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EXTENSION ATTACHED

Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No. 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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 THE OVERBROOK FOUNDATION		A Employer identification number 13-6088860						
Number and street (or P.O. box number if mail is not delivered to street address) 122 EAST 42ND STREET		B Telephone number (see instructions) (212) 661-8710						
City or town, state, and ZIP code NEW YORK, NY 10168-2500		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 134,264,106.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)								

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule). If the foundation is not required to attach Sch. B <input type="checkbox"/>				
2 Check <input type="checkbox"/>				
3 Interest on savings and temporary cash investments	68.	68.		
4 Dividends and interest from securities	2,521,280.	2,521,280.		
5a Gross rents				
b Net rental income or (loss)	16,114,648.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	100,171,428.			
7 Capital gain, net income (from Part IV, line 2)		16,114,137.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 1	-320,129.	76,329.		
12 Total. Add lines 1 through 11	18,315,867.	18,711,814.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	366,124.	29,757.		328,860.
14 Other employee salaries and wages	436,005.			436,005.
15 Pension plans, employee benefits	242,671.	3,994.		232,581.
16a Legal fees (attach schedule) ATCH 2	43,267.	27,103.		12,575.
b Accounting fees (attach schedule) ATCH 3	53,000.	39,750.		13,250.
c Other professional fees (attach schedule) *	2,243,120.	2,028,858.		208,763.
17 Interest	67,125.	67,125.		
18 Taxes (attach schedule) (see instructions) ATCH 5	332,430.	6,396.		
19 Depreciation (attach schedule) and depletion	19,002.			
20 Occupancy	84,576.			81,310.
21 Travel, conferences, and meetings	58,624.			58,829.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	36,003.			36,742.
24 Total operating and administrative expenses. Add lines 13 through 23	3,981,947.	2,202,983.		1,408,915.
25 Contributions, gifts, grants paid	5,682,060.			5,807,060.
26 Total expenses and disbursements. Add lines 24 and 25	9,664,007.	2,202,983.	0	7,215,975.
27 Subtract line 26 from line 12	8,651,860.			
a Excess of revenue over expenses and disbursements		16,508,831.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	4,747,171.	3,361,432.	3,361,432.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	478,047.	211,897.	211,897.
	10 a Investments - U.S. and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule) ATCH 7	88,002,620.	75,566,699.	75,566,699.
	c Investments - corporate bonds (attach schedule)	447,720.		
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	30,385,617.	46,156,841.	46,156,841.
Liabilities	14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶ 306,689. 159,795.	165,900.	146,894.	146,894.
	15 Other assets (describe ▶ ATCH 9)	116,253.	8,820,343.	8,820,343.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	124,343,328.	134,264,106.	134,264,106.
	17 Accounts payable and accrued expenses	73,191.	81,695.	
	18 Grants payable	630,000.	505,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
Net Assets or Fund Balances	22 Other liabilities (describe ▶ ATCH 10)	540,804.	385,130.	
	23 Total liabilities (add lines 17 through 22)	1,243,995.	971,825.	
	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	123,099,333.	133,292,281.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
Net Assets or Fund Balances	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)	123,099,333.	133,292,281.	
	31 Total liabilities and net assets/fund balances (see instructions)	124,343,328.	134,264,106.	

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	123,099,333.
2 Enter amount from Part I, line 27a	2	8,651,860.
3 Other increases not included in line 2 (itemize) ▶ ATCH 11	3	1,541,088.
4 Add lines 1, 2, and 3	4	133,292,281.
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	133,292,281.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	ATTACHMENT 1A 16,114,137.	
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	7,530,922.	128,628,988.	0.058548
2010	8,313,409.	123,092,385.	0.067538
2009	8,761,473.	112,786,650.	0.077682
2008	10,069,427.	160,247,526.	0.062837
2007	9,445,546.	186,376,821.	0.050680
2 Total of line 1, column (d)			2 0.317285
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 0.063457
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 134,211,534.
5 Multiply line 4 by line 3			5 8,516,661.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 165,088.
7 Add lines 5 and 6			7 8,681,749.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 7,215,975.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 330,177.
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		3 330,177.
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-		5 330,177.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 191,022.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 300,000.	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 491,022.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 160,845.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 160,845. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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?	13	X	
Website address WWW.OVERBROOK.ORG				
14	The books are in care of M. GRECCO C/O THE FOUNDATION Telephone no. 212-661-8710			
	Located at 122 E. 42ND ST., SUITE 2500 NEW YORK, NY ZIP+4 10168-2500			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		343,624.	37,966.	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 15		304,608.	28,965.	0

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

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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 16		1,864,731.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	89,275,873.
b	Average of monthly cash balances	1b	4,349,197.
c	Fair market value of all other assets (see instructions)	1c	42,630,294.
d	Total (add lines 1a, b, and c)	1d	136,255,364.
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	136,255,364.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,043,830.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	134,211,534.
6	Minimum investment return. Enter 5% of line 5	6	6,710,577.

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

1	Minimum investment return from Part X, line 6	1	6,710,577.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	330,177.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	330,177.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,380,400.
4	Recoveries of amounts treated as qualifying distributions	4	10,000.
5	Add lines 3 and 4	5	6,390,400.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,390,400.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	7,215,975.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,215,975.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,215,975.

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.

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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				6,390,400.
2 Undistributed Income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years 20 10, 20 09, 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	1,896,152.			
c From 2009	3,118,981.			
d From 2010	2,204,236.			
e From 2011	1,272,767.			
f Total of lines 3a through e	8,492,136.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 7,215,975.				
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				6,390,400.
e Remaining amount distributed out of corpus	825,575.			
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:	9,317,711.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	9,317,711.			
10 Analysis of line 9:				
a Excess from 2008	1,896,152.			
b Excess from 2009	3,118,981.			
c Excess from 2010	2,204,236.			
d Excess from 2011	1,272,767.			
e Excess from 2012	825,575.			

Form 990-PF (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

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)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

N/A

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

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

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

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

c Any submission deadlines:

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 18				5,807,060.
Total			▶ 3a	5,807,060.
b Approved for future payment SEE ATTACHMENT 19				505,000.
Total			▶ 3b	505,000.

Form 990-PF (2012)

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	68.		
4 Dividends and interest from securities			14	2,521,280.		
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	525990	511.	18	16,114,137.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue: a _____						
b ATCH 17 _____		-396,458.		76,329.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-395,947.		18,711,814.		
13 Total. Add line 12, columns (b), (d), and (e)					13	18,315,867.

