,800.00	30.6700		55,206.00	28.1340	50,641.22	4,564.78	2.4780	1,368.00
KENNAMETAL INC. CMN (KMT)	675.00	40.0000		27,000.00	40.0861	27,058.10	(58.10)	1.6000	432.00

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

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

Portfolio No: XXX-XX346-5

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Statement Detail
BROOKLYN COMM FDN - SNOW: ACV
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SNOW: ALL CAP VALUE								
KINDRED HEALTHCARE INC. CMN (KND)	3,520.00	10.8200	38,086.40	12.3198	43,365.78	(5,279.38)		
MACY'S INC. CMN (M)	2,030.00	39.0200	79,210.60	25.2393	51,235.86	27,974.74	2.0502	1,624.00
			406.00					
METLIFE, INC. CMN (MET)	2,335.00	32.9400	76,914.90	30.9433	72,252.65	4,662.25	2.2465	1,727.90
PATTERSON-UTI ENERGY, INC. ORD CMN (PTEN)	4,330.00	18.6300	80,667.90	18.4065	79,700.26	967.64	1.0735	866.00
QUALITY SYSTEMS INC CMN (QSII)	780.00	17.3600	13,540.80	18.3881	14,342.73	(801.93)	4.0323	546.00
SEALED AIR CORPORATION CMN (SEE)	4,745.00	17.5100	83,084.95	17.0161	80,741.49	2,343.46	2.9697	2,467.40
TEREX CORP (NEW) CMN (TEX)	3,160.00	28.1100	88,827.60	19.8598	62,756.91	26,070.69		
TEXAS INSTRUMENTS INC. CMN (TXN)	2,630.00	30.8900	81,240.70	21.4909	56,521.11	24,719.59	2.7193	2,209.20
TRUE RELIGION APPAREL INC CMN (TRLG)	1,070.00	25.4200	27,199.40	24.9837	26,732.52	466.88	3.1471	856.00
VALERO ENERGY CORPORATION CMN (VLO)	2,405.00	34.1200	82,058.60	21.4016	51,470.86	30,587.74	2.0516	1,683.50
WELLPPOINT, INC. CMN (WLP)	1,395.00	60.9200	84,983.40	56.1830	78,375.22	6,608.18	1.8877	1,604.25
WELLS FARGO & CO (NEW) CMN (WFC)	2,375.00	34.1800	81,177.50	30.9079	73,406.28	7,771.22	2.5746	2,090.00
BP P.L.C. SPONSORED ADR CMN (BP)	940.00	41.6400	39,141.60	39.6094	37,232.84	1,908.76	5.1873	2,030.40
EATON CORP PLC CMN (ETN)	1,220.00	54.1800	66,099.60	51.8128	63,211.66	2,887.94		
RIO TINTO PLC SPONSORED ADR (RIO)	920.00	58.0900	53,442.80	52.3143	48,129.14	5,313.66	2.8499	1,523.05
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,890.00	37.3400	70,572.60	44.5401	84,180.79	(13,608.18)	2.1530	1,519.41
TOTAL SNOW: ALL CAP VALUE								

2,369,044

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

Portfolio No. XXX-XX346-5

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Statement Detail
BROOKLYN COMM FDN - DF DENT: ACG
Holdings

PUBLIC EQUITY

Period Ended December 31, 2012

US EQUITY	Quantity	Market Price	Market Value /		Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
			Accrued Income	Market Price /					
	Quantity	Market Price	Accrued Income	Market Price /	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3 D SYSTEMS CORP (NEW) CMN (DDD)	1,050.00	53.3500	56,017.50		25.2649	26,528.18	29,489.32		
ADTRAN INC CMN (ADTN)	1,510.00	19.5400	29,505.40		31.5037	47,570.63	(18,065.23)	1.8424	543.60
AMERICAN PUBLIC EDUCATION INC. CMN (APEI)	769.00	36.1200	27,776.28		30.6757	23,589.61	4,186.67		
AMERICAN TOWER CORPORATION CMN (AMT)	661.00	77.2700	51,075.47		50.0041	33,052.72	18,022.75	1.1906	600.12
ANSYS INC CMN (ANSS)	1,702.00	67.3400	114,612.68		48.2052	82,045.32	32,567.36		
APACHE CORP. CMN (APA)	277.00	78.5000	21,744.50		92.8804	25,727.88	(3,983.38)	0.8662	100.36
CELGENE CORPORATION CMN (CELG)	548.00	78.4700	43,001.56		64.8628	35,544.84	7,456.72		
CLEAN HARBORS INC CMN (CLH)	827.00	55.0100	45,493.27		53.3207	44,096.23	1,397.04		
CONCHO RESOURCES INC. CMN (CXO)	362.00	80.5600	29,162.72		81.9627	29,670.48	(507.76)		
CONCUR TECHNOLOGIES INC CMN (CNOR)	805.00	67.5200	54,353.60		45.9936	37,024.82	17,328.78		
COSTAR GROUP INC CMN (CSGP)	428.00	89.3700	38,071.62		65.0300	27,702.78	10,368.94		
DEALERTRACK TECHNOLOGIES, INC. CMN (TRAK)	1,872.00	28.7200	53,763.84		21.1926	39,672.60	14,091.24		
ECOLAB INC CMN (ECL)	922.00	71.9000	66,291.80		55.7217	51,375.37	14,916.43	1.2796	848.24
EXPEDITORS INTL WASH INC CMN (EXPD)	2,298.00	39.5500	90,885.90		38.4038	88,251.98	2,633.92	1.4159	1,286.80
FASTENAL CO CMN (FAST)	2,918.00	46.6500	136,124.70		28.7819	83,985.56	52,139.14	1.8006	2,451.12
GARDEN DENVER INC CMN (GDI)	354.00	68.5000	24,249.00		64.3562	22,782.10	1,466.90	0.2920	70.80
HEALTHCARE SVCS GROUP INC CMN (HCSG)	2,317.00	23.2300	53,823.91		16.8978	39,152.18	14,671.73	2.8412	1,529.22
IDEXX LABORATORIES CMN (IDXX)	1,033.00	92.8000	95,862.40		62.5730	64,637.88	31,224.52		
II-VI INC CMN (IVI)	2,756.00	18.2300	50,241.88		18.5275	51,051.84	(819.96)		
INNERWORKINGS INC CMN (INWK)	1,864.00	13.7800	25,685.92		12.7612	23,786.86	1,899.06		

