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

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052.

2013**Open to Public Inspection****For calendar year 2013 or tax year beginning****, 2013, and ending****, 20**

Name of foundation BROOKLYN COMMUNITY FOUNDATION		A Employer identification number 11-3422729						
Number and street (or P O box number if mail is not delivered to street address) 1000 DEAN STREET	Room/suite 307	B Telephone number (see instructions) (718) 480-7500						
City or town, state or province, country, and ZIP or foreign postal code BROOKLYN, NY 11238		C If exemption application is pending, check here ☐ D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☒						
G Check all that apply. <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☒ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☒ Address change	☐ Name change	
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☒ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 64,197,915.		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,341,987.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		717.	717.		ATCH 1
4 Dividends and interest from securities		902,601.	902,601.		ATCH 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,361,221.			
b Gross sales price for all assets on line 6a	21,975,531.				
7 Capital gain net income (from Part IV, line 2)			3,361,221.		
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 3		59.			
12 Total. Add lines 1 through 11		6,606,585.	4,264,539.		
13 Compensation of officers, directors, trustees, etc.		358,270.			358,270.
14 Other employee salaries and wages		737,988.			737,988.
15 Pension plans, employee benefits		284,248.			284,248.
16a Legal fees (attach schedule) ATCH 4		14,208.			14,208.
b Accounting fees (attach schedule) ATCH 5		115,835.			115,835.
c Other professional fees (attach schedule) *		741,671.	313,356.		428,315.
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion		49,226.			
20 Occupancy		119,362.			119,362.
21 Travel, conferences, and meetings		32,934.			32,934.
22 Printing and publications		7,901.			7,901.
23 Other expenses (attach schedule) ATCH 7		154,099.			154,099.
24 Total operating and administrative expenses. Add lines 13 through 23		2,615,742.	313,356.		2,253,160.
25 Contributions, gifts, grants paid		3,507,585.			6,350,913.
26 Total expenses and disbursements. Add lines 24 and 25		6,123,327.	313,356.	0	8,604,073.
27 Subtract line 26 from line 12		483,258.			
a Excess of revenue over expenses and disbursements			3,951,183.		
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		250.	62.	62.
	2	Savings and temporary cash investments		2,548,125.	3,019,575.	3,019,575.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶	168,600.			
		Less allowance for doubtful accounts ▶	50,000.	848,750.	118,600.	118,600.
	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) ▶ *			2,300,000.	ATCH 8
		Less allowance for doubtful accounts ▶		3,075,000.	2,300,000.	2,300,000.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		89,428.	54,896.	54,896.
	10 a	Investments - U S and state government obligations (attach schedule). **		2,602,811.	1,388,514.	1,388,514.
	b	Investments - corporate stock (attach schedule) ATCH 10		30,388,595.	34,184,782.	34,184,782.
	c	Investments - corporate bonds (attach schedule).				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		20,275,131.	23,091,881.	23,091,881.	
14	Land, buildings, and equipment basis ▶	679,621.				
	Less accumulated depreciation (attach schedule) ▶	663,346.	65,501.	16,275.	16,275.	
15	Other assets (describe ▶ ATCH 12)		21,262.	23,330.	23,330.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		59,914,853.	64,197,915.	64,197,915.	
Liabilities	17	Accounts payable and accrued expenses		112,877.	161,119.	
	18	Grants payable		2,952,000.	108,672.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)		18,981.		
	23	Total liabilities (add lines 17 through 22)		3,083,858.	269,791.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☒ X and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		55,168,618.	63,598,694.	
	25	Temporarily restricted		1,662,377.	329,430.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ☐ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		56,830,995.	63,928,124.	
	31	Total liabilities and net assets/fund balances (see instructions)		59,914,853.	64,197,915.	

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	56,830,995.
2	Enter amount from Part I, line 27a	2	483,258.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	6,613,871.
4	Add lines 1, 2, and 3	4	63,928,124.
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	63,928,124.

**ATCH 9

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	3,361,221.	
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))
2012	6,402,239.	53,466,361.	0.119743
2011	6,636,489.	50,840,798.	0.130535
2010	7,543,757.	56,686,372.	0.133079
2009	5,097,888.	52,408,159.	0.097273
2008	4,925,875.	72,893,586.	0.067576
2 Total of line 1, column (d)			2 0.548206
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 0.109641
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 57,827,939.
5 Multiply line 4 by line 3			5 6,340,313.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,512.
7 Add lines 5 and 6			7 6,379,825.
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 8,604,073.

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 ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	0
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
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?		
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) ☐ NEW YORK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

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).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address WWW.BROOKLYNCOMMUNITYFOUNDATION.ORG				
14	The books are in care of MICHAEL BURKE	Telephone no	718-480-7500	
	Located at 1000 DEAN STREET, SUITE 307 BROOKLYN, NY	ZIP+4	11238	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			☐
	and enter the amount of tax-exempt interest received or accrued during the year.		15	
16	At any time during calendar year 2013, 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?		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			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		☐
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☐ No
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2013 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 2013)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

X

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

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

X

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		358,270.	17,399.	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		592,760.	128,782.	0

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

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		558,574.

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	34,222,539.
b	Average of monthly cash balances	1b	3,071,368.
c	Fair market value of all other assets (see instructions)	1c	21,414,661.
d	Total (add lines 1a, b, and c)	1d	58,708,568.
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	58,708,568.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	880,629.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	57,827,939.
6	Minimum investment return. Enter 5% of line 5	6	2,891,397.

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

1	Minimum investment return from Part X, line 6	1	2,891,397.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,891,397.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,891,397.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,891,397.

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	8,604,073.
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	8,604,073.
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	39,512.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,564,561.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,891,397.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 4,925,875.				
b From 2009 5,104,470.				
c From 2010 4,727,757.				
d From 2011 4,125,394.				
e From 2012 3,757,020.				
f Total of lines 3a through e	22,640,516.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 8,604,073.				
a Applied to 2012, 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 2013 distributable amount				2,891,397.
e Remaining amount distributed out of corpus	5,712,676.			
5 Excess distributions carryover applied to 2013 (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:	28,353,192.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	4,925,875.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	23,427,317.			
10 Analysis of line 9				
a Excess from 2009 5,104,470.				
b Excess from 2010 4,727,757.				
c Excess from 2011 4,125,394.				
d Excess from 2012 3,757,020.				
e Excess from 2013 5,712,676.				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

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

NONE

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

NONE

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

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

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

ATCH 17

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

ATCH 18

c Any submission deadlines

JANUARY 31

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

BROOKLYN BASED OR FOCUSED ORGANIZATIONS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT 19				6,350,913.
Total			▶ 3a	6,350,913.
b <i>Approved for future payment</i> SEE ATTACHMENT 19				108,672.
Total			▶ 3b	108,672.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	717.	
4	Dividends and interest from securities			14	902,601.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	3,361,221.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a OTHER					59.
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				4,264,539.	59.
13	Total. Add line 12, columns (b), (d), and (e)				4,264,598.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