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

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-------|-----|----|
| 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

✓ 11-5-13
Date

▶ ✓ PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARIE ARRIGO

Preparer's signature _____

Preparer's signature Maureen Z

Date _____

11/01/2013

Check	
-------	--

3 self-employed

PTIN

P00058583

Firm's name ► EISNERAMPER LLP

Firm's EIN ► 13-1639826

Firm's address ► 750 THIRD AVENUE

NEW YORK, NY

10017-2703

Phone no. 212-949-8700

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							<u>16114137.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT LOSS (GAIN)	-323,065.	73,393.
ROYALTY INCOME	2,312.	2,312.
MISCELLANEOUS INCOME	624.	624.
TOTALS	<u>-320,129.</u>	<u>76,329.</u>

THE OVERBROOK FOUNDATION
Schedule of Realized Gains/(Losses)
December 31, 2012
EIN 13-6088860

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

INVESTMENT CLASSIFICATION	INVESTMENTS		INVESTMENT
	PROCEEDS	COST	REALIZED GAIN (LOSS)
Marketable Securities	100,171,428	86,435,315	13,736,113
Hedge Fund Investments (Pass-through net gain)	-	-	1,421,211
Venture Capital Funds (Pass-through net gain)	-	-	6,617
Real Estate Partnerships (Pass-through net loss)	-	-	4,534
Private Equity (Pass-through net gain)	-	-	945,288
Teekay LNG Partners K-1 (Pass-through net gain)	-	-	374
Total Net Gains - Part IV - Line 2			\$ 16,114,137

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER, LLP	43,267.	27,103.		12,575.
TOTALS	<u>43,267.</u>	<u>27,103.</u>		<u>12,575.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
EISNERAMPER LLP	53,000.	39,750.		13,250.
TOTALS	<u>53,000.</u>	<u>39,750.</u>		<u>13,250.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES INVESTMENT MGMT, CONSULTING, & CUSTODIAL FEES:	1,354,910.	1,254,910.	100,000.
GREENHAVEN ASSOCIATES	319,866.	319,866.	
NEUBERGER (HA SCHUPF)	71,086.	71,086.	
JP MORGAN CHASE	51,869.	51,869.	
NEUBERGER BERMAN, LLC	25,637.	25,637.	
RIVERSTONE/CARLYLE	43,268.	43,268.	
DIKER VALUE-TECH FUND, LP	9,364.	9,364.	
DUNE REAL ESTATE PARALLEL	17,241.	17,241.	
DIKER SMALL-CAP FUND	26,675.	26,675.	
ENDOWMENT VENTURE PRTRNS V	9,451.	9,451.	
RADIUS VENTURE PARTNERS	7,407.	7,407.	
BUCKINGHAM RAF	55,073.	55,073.	
GS CAPITAL PARTNERS V INST.	21,630.	21,630.	
GS V INST. AIV, LP	3,713.	3,713.	
COMMONFUND GLOBAL DISTRESS	7,019.	7,019.	
EMERGING EUROPE FUND LP	7,476.	7,476.	
EMERGING EUROPE FUND II, LP	10,506.	10,506.	
GS PARTNERS VI PARALLEL, LP	19,590.	19,590.	
GS V PARALLEL AIV	1,976.	1,976.	
DELTEC SPECIAL SITUATION	7,880.	7,880.	
LONGVIEW PARTNERS LP	38,449.	38,449.	
EMERALD CREEK CAPITAL FUND	4,772.	4,772.	
OTHER PROFESSIONAL AND RELATED FEES	128,262.	14,000.	108,763.
TOTALS	<u>2,243,120.</u>	<u>2,028,858.</u>	<u>208,763.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	324,379.	
FOREIGN WITHHOLDING TAXES	6,093.	6,093.
OTHER TAXES AND FILING FEES	1,958.	303.
TOTALS	332,430.	6,396.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
WEBSITE RELATED FEES	735.	735.
REPAIRS AND MAINTENANCE COSTS	6,424.	6,424.
DUES AND SUBSCRIPTIONS	1,591.	1,591.
INSURANCE	11,865.	12,604.
OFFICE EXPENSES	5,122.	5,122.
POSTAGE AND MAILING	940.	940.
PAYROLL PROCESSING FEES	2,746.	2,746.
TECHNOLOGY RELATED COSTS	3,200.	3,200.
TRAINING AND SEMINARS	3,380.	3,380.
TOTALS	36,003.	36,742.

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2012

Quantity	Security	Book Value	Market Value
7,500	3M COMPANY	\$ 696,375	\$ 696,375
25,000	AGILENT TECHNOLOGIES COM	1,023,500	1,023,500
19,000	AIR PROD & CHEM INC COM	1,596,380	1,596,380
70,515	AMERICAN INTERNATIONAL GROUP INC	2,489,180	2,489,180
20,000	ASCENT CAP GROUP INC COM SER A	1,238,800	1,238,800
42,500	BAKER HUGHES INC	1,736,027	1,736,027
9,800	BERKSHIRE HATHAWAY CL B	879,060	879,060
15	BERKSHIRE HATHAWAY INC CL A	2,010,900	2,010,900
61,552	BLACK DIAMOND, INC.	504,726	504,726
36,227	BROOKFIELD RESIDENTIAL COM	649,912	649,912
35,000	CANADIAN ENERGY SVCS & COM	372,603	372,603
84,790	CEDAR FAIR L P DEPOSITRY UNIT	2,836,226	2,836,226
61,340	CHICAGO BRIDGE & IRON NY REGISTRY SH	2,843,109	2,843,109
201,913	DELEK LOGISTIC PARTNERS LP	4,643,999	4,643,999
20,000	DELEK US HLDGS INC COM	506,400	506,400
20,000	DEVON ENERGY CORPORATION NEW	1,040,800	1,040,800
64,700	ENERGY TRANSFER PRTNRS UNIT LTD PARTN	2,777,571	2,777,571
52,100	ENERGY TRANSFER EQUITY COM UT LTD PTN	2,369,508	2,369,508
20,000	EQT CORPORATION	1,179,600	1,179,600
21,500	FEDEX CORPORATION	1,971,980	1,971,980
74,500	FLOTEK INDS INC DEL COM	908,900	908,900
142,165	GENL AMERN INVESTORS CO	3,955,401	3,955,401
163,997	GREAT LAKES DREDGE & DOCK CORP	1,464,477	1,464,477
3,000	HOME DEPOT INC	185,550	185,550
53,320	KINDER MORGAN INC KANS COM	1,883,796	1,883,796
117,700	LEHIGH GAS PARTNERS LP UT LTD PTN INT	2,186,866	2,186,866
6,500	LENNOX INTL INC COM	341,380	341,380
52,500	LOWES COMPANIES INC	1,864,800	1,864,800
156,757	MACQUARIE INFRSTRCTRE SH BEN INT	7,141,849	7,141,849
1,000	MOHAWK INDS INC COM	90,470	90,470
7,500	MOLEX INC COM	204,975	204,975
38,523	NICE SYSTEMS LTD.	1,289,750	1,289,750
47,128	NIELSEN HOLDINGS N.V.	1,441,646	1,441,646
229,953	NORTHSTAR RLTY FIN CP COM	1,618,869	1,618,869
38,220	PARAMOUNT RES LTD CL A	1,223,040	1,223,040
6,000	PERKINELMER INC COM	190,440	190,440
450,000	POLARCUS LIMITED	534,870	534,870
1,000	PRAXAIR INC.	109,450	109,450
380,665	SCORPIO TANKERS INC SHS	2,706,528	2,706,528
20,700	SELECT INCOME REIT COM SH BEN INT	512,739	512,739
118,490	SMART BALANCE INC COM	1,528,521	1,528,521
35,000	SOUTHWEST AIRLS CO COM	358,400	358,400
2,500	SOUTHWESTERN ENERGY CO COM	83,525	83,525
150,157	SUSSER PETE PARTNERSLP COM U REP LP	3,777,950	3,777,950
27,500	TE CONNECTIVITY LTD.	1,020,800	1,020,800
17,500	UNITED PARCEL SERVICE CL B	1,290,275	1,290,275
49,364	VERINT SYSTEMS INC	1,449,351	1,449,351
20,000	VIACOM INC CL B	1,054,800	1,054,800
17,500	WHIRLPOOL CORP COM	1,780,625	1,780,625
	TOTAL	\$ 75,566,699	\$ 75,566,699