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Portfolio No: XXX-XX347-3

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Statement Detail

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

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DF DENT: ALL CAP GROWTH								
JACOBS ENGINEERING GRP CMN (JEC)	1,433.00	42.5700	61,002.81	47.3969	67,919.71	(6,916.90)		
K12 INC. CMN (LHN)	1,185.00	20.4400	24,221.40	20.8234	24,675.75	(454.35)		
LKQ CORPORATION CMN (LKQ)	2,792.00	21.1000	58,911.20	15.0246	41,948.70	16,962.50		
MARKEL CORPORATION CMN (MKL)	171.00	433.4200	74,114.82	369.5288	63,189.43	10,925.39		
MONSANTO COMPANY CMN (MON)	289.00	94.6500	27,353.85	76.0615	21,981.77	5,372.08	1.5848	433.50
NIC INC CMN (EGOV)	1,971.00	16.3400	32,206.14	13.0007	25,624.30	6,581.84		
POLYPORE INTERNATIONAL, INC. CMN (PPO)	607.00	46.5000	28,225.50	39.3286	23,872.43	4,353.07		
PRICE T ROWE GROUP INC CMN (TROW)	1,194.00	65.1171	77,749.82	42.7025	50,986.77	26,763.04	2.0885	1,623.84
QUALCOMM INC CMN (QCOM)	1,757.00	61.8596	108,687.32	48.2295	84,739.30	23,948.01	1.6166	1,757.00
RESMED INC. CMN (RMD)	1,617.00	41.5700	67,218.69	28.0302	45,324.82	21,893.87	1.6358	1,099.56
ROPER INDS INC (NEW) CMN (ROP)	592.00	111.4800	65,996.16	70.4063	41,680.55	24,315.61	0.5920	390.72
SCHLUMBERGER LTD CMN (SLB)	1,121.00	69.2986	77,683.73	56.2151	63,017.16	14,666.57	1.5873	1,233.10
			223.58					
SEI INVESTMENTS CO CMN (SEIC)	2,766.00	23.3400	64,558.44	19.9025	55,050.25	9,508.19	1.3710	885.12
SOUTHWESTERN ENERGY CO. CMN (SWN)	1,090.00	33.4100	36,416.90	34.1020	37,171.13	(754.23)		
STERICYCLE INC CMN (SRCL)	533.00	93.2800	49,718.24	73.6803	39,271.59	10,446.65		
TRIMBLE NAVIGATION LTD CMN (TRMB)	1,815.00	59.7800	108,500.70	37.6716	68,374.00	40,126.70		
TYLER TECHNOLOGIES INC CMN (TYL)	642.00	48.4400	31,098.48	44.1487	28,343.49	2,754.99		
VISA INC CMN CLASS A (V)	644.00	151.5800	97,617.52	93.1169	59,967.29	37,650.23	0.8708	850.08
CORE LABORATORIES N.V. CMN (CLB)	344.00	109.3100	37,602.64	69.2243	23,813.15	13,789.49	1.0246	385.28
POTASH CORP OF SASKATCHEWAN INC (POT)	1,216.00	40.6900	49,479.04	43.8595	53,333.16	(3,854.12)	2.0644	1,021.44
TOTAL DF DENT: ALL CAP GROWTH								

2,286,108

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

Portfolio No. XXX-XX347-3

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BROOKLYN COMM FDN - SOUTHERNSUN: SCC
Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
AFFILIATED MANAGERS GROUP INC CMN (AMG)								
	595.00	130.1500	77,439.25	67.2926	40,039.12	37,400.13		
AGCO CORP CMN (AGCO)								
	1,805.00	49.1200	88,661.60	36.1241	65,203.96	23,457.64		
BRINK'S COMPANY (THE) CMN (BCO)								
	3,110.00	28.5300	88,728.30	27.4420	85,344.65	3,383.65	1.4020	1,244.00
CARBO CERAMICS INC CMN (CRR)								
	1,070.00	78.3400	83,923.80	80.0554	85,659.26	(1,835.46)	1.3786	1,155.60
CENTENE CORPORATION CMN (CNC)								
	1,965.00	41.0000	80,565.00	31.7768	62,441.37	18,123.63		
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)								
	1,260.00	53.3600	67,233.60	47.2227	59,500.55	7,733.05	1.6492	1,108.80
DARLING INTERNATIONAL INC CMN (DAR)								
	5,195.00	16.0400	83,327.80	11.0850	57,586.75	25,741.05		
HILL-ROM HOLDINGS, INC CMN (HRC)								
	1,975.00	28.5000	56,287.50	28.4061	56,102.03	185.47	1.7544	987.50
ICONIX BRAND GROUP INC CMN (ICON)								
	3,725.00	22.3200	83,142.00	17.4161	64,874.81	18,267.19		
KOPPERS HOLDINGS INC. CMN (KOP)								
	1,910.00	38.1500	72,866.50	32.1677	61,440.26	11,426.24	2.5164	1,833.60
MIDDLEBY CORP CMN (MIDD)								
	520.00	128.2100	66,669.20	72.2903	37,590.96	29,078.24		
NORDSON CORP CMN (NDSN)								
	810.00	63.1200	51,127.20	32.2862	26,151.81	24,975.39	0.9506	486.00
OGE ENERGY CORP (HOLDING CO) CMN (OGE)								
	1,180.00	56.3100	66,445.80	39.8283	46,997.34	19,448.46	2.9657	1,970.60
POLARIS INDS INC CMN (PII)								
	775.00	84.1500	65,216.25	36.4989	28,286.67	36,929.58	1.7588	1,147.00
SANDERSON FARMS INC CMN (SAFM)								
	1,225.00	47.5500	58,248.75	46.7599	57,280.90	967.85	1.4301	833.00
SMITHFIELD FOODS INC. CMN (SFD)								
	2,760.00	21.5700	59,533.20	18.8724	52,087.95	7,445.25		
THOR INDUSTRIES INC CMN (THO)								
	1,740.00	37.4300	65,128.20	30.1494	52,459.88	12,668.32	1.9236	1,252.80
TRINITY INDUSTRIES INC (DEL) CMN (TRN)								
	2,700.00	35.8200	96,714.00	26.5136	71,586.85	25,127.15	1.2284	1,188.00

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

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



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

PUBLIC EQUITY (Continued) Period Ended December 31, 2012

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
SOUTHERNSUN: SMALL CAP CORE								
URS CORPORATION CMN (URS)	2,320.00	39.2600	91,083.20 464.00	39.2560	91,073.98	9.22	2.0377	1,856.00
CHICAGO BRIDGE & IRON COMPANY CMN SERIES (CBI)	2,075.00	46.3500	96,176.25	23.6014	48,972.97	47,203.28	0.4315	415.00
TOTAL SOUTHERNSUN: SMALL CAP CORE								