BROOKLYN COMMUNITY FOUNDATION

Employer identification number

11-3422729

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AMERICAN RED CROSS 520 WEST 49TH STREET NEW YORK, NY 10019	\$ 1,214,661.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	JERRY SEINFELD C/O LIEBLING, 10 MEADOWN BROOK ROAD KATONAH, NY 10536	\$ 164,656.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	ALAN H. AND JUDITH R. FISHMAN 6 WILLOW PLACE BROOKLYN, NY 11201	\$ 80,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
4	TIDES FOUNDATION THE PRESIDIO, P.O. BOX 29903 SAN FRANCISCO, CA 94129	\$ 90,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
5	MARY J. HUTCHINS FOUNDATION 31 WEST 27TH STREET, 4TH FLOOR NEW YORK, NY 10001	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
6	CENTER FOR DISASTER PHILANTHROPY 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036	\$ 45,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	THE SCHERMAN FOUNDATION 16 EAST 52ND STREET, SUITE 601 NEW YORK, NY 10022-5306	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
8	MARTIN AND MARY ANN BAUMRIND 178 AMITY STREET BROOKLYN, NY 11201	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
9	MICHAEL AND JANE EISNER 283 BEL AIR ROAD LOS ANGELES, CA 90077	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
10	PETER JAY SHARP FOUNDATION 845 THIRD AVENUE NEW YORK, NY 10001	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
11	ROBERT CATELL 62 OSBORNE ROAD GARDEN CITY, NY 11530	\$ 57,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
12	MICHAEL SHERMAN 54 BUTLER STREET BROOKLYN, NY 11231	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	JERICO CAPITAL ASSET MANAGEMENT LP 510 MADISON AVENUE NEW YORK, NY 10022	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
14	JEROME L. GREENE FOUNDATION 950 THIRD AVENUE, 19TH FL NEW YORK, NY 10022	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
15	GABRIEL SCHWARTZ 13 CRANBERRY STREET BROOKLYN, NY 11201	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
16	METROPOLITAN WATERFRONT ALLIANCE 241 WATER STRERET NEW YORK, NY 10038	\$ 14,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
17	ALAN AND KATHLEEN STAGGERS 125 COURT STREET, APT 8BN BROOKLYN, NY 11201	\$ 10,164.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
18	SANDRA ABRAMSON 451 MARLBOROUGH ROAD BROOKLYN, NY 11226	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	STRIBLING & ASSOCIATES 924 MADISON AVENUE NEW YORK, NY 10021	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
20	CLAIRE SILBERMAN 360 FURMAN STREET, APT 1216 BROOKLYN, NY 11201	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
21	ZEKE FREEMAN 20 TIFFANY PLACE, APT 7S BROOKLYN, NY 11231	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
22	ESTATE OF LEONARD A. PULCHIN C/O HELENE COLE, 7 OLSEN DRIVE WARREN, NJ 07059	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
23	MARTIN KESSLER 291 UNION STREET, APT 5F BROOKLYN, NY 11231	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
24	BUSHWICK SCHOOL FOR SOCIAL JUSTICE 400 IRVING AVENUE BROOKLYN, NY 11237	\$ 6,360.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	PORK SLOPE 247 5TH AVENUE BROOKLYN, NY 11215	\$ 5,300.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
26	ROHIT AND KATHARINE DESAI 200 HICKS STREET BROOKLYN, NY 11201	\$ 7,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
27	DONALD ELLIOT 118 PIERREPONT STREET BROOKLYN, NY 11201-2768	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
28	MARIA FIORINI AND GEORGE RAMIREZ 675 THIRD AVENUE, 11TH FL NEW YORK, NY 10017-5704	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
29	EDWARD AND KATHLEEN GENTNER 99 SOUTH PARK AVENUE, APT 114 ROCKVILLE CENTRE, NY 11570	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
30	CONSTANCE AND THEODORE ROOSEVELT 1 PIERREPONT STREET BROOKLYN, NY 11201	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	ROBERT AND MARTHA RUBIN 218 COLUMBIA HEIGHTS BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
32	PETER TRIELOFF AND LUCY CICCONE 176 AMITY STREET BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
33	MICHELE KIRSCHBAUM 25 GRACE COURT BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
34	NANCY SCHUH 551 PACIFIC STREET BROOKLYN, NY 11217	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
35	JEWISH COMMUNAL FUND 575 MADISON AVENUE, SUITE 703 NEW YORK, NY 10022	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
36	ATLANTIC PHILANTHROPIES USA, INC. 75 VARICK STREET, 17TH FL NEW YORK, NY 10013	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	JESSIE SMITH NOYES FOUNDATION 6 EAST 39TH STREET NEW YORK, NY 10016	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
38	HILDY J. SIMMONS 51 SIDNEY PLACE BROOKLYN, NY 11201	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
39	THE BROOK FAMILY FOUNDATION 9 KORHONEN ROAD NORWAY, ME 04268	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
40	EILEEN FISHER 2 BRIDGE STREET IRVINGTON, KY 10533	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
41	RALPH HERZKA 1 BATTERY PARK PLAZA, 26TH FL NEW YORK, NY 10004	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
42	MERIDIAN CAPITAL GROUP 1 BATTERY PARK PLAZA, 26TH FL NEW YORK, NY 10004	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	COLEMAN FAMILY CHARITABLE FOUNDATION 121 CONTINENTAL DRIVE, SUITE 107 NEWARK, DE 19713	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization **BROOKLYN COMMUNITY FOUNDATION**

Employer identification number

11-3422729**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization **BROOKLYN COMMUNITY FOUNDATION**

Employer identification number

11-3422729

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$ _____

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
21975531.		SALE OF INVESTMENT SECURITIES PROPERTY TYPE: SECURITIES 18614310.				P	3,361,221.	
TOTAL GAIN (LOSS)							<u>3,361,221.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	717.	717.
TOTAL	<u>717.</u>	<u>717.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDEND INCOME	902,601.	902,601.
TOTAL	<u>902,601.</u>	<u>902,601.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
OTHER INCOME	59.
TOTALS	<u>59.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	14,208.			14,208.
TOTALS	<u>14,208.</u>			<u>14,208.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING & AUDIT FEES	28,300.			28,300.
BOOKKEEPING	87,535.			87,535.
TOTALS	<u>115,835.</u>			<u>115,835.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT FEES	313,356.	313,356.	
CONSULTING FEES	428,315.		428,315.
TOTALS	<u>741,671.</u>	<u>313,356.</u>	<u>428,315.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INSURANCE	34,334.
TELEPHONE AND COMMUNICATION	19,688.
SUPPLIES	11,480.
EQUIPMENT	11,096.
POSTAGE AND SHIPPING	6,897.
MARKETING	35,545.
OTHER EXPENSES	35,059.
TOTALS	<u>154,099.</u>

CHARITABLE PURPOSES
34,334.
19,688.
11,480.
11,096.
6,897.
35,545.
35,059.
<u>154,099.</u>

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

BORROWER:	RECOVERABLE GRANT RECEIVABLE	
BEGINNING BALANCE DUE		3,075,000.
ENDING BALANCE DUE		<u>2,300,000.</u>
ENDING FAIR MARKET VALUE		<u>2,300,000.</u>
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>3,075,000.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		<u>2,300,000.</u>
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		<u>2,300,000.</u>