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2012

Security	Book Value	Market Value
Hedge Funds		
ARISTEA INTERNATIONAL LTD	7,214,592	7,214,592
DELTEC SPECIAL SITUATION PARTNERS	3,092,351	3,092,351
EMRYS OFFSHORE FUND LTD.	1,832,451	1,832,451
LONGVIEW PARTNERS B	2,134,744	2,134,744
LUMINUS FUND	2,040,673	2,040,673
MIDOCEAN CREDIT OPPORTUNITY OFFSHORE FD	2,019,271	2,019,271
MS OPPORTUNISTIC MTGE INCOME FD	5,047,530	5,047,530
NEW VERNON INDIA (CAYMAN) FUND	635,651	635,651
NEWBROOK CAPITAL OFFSHORE FUND LTD	4,968,300	4,968,300
O.S.S. OVERSEAS FUN, LTD CLASS E & CLASS C	236,040	236,040
	<u>29,221,603</u>	<u>29,221,603</u>
Private Placements		
BIOAMBER INC. (DNP GREEN)	118,990	118,990
DIVERSIFIED NATURAL PRODUCTS	100,000	100,000
FIBROGEN INC SER A PFD	930,000	930,000
	<u>1,148,990</u>	<u>1,148,990</u>
Private Equity		
BIOPHARMA SECURED DEBT FUND II SARL	846,081	846,081
BOND STREET HOLDINGS, INC.	450,000	450,000
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	781,518	781,518
DELTA OPPORTUNITY FUND OFFSHORE, LTD	149,461	149,461
EMERALD CREEK CAPITAL FUND 2, LLC	1,800,823	1,800,823
EMERGING EUROPE GROWTH FUND II, LP	410,141	410,141
EMERGING EUROPE GROWTH FUND, LP	353,083	353,083
GS MEZZANINE PARTNERS V OFFSHORE	1,851,270	1,851,270
GOLDMAN SACHS VINTAGE FUND III OFFSHORE LP	435,029	435,029
GOLDMAN SACHS VINTAGE FUND V OFFSHORE, LP	1,426,488	1,426,488
GS CAPITAL PARTNERS V INSTITUTIONAL, LP	1,545,791	1,545,791
GSCP V INSTITUTIONAL AIV, LP	171,838	171,838
GS CAPITAL PARTNERS VI PARALLEL, L.P.	1,232,057	1,232,057
GSCP VI PARALLEL AIV, L.P.	78,634	78,634
GS MORTGAGE CREDIT OPPORTUNITIES OFFSHORE FD	23,929	23,929
RIVERSTONE/CARLYLE RENEW. ENER. FD	2,095,954	2,095,954
	<u>13,652,097</u>	<u>13,652,097</u>
Venture Capital Funds		
ENDOWMENT VENTURE PARTNERS V, LP	290,633	290,633
RADIUS VENTURE II	126,657	126,657
RADIUS VENTURE III	157,421	157,421
	<u>574,711</u>	<u>574,711</u>
Real Estate Investments		
DSF CAPITAL PARTNERS LP	167,132	167,132
DUNE PARALLEL AIV LP	137,305	137,305
DUNE REAL ESTATE PARALLEL FUND, LP	1,255,003	1,255,003
	<u>1,559,440</u>	<u>1,559,440</u>
TOTAL INVESTMENTS - OTHER	<u>46,156,841</u>	<u>46,156,841</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLES DUE FROM BROKER	116,253.	102,217. 8,718,126.	102,217. 8,718,126.
TOTALS	116,253.	8,820,343.	8,820,343.

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUAL OF SECTION 4940 TAX ON INCOME, AS REQUIRED BY GAAP	314,040.	345,490.
DUE TO BROKER	190,753.	
DEFERRED RENT	36,011.	39,640.
TOTALS	<u>540,804.</u>	<u>385,130.</u>

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

UNREALIZED GAINS, NET OF DEFERRED TAX
EXPENSE OF \$31,450

1,541,088.

TOTAL

1,541,088.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISE

THE OVERBROOK FOUNDATION HAS MADE DISTRIBUTIONS TO DONOR-ADVISED FUNDS AND TREATED THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS. IT HAS MADE THESE DISTRIBUTIONS TO FACILITATE COST-EFFECTIVE, BROAD-BASED GRANTMAKING WITHIN THE WIDER CHARITABLE COMMUNITY.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Foundation for Sustainable Community Development in the Tropics -ALTROPICO Muros N27-211 y Gonzalez Suarez Casilla Postal: 17-15-144C Quito Ecuador
(ii) Date and Amount of Grant	March, 2012 \$20,000
(iii) Purpose of Grant	General Operating Support
(iv) & (vi) -	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capac Cuenca Ecuador
(ii) Date and Amount of Grant	June, 2012 \$70,000
(iii) Purpose of Grant	Reciprocal Agreements for Watershed Conservation in Southern Sangay National Park, Ecuador
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Human Rights Center, Law School, University of Chile Centro de Derechos Humanos Avenida Pio Non 1, 4 piso, Ala Sur Providencia Santiago, Chile
(ii) Date and Amount of Grant	June, 2012 \$50,000
(iii) Purpose of Grant	International Human Rights Fellowship Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970-Piracicaba San Paulo, Brazil
(ii) Date and Amount of Grant	December, 2012 \$45,000 Approved for Future Payment \$45,000
(iii) Purpose of Grant	Valuation of the Extractive Production, as an Instrument for Consolidating Protected Areas in the Region of Terra do Meio / Pará.
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Pronatura Noroeste A.C. Calle Decima No. 60, Zona Centro Ensenada, Baja California Mexico
(ii) Date and Amount of Grant	December, 2012 \$50,000
(iii) Purpose of Grant	Protection of the Cabo Pulmo National Park Region, Baja California Sur, Mexico: Workplan for 2013
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2012