1498,418

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

BROOKLYN COMM FDN - DIAMONDHILL: LCV

Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY								
	Quantity	Market Price	Accrued Income	Unit Cost	Original Cost	Gain (Loss)	Current Yield	Annual Income
			Market Value /					
			Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	801.00	92.8500	74,372.85	85.0580	68,131.48	6,241.37	2.5417	1,890.36
ABBOTT LABORATORIES CMN (ABT)	1,684.00	65.5000	110,302.00	55.0287	92,668.36	17,633.64	0.8550	943.04
AIR PRODUCTS & CHEMICALS INC CMN (APD)	443.00	84.0200	37,220.86	79.8752	35,304.72	1,836.14	3.0469	1,134.08
			283.52					
AMERICAN INTL GROUP, INC. CMN (AIG)	3,233.00	35.3000	114,124.90	34.8317	112,610.78	1,514.12		
APACHE CORP. CMN (APA)	935.00	78.5000	73,397.50	91.1082	85,186.21	(11,788.71)	0.8662	635.80
BAXTER INTERNATIONAL INC CMN (BAX)	893.00	66.6600	59,527.38	54.7525	48,893.97	10,633.41	2.7003	1,607.40
			327.60					
BOSTON SCIENTIFIC CORP. COMMON STOCK (BSX)	8,135.00	5.7300	46,613.55	5.7721	46,955.64	(342.09)		
CHARLES SCHWAB CORPORATION CMN (SCHW)	4,015.00	14.3600	57,655.40	12.9758	52,097.66	5,557.74	1.6713	963.60
CHUBB CORP CMN (CB)	938.00	75.3200	70,650.16	62.9669	59,062.93	11,587.23	2.1774	1,538.32
			384.58					
CISCO SYSTEMS, INC. CMN (CSCO)	3,748.00	19.6494	73,645.95	19.6153	73,518.02	127.93	2.8500	2,090.88
CITIGROUP INC. CMN (C)	2,831.00	39.5600	111,994.36	34.7027	98,243.36	13,751.00		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	1,266.00	37.3600	47,297.76	28.1520	35,640.40	11,657.36	1.7398	822.90
			205.73					
CONAGRA INC CMN (CAG)	2,446.00	29.5000	72,157.00	22.3529	54,675.09	17,481.91	3.3898	2,446.00
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	1,853.00	52.0400	96,430.12	59.4335	110,130.26	(13,700.14)	1.5373	1,482.40
DOVER CORPORATION CMN (DOV)	1,142.00	65.7100	75,040.82	50.7621	57,970.35	17,070.47	2.1306	1,598.80
EOG RESOURCES INC CMN (EOG)	907.00	120.7900	109,556.53	105.1779	95,396.35	14,160.18	0.5630	616.76

*This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
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Portfolio No: XXX-XX345-7

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BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DIAMOND HILL: LARGE CAP VALUE								
EXXON MOBIL CORPORATION CMN (XOM)	215.00	86.5500	18,608.25	83.5948	17,972.88	635.37	2.6343	490.20
GENERAL MILLS INC CMN (GIS)	1,776.00	40.4200	71,785.92	36.3239	64,511.31	7,274.61	3.2657	2,344.32
HARTFORD FINANCIAL SVCS GROUP CMN (HIG)	5,150.00	22.4400	115,566.00	20.8729	107,495.41	8,070.59	1.7825	2,060.00
			358.70					
HOLLYFRONTIER CORP CMN (HFC)	398.00	46.5500	18,526.90	37.3026	14,846.45	3,680.45	1.7186	318.40
ILLINOIS TOOL WORKS CMN (ITW)	1,005.00	60.8100	61,114.05	50.9039	51,158.43	9,955.62	2.4996	1,527.60
INTL BUSINESS MACHINES CORP CMN (IBM)	383.00	191.5500	73,363.65	170.7994	65,416.16	7,947.49	1.7760	1,302.20
JOHNSON & JOHNSON CMN (JNJ)	1,191.00	70.1000	83,489.10	68.2292	81,261.04	2,228.06	3.4807	2,906.04
JPMORGAN CHASE & CO CMN (JPM)	2,557.00	43.9691	112,428.99	42.1285	107,722.48	4,706.51	2.7292	3,068.40
JUNIPER NETWORKS, INC. CMN (JNPR)	2,003.00	19.6700	39,399.01	17.6507	35,354.40	4,044.61		
KIMBERLY CLARK CORP CMN (KMB)	1,060.00	84.4300	89,495.80	75.4570	79,984.40	9,511.40	3.5059	3,137.60
			547.60					
LINEAR TECHNOLOGY CORP CMN (LLTC)	1,083.00	34.3000	37,489.90	32.1391	35,127.99	2,361.91	3.0321	1,136.72
MC DONALDS CORP CMN (MCD)	824.00	88.2100	72,685.04	71.0870	58,575.68	14,109.36	3.4917	2,537.92
MEDTRONIC INC CMN (MDT)	2,583.00	41.0200	105,954.66	37.0577	95,719.97	10,234.69	2.5353	2,686.32
MERCK & CO., INC. CMN (MRK)	1,630.00	40.9400	66,732.20	36.8847	60,121.98	6,610.22	4.2013	2,803.60
			700.90					
MICROSOFT CORPORATION CMN (MSFT)	3,424.00	26.7097	91,454.01	26.0339	89,140.16	2,313.85	3.4444	3,150.08
NIKE CLASS-B CMN CLASS B (NKE)	1,110.00	51.8000	57,276.00	42.6840	47,379.21	9,896.79	0.8140	466.20
OCCIDENTAL PETROLEUM CORP CMN (OXY)	1,757.00	76.6100	134,603.77	78.4715	137,874.41	(3,270.64)	2.8195	3,795.12
PARKER-HANNIFIN CORP. CMN (PHI)	886.00	85.0600	75,363.16	68.4484	60,645.27	14,717.89	1.9281	1,453.04
PEPSICO INC CMN (PEP)	1,303.00	68.4300	89,164.29	66.0406	86,050.94	3,113.35	3.1419	2,801.45
			475.15					
PFIZER INC. CMN (PFE)	4,307.00	25.0795	108,016.55	20.1531	86,799.51	21,217.03	3.8279	4,134.72
PNC FINANCIAL SERVICES GROUP CMN (PNC)	1,623.00	58.3100	94,637.13	58.8189	95,463.12	(825.99)	2.7440	2,596.80
PPG INDUSTRIES INC. CMN (PPG)	300.00	135.3500	40,605.00	95.1668	28,550.03	12,054.97	1.7436	708.00
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	1,459.00	67.8900	99,051.51	57.0058	83,171.43	15,880.08	3.3112	3,279.83
PROGRESSIVE CORPORATION (THE) CMN (PGR)	1,765.00	21.1000	37,241.50	21.0192	37,098.84	142.66	1.9299	718.71
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,382.00	53.3300	73,702.06	49.9050	68,968.72	4,733.34	3.0002	2,211.20
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	937.00	58.2700	54,598.99	52.7792	49,454.11	5,144.88	2.0594	1,124.40