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

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING</u>	<u>ENDING</u>
	<u>BOOK VALUE</u>	<u>FMV</u>
U.S. GOVERNMENT AND GOVERNMENTAL AGENCIES OBLIGATIONS	1,388,514.	1,388,514.
US OBLIGATIONS TOTAL	<u>1,388,514.</u>	<u>1,388,514.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS INVESTMENT GR CR SEP A/C MF	872,643.	872,643.
GS MORTGAGES SEP A/C MF	865,551.	865,551.
GS HIGH YIELD INSTL MF CL I	2,322,551.	2,322,551.
GS LO EM MKT DEBT FUND MF CL I	1,117,576.	1,117,576.
MSCI EM MKT INDEX FUND ETF	907,664.	907,664.
LIFE STRATEGY GROWTH	228,325.	228,325.
LIFE STRATEGY MOD GROWTH	149,508.	149,508.
WISDOMTREE INT FUND ETF	3,942,599.	3,942,599.
SEE ATTACHMENT 10A	3,926,216.	3,926,216.
SEE ATTACHMENT 10B	3,985,611.	3,985,611.
SEE ATTACHMENT 10C	2,935,216.	2,935,216.
SEE ATTACHMENT 10D	2,844,679.	2,844,679.
SEE ATTACHMENT 10E	1,635,101.	1,635,101.
SEE ATTACHMENT 10F	4,211,257.	4,211,257.
SEE ATTACHMENT 10G	4,240,285.	4,240,285.
TOTALS	<u>34,184,782.</u>	<u>34,184,782.</u>

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)									
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income	
US EQUITY									
GSAM: LARGE CAP GROWTH (CONCENTRATED)									
FEDEX CORP CMN (FDX)	678 00	143 7700	97,476 06 101 70	96 8108	65,637 69	31,838 37	0 4173	406 80	
GOOGLE, INC CMN CLASS A (GOOG)	187 00	1,120 7100	209,572 77	650 7808	121,696 00	87,876 77			
HONEYWELL INTL INC CMN (HON)	896 00	91 3700	81,867 52	53 8105	57,174 24	24,693 28	1 9700	1,612 80	
INTRCONTINENTALEXCHANGE GP INC CMN (ICE)	423 00	224 9200	95,141 16	157 6041	66,666 53	28,474 63			
L BRANDS, INC CMN (LB)	1,545 00	61 8500	95,558 25	53 4753	82,619 36	12,938 89	1 9402	1,854 00	
MCKESSON CORPORATION CMN (MCK)	513 00	161 4000	82,798 20 123 12	152 4606	78,212 30	4,586 90	0 5948	492 48	
NIKE CLASS-B CMN CLASS B (NKE)	1,533 00	78 6400	120,555 12 394 08	45 4727	69,709 63	50,845 50	1 2208	1,471 68	
PRECISION CASTPARTS CORP CMN (PCP)	394 00	269 3000	106,104 20	208 6421	82,204 99	23,899 21	0 0446	47 28	
PVH CORP CMN (PVH)	797 00	136 0200	108,407 94	94 0874	74,987 63	33,420 31	0 1103	119 55	
QUALCOMM INC CMN (QCOM)	2,127 00	74 2500	157,929 75	56 0614	119,242 53	38,687 22	1 8855	2,977 80	
REGENERON PHARMACEUTICAL INC CMN (REGN)	291 00	275 2400	80,094 84	246 7963	71,817 73	8,277 11			
SALESFORCE COM, INC CMN (CRM)	1,813 00	55 1900	100,059 47	36 3959	65,985 71	34,073 76			
SBA COMMUNICATIONS CORP CMN (SBAC)	691 00	89 8400	62,079 44	79 5670	54,980 80	7,098 64			
SCHLUMBERGER LTD CMN (SLB)	1,108 00	90 1100	99,841 88 374 38	70 7428	78,382 98	21,458 90	1 3872	1,385 00	
SHERWIN-WILLIAMS CO CMN (SHW)	309 00	183 5000	56,701 50	185 4333	57,298 89	(597 39)	1 0899	618 00	
STARBUCKS CORP CMN (SBUX)	816 00	78 3900	63,966 24	70 0586	57,167 79	6,798 45	1 3267	848 64	
TWENTY-FIRST CENTURY FOX, INC CMN CLASS A (FOXA)	2,914 00	35 1700	102,485 38	33 2092	96,771 55	5,713 83			
WHOLE FOODS MARKET INC CMN (WFM)	1,704 00	57 8300	98,542 32	58 4588	96,205 86	2,336 46	0 8300	817 92	
XILINX INCORPORATED CMN (XLNX)	2,146 00	45 9200	98,544 32	36 7490	78,863 30	19,681 02	2 1777	2,146 00	
YUM BRANDS, INC CMN (YUM)	1,359 00	75 6100	102,753 99	77 1274	104,816 12	(2,062 13)	1 9574	2,011 32	
AMERICAN TOWER CORPORATION CMN (AMT)	2,175 00	79 8200	173,608 50	50 3832	109,583 40	64,025 10	1 4533	2,523 00	



Period Ended December 31, 2013

US EQUITY

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

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

Portfolio No XXX-XX337-4



Statement Detail

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)							
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield
							Estimated Annual Income
US EQUITY							
GSAM: LARGE CAP GROWTH (CONCENTRATED)							
. SANOFI-SPONSORED ADR CMN (SNY)	1,381.00	53.6300	74,063.03	53.4104	73,759.71	303.32	2.3396
							1,732.81

TOTAL ATTACHMENT 10A - \$3,926,216



Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ABBVIE INC CMN (ABBV)	1,572 00	52 8100	83,017 32	48 8286	76,758 53	6,258 79	3 0297	2,515 20
AMAZON COM INC CMN (AMZN)	198 00	388 7900	78,960 42	219 6176	43,484 29	35,476 13		
AMERICAN INTL GROUP, INC CMN (AIG)	1,448 00	51 0500	73,920 40	34 1050	49,384 06	24,536 34	0 7835	579 20
AMETEK INC (NEW) CMN (AME)	1,411 00	52 6700	74,317 37	46 1951	65,181 27	9,136 10	0 4557	338 64
AMGEN INC CMN (AMGN)	460 00	114 0800	52,476 80	112 7090	51,846 12	630 68	2 1388	1,122 40
APPLE, INC. CMN (AAPL)	259 00	561 0200	145,304 18	504 9185	130,773 89	14,530 29	2 1746	3,159 80
BORGWARNER INC CMN (BWA)	1,034 00	55 9100	57,810 94	44 0815	45,580 23	12,230 71	0 8943	517 00
BRISTOL-MYERS SQUIBB COMPANY CMN (BMV)	1,766 00	53 1500	93,862 90	38 7580	68,443 15	25,419 75	2 7093	2,543 04
CARDINAL HEALTH INC CMN (CAH)	1,031 00	66 8100	68,881 11	41 7576	43,052 10	25,829 01	1 0111	1,247 51
			311 88					
CATERPILLAR INC (DELAWARE) CMN (CAT)	684 00	90 8100	62,114 04	86 5236	59,182 14	2,931 90	2 6429	1,641 60
CELGENE CORPORATION CMN (CELG)	1,002 00	168 9680	169,305 94	67 9960	68,132 01	101,173 92		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	1,603 00	51 9650	83,299 90	28 6402	45,910 20	37,389 70	1 5010	1,250 34
			312 59					
COOPER COMPANIES INC (NEW) CMN (COO)	554 00	123 8400	68,607 36	84 1237	46,604 52	22,002 84	0 0484	33 24
COSTCO WHOLESALE CORPORATION CMN (COST)	619 00	119 0200	73,673 38	103 9954	64,373 17	9,300 21	1 0418	767 56
CSX CORPORATION CMN (CSX)	1,975 00	28 7700	56,820 75	24 5246	48,436 05	8,384 70	2 0855	1,185 00
DANAHER CORPORATION CMN (DHR)	943 00	77 2000	72,799 60	52 2762	49,296 41	23,503 19	0 1295	94 30
			23 58					