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A No. 40A-68 Piso 2; Barrio La Soledad Bogota; Cundinamarca Columbia
(ii) Date and Amount of Grant	June, 2012 \$40,000
(iii) Purpose of Grant	Rapid Response Grantmaking and Research & Advocacy Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
EMILY ALTSCHUL MILLER C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0
FRANCES LABAREE C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	VICE CHAIR - TREASURER 1.00	0	0
ROBERT C. GRAHAM, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0
ARTHUR G. ALTSCHUL, JR. C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0
STEPHEN F. ALTSCHUL C/O OVERBROOK MANAGEMENT CORP. 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	CHAIR OF THE BOARD 1.00	0	0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

0

0

0

DIRECTOR

1.00

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

0

0

0

VICE CHAIR - SECRETARY

1.00

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

0

0

0

DIRECTOR

1.00

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

0

0

0

DIRECTOR

1.00

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

0

0

0

DIRECTOR

1.00

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

ATTACHMENT 14

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THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
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DINORAH MATIAS-MELENDZ
C/O OVERBROOK MANAGEMENT CORP.
122 EAST 42ND STREET, SUITE 2500
NEW YORK, NY 10168-2500

DIRECTOR
1.00

0 0 0

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

DIRECTOR
1.00

0 0 0

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

DIRECTOR
1.00

0 0 0

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

PRESIDENT AND CEO
40.00

297,562. 30,000. 0

M. SHEILA MCGOLDRICK
C/O THE OVERBROOK FOUNDATION
122 EAST 42ND STREET, SUITE 2500
NEW YORK, NY 10168-2500
MS. MCGOLDRICK RECEIVES COMPENSATION NOT IN HER CAPACITY AS ASSISTANT
SECRETARY TO THE BOARD, BUT FOR HER WORK AS GRANTS MANAGER FOR THE
OVERBROOK FOUNDATION UNTIL HER RETIREMENT IN JULY 2012.

ASST. SECRETARY/GRANTS MANAGER
35.00

46,062. 7,966. 0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
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GRAND TOTALS

343,624.	37,966.
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THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
DANIEL R. KATZ 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM OFFICER 35.00	184,055.	22,037. 0
SAMANTHA HARVEY 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	PROGRAM ASSOCIATE 35.00	57,516.	6,928. 0
CLAUDETTE A. LYNCH 122 EAST 42ND STREET SUITE 2500 NEW YORK, NY 10168-2500	ADMIN ASSISTANT 35.00	63,037.	0 0
TOTAL COMPENSATION		304,608.	28,965. 0

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168	INVST MGMNT/ADVISORY	1,354,910.
GREENHAVEN ASSOCIATES, INC. THREE MANHATTANVILLE ROAD PURCHASE, NY 10577	INVESTMENT MGT	319,866.
NEUBERGER & BERMAN, LLC - SCHUPF GROUP 605 THIRD AVENUE, 2ND FLOOR NEW YORK, NY 10158	INVESTMENT MGT	71,086.
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017	ACCOUNTING	67,000.
JP MORGAN CHASE 270 PARK AVENUE NEW YORK, NY 10017	CUSTODIAL FEES	51,869.
TOTAL COMPENSATION		<u>1,864,731.</u>

THE OVERBROOK FOUNDATION

13-6088860

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT. FUNCTION INCOME
PARTNERSHIP INCOME	525990	-396,458.	01	73,393.	
ROYALTY INCOME			15	2,312.	
MISCELLANEOUS INCOME			01	624.	
TOTALS		-396,458.		76,329.	

ATTACHMENT 17

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
350.org 155 Water Street 6th Floor Brooklyn, NY 10021 <i>General Operating Support</i>	None	Public Charity	\$50,000
Adirondack Amateur Radio Association P. O. Box 804 Saranac Lake, NY 12983 <i>General Operating Support in Honor of John F. McGrath</i>	None	Public Charity	\$1,000
Advocates for Youth 2000 M Street, NW Suite 750 Washington, DC 20036-3353 <i>General Operating Support for Domestic and Latin American Programs</i>	None	Public Charity	\$45,000
African Wildlife Foundation 1400 16th Street, N.W. Suite 120 Washington, DC 20036 <i>African Elephant Conservation</i>	None	Public Charity	\$12,500
All Forney Center 224 West 35th Street #1500 New York, NY 1001 <i>General Operating Support</i>	None	Public Charity	\$500
Alliance for Climate Education (ACE) 360 22nd Street Suite 730 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$50,000
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203 <i>Linking Human Rights and Environmental Protection in Colombia: Designing a first contact contingency plan with isolated tribes of the Amazon</i>	None	Public Charity	\$35,000
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203 <i>General Operating Support</i>	None	Public Charity	\$1,000
Amazon Watch 221 Pine Street Fourth Floor San Francisco, CA 94104 <i>Ecuador Rainforest Protection Program</i>	None	Public Charity	\$40,000
American Civil Liberties Union Foundation 125 Broad Street 18th Floor New York, NY 10004-2400 <i>Human Rights Program</i>	None	Public Charity	\$70,000
American Civil Liberties Union Foundation 125 Broad Street 18th Floor New York, NY 10004-2400 <i>General Operating Support</i>	None	Public Charity	\$2,500