Statement Detail

BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

PUBLIC EQUITY (Continued) Period Ended December 31, 2012

US EQUITY	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
DIAMOND HILL: LARGE CAP VALUE								
SYSCO CORPORATION CMN (SYY)	2,305.00	31.6600	72,976.30	30.8846	71,189.05	1,787.25	3.5376	2,581.60
THE TRAVELERS COMPANIES, INC CMN (TRV)	497.00	71.8200	35,694.54	66.2726	32,937.50	2,757.04	2.5620	914.48
TJX COMPANIES INC (NEW) CMN (TJX)	1,568.00	42.4500	66,561.60	42.8398	67,172.85	(611.25)	1.0836	721.28
UNITED TECHNOLOGIES CORP CMN (UTX)	1,581.00	82.0100	129,657.81	61.6860	97,525.64	32,132.17	2.6094	3,383.34
VF CORP CMN (VFC)	465.00	150.9700	70,201.05	149.1274	69,344.22	856.83	2.3051	1,618.20
WALT DISNEY COMPANY (THE) CMN (DIS)	1,459.00	49.7900	72,643.61	42.1556	61,505.07	11,138.54	1.5063	1,094.25
WELLS FARGO & CO (NEW) CMN (WFC)	2,204.00	34.1800	75,332.72	29.9891	66,095.97	9,236.75	2.5746	1,939.52
TOTAL DIAMOND HILL: LARGE CAP VALUE								

3,581,036

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

Portfolio No: XXX-XX345-7

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BROOKLYN COMM FDN - HERNDON CAPITAL: LCV Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

US EQUITY

HERNDON CAPITAL: LARGE CAP VALUE

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
U S DOLLAR	360.88	1.0000	360.88		360.88			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)*	124,715.09	1.0000	124,715.09	1.0000	124,715.09		0.1340	167.13
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFLAC INCORPORATED CMN (AFL)	2,708.00	53.1200	143,848.96	45.1601	122,293.44	21,555.52	2.6355	3,791.20
ALTRIA GROUP, INC. CMN (MO)	2,890.00	31.4400	90,861.60	28.1999	81,497.58	9,364.02	5.5980	5,086.40
			1,271.50					
APACHE CORP. CMN (APA)	1,100.00	78.5000	86,350.00	85.0592	93,565.10	(7,215.10)	0.8662	748.00
APOLLO GROUP CLASS A COMMON STOCK (APOL)	3,182.00	20.9200	66,567.44	22.3454	71,103.12	(4,535.68)		
APPLE, INC. CMN (AAPL)	150.00	532.1729	79,825.94	450.2259	67,533.89	12,292.05	1.9918	1,590.00
BAXTER INTERNATIONAL INC CMN (BAX)	542.00	66.6800	36,129.72	65.8281	35,678.85	450.87	2.7003	975.60
			176.40					
CATERPILLAR INC (DELAWARE) CMN (CAT)	694.00	89.6085	62,188.30	98.5201	68,372.94	(6,184.64)	2.3212	1,443.52
CBOE HOLDINGS, INC. CMN (CBOE)	3,572.00	29.4600	105,231.12	29.6638	105,958.98	(727.86)	2.0367	2,143.20
CF INDUSTRIES HOLDINGS, INC. CMN (CF)	391.00	203.1600	79,435.56	174.2086	68,115.58	11,319.99	0.7876	625.60
CHEVRON CORPORATION CMN (CVX)	683.00	108.1400	73,859.62	106.7237	72,892.30	967.32	3.3290	2,458.80
CLIFFS NATURAL RESOURCES INC. CMN (CLF)	1,724.00	38.5700	66,494.68	54.0186	93,128.01	(26,633.33)	6.4817	4,310.00
COACH INC CMN (COH)	1,581.00	55.5100	87,761.31	63.4978	100,389.99	(12,628.68)	2.1618	1,897.20
COLGATE-PALMOLIVE CO CMN (CL)	538.00	104.5400	56,242.52	106.1815	57,125.66	(883.14)	2.3723	1,334.24
CONOCOPHILLIPS CMN (COP)	1,313.00	57.9900	76,140.87	54.7403	71,873.95	4,266.92	4.5525	3,466.32
CUMMINS INC COMMON STOCK (CMI)	693.00	108.3500	75,086.55	96.3271	66,754.70	8,331.85	1.8459	1,386.00
DISCOVER FINANCIAL SERVICES CMN (DFS)	2,809.00	38.5500	108,286.95	35.7023	100,287.72	7,999.23	1.4527	1,573.04
			393.26					
EATON VANCE CORP (NON-VTG) CMN (EV)	3,338.00	31.8500	106,315.30	28.2233	94,209.45	12,105.85	2.5118	2,670.40