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Not a Deposit. Not FDIC Insured. May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit).

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

Portfolio No XXX-XX33B-2

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Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD LARGE CAP GROWTH								
EBAY INC CMN (EBAY)	598 00	54 8650	32,809 27	51 8403	31,000 49	1,808 78		
ECOLAB INC CMN (ECL)	568 00	104 2700	59,225 36 156 20	84 1709	47,809 05	11,416 31	1 0550	624 80
FACEBOOK, INC CMN CLASS A (FB)	1,231 00	54 6490	67,272 92	44 6239	54,932 03	12,340 89		
FMC CORPORATION CMN (FMC)	891 00	75 4600	67,234 86 120 29	61 3434	54,656 94	12,577 92	0 7156	481 14
GOOGLE, INC CMN CLASS A (GOOG)	163 00	1,120 7100	182,675 73	647 8924	105,606 46	77,069 27		
HALLIBURTON COMPANY CMN (HAL)	1,271 00	50 7500	64,503 25	31 8047	40,423 73	24,079 52	1 1823	762 60
JOHNSON CONTROLS INC CMN (JCI)	1,063 00	51 3000	54,531 90 233 86	45 5151	48,382 52	6,149 38	1 7154	935 44
JPMORGAN CHASE & CO CMN (JPM)	1,001 00	58 4800	58,538 48	42 3872	42,429 56	16,108 92	2 5992	1,521 52
LAS VEGAS SANDS CORP CMN (LVS)	605 00	78 8700	47,716 35	49 7130	30,076 34	17,640 01	1 7751	847 00
LENNAR CORPORATION CMN CLASS A (LEN)	1,172 00	39 5500	46,364 32	42 4495	49,750 78	(3,386 46)	0 4044	187 52
MONDELEZ INTERNATIONAL, INC CMN (MDLZ)	2,125 00	35 3000	75,012 50 297 50	26 1269	55,519 61	19,492 89	1 4731	1,105 00
MONSANTO COMPANY CMN (MON)	584 00	116 5500	68,065 20	89 7143	52,393 13	15,672 07	1 4758	1,004 48
NATIONAL OILWELL VARCO, INC COMMON STOCK CMN (NOV)	1,001 00	79 5300	79,609 53	56 4479	56,504 34	23,105 19	1 3077	1,041 04
PACCAR INC CMN (PCAR)	668 00	59 1700	39,525 56 601 20	44,7495	29,892 67	9,632 89	1 3520	534 40
PPG INDUSTRIES, INC CMN (PPG)	334 00	189 6600	63,346 44	131 6134	43,958 87	19,387 57	1 2865	814 96
PRECISION CASTPARTS CORP CMN (PCP)	325 00	269 3000	87,522 50	166 7989	54,209 64	33,312 86	0 0446	39 00
PRICELINE COM INC CMN (PCLN)	81 00	1,162,4000	94,154 40	699 5536	56,663 84	37,490 56		
QUALCOMM INC CMN (QCOM)	982 00	74 2500	72,913 50	60 1002	59,018 41	13,895 09	1 8855	1,374 80
SALESFORCE COM, INC CMN (CRM)	1,502 00	55 1900	82,895 38	39 5559	59,413 02	23,482 36		
STARBUCKS CORP CMN (SBUX)	833 00	78 3900	65,298 87	50,2047	41,820 50	23,478 37	1 3267	866 32
STATE STREET CORPORATION (NEW) CMN (STT)	859 00	73,3900	63,042 01 223 34	49 8392	42,811 86	20,230 15	1 4171	893 36
THE HERSHEY COMPANY CMN (HSY)	749 00	97 2300	72,825 27	61 6651	46,187 14	26,638 13	1 9953	1,453 06



Statement Detail

BROOKLYN COMM FDN - WESTFIELD: LCG
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
WESTFIELD LARGE CAP GROWTH								
THERMO FISHER SCIENTIFIC INC CMN (TMO)	997 00	111 3500	111,015 95 149 55	56 9127	56,742 00	54,273 95	0 5388	598 20
UNITED TECHNOLOGIES CORP CMN (UTX)								
VALERO ENERGY CORPORATION CMN (VLO)	847 00	113 8000	96,388 60	77 8844	65,968 07	30,420 53	2 0738	1,998 92
VF CORP CMN (VFC)	1,256 00	50 4000	63,302 40	24 8990	31,273 17	32,029 23	1 7857	1,130 40
VIACOM INC CMN CLASS B (VIAB)	684 00	62 3400	42,640 56	55 1068	37,093 02	4,947 54	1 6843	718 20
VISA INC CMN CLASS A (V)	814 00	87 3400	71,094 76	53 2075	43,310 91	27,783 85	1 3739	976 80
WALT DISNEY COMPANY (THE) CMN (DIS)	476 00	222 6800	105,995 68	136 6261	65,034 03	40,961 65	0 7185	761 60
	1,083 00	76 4000	82,741 20 931 38	48 8285	52,881 24	29,859 96	1 1257	931 38
WHOLE FOODS MARKET INC CMN (WFM)								
THE HOME DEPOT, INC CMN (HD)	755 00	57 8300	43,661 65	46 0957	34,802 25	8,859 40	0 8300	362 40
AMERICAN TOWER CORPORATION CMN (AMT)	885 00	82 3400	72,870 90	56 7844	50,254 20	22,616 71	1 8946	1,380 60
ACTAVIS PLC CMN (ACT)	458 00	79 8200	36,557 56	77 6764	35,575 78	981 78	1 4533	531 28
NIELSEN HOLDINGS N V CMN (NLSN)	521 00	168 0000	87,528 00	144 0000	75,024 00	12,504 00		
SUNCOR ENERGY INC CMN (SU)	1,418 00	45 8900	65,072 02	34 9473	49,555 27	15,516 75	1 7433	1,134 40
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	1,329 00	35 0500	46,581 45	37 9623	50,451 96	(3,870 51)	2 1491	1,001 09
TYCO INTERNATIONAL LTD CMN (TYC)	2,883 00	40 0800	115,550 64	38 9876	112,401 38	3,149 26	2 7103	3,131 81
	1,958 00	41 0400	80,356 32	40 1917	78,695 42	1,660 90	1 5595	1,253 12
TOTAL WESTFIELD LARGE CAP GROWTH								