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
American Jewish World Service (AJWS) 45 West 36th Street 11th Floor New York, NY 10018 <i>Promoting human rights for marginalized communities in Guatemala, Mexico and El Salvador</i>	None	Public Charity	\$35,000
American Sustainable Business Council 1401 New York Avenue, NW Suite 1225 Washington, DC 20006 <i>Building Business Voice and Power for a Sustainable Economy</i>	None	Public Charity	\$25,000
As You Sow Foundation 1611 Telegraph Ave. Oakland, CA 94612 <i>Consumer Packaging and E-waste Recycling Initiatives</i>	None	Public Charity	\$35,000
Breakthrough USA 4 West 37th Street 4th Floor New York, NY 10018 <i>General Operating Support</i>	None	Public Charity	\$40,000
Brennan Center for Justice of NYU School of Law 161 Avenue Of The Americas 12th Floor New York, New York 10013 <i>Money In Politics</i>	None	Public Charity	\$50,000
Brookline Community Foundation 40 Webster Place Brookline, MA 02445 <i>General Operating Support</i>	None	Public Charity	\$5,000
Brown Boi Project 436 14th Street 5th Floor Oakland, CA 94612 <i>Black Reproductive Justice Leaders Investment</i>	None	Public Charity	\$20,000
Cathedral School of St. John the Divine 1047 Amsterdam Avenue New York, New York 10025 <i>The Cathedral School of St. John the Divine</i>	None	Public Charity	\$2,500
Cattrap Nantucket P.O. Box 3225 Nantucket, MA 02584 <i>General Operating Support</i>	None	Public Charity	\$500
Center for Constitutional Rights 666 Broadway, 7th Floor New York, NY 10012 <i>In Honor of Michael Rattner</i>	None	Public Charity	\$2,000
Center for Reproductive Rights 120 Wall Street 14th Floor New York, NY 10005 <i>U.S. Legal Program and Latin America Regional Office</i>	None	Public Charity	\$100,000
Center for Responsible Travel (CREST) 1333 H Street NW Suite 300 East Tower Washington, DC 20005 <i>Promoting Sustainable Tourism: Executive Symposium for Innovators in Coastal</i>	None	Public Charity	\$30,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
Civil Liberties and Public Policy Program/Hampshire College 893 West Street Amherst, MA 01002-5001 <i>Training New Generations of Reproductive Rights Advocates, Activists, Practitioners and Leaders</i>	None	Public Charity	\$30,000
Clean Air-Cool Planet 100 Market Street Suite 204 Portsmouth, NH 03801 <i>The Next Generation of Leaders: Sustainability on Campuses</i>	None	Public Charity	\$50,000
Clean Production Action P. O. Box 560024 W Medford, MA 02156 <i>BizNGO Program to Transform the Chemical and Material Economy</i>	None	Public Charity	\$60,000
Committee to Protect Journalists 330 Seventh Avenue 11th Floor New York, NY 10001 <i>Work in Latin America</i>	None	Public Charity	\$25,000
Community Funds, Inc. 905 Third Avenue New York, NY 10022 <i>Funding of The Overbrook Family Advised Fund</i>	None	Public Charity	\$1,418,500
CoreAlign University of California Regents 1330 Broadway, Suite 1100 Oakland, CA 94612 <i>Launching CoreAlign Programs to Win Resources, Rights and Respect for All People's Sexual and Reproductive Decision-making</i>	None	Public Charity	\$40,000
Corporate Accountability International 30 Milk Street, Suite 610 Boston, MA 02108 <i>Real Food Media Project</i>	None	Public Charity	\$35,000
Corporate Ethics International P.O. Box 82021 Portland, OR 97282 <i>General Operating Support</i>	None	Public Charity	\$10,000
Cystic Fibrosis Foundation 2 University Plaza, Suite 312 Hackensack, NJ 07601 <i>Team Chloe at Bradley Beach GS Event on May 6th</i>	None	Public Charity	\$250
Disability Rights International 1666 Connecticut Ave. NW #325 Washington, DC 20009 <i>Women's Rights Advocacy Initiative: Mexico and Guatemala</i>	None	Public Charity	\$45,000
Dogwood Alliance P.O. Box 7645 Asheville, NC 28802 <i>Fast Food Packaging Campaign</i>	None	Public Charity	\$10,000
EARTHWORKS 1612 K Street NW Suite 808 Washington, DC 20006 <i>International Campaign to Clean Up Environmentally Destructive Mining Practices</i>	None	Public Charity	\$35,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
Energy Action Coalition 205 New York Avenue, NW Washington, DC 20001 <i>Power Shift 2013</i>	None	Public Charity	\$40,000
Environmental Defender Law Center 407 W. Koch Street Bozeman, MT 59715 <i>General Operating Support of work in Latin America</i>	None	Public Charity	\$25,000
Environmental Defense Fund 257 Park Avenue South 17th Floor New York, NY 10010 <i>General Operating Support</i>	None	Public Charity	\$50,000
Environmental Investigation Agency P.O. Box 53343 Washington, DC 20009 <i>Elephant Conservation</i>	None	Public Charity	\$20,000
Environmental Investigation Agency P.O. Box 53343 Washington, DC 20009 <i>Improving Biodiversity Conservation in Latin America</i>	None	Public Charity	\$65,000
Environmental Paper Network 16 Eagle Street Suite 200 Asheville, NC 28801 <i>General Operating Support</i>	None	Public Charity	\$20,000
Equality Maine Foundation P. O. Box 1951 Portland, Maine 04101 <i>General Operating Support</i>	None	Public Charity	\$500
Facing History and Ourselves National Foundation 16 Hurd Road Brookline, MA 02445 <i>Fundamental Freedoms Project</i>	None	Public Charity	\$20,000
Fire Island Pines Property Owners Association Charitable Foundation P. O. Box 5305 Fire Island, Pines, NY 11782-0999 <i>The Seashore Defense Fund</i>	None	Public Charity	\$500
For the City Network 1033 La Posada Drive Suite 210 Austin, TX 78752 <i>\$2,500 for: "RBI Austin" and \$2,500 for the "Ashton Mentoring Program"</i>	None	Public Charity	\$5,000
Fordham University 888 7th Avenue 7th Floor New York, NY 10019 <i>Heather Scott Memorial Endowment Scholarship Fund</i>	None	Public Charity	\$5,000
ForestEthics 1 Haight Street San Francisco, CA 94102 <i>General Operating Support</i>	None	Public Charity	\$30,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
Forward Together 1440 Broadway Suite 301 Oakland, CA 94612 <i>Strong Families Summit</i>	None	Public Charity	\$25,000
Foundation for Sustainable Community Development in the Tropics -ALTROPICO Muros N27-211 y Gonzalez Suarez Castilla Postal: 17-15-144C Quito Ecuador <i>General Operating Support</i>	None	Non-profit Organization	\$20,000
Free Press 40 Main Street Suite 301 Florence, MA 01062 <i>General Operating Support</i>	None	Public Charity	\$45,000
Freedom Network USA c/o Mosaic Family Services, Inc. 4144 N. Central Expressway Suite 530 Dallas, TX 75204 <i>The Freedom Network Training Institute</i>	None	Public Charity	\$30,000
Freedom To Marry 155 West 19th Street 2nd Floor New York, NY 10011 <i>General Operating Support</i>	None	Public Charity	\$50,000
Front Line-International Foundation for the Protection of Human Rights Defenders 345 Park Avenue, 17th Floor New York, NY 10154 <i>Protection of Latin American Human Rights Defenders</i>	None	Public Charity	\$50,000
Fundacion Cordillera Tropical Edificio El Consorcio Jaime Roldos 4-80 y Huayna Capac Cuenca Ecuador <i>Reciprocal Agreements for Watershed Conservation in Southern Sangay National Park, Ecuador</i>	None	Non-profit Organization	\$70,000
Gay & Lesbian Advocates & Defenders 30 Winter Street Suite 800 Boston, MA 02108 <i>Eliminating Federal Discrimination in Marriage</i>	None	Public Charity	\$25,000
Gay Men's Health Crisis, Inc. 446 West 33rd Street New York, NY 10001-2601 <i>in honor of Tim Sweeney</i>	None	Public Charity	\$500
Global Alliance for Incinerator Alternatives - GAIA 1958 University Avenue Berkeley, CA 94704 <i>GAIA U.S. & Canada Program</i>	None	Public Charity	\$30,000
Global Green USA 2218 Main Street 2nd Floor Santa Monica, CA 90405 <i>Coalition for Resource Recovery's Paper Foodservice Packaging Recycling Program</i>	None	Public Charity	\$30,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
Green For All 1611 Telegraph Avenue Suite 600 Oakland, CA 94612 <i>General Operating Support</i>	None	Public Charity	\$60,000
Green Press Initiative 68 Morningside Drive Suite I Asheville, NC 28806 <i>General Operating Support</i>	None	Public Charity	\$20,000
Grist.org 710 Second Avenue Suite 860 Seattle, WA 98104 <i>General operating support and special projects Furthering its Mission as the Nation's Most Prominent On line Platform for Environmental News and Commentary.</i>	None	Public Charity	\$55,000
Groundswell 1156 15th Street NW Eighth Floor Washington, DC 20005 <i>Community Power & Strong Homes</i>	None	Public Charity	\$40,000
Groundswell Fund 436 14th Street Suite 1312 Oakland, CA 94612 <i>The Catalyst Fund</i>	None	Public Charity	\$50,000
Hastings Center 21 Malcolm Gordon Road Garrison, NY 10524-4125 <i>The Study: Undocumented Patients After Health Reform: Human Rights, Access to Health Care & the Ethics of the Safety Net</i>	None	Public Charity	\$35,000
Health Care Without Harm 12355 Sunrise Valley Drive Suite 680 Reston, VA 20191 <i>Healthier Hospitals Initiative</i>	None	Public Charity	\$50,000
Human Rights Center, Law School, University of Chile Centro de Derechos Humanos Avenida Pio Noe 1, 4 piso, Ala Sur Providencia Santiago, Chile <i>International Human Rights Fellowship Program</i>	None	Non-profit Organization	\$50,000
Human Rights Project for Girls 1225 Eye Street Suite 600 Washington, DC 20005 <i>General Operating Support</i>	None	Public Charity	\$25,000
Human Rights Watch 350 Fifth Avenue 34th Floor New York, NY 10118-3299 <i>Combating Human Rights Violations in Mexico</i>	None	Public Charity	\$45,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-8088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
IMAFLOA Estrada Chico Mendes, 185 Cep 13400.970-Piracicaba San Paulo, Brazil 13.400-970 <i>Valuation of the Extractive Production, as an Instrument for Consolidating Protected Areas in the Region of Terra do Meio / Pará.</i>	None	Non-profit Organization	\$45,000
In Our Backyards (ioby.org) 540 President Street 3rd Floor Brooklyn, NY 11211 <i>General Operating Support</i>	None	Public Charity	\$50,000
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601 <i>Protecting Maya Q'eqchi' Land and Resource Rights in Guatemala</i>	None	Public Charity	\$35,000
Innocence Project, Inc. 40 Worth Street Suite 701 New York, NY 10013 <i>General Operating Support</i>	None	Public Charity	\$40,000
International Gay and Lesbian Human Rights Commission 80 Maiden Lane Suite 1505 New York, NY 10038 <i>Latin America and Caribbean Program Human Rights Institute</i>	None	Public Charity	\$25,000
International Planned Parenthood Federation Western Hemisphere Region 125 Maiden Lane 9th Floor New York, NY 10038 <i>Strengthening Sexual and Reproductive Health and Rights in Latin America and the Caribbean</i>	None	Public Charity	\$40,000
Ipas 300 Market Street Suite 200 Chapel Hill, NC 27516 <i>Advocacy and Action on Abortion Policy in Latin America</i>	None	Public Charity	\$20,000
Island Press 2000 M Street, NW, Suite 650 Washington, DC 20036 <i>General Operating Support</i>	None	Public Charity	\$25,000
Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 10005-3904 <i>Support of Efforts to Win Marriage Equality for Same-Sex Couples.</i>	None	Public Charity	\$70,000
Leadership Conference Educational Fund 1629 K Street NW 10th Floor Washington, DC 20006 <i>Human Rights Policy and Education Project</i>	None	Public Charity	\$45,000
Loggerhead Marinelife Center, Inc. 14200 US Highway One Juno Beach, FL 33408 <i>General Operating Support</i>	None	Public Charity	\$2,500