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Statement Detail

BROOKLYN COMM FDN- HERNDON CAPITAL: LCV
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL: LARGE CAP VALUE								
ELI LILLY & CO CMN (LLY)	1,659.00	49.3200	81,821.88	45.4881	75,464.71	6,357.17	3.9740	3,251.64
ENDO HEALTH SOLUTIONS INC CMN (ENDP)	2,362.00	26.2301	61,955.50	35.5235	83,906.56	(21,951.07)		
EXXON MOBIL CORPORATION CMN (XOM)	1,057.00	86.5500	91,483.35	85.1642	90,018.55	1,464.80	2.6343	2,409.96
FEDERATED INVESTORS, INC. CMN CLASS B (FII)	5,947.00	20.2300	120,307.81	19.0034	113,013.43	7,294.38	4.7454	5,709.12
GILEAD SCIENCES CMN (GILD)	1,390.00	73.4500	102,095.50	52.0301	72,321.77	29,773.73		
HALLIBURTON COMPANY CMN (HAL)	2,846.00	34.6900	98,727.74	34.8202	99,098.16	(370.42)	1.0378	1,024.56
HEALTH MANAGEMENT ASSOC CL A CMN CLASS A (HMA)	9,719.00	9.3200	90,581.08	7.5136	73,024.61	17,556.47		
HERBALIFE LTD. CMN (HLF)	1,716.00	32.9400	56,525.04	55.0100	94,397.13	(37,872.09)	3.6430	2,059.20
HOLLYFRONTIER CORP CMN (HFC)	2,169.00	46.5500	100,966.95	38.5657	83,649.00	17,317.95	1.7186	1,735.20
INTL BUSINESS MACHINES CORP CMN (IBM)	414.00	191.5500	79,301.70	184.6843	76,459.31	2,842.39	1.7750	1,407.60
JOY GLOBAL INC. CMN (JOY)	1,227.00	63.7800	78,258.06	57.3836	70,409.72	7,848.34	1.0975	858.90
LOCKHEED MARTIN CORPORATION CMN (LMT)	877.00	92.2900	80,938.33	83.7509	73,449.57	7,488.76	4.9843	4,034.20
MARATHON PETROLEUM CORPORATION CMN (MPC)	1,604.00	63.0000	101,052.00	48.8885	78,417.09	22,634.91	2.2222	2,245.60
MICROSOFT CORPORATION CMN (MSFT)	2,010.00	26.7097	53,686.50	28.8676	58,023.97	(4,337.47)	3.4444	1,849.20
NEWFIELD EXPLORATION CO. CMN (NFX)	1,166.00	26.7800	31,225.48	28.6938	33,456.92	(2,231.44)		
NEWMARKET CORP CMN (NEU)	298.00	262.2000	78,135.60	254.8289	75,939.00	2,196.60	1.1442	894.00
PATTERSON-UTI ENERGY, INC. ORD CMN (PTEN)	4,429.00	18.6300	82,512.27	17.5002	77,508.36	5,003.91	1.0735	885.80
PHILIP MORRIS INTL INC CMN (PM)	1,073.00	83.6400	89,745.72	76.8096	82,416.70	7,329.02	4.0650	3,648.20
			912.05					
ROSS STORES, INC CMN (ROST)	1,014.00	54.0900	54,847.26	60.3195	61,163.98	(6,316.72)	1.0353	567.84
RPC INC CMN (RES)	6,409.00	12.2400	78,446.16	11.8033	75,647.19	2,798.97	2.6144	2,050.88
SOUTHERN COPPER CORPORATION CMN (SCCO)	1,045.00	37.8600	39,563.70	35.7162	37,323.47	2,240.23	9.7993	3,876.95
T.J.X COMPANIES INC (NEW) CMN (TJX)	2,401.00	42.4500	101,922.45	32.6456	78,382.06	23,540.39	1.0836	1,104.46
UNITED THERAPEUTICS CORP CMN (UTHR)	717.00	53.4200	38,302.14	52.1980	37,425.95	876.19		
WADDELL & REED FIN., INC. CLASS A COMMON (WDR)	2,930.00	34.8200	102,022.60	32.7579	95,980.68	6,041.92	3.2165	3,281.60
WESTERN DIGITAL CORPORATION CMN (WDC)	2,065.00	42.4900	87,741.85	35.9568	74,250.71	13,491.14	2.3535	2,065.00
YUM BRANDS, INC. CMN (YUM)	1,253.00	66.4000	83,199.20	63.0951	79,058.11	4,141.09	2.0181	1,679.02
COPA HOLDINGS, S.A. CMN CLASS A (CPA)	858.00	99.4500	85,328.10	75.7995	65,036.01	20,292.09	4.3741	3,732.30



Statement Detail

BROOKLYN COMM FDN - HERNDON CAPITAL: LCV
Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL: LARGE CAP VALUE								
ULTRA PETROLEUM CORP CMN (UPL)	1,639.00	18.1300	29,715.07	21.7792	35,696.04	(5,980.97)		
TOTAL HERNDON CAPITAL: LARGE CAP VALUE			3,706,111.45		3,546,795.99	159,315.46	2.6189	86,037.88
			2,753.31					

3,689,858

⁶ Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments. If applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization. Adjusted cost for GWS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS GLOBAL TACTICAL TRADING	721,983.	721,983.
GS HEDGE FUND PARTNERS	6,233,297.	6,233,297.
GS HEDGE FUND PARTNERS PLUS	479,384.	479,384.
PORTFOLIO 4 LLC - CLASS 1	12,840,467.	12,840,467.
TOTALS	<u>20,275,131.</u>	<u>20,275,131.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	21,262.	21,262.
TOTALS	<u>21,262.</u>	<u>21,262.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS GLOBAL TACTICAL TRADING	721,983.	721,983.
GS HEDGE FUND PARTNERS	6,233,297.	6,233,297.
GS HEDGE FUND PARTNERS PLUS	479,384.	479,384.
PORTFOLIO 4 LLC - CLASS 1	12,840,467.	12,840,467.
TOTALS	<u>20,275,131.</u>	<u>20,275,131.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	21,262.	21,262.
TOTALS	<u>21,262.</u>	<u>21,262.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

DEFERRED RENT PAYABLE

18,981.

TOTALS

18,981.

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	3,919,415.
TOTAL	<u>3,919,415.</u>

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

ATTACHMENT 15

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

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROHIT DESAI 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
DONALD ELLIOTT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
EDWARD GENTNER, JR. 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
RALPH HERZKA 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
SISTER ELIZABETH HILL 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MALCOLM MACKAY 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
CONSTANCE R. ROOSEVELT 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
REV. EMMA JORDAN-SIMPSON 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
MICHAEL SHERMAN 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
CLAIRE SILBERMAN 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARILYN GELBER 45 MAIN STREET 409 BROOKLYN, NY 11201	PRESIDENT 35.00	175,000.	14,135.	0
RICHARD MOORE 45 MAIN STREET 409 BROOKLYN, NY 11201	DIRECTOR 1.00	0	0	0
GRAND TOTALS		175,000.	14,135.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
ALEXANDER VILLARI 45 MAIN STREET 409 BROOKLYN, NY 11201	DIR. OF DEVELOPMENT 35.00	73,231.	5,492. 0
MICHAEL BURKE 45 MAIN STREET 409 BROOKLYN, NY 11201	COO 35.00	149,539.	11,877. 0
		<u>222,770.</u>	<u>17,369. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GOLDMAN SACHS 200 WEST STREET NEW YORK, NY 10282	INVESTMENT MGMT.	274,575.
FISCAL MANAGEMENT ASSOCIATES 440 PARK AVENUE NEW YORK, NY 10016	CONSULTING	131,027.
	TOTAL COMPENSATION	<u>405,602.</u>

ATTACHMENT 18

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

ONLINE APPLICATION PROCESS ONLY
WWW.BCFNY.ORG

QUESTIONS ON APPLICATION PROCESS:
GRANT ADMINISTRATOR

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

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

ONLINE APPLICATION PROCESS ONCE PER YEAR STARTING IN JANUARY VIA OUR
WEBSITE WWW.BROOKLYNCOMMUNITYFOUNDATION.ORG.