TOTAL ATTACHMENT 10B = \$3,985,611



Statement Detail

BROOKLYN COMM FDN - SNOW: ACV
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
AGILENT TECHNOLOGIES, INC CMN (A)	1,940 00	57 1900	110,948 60 256 08	38 4612	74,614 80	36,333 80	0 9232	1,024 32
ARCHER DANIELS MIDLAND CO CMN (ADM)	855 00	43 4000	37,107 00	26 8700	22,973 85	14,133 15	2 2120	820 80
ATLAS AIR WORLDWIDE HOLDINGS CMN (AAWW)	2,425 00	41 1500	99,788 75	44 5859	108,120 81	(8,332 06)		
AVNET INC CMN (AVT)	2,430 00	44 1100	107,187 30	30 4909	74,092 87	33,094 43	1 3602	1,458 00
BAKER HUGHES INC CMN (BHI)	1,700 00	55 2600	93,942 00	46 6055	79,229 42	14,712 58	1 0858	1,020 00
BARNES GROUP INC CMN (B)	1,015 00	38 3100	38,884 65	21 2418	21,560 43	17,324 22	1 1485	446 60
BIG LOTS INC CMN (BIG)	2,825 00	32 2900	91,219 25	30 7351	86,826 70	4,392 55		
CHESAPEAKE ENERGY CORPORATION CMN (CHK)	3,085 00	27 1400	83,726 90	18 5655	57,274 48	26,452 42	1 2896	1,079 75
COMMUNITY HEALTH SYS INC CMN (CYH)	2,005 00	39 2700	78,736 35	22 5839	45,280 72	33,455 63		
FIRST NIAGARA FINANCIAL GROUP, CMN (FNFG)	8,865 00	10 6200	94,146 30	8 4113	74,565 96	19,580 34	3 0132	2,836 80
GENERAL DYNAMICS CORP CMN (GD)	580 00	95 5500	55,419 00	66 8975	38,800 55	16,618 45	2 3443	1,299 20
HARTFORD FINANCIAL SVCS GROUP CMN (HIG)	2,855 00	36 2300	103,436 65 428 25	26 1769	74,734 99	28,701 66	1 6561	1,713 00
HEALTH NET, INC CMN (HNT)	1,675 00	29 6700	49,697 25	27 6138	46,253 13	3,444 12		
HOSPIRA, INC CMN (HSP)	1,265 00	41 2800	52,219 20	32 7793	41,465 85	10,753 35		
INTERNATIONAL PAPER CO CMN (IP)	2,085 00	49 0300	102,227 55	28 0965	58,581 25	43,646 30	2 0554	2,919 00
JOHNSON CONTROLS INC CMN (JCI)	1,690 00	51 3000	86,697 00 371 80	27 9395	47,217 78	39,479 22	1 7154	1,487 20
JPMORGAN CHASE & CO CMN (JPM)	1,165 00	58 4800	68,129 20	52 4426	61,095 58	7,033 62	2 5992	1,770 80

¹⁴ This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
Not a Deposit Not FDIC Insured May Lose Value (Excluding Goldman Sachs Bank Deposit Account and Certificates of Deposit)
Brokerage and securities services provided by Goldman Sachs & Co Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA Member FDIC

Portfolio No XXX-XX346-5

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Statement Detail

BROOKLYN COMM FDN - SNOW: ACV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SNOW ALL CAP VALUE								
KENAMETAL INC CMN (KMT)	1,970 00	52 0700	102,577 90	40 9662	80,703 51	21,874 39	1 3828	1,418 40
KEYCORP CMN (KEY)	7,600 00	13 4200	101,992 00	9 6282	73,174 18	28,817 82	1 6393	1,672 00
MACY'S INC CMN (M)	1,145 00	53 4000	61,143 00	29 2372	33,476 58	27,666 42	1 8727	1,145 00
			286 25					
MCDERMOTT INTL CMN (MDR)	4,215 00	9 1600	38,609 40	7 8224	32,971 55	5,637 85		
METLIFE, INC CMN (MET)	1,830 00	53 9200	98,673 60	31 1899	57,077 43	41,596 17	2 0401	2,013 00
MYRIAD GENETICS INC CMN (MYGN)	1,985 00	20 9800	41,645 30	23 5482	46,743 16	(5,097 86)		
NABORS INDUSTRIES LTD CMN (NBR)	3,460 00	16 9900	58,785 40	16 2300	56,155 73	2,629 67	0 9417	553 60
NEWMONT MINING CORPORATION CMN (NEM)	1,070 00	23 0300	24,642 10	28 0579	30,021 95	(5,379 85)	3 4737	856 00
PATTERSON-UTI ENERGY, INC. ORD CMN (PTEN)	3,965 00	25 3200	100,393 80	18 3498	72,756 83	27,636 97	0 7899	793 00
PBF ENERGY INC CMN (PBF)	3,380 00	31 4600	106,334 80	22 4698	75,947 80	30,387 00	3 8144	4,056 00
QUALITY SYSTEMS INC CMN (QSH)	920 00	21 0600	19,375 20	18 4883	17,009 26	2,365 94	3 3238	644 00
			322 00					
TEREX CORP (NEW) CMN (TEX)	1,445 00	41 9900	60,675 55	17 9222	25,897 57	34,777 98	0 4763	289 00
TEXAS INSTRUMENTS INC CMN (TXN)	880 00	43 9100	38,640 80	29 0408	25,555 90	13,084 90	2 7329	1,056 00
TEXTRON INC DEL CMN (TXT)	2,940 00	36 7600	108,074 40	27 7111	81,470 55	26,603 85	0 2176	235 20
			58 80					
TITAN INTERNATIONAL INC (NEW) CMN (TWI)	950 00	17 9800	17,081 00	16 9435	16,096 31	984 69	0 1112	19 00
			4 75					
VERIFONE SYSTEMS INC CMN (PAY)	3,740 00	26 8200	100,306 80	21 0434	78,702 39	21,604 41		
WELLPOINT, INC CMN (WLP)	725 00	92 3900	66,982 75	57 2250	41,488 11	25,494 64	1 6236	1,087 50
WELLS FARGO & CO (NEW) CMN (WFC)	1,530 00	45 4000	69,462 00	29 7963	45,588 38	23,873 62	2 6432	1,836 00
BP P L C SPONSORED ADR CMN (BP)	940 00	48 6100	45,693 40	39 6094	37,232 84	8,460 56	4 6904	2,143 20
EATON CORP PLC CMN (ETN)	1,350 00	76 1200	102,762 00	55 3222	74,684 96	28,077 04	2 2070	2,268 00
RIO TINTO PLC SPONSORED ADR (RIO)	1,930 00	56 4300	108,909 90	52 6186	101,553 84	7,356 06	3 1228	3,401 05