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
Los Angeles Alliance for a New Economy (LAANE) 464 Lucas Avenue Suite 202 Los Angeles, CA 90017 <i>Don't Waste LA Campaign</i>	None	Public Charity	\$95,000
Love Heals 2 Fifth Avenue, #20 New York, NY 10011 <i>General Operating Support</i>	None	Public Charity	\$1,000
Lowell School 1640 Kalmia Road, NW Washington, DC 20012 <i>Capital Campaign</i>	None	Public Charity	\$15,000
Maret School 3000 Cathedral Avenue, NW Washington, DC 20008 <i>General Operating Support</i>	None	Public Charity	\$5,000
Massachusetts Institute of Technology 77 Massachusetts Avenue Cambridge, MA 02142 \$6,250 for the RSI Program - Math Department Endowment Fund \$3158690 and \$6,250 for the PRIMES Program - Math Special Needs Fund #3879500	None	Public Charity	\$12,500
Middlebury College 131 S Main St Middlebury, VT 05753 <i>General Operating Support</i>	None	Public Charity	\$20,000
Mother Jones/Foundation for National Progress 222 Sutter Street 6th Floor San Francisco, CA 94108 <i>The Human Rights Journalism Project</i>	None	Public Charity	\$35,000
Mount Sinai Hospital Adolescent Health Center 320 East 94th St., 2nd Floor New York, New York 10128 <i>General Operating Support</i>	None	Public Charity	\$500
Museum of Jewish Heritage 36 Battery Place Battery Park City New York City, NY 10208 <i>Brother's Keeper</i>	None	Public Charity	\$25,000
Nantucket New School 15 Nobadear Farm Road Nantucket, MA 02554 <i>General Operating Support</i>	None	Public Charity	\$500
National Advocates for Pregnant Women 15 West 36th Street Suite 901 New York, NY 10018 <i>General Operating Support</i>	None	Public Charity	\$95,000
National Asian Pacific American Women's Forum 155 Water Street Brooklyn, NY 11201 <i>General Operating Support</i>	None	Public Charity	\$30,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
National Audubon Society 225 Varick Street New York, NY 10014 <i>a Joint Project with Pronatura Creating Landowner Incentives to Preserve and Restore the Last Forests in Veracruz, Mexico</i>	None	Public Charity	\$30,000
National Economic & Social Rights Initiative 90 John Street Suite 308 New York, NY 10038 <i>Human Rights at Home Campaign (HuRAH)</i>	None	Public Charity	\$50,000
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>Support Coverage of the Environment and Human Rights</i>	None	Public Charity	\$50,000
Natural Resources Defense Council 40 West 20th Street New York, NY 10011 <i>New York Recycling and Sustainability Project</i>	None	Public Charity	\$75,000
Nature and Culture International 1400 Maiden Lane Del Mar, CA 92014 <i>Conservation Fund for the Establishment and Management of Protected Areas by Municipal Governments in Southern Ecuador</i>	None	Public Charity	\$45,000
Nature Serve 4500 N. Fairfax Drive 7th Floor Arlington, VA 22203 <i>Working Group to Advance Conservation and Sustainable Use of Mexico's Biodiversity</i>	None	Public Charity	\$30,000
New America Media (Pacific News Services) 209 9th Street, 2nd Floor San Francisco, CA 94103 <i>Combat Voter Suppression Through Collective Ethnic Media Advocacy</i>	None	Public Charity	\$40,000
New York Botanical Garden 2900 Southern Boulevard Bronx, NY 10458 <i>Professional Woodsmen for Managed Forests in Amazonian Brazil</i>	None	Public Charity	\$50,000
New York Civil Liberties Union Foundation 125 Broad Street 19th Floor New York, NY 10004 <i>To Further Integrate a Human Rights Framework in the Liberty and Security, Immigrants' Rights, Racial Justice and Reproductive Rights Programs</i>	None	Public Charity	\$40,000
New York Save Animals in Veterinary Emergency 200 West 54th Street Suite 9A New York, NY 10019 <i>General Operating Support in Memory of Snowy</i>	None	Public Charity	\$250
NJTV Public Media NJ c/o WNET, New York Public Media 825 Eighth Avenue, 14th Floor New York, NY 10019-7435 <i>General Operating Support</i>	None	Public Charity	\$260