Grants Paid During the Year

Description	Amount
Education and Youth Achievement-See Attached	742,604.00
Arts for All Funds-See Attached	796,500.00
Caring for Neighbors-See Attached	583,000.00
Community Development -See Attached	401,500.00
Initiative Program-See Attached	559,711.00
Green Initiatives- See Attached	717,840.00
Matching Donations-See Attached	<u>1,400.00</u>
Total	3,802,555.00
Payable 2012 Payments	675,000.00
Current Year Weeksville Payable	105,000.00
Change in Discount	
Misc. Difference	<u></u>
Total	<u>4,582,555.00</u>

Education and Youth Achievement

Date	Description	Amount
9/28/12	Gowanus In Unity Tutoring Inc.	\$500.00
3/29/12	Brooklyn Boatworks	\$500.00
3/29/12	Friends of the Co-op School	\$500.00
6/3/12	Sadie Nash Leadership Project	\$1,000.00
7/10/12	New York City Youth Funders Network	\$2,500.00
9/28/12	Girls Write Now	\$2,500.00
9/28/12	Willie Mae Rock Camp for Girls	\$2,500.00
12/19/12	P.S. 84	\$2,500.00
12/19/12	P.S. 15 The Patrick F. Daly School	\$4,650.00
12/19/12	Brooklyn New School/P.S. 146	\$4,954.00
9/28/12	PS 39 Henry Bristow Landmark School	\$5,000.00
12/19/12	Science Technology (STAR) & Research Early College	\$5,000.00
12/31/12	Academy for Hospitality and Tourism	\$5,000.00
12/31/12	High School for Service and Learning	\$5,000.00
7/10/12	Sponsors for Educational Opportunity	\$10,000.00
1/4/12	Flanbwayan Haitian Literacy Project	\$10,000.00
7/10/12	Flanbwayan Haitian Literacy Project	\$10,000.00
7/25/12	Coro New York Leadership Center	\$10,000.00
7/10/12	Globalhood	\$10,000.00
7/25/12	Brooklyn Friends School	\$10,000.00
7/10/12	The Adams Street Foundation	\$10,000.00
7/10/12	Green Guerrillas/H.S. for Public Service	\$10,000.00
7/10/12	Opportunities for a Better Tomorrow	\$10,000.00
7/10/12	Dance Theatre Etcetera	\$10,000.00
7/10/12	Berean Community and Family Life Center	\$10,000.00
7/10/12	Catholic Charities of Brooklyn and Queens	\$10,000.00
7/10/12	Ohr Halimud-The Multi-Sensory Learning Center	\$10,000.00
7/25/12	Arthur Ashe Institute for Urban Health	\$15,000.00
7/10/12	Good Shepherd Services	\$15,000.00
7/10/12	iMentor	\$15,000.00
7/10/12	University Settlement Society of New York	\$15,000.00
7/10/12	Girl Scouts Council of Greater New York, Inc.	\$15,000.00
7/25/12	Global Kids	\$15,000.00
7/10/12	Brooklyn College Community Partnership	\$15,000.00
7/10/12	Good Shepherd Services	\$15,500.00
7/10/12	Catholic Charities of Brooklyn and Queens	\$20,000.00
7/10/12	Brooklyn Kindergarten Society	\$20,000.00
7/10/12	Exalt Youth	\$20,000.00
7/10/12	Planned Parenthood of New York City, Inc.	\$20,000.00
7/10/12	Center for Court Innovation	\$20,000.00
7/25/12	Girls Incorporated of New York City Research Foundation of CUNY obo Homebase, CUNY	\$20,000.00
7/10/12	Graduate Center	\$20,000.00
7/10/12	Maura Clarke - Ita Ford Center	\$20,000.00
7/10/12	Turning Point (Discipleship Outreach Ministries, Inc.)	\$20,000.00
7/6/12	Stoked Mentoring, Inc.	\$20,000.00
7/10/12	Girls Write Now	\$20,000.00
7/10/12	The Center for Anti-Violence Education	\$20,000.00
9/13/12	Citizen Schools	\$20,000.00
9/28/12	P.S. 15 The Patrick F. Daly School	\$20,000.00
7/10/12	Brooklyn Historical Society	\$20,000.00
7/10/12	Girls for Gender Equity (GGE), Inc.	\$25,000.00
7/25/12	Bedford Stuyvesant Restoration Corporation	\$25,000.00
7/10/12	Red Hook Initiative	\$25,000.00
7/10/12	Sadie Nash Leadership Project Sunset Park Health Council dba Lutheran Family Health	\$25,000.00
7/10/12	Centers	\$25,000.00
7/10/12	Haitian Women for Haitian Refugees	\$25,000.00
	Total	<u>\$742,604.00</u>

Arts for All Funds

Date	Description	Amount
12/19/12	The Deconstructive Theatre Project	\$500.00
7/11/12	Rabbit Hole Ensemble	\$500.00
7/10/12	Parachute: the Coney Island Performance Festival	\$500.00
7/10/12	Artichoke Dance Company, Inc.	\$500.00
7/10/12	Trusty Sidekick Theater Company	\$500.00
11/15/12	Grace & Spiritus Chorale of Brooklyn	\$500.00
9/28/12	Artmakers Inc.	\$500.00
9/28/12	Polybe + Seats	\$500.00
9/28/12	Dancewave, Inc.	\$2,500.00
9/28/12	Reel Works Teen Filmmaking	\$2,500.00
9/28/12	The Noel Pointer Foundation	\$2,500.00
9/28/12	Brooklyn-Queens Conservatory of Music	\$2,500.00
9/28/12	Creative Outlet Dance Theatre of Brooklyn	\$2,500.00
9/28/12	Brooklyn Youth Chorus Academy	\$2,500.00
9/28/12	Brighton Ballet Theater	\$2,500.00
9/28/12	Groundswell Community Mural Project	\$2,500.00
11/15/12	MS 51 Instrumental Music	\$5,000.00
7/10/12	Brighton Ballet Theater	\$7,500.00
7/10/12	Best of Brooklyn, Inc.	\$7,500.00
7/10/12	Regina Opera Company	\$7,500.00
7/10/12	Mano A Mano Mexican Culture Without Borders	\$7,500.00
7/10/12	Haiti Cultural Exchange	\$7,500.00
7/10/12	Cora Inc.	\$7,500.00
7/10/12	Brooklyn Arts Exchange	\$10,000.00
7/10/12	Brooklyn Navy Yard Development Corporation	\$10,000.00
7/10/12	NY Writers Coalition Inc.	\$10,000.00
7/10/12	Extreme Kids and Crew	\$10,000.00
7/10/12	STREB/Ringside Inc.	\$10,000.00
7/10/12	Harmony Program	\$10,000.00
7/10/12	Old Stone House of Brooklyn	\$10,000.00
7/10/12	St. Nicks Alliance	\$10,000.00
7/10/12	New York Transit Museum	\$12,500.00
7/10/12	The Noel Pointer Foundation	\$15,000.00
7/10/12	651 ARTS	\$15,000.00
7/10/12	Brooklyn Youth Chorus Academy	\$15,000.00
7/10/12	Urban Word NYC	\$15,000.00
7/10/12	Groundswell Community Mural Project	\$15,000.00
7/10/12	Brooklyn-Queens Conservatory of Music	\$15,000.00
7/10/12	Brooklyn Philharmonic Symphony Orchestra	\$15,000.00
7/10/12	Irondale Ensemble Project	\$15,000.00
7/10/12	Willie Mae Rock Camp for Girls	\$20,000.00
7/10/12	Disalced, Inc. (dba Mark Morris Dance Group)	\$20,000.00
7/10/12	Brooklyn Arts Council, Inc.	\$20,000.00
7/25/10	Cool Culture	\$20,000.00
7/10/12	Reel Works Teen Filmmaking	\$20,000.00
7/10/12	Museum of Contemporary African Diasporan Arts	\$20,000.00
7/10/12	Heart of Brooklyn Cultural Institutions Inc.	\$20,000.00
7/10/12	BRIC Arts Media Bklyn	\$20,000.00
7/10/12	Brooklyn Children's Museum	\$25,000.00
7/10/12	Brooklyn Museum	\$25,000.00
7/10/12	St. Ann's Warehouse, Inc.	\$25,000.00
12/9/2012	Ifetayo Cultural Arts Academey	\$25,000.00
7/10/2012	Society for the Preservation of Weeksville	\$25,000.00
7/10/2012	Brooklyn Academy of Music	\$75,000.00
7/10/2012	Society for the Preservation of Weeksville	\$150,000.00
Total		\$796,500.00