Statement Detail

BROOKLYN COMM FDN - SNOW: ACV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SNOW ALL CAP VALUE								
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	2,675.00	40.0800	107,214.00	42.4492	113,551.55	(6,337.55)	2.7103	2,905.86
TOTAL SNOW ALL CAP VALUE								

TOTAL ATTACHMENT 10C = \$2,935,216



Statement Detail
BROOKLYN COMM FDN - DF DENT: ACG
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3 D SYSTEMS CORP (NEW) CMN (DDD)	938.00	92.9300	87,168.34	23.8346	22,356.89	64,811.45		
ANSYS INC CMN (ANSS)	1,552.00	87.2000	135,334.40	51.0385	79,211.80	56,122.60		
CELGENE CORPORATION CMN (CELG)	375.00	168.9680	63,363.00	67.8609	25,447.86	37,915.14		
CLEAN HARBORS INC CMN (CLH)	996.00	59.9800	59,720.16	54.4716	54,253.71	5,466.45		
CONCHO RESOURCES INC. CMN (CXO)	532.00	108.0000	57,456.00	83.6749	44,515.07	12,940.93		
CONCUR TECHNOLOGIES INC CMN (CNOR)	675.00	103.1800	69,646.50	62.9552	42,494.75	27,151.75		
COSTAR GROUP INC CMN (CSGP)	357.00	184.5800	65,895.06	67.0987	23,954.25	41,940.81		
DEALERTRACK TECHNOLOGIES, INC. CMN (TRAK)	1,147.00	48.0800	55,147.76	25.5960	29,358.63	25,789.13		
DISCOVER FINANCIAL SERVICES CMN (DFS)	480.00	55.9500	26,856.00	51.9488	24,935.42	1,920.58	1.4298	384.00
ECOLAB INC CMN (ECL)	954.00	104.2700	99,473.50	59.2002	56,553.28	42,920.30	1.0550	1,049.40
			262.35					
EXAMWORKS GROUP, INC. CMN (EXAM)	1,001.00	29.8700	29,899.87	26.1212	26,147.36	3,752.51		
EXPEDITORS INTL WASH INC CMN (EXPD)	2,089.00	44.2500	92,438.25	38.8278	81,111.33	11,326.92	1.3559	1,253.40
EXPONENT, INC. CMN (EXPO)	681.00	77.2740	52,623.59	52.9264	36,042.87	16,580.72	0.7765	408.60
FASTENAL CO CMN (FAST)	2,635.00	47.5100	125,188.85	29.1621	76,842.08	48,346.77	2.1048	2,635.00
HEALTHCARE SVCS GROUP INC CMN (HCSG)	2,056.00	28.3700	58,328.72	17.2671	35,501.25	22,827.48	2.3969	1,398.08
JACOBS ENGINEERING GRP CMN (JEC)	1,052.00	62.9900	66,265.48	41.9766	44,159.41	22,106.07		
LKO CORPORATION CMN (LKO)	3,602.00	32.9000	118,505.80	17.3515	62,500.16	56,005.64		
MARKEL CORPORATION CMN (MKL)	176.00	580.3500	102,141.60	390.4542	68,719.94	33,421.66		
MONSANTO COMPANY CMN (MON)	253.00	116.5500	29,487.15	76.9218	19,461.20	10,025.95	1.4750	435.16

¹⁴This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account. Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit.
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Brokerage and securities services provided by Goldman, Sachs & Co. Bank Deposit Account and Certificate of Deposit Account offered by Goldman Sachs Bank USA, Member FDIC.

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DF DENT ALL CAP GROWTH								
MOODY'S CORP CMN (MCO)	859 00	78 4700	67,405 73	72 3361	62,136 70	5,269 03	1 4273	962 08
NIC INC CMN (EGOV)	1,125 00	24 8700	27,978 75 426 65	14 6174	16,444 62	11,534 13		
PANERA BREAD COMPANY CL-A CMN CLASS A (PNRA)	178 00	176 6900	31,450 82	162 2429	28,879 23	2,571 59		
PRICE T ROWE GROUP INC CMN (TROW)	633 00	83 7700	53,026 41	54 2337	34,329 93	18,696 48	1 8145	962 16
QUALCOMM INC CMN (QCOM)	1,361 00	74 2500	101,054 25	48 5289	66,047 90	35,006 35	1 8855	1,905 40
RED HAT, INC CMN (RHT)	1,438 00	56 0400	80,585 52	48 2563	69,392 54	11,192 98		
ROPER INDS INC (NEW) CMN (ROP)	644 00	138 6800	89,309 92	81 2884	52,349 76	36,960 16	0 5769	515 20
SCHLUMBERGER LTD CMN (SLB)	875 00	90 1100	78,846 25 273 44	61 6186	53,916 26	24,929 99	1 3872	1,093 75
SEI INVESTMENTS CO CMN (SEIC)	2,463 00	34 7300	85,539 99 541 86	19 9129	49,045 37	36,494 62	1 2669	1,083 72
SIGNET JEWELERS LIMITED CMN (SIG)	525 00	78 7000	41,317 50	73 1120	38,383 81	2,933 69	0 7624	315 00
SOUTHWESTERN ENERGY CO CMN (SWN)	985 00	39 3300	38,740 05	34 1141	33,602 39	5,137 66		
STERICYCLE INC CMN (SRCL)	950 00	116 1700	110,361 50	89 1545	84,696 81	25,664 69		
TRIMBLE NAVIGATION LTD CMN (TRMB)	4,080 00	34 7000	141,576 00	20 8784	85,183 76	56,392 24		
TYLER TECHNOLOGIES INC CMN (TYL)	526 00	102 1300	53,720 38	47 6263	25,051 45	28,668 93		
VERISK ANALYTICS INC CMN CLASS A (VRSK)	1,243 00	65 7200	81,689 96	62 6613	77,888 03	3,801 93		
VISA INC CMN CLASS A (V)	592 00	222 6800	131,826 56	95 3815	56,465 86	75,360 70	0 7185	947 20
WAGeworks INC CMN (WAGE)	899 00	59 4400	53,436 56	29 9365	26,912 87	26,523 69		
WASTE CONNECTIONS INC CMN (WCN)	1,649 00	43 6300	71,945 87	34 7191	57,251 86	14,694 01	1 0543	758 54
AMERICAN TOWER CORPORATION CMN (AMT)	600 00	79 8200	47,892 00	51 0015	30,600 89	17,291 11	1 4533	696 00
CORE LABORATORIES N V CMN (CLB)	317 00	190 9500	60,531 15	70 2105	22,256 74	38,274 41	0 6703	405 76
TOTAL DF DENT ALL CAP GROWTH								