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Paid
North Star Fund 620 Eighth Avenue Suite 2203 New York, NY 10018-6656 <i>General Operating Support</i>	None	Public Charity	\$2,500
Partners In Health 888 Commonwealth Avenue 3rd Floor Boston, MA 02215 <i>General Operating Support</i>	None	Public Charity	\$5,000
Peace Brigades International - USA 1926 9th Street, NW Washington, DC 20001 <i>Latin America Program</i>	None	Public Charity	\$30,000
People and Plants International P.O. Box 251 Bristol, VT 05443 <i>Community-Based Forest Management and Conservation in Central Mexico: Building Links, Networks and Capacities</i>	None	Public Charity	\$60,000
People For the American Way Foundation 1101 15th Street, NW Suite 600 Washington, DC 20005-5002 <i>Young Elected Officials Program</i>	None	Public Charity	\$5,000
Philanthropy New York 79 Fifth Avenue Fourth Floor New York, NY 10003-3076 <i>Grants Portion of Membership</i>	None	Public Charity	\$11,050
Pinchot Institute for Conservation 1616 P Street, NW Suite 100 Washington, DC 20036 <i>EcoMadera: Innovating a Sustainable Forestry Value Chain to Conserve Threatened Tropical Forests</i>	None	Public Charity	\$30,000
Product Policy Institute 205 Three Oaks Drive Athens, GA 30607 <i>General Operating Support</i>	None	Public Charity	\$25,000
Product Stewardship Institute, Inc. 29 Stanhope Street 3rd Floor Boston, MA 02116 <i>Take-back Campaigns and Reduction of Waste</i>	None	Public Charity	\$20,000
Program for Appropriate Technology in Health (PATH) 2201 Westlake Avenue Suite 200 Seattle, WA 98121 <i>General Operating Support</i>	None	Public Charity	\$10,000
Pronatura Noroeste A.C. Calle Decima No. 60, Zona Centro Mexico <i>Protection of the Cabo Pulmo National Park region, Baja California Sur, México: work plan for 2013</i>	None	Non-profit Organization	\$50,000
Proteus Fund, Inc. 15 Research Drive, Suite B Amherst, MA 01002 <i>Support of the Civil Marriage Collaborative</i>	None	Public Charity	\$100,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
Public Interest Projects, Inc. 45 West 36th Street 6th Floor New York, NY 10018 <i>U.S. Human Rights Fund</i>	None	Public Charity	\$150,000
Rainforest Action Network 221 Pine Street Suite 600 San Francisco, CA 94104 <i>Campaign to Inspire Corporations to Embrace a Commitment to Environmental Justice</i>	None	Public Charity	\$40,000
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279 <i>Achieve Conservation and Community Development through Healthy Sustainable Tourism Destinations</i>	None	Public Charity	\$75,000
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279 <i>General Operating Support</i>	None	Public Charity	\$10,000
Reporters Without Borders Southern Railway Building 1500 K Street, NW Suite 600 Washington, DC 20005 <i>Defending Freedom of Information in Latin America</i>	None	Public Charity	\$30,000
Root Capital 955 Massachusetts Avenue 5th Floor Cambridge, MA 02139 <i>Fostering Innovation & Biodiversity Conservation in Ecuador, Mexico and Nicaragua</i>	None	Public Charity	\$80,000
Sidwell Friends School 3825 Wisconsin Avenue, NW Washington, DC 20016 <i>General Operating Support</i>	None	Public Charity	\$5,000
South Africa Partners 89 South Street Suite 701 Boston, MA 02111 <i>General Operating Support</i>	None	Public Charity	\$7,000
St. Stephen's School American Office 15 Gramercy Park South New York, NY 10003 <i>General Operating Support</i>	None	Public Charity	\$2,500
Stonewall Community Foundation 446 West 33rd Street New York, NY 10001-2601 <i>General Operating Support</i>	None	Public Charity	\$500
The Foundation Center 79 Fifth Avenue New York, NY 10003 <i>General Operating Support</i>	None	Public Charity	\$4,500