Caring for Neighbors

Date	Description	Amount
11/15/12	The Chinese American Sunshine House (CSH)	\$500.00
5/1/12	Community Service Society	\$2,000.00
7/10/12	Brooklyn College Foundation Inc./Institute for Retirees in Pursuit of Education	\$2,500.00
7/10/12	Reaching Out Community Service	\$5,000.00
7/10/12	Mercy Home for Children	\$10,000.00
7/10/12	Jewish Community Council of Canarsie Heights Hill Mental Health Service, CAB D/B/A Rainbow Heights Club	\$10,000.00
7/25/12	The Bridge Fund of New York, Inc.	\$10,000.00
7/10/12	Brooklyn Parkinson Group, Inc.	\$10,000.00
9/28/12	Pesach Tikvah	\$10,000.00
7/10/12	Bedford Stuyvesant Family Health Center	\$12,500.00
3/29/12	Bedford Stuyvesant Family Health Center	\$12,500.00
7/10/12	Metropolitan Council on Jewish Poverty	\$15,000.00
7/6/12	Guardians of the Sick	\$15,000.00
7/10/12	Alzheimer's Association, New York City Chapter	\$15,000.00
7/6/12	Council of Senior Centers and Services of New York City, Inc.	\$15,000.00
7/10/12	GALLOP NYC	\$15,000.00
7/6/12	Homecrest Community Services, Inc.	\$15,000.00
7/10/12	Older Adults Technology Services	\$15,000.00
7/10/12	Selfhelp Community Services, Inc.	\$15,000.00
7/10/12	Chai Lifeline	\$18,000.00
12/19/12	Brooklyn Defender Services	\$20,000.00
7/25/12	Heights and Hills	\$20,000.00
7/10/12	Diaspora Community Services	\$20,000.00
7/10/12	GRACE International/Bed Stuy Campaign Against Hunger	\$20,000.00
7/10/12	Neighbors Together Corp.	\$20,000.00
7/10/12	St. John's Bread and Life, Inc.	\$25,000.00
9/28/12	Partnership for the Homeless	\$25,000.00
7/25/12	Brooklyn Public Library	\$25,000.00
7/25/12	Jewish Community Council of Greater Coney Island, Inc	\$25,000.00
7/10/12	Brooklyn Bar Association Volunteer Lawyers Project, Inc.	\$25,000.00
7/25/12	Brooklyn Community Services	\$25,000.00
7/10/12	Housing + Solutions	\$25,000.00
4/26/12	Community Service Society	\$25,000.00
9/28/12	Community Service Society	\$25,000.00
11/28/12	Community Service Society	\$25,000.00
Total		<u>\$583,000.00</u>

Community Development

Date	Description	Amount
7/10/2012	Remás	\$500.00
7/10/12	Newkirk Collaborative	\$500.00
7/11/12	Faculty Student Association at SUNY Downstate	\$500.00
7/10/12	Bridge Street Development Corporation	\$10,000.00
7/10/12	Citizens Committee for New York City	\$10,000.00
7/10/12	Davis Memorial Fund Inc / Parnassa Initiative (EPI Networking)	\$10,000.00
7/13/12	Bushwick Housing Independence project	\$15,000.00
7/25/12	Green City Force	\$15,000.00
7/10/12	Community Solutions	\$20,000.00
7/10/12	Jewish Community Relations Council of NY	\$20,000.00
7/10/12	CAMBA	\$25,000.00
7/10/12	Myrtle Avenue Commercial Revitalization and Development Project Local Development Corporation	\$25,000.00
7/25/12	East Williamsburg Valley Industrial Development Corporation	\$25,000.00
7/10/12	Cypress Hills Local Development Corporation	\$25,000.00
7/10/12	Partnership To Preserve Affordable Housing	\$25,000.00
7/10/12	Pratt Area Community	\$25,000.00
9/28/12	Downtown Brooklyn Partnership	\$25,000.00
7/10/12	Brooklyn Workforce Innovations	\$25,000.00
7/10/12	The HOPE Program	\$25,000.00
7/10/12	St. Nicks Alliance	\$25,000.00
6/29/12	Fifth Avenue Community	\$50,000.00
	Total	<u>\$401,500.00</u>