TOTAL ATTACHMENT 10D = \$2,844,679



Statement Detail

BROOKLYN COMM FDN - SOUTHERNSUN: SCC
Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value /		Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
			Accrued Income	Unit Cost					
US EQUITY									
AGCO CORP CMN (AGCO)	1,610.00	59.1900	95,295.90	42.4016	68,266.58	27,029.32	0.6758	644.00	
BRINK'S COMPANY (THE) CMN (BCO)	2,560.00	34.1400	87,398.40	27.5095	70,424.35	16,974.05	1.1716	1,024.00	
CARBO CERAMICS INC CMN (CRR)	815.00	116.5300	94,971.95	75.4523	61,493.60	33,478.35	1.0298	978.00	
CENTENE CORPORATION CMN (CNC)	1,595.00	58.9500	94,025.25	40.2640	64,221.09	29,804.17			
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)	820.00	78.7500	64,575.00	52.7664	43,268.42	21,306.58	1.2698	820.00	
DARLING INTERNATIONAL INC CMN (DAR)	4,615.00	20.8800	96,361.20	12.4555	57,482.36	38,878.84			
DIEBOLD INCORPORATED CMN (DBD)	2,660.00	33.0100	87,806.60	30.5581	81,284.45	6,522.15	3.4838	3,059.00	
HILL-ROM HOLDINGS, INC CMN (HRC)	2,010.00	41.3400	83,093.40	30.6704	61,647.49	21,445.91	1.3304	1,105.50	
ICONIX BRAND GROUP INC CMN (ICON)	2,415.00	39.7000	95,875.50	19.4198	46,898.76	48,976.74			
INTREPID POTASH, INC CMN (IPI)	5,275.00	15.8400	83,556.00	16.5828	87,474.42	(3,918.42)			
KOPPERS HOLDINGS INC CMN (KOP)	1,235.00	45.7500	56,501.25	33.9375	41,912.80	14,588.45	2.1858	1,235.00	
			308.75						
MIDDLEBY CORP CMN (MIDD)	315.00	239.7240	75,513.06	88.3471	27,829.33	47,683.73			
NORDSON CORP CMN (NDSN)	730.00	74.3000	54,239.00	33.1245	24,180.86	30,058.14	0.9090	525.60	
			131.40						
OGE ENERGY CORP (HOLDING CO) CMN (OGE)	1,700.00	33.9000	57,630.00	22.0465	37,479.03	20,150.97	2.6549	1,530.00	
POLARIS INDS INC CMN (PII)	460.00	145.6400	66,994.40	53.3118	24,523.45	42,470.95	1.1535	772.00	
SANDERSON FARMS INC CMN (SAFM)	1,035.00	72.3300	74,861.55	51.7123	53,522.27	21,339.28	1.1060	828.00	
THOR INDUSTRIES INC CMN (THO)	1,300.00	55.2300	71,799.00	30.4567	39,593.75	32,205.25	1.6658	1,196.00	
			299.00						

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
SOUTHERNSUN SMALL CAP CORE								
TRINITY INDUSTRIES INC (DEL) CMN (TRN)	1,700 00	54 5200	92,684 00	31 2882	53,189 94	39,494 06	1 1005	1,020 00
URS CORPORATION CMN (URS)	1,875 00	52 9900	99,356 25 393 75	38 8324	72,810 78	26,545 47	1 5852	1,575 00
CHICAGO BRIDGE & IRON COMPANY CMN SERIES (CBI)	1,220 00	83 1400	101,430 80	32 5807	39,748 50	61,682 30	0 2406	244 00
TOTAL SOUTHERNSUN SMALL CAP CORE								

TOTAL ATTACHMENT 10E = \$1,635,101



Statement Detail

BROOKLYN COMM FDN - DIAMONDHILL: LCV

Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
3M COMPANY CMN (MMM)	660 00	140 2500	92,565 00	86 0241	56,775 93	35,789 07	2 4385	2,257 20
ABBOTT LABORATORIES CMN (ABT)	1,601 00	38 3300	61,366 33	26 3610	42,204 03	19,162 30	2 2959	1,408 88
AIR PRODUCTS & CHEMICALS INC CMN (APD)	392 00	111 7800	43,817 76	80 9438	31,729 96	12,087 80	2 5407	1,113 28
			278 32					
AMERICAN INTL GROUP, INC CMN (AIG)	2,660 00	51 0500	135,793 00	34 8117	92,598 99	43,194 01	0 7835	1,064 00
APACHE CORP CMN (APA)	841 00	85 9400	72,275 54	89 1601	74,983 61	(2,708 07)	0 9309	672 80
APPLE, INC CMN (AAPL)	117 00	561 0200	55,639 34	420 1490	49,157 43	16,481 91	2 1746	1,427 40
BAXTER INTERNATIONAL INC CMN (BAX)	843 00	69 5500	58,630 65	55 1274	46,472 44	12,158 21	2 8181	1,652 28
			413 07					
BOSTON SCIENTIFIC CORP COMMON STOCK (BSX)	7,112 00	12 0200	85,486 24	5 7476	40,876 77	44,609 47		
CIMAREX ENERGY CO CMN (XEC)	631 00	104 9100	66,198 21	83 4226	52,639 67	13,558 54	0 5338	353 36
CISCO SYSTEMS, INC CMN (CSCO)	3,244 00	22 4300	72,762 92	19 4889	63,222 11	9,540 81	3 0317	2,205 92
CITIGROUP INC CMN (C)	2,554 00	52 1100	133,088 94	35 2995	90,154 93	42,934 01		
COMCAST CORPORATION CMN CLASS A VOTING (CMCSA)	1,764 00	51 9650	91,666 26	34 5585	60,961 17	30,705 09	1 5010	1,375 92
			343 98					
CONAGRA INC CMN (CAG)	2,292 00	33 7000	77,240 40	22 5319	51,643 02	25,597 38	2 9674	2,292 00
DEVON ENERGY CORPORATION (NEW) CMN (DVN)	1,026 00	61 8700	63,478 62	55 0063	56,436 47	7,042 15	1 4223	902 88
DOVER CORPORATION CMN (DOV)	918 00	96 5400	88,623 72	52 0309	47,764 39	40,859 34	1 5538	1,377 00
EOG RESOURCES INC CMN (EOG)	567 00	167 8400	95,165 28	106 4817	60,375 13	34,790 15	0 4469	425 25
EXPRESS SCRIPTS HOLDINGS CMN (ESRX)	971 00	70 2400	68,203 04	59 5564	57,829 28	10,373 76		