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
The New Press 38 Greene Street 4th Floor New York, NY 10013 <i>General Operating Support</i>	None	Public Charity	\$35,500
The Story of Stuff 1442 A Walnut Street #272 Berkeley, CA 94709 <i>General Operating Support</i>	None	Public Charity	\$40,000
The Tides Center P.O. Box 29907 Presidio Building 1014 San Francisco, CA 94129-0907 <i>The Sustainability Funders</i>	None	Public Charity	\$10,000
The Wildlife Center of Fairfield County P.O. Box 4706 Stamford, CT 06907 <i>General Operating Support</i>	None	Public Charity	\$5,000
Third Wave Foundation 220 East 23rd Street Suite 509 New York, NY 10010 <i>General Operating Support</i>	None	Public Charity	\$40,000
U.S. Green Building Council New York Chapter 40 Fulton Street New York, NY 10004 <i>General Operating Support</i>	None	Public Charity	\$40,000
United Republic Education Fund (URIF) P.O. Box 60008 Florence, MA 01062 <i>General Operating Support</i>	None	Public Charity	\$50,000
Urban Justice Center 123 William Street New York, NY 10038 <i>General Operating Support: \$30,000 for the Human Rights Project and \$25,000 for the Sex Workers Project</i>	None	Public Charity	\$55,000
Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A No. 40A-68 Piso 2; Barrio La Soledad Bogota; Cundinamarca Columbia <i>Rapid Response Grantmaking and Research & Advocacy Program</i>	None	Non-profit Organization	\$40,000
Vickers House 3801 George Avenue West Palm Beach, FL 33405 <i>Elders on the Edge Pet Fund</i>	None	Public Charity	\$2,500
Wesleyan Center for Prison Education 222 Church Street Third Floor Middletown, CT 06459 <i>General Support for Center for Prison Education</i>	None	Public Charity	\$250
Western States Center P.O. Box 40305 Portland, OR 97240-0305 <i>Gender Justice: Uniting Communities and Strong Families</i>	None	Public Charity	\$30,000

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS PAID
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

<u>Recipient and Purpose</u>	<u>Recipient Relationship</u>	<u>Recipient Status</u>	<u>Paid</u>
Wildlife Conservation Network 25745 Bassett Lane Los Altos, CA 94022 <i>Save the Elephants</i>	None	Public Charity	\$10,000
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460 <i>African Elephant Conservation</i>	None	Public Charity	\$12,500
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460 <i>Improving Rural Livelihoods through Natural Resource Conservation in the Pantanal of Brazil and Yasuni National Park, Ecuador</i>	None	Public Charity	\$50,000
WITNESS 80 Hanson Place 5th Floor Brooklyn, NY 11217 <i>Promoting Video Advocacy in the Americas</i>	None	Public Charity	\$45,000
WNYC Radio 160 Varick Street New York, NY 10013 <i>General Operating Support</i>	None	Public Charity	\$2,500
WNYC Radio 160 Varick Street New York, NY 10013 <i>On the Media: \$45,000 as General Operating Support for the One the Media Program and \$10,000 to Support On the Media's Reporting from Mexico in June 2012</i>	None	Public Charity	\$55,000
Women's Link Worldwide P.O. Box 416 Northfield, VT 05663 <i>Work in Latin America</i>	None	Public Charity	\$25,000
Grand Total			<u>\$5,897,060</u>

THE OVERBROOK FOUNDATION
SCHEDULE OF GRANTS FOR FUTURE PAYMENT
DECEMBER 31, 2012

FORM 990-PF
EIN 13-6088860

Recipient and Purpose	Recipient Relationship	Recipient Status	Approved for Future Payment
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203 <i>Linking Human Rights and Environmental Protection in Colombia: Designing a first contact contingency plan with isolated tribes of the Amazon</i>	None	Public Charity	\$70,000
Amazon Watch 221 Pine Street Fourth Floor San Francisco, CA 94104 <i>Ecuador Rainforest Protection Program</i>	None	Public Charity	\$40,000
As You Sow Foundation 1611 Telegraph Ave. Oakland, CA 94612 <i>Consumer Packaging and E-waste Recycling Initiatives</i>	None	Public Charity	\$35,000
Forest Ethics 1 Haight Street San Francisco, CA 94102 <i>General Operating Support</i>	None	Public Charity	\$30,000
IMAPLORA Estrada Chico Mendes, 185 Cep 13400-970-Floracaba San Paulo, Brazil 13.400-970 <i>Valuation of the Extractive Production, as an Instrument for Consolidating Protected Areas in the Region of Terra do Meio / Pará.</i>	None	Non-profit Organization	\$45,000
In Our Backyards (Ioby.org) 540 President Street 3rd Floor Brooklyn, NY 11211 <i>General Operating Support</i>	None	Public Charity	\$50,000
National Public Radio 635 Massachusetts Avenue, NW Washington, DC 20001-3753 <i>Support Coverage of the Environment and Human Rights</i>	None	Public Charity	\$50,000
People and Plants International P.O. Box 251 Bristol, VT 05443 <i>Community-Based Forest Management and Conservation in Central Mexico; Building Links, Networks and Capacities</i>	None	Public Charity	\$60,000
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279 <i>Achieve Conservation and Community Development through Healthy Sustainable Tourism Destinations</i>	None	Public Charity	\$75,000
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460 <i>Improving Rural Livelihoods through Natural Resource Conservation in the Pantanal of Brazil and Yasuni National Park, Ecuador</i>	None	Public Charity	\$50,000
Grand Total			\$505,000

**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
	THE OVERBROOK FOUNDATION	13-6088860
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	122 EAST 42ND STREET, SUITE 2500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10168-2500	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 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

**THIS FORM HAS BEEN
FILED BY OUR OFFICE
ON YOUR BEHALF**

- The books are in the care of ► S ABELOW C/O THE FDTN

THIS IS YOUR COPY

Telephone No ► 212 661-8710

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
- ☒ 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 \$	491,022.
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 \$	191,022.
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 \$	300,000.

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.

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
	THE OVERBROOK FOUNDATION	13-6088860
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	122 EAST 42ND STREET, SUITE 2500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10168-2500	

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

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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 OVERBROOK FOUNDATION
Telephone No 212 661-8710 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 AWAITING INFORMATION FROM THIRD PARTY SOURCES NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	491,022.
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 \$	491,022.
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 \$	NONE.

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 Date

Form 8868 (Rev. 1-2013)

THIS FORM HAS BEEN
FILED BY OUR OFFICE
ON YOUR BEHALF

THIS IS YOUR COPY