Initiative Program		
Date	Description	Amount
6/3/12	Community Resource Exchange	\$103.95
12/19/12	Cypress Hills Local Development Corp	\$1,410 00
12/19/12	Bedford Stuyvesant Restoration Corporation	\$1,985 00
3/5/12	Community Resource Exchange	\$2,000 00
8/13/12	Community Resource Exchange	\$3,000 00
9/27/12	Brooklyn College Foundation - MOU Center for the Study of Brooklyn	\$4,935.00
12/19/12	Cypress Hills Local Development Corp	\$5,360 00
9/11/12	Brooklyn College Foundation - MOU Center for the Study of Brooklyn	\$7,267 00
11/27/12	Old First Reformed Church (Park Slope)	\$5,000 00
11/27/12	Congregation Beth Elohim	\$5,000 00
12/5/12	The Amethyst Women's Project	\$5,000.00
12/4/12	Coney Island Cathedral	\$5,000.00
12/4/12	Iglesia Cristiana Metropolitana	\$5,000.00
12/4/12	Iglesia Pentecostal De Jesucristo	\$5,000 00
12/4/12	Jewish Center of Brighton Beach	\$5,000 00
12/4/12	VFW Memorial Post 5195	\$5,000 00
12/12/12	Urban Neighborhood Services, Inc	\$5,000.00
12/4/12	Brooklyn Bar Association Volunteer Lawyers Project, Inc.	\$8,650 00
11/27/12	Shorefront Jewish Community Council	\$10,000 00
11/27/12	ACTS Community Development/Lighthouse Mission	\$10,000 00
11/27/12	Catholic Charities of Brooklyn and Queens	\$10,000 00
11/27/12	Coney Island Gospel Assembly	\$10,000 00
11/27/12	Jewish Board of Family and Children's Services	\$10,000 00
11/21/12	Jewish Community Council of Greater Coney Island	\$10,000 00
11/27/12	Dumbo Improvement District	\$10,000 00
11/27/12	Red Hook Initiative, Inc.	\$10,000.00
11/27/12	Jewish Community Council of Canarsie	\$10,000 00
11/21/12	Astella Development Corporation	\$10,000.00
11/21/12	Grace International/ Bed Stuy Campaign Against Hunger	\$10,000 00
11/21/12	Brooklyn Community Services	\$10,000 00
11/21/12	Reaching Out Community Service	\$10,000 00
11/21/12	Masbia	\$10,000 00
11/21/12	East Williamsburg Valley Industrial Development Corporation	\$10,000 00
11/21/12	Added Value and Herban Solutions	\$10,000 00
11/21/12	Dance Theatre Etcetera	\$10,000.00
11/21/12	Good Shepherd Services	\$10,000.00
11/21/12	Mercy Home for Children	\$10,000 00
11/21/12	Raices/Red Hook Senior Center	\$10,000 00
11/21/12	Restore Red Hook	\$10,000 00
11/21/12	Southwest Brooklyn Industrial Development Corp	\$10,000 00
11/21/12	St. John's Bread and Life, Inc	\$10,000 00
11/21/12	Metropolitan Council on Jewish Poverty	\$10,000 00
12/19/12	Carroll Gardens Association, Inc.	\$10,000.00
12/21/12	Bay Improvement Group of Sheepshead Bay	\$10,000.00
12/4/12	Fifth Avenue Committee Inc.	\$10,000.00
12/4/12	Millennium Development	\$10,000.00
12/7/12	Coney Island USA	\$10,000 00
12/7/12	Brooklyn Waterfront Artists Coalition	\$10,000.00
12/12/12	Coney Island Gospel Assembly	\$10,000.00
12/4/12	Brighton Ballet Theater Company	10,000 00
12/7/12	Southwest Brooklyn	10,000 00
11/14/12	Gerritsen Beach Cares, Inc.	\$25,000 00
11/27/12	Gerritsen Beach Cares, Inc.	\$25,000 00
12/3/12	Astella Development Corporation	\$50,000 00
12/3/12	Good Shepherd Services	\$50,000 00
Total		<u>\$559,710 95</u>

Green Initiatives

Date	Description	Amount
7/10/12	Brooklyn Rescue Mission	\$500.00
4/20/12	Brooklyn House of Kulture	\$500.00
7/11/12	Flip the Table: Youth Food Council	\$500.00
7/10/12	Friends of Newkirk Plaza	\$500.00
7/10/12	Madison Street #3 Block Association	\$500.00
9/28/12	Prospect Heights Street Tree Task Force	\$500.00
12/19/12	Stone Barns Center for Food & Agriculture	\$1,240.00
7/10/12	LISC New York City	\$3,600.00
7/10/12	PlayHarvest	\$5,000.00
7/10/12	Promenade Partnership	\$5,000.00
7/10/12	Newtown Creek Alliance	\$10,000.00
7/10/12	Brooklyn Bridge Park Conservancy, Inc.	\$15,000.00
7/10/12	New York Restoration Project	\$15,000.00
7/10/12	Brooklyn Food Coalition	\$15,000.00
7/10/12	EcoStation: NY /Bushwick Farmers Market	\$15,000.00
7/10/12	City Harvest, Inc.	\$15,000.00
7/10/12	Rainforest Alliance	\$15,000.00
	Coalition for the Improvement of Bedford Stuyvesant	
7/10/12	(CIBS)	\$20,000.00
7/10/12	Just Food	\$20,000.00
7/10/12	The Nature Conservancy of New York	\$20,000.00
7/10/12	Brooklyn Greenway Initiative, Inc.	\$25,000.00
7/10/12	Added Value	\$25,000.00
7/10/12	United Community Centers	\$25,000.00
7/10/12	Green Guerillas	\$40,000.00
9/28/12	Pratt Center for Community Development	\$75,000.00
7/10/12	Pratt Center for Community Development	\$150,000.00
12/19/12	Prospect Park Alliance	\$200,000.00
	Total	<u>\$717,840.00</u>

Matching Donations

Date	Description	Amount
2/1/12	Brooklyn Bureau of Community Services	\$500.00
2/1/12	St. Joseph High School	\$500.00
2/1/12	Mercy Home for Children	\$100.00
6/19/12	Transportation Alternatives	\$150.00
6/9/12	Brooklyn Bridge Park Conservancy	\$150.00
	Total	<u>\$1,400.00</u>

**BROOKLYN COMMUNITY FOUNDATION
GRANTS PAYABLE DISBURSEMENTS
FYE 12/31/12**

Name & Address	Status	Purpose	Balance Beginning of Year
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	1,875,000.00
Prospect park Alliance Litchfield Villa 95 prospect Park West Brooklyn, NY 11215	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	200,000.00
Society for the Preservation of Weeksville and Bedford-Stuvenant History P.O. Box 130120 St. John's Station Brooklyn, NY 11213-002	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	215,000.00
Brooklyn Botanic Garden	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	900,000.00
Pratt Center	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	300,000.00
NYU -Poly	Not a Private Foundation	Education, Culture, Arts Arts and Culture Capital Funding	150,000.00

GRANTS PAID IN 2012

675,000.00

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

BROOKLYN COMMUNITY FOUNDATION

11-3422729

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

45 MAIN STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

BROOKLYN, NY 11201

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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 ► MICHAEL BURKE

Telephone No ► 347 750-2310

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, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for ☒ X calendar year 2012 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 \$	<u>NONE</u>
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 \$	
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 \$	<u>NONE</u>

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

CONDON O'MEARA MCGINTY & DONNELLY LLP
1 BATTERY PARK PLAZA, 7TH Floor
NEW YORK, NY 10004-1405

Form 8868 (Rev. 1-2013)

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

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

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BROOKLYN COMMUNITY FOUNDATION	11-3422729
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	45 MAIN STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BROOKLYN, NY 11201	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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 MICHAEL BURKE
- Telephone No 347 750-2310 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, 20 13
- 5 For calendar year 2012, 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 ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

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

Signature and Verification must be completed for Part II only.

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 Accountants Authorized To Sign Returns Date AUG 12, 2013

Form 8868 (Rev. 1-2013)

Condon O'Meara McGinty & Donnelly LLP
One Battery Park Plaza, 7th Floor
New York, NY 10004