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Statement Detail

BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

US EQUITY

DIAMOND HILL LARGE CAP VALUE

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
FRANKLIN RESOURCES INC CMN (BEN)	777 00	57 7300	44,856 21 93 24	54 4371	42,297 59	2,558 62	0 8315	372 96
GENERAL MILLS INC CMN (GIS)	1,604 00	49 9100	80,055 64	36 6144	58,729 52	21,326 12	3 0455	2,438 08
ILLINOIS TOOL WORKS CMN (ITW)	899 00	84 0800	75,587 92 377 58	51 3429	46,157 28	29,430 64	1 9981	1,510 32
INTL BUSINESS MACHINES CORP CMN (IBM)	466 00	187 5700	87,407 62	174 4131	81,276 49	6,131 13	2 0259	1,770 80
JPMORGAN CHASE & CO CMN (JPM)	2,288 00	58 4800	133,802 24	41 4958	94,942 29	38,859 95	2 5992	3,477 76
JUNIPER NETWORKS, INC CMN (JNPR)	2,000 00	22 5700	45,140 00	17 6508	35,301 55	9,838 45		
KIMBERLY CLARK CORP CMN (KMB)	843 00	104 4600	88,059 78 682 83	79 0827	66,666 68	21,393 10	3 1017	2,731 32
LINEAR TECHNOLOGY CORP CMN (LLTC)	1,090 00	45 5500	49,649 50	32 1413	35,033 97	14,615 53	2 2832	1,133 60
MARSH & MCLENNAN CO INC CMN (MMC)	1,847 00	48 3600	89,320 92	45 6388	84,294 89	5,026 03	2 0678	1,847 00
MC DONALDS CORP CMN (MCD)	766 00	97 0300	74,324 98	72 2560	55,348 09	18,976 89	3 3392	2,481 84
MEDTRONIC INC CMN (MDT)	2,495 00	57 3900	143,188 05 698 60	36 2222	90,374 51	52,813 54	1 9516	2,794 40
MICROSOFT CORPORATION CMN (MSFT)	2,773 00	37 4100	103,737 93	26 0515	72,240 67	31,497 26	2 9939	3,105 76
MORGAN STANLEY CMN (MS)	4,376 00	31 3600	137,231 36	21 2938	93,181 80	44,049 56	0 6378	875 20
OCCIDENTAL PETROLEUM CORP CMN (OXY)	1,477 00	95 1000	140,462 70 945 28	79 8064	117,874 01	22,588 69	2 6919	3,781 12
PARKER-HANNIFIN CORP CMN (PH)	722 00	128 6400	92,878 08	70 7104	51,052 91	41,825 17	1 3993	1,299 60
PEPSICO INC CMN (PEP)	1,210 00	82 9400	100,357 40 686 68	66 1662	80,061 16	20,296 24	2 7369	2,746 70
Pfizer Inc CMN (PFE)	4,045 00	30 6300	123,898 35	20 2474	81,900 62	41,997 73	3 3954	4,206 80
PHILIP MORRIS INTL INC CMN (PM)	615 00	87 1300	53,584 95 578 10	93 2233	57,332 33	(3,747 38)	4 3154	2,312 40
PNC FINANCIAL SERVICES GROUP CMN (PNC)	1,234 00	77 5800	95,733 72	58 8766	72,653 69	23,080 03	2 2686	2,171 84
PROCTER & GAMBLE COMPANY (THE) CMN (PG)	1,322 00	81 4100	107,624 02	58 2817	77,048 40	30,575 62	2 9554	3,180 73
PROGRESSIVE CORPORATION (THE) CMN (PGR)	3,044 00	27 2700	83,009 88	21 9752	66,892 53	16,117 35	1 0433	866 02
PRUDENTIAL FINANCIAL INC CMN (PRU)	1,192 00	92 2200	109,926 24	59 1471	70,503 34	39,422 90	2 2989	2,527 04
QUEST DIAGNOSTICS INCORPORATED CMN (DGX)	886 00	53 5400	47,436 44	52 6953	46,688 04	748 40	2 2413	1,063 20



Statement Detail
BROOKLYN COMM FDN - DIAMONDHILL: LCV
Holdings (Continued)

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DIAMOND HILL: LARGE CAP VALUE								
SOUTHWEST AIRLINES CO CMN (LUV)	3,544.00	18.8400	66,768.96 141.76	13.9547	49,455.50	17,313.46	0.8493	567.04
STAPLES, INC CMN (SPLS)	3,726.00	15.8900	59,206.14 447.12	14.7699	55,032.51	4,173.63	3.0208	1,788.48
SYSCO CORPORATION CMN (SYI)	978.00	36.1000	35,305.80 283.62	30.0975	29,435.34	5,870.46	3.2133	1,134.48
TJX COMPANIES INC (NEW) CMN (TJX)	1,363.00	63.7300	86,863.99	43.0016	58,611.23	28,252.76	0.9101	790.54
UNITED TECHNOLOGIES CORP CMN (UTX)	1,356.00	113.8000	154,312.80	63.3330	85,879.48	68,433.32	2.0738	3,200.16
VF CORP CMN (VFC)	1,504.00	62.3400	93,759.36	37.4054	56,257.69	37,501.67	1.6843	1,579.20
WALT DISNEY COMPANY (THE) CMN (DIS)	1,217.00	76.4000	92,978.80 1,046.62	43.1874	52,559.03	40,419.77	1.1257	1,046.62
WELLS FARGO & CO (NEW) CMN (WFC)	1,954.00	45.4000	88,711.60	30.3820	59,366.42	29,345.18	2.6432	2,344.80
WHIRLPOOL CORP. CMN (WHR)	300.00	156.8600	47,058.00	121.2975	36,389.24	10,668.76	1.5938	750.00
TOTAL DIAMOND HILL: LARGE CAP VALUE								

TOTAL ATTACHMENT 10F = \$4,211,257



Statement Detail

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
UNITED THERAPEUTICS CORP CMN (UTHR)	1,095 00	113 0800	123,822 60	74 7074	81,804 59	42,018 01		
WADDELL & REED FIN, INC CLASS A COMMON (WDR)	2,110 00	65 1200	137,403 20	35 8570	75,658 23	61,744 97	2 0885	2,869 60
WESTERN DIGITAL CORPORATION CMN (WDC)	1,864 00	83.9000	156,389 60	35 8956	66,909 46	89,480 14	1 4303	2,236 80
			559 20					
WESTERN UNION COMPANY (THE) CMN (WU)	6,016 00	17 2500	103,776 00	17 1316	103,063 56	712 44	2 8986	3,008 00
YUM BRANDS, INC CMN (YUM)	1,095 00	75 6100	82,792 95	64 4672	70,591 60	12,201 35	1 9574	1,620 60
LYONDELLBASELL INDUSTRIES N V CMN CLASS A (LYB)	606 00	80 2800	48,649 68	61 8249	37,465 90	11,183 78	2 9895	1,454 40
ULTRA PETROLEUM CORP CMN (UPL)	3,538 00	21 6500	76,597 70	20 1446	71,271 53	5,326 17		
TOTAL HERNDON CAPITAL LARGE CAP VALUE								



BROOKLYN COMM FDN- HERNDON CAPITAL: LCV Holdings

Period Ended December 31, 2013

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
			Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AES CORP CMN (AES)	2,897 00	14 5100	42,035 47	14 9889	43,422 84	(1,387 37)	1 3704	579 40
AFIAC INCORPORATED CMN (AFI)	2,186 00	66 8000	146,024 80	45 0935	98,574 49	47,450 31	2 2155	3,235 28
ALTRIA GROUP, INC CMN (MO)	2,634 00	38 3900	101,119 26	28 4039	74,815 98	26,303 28	5 0013	5,057 28
			1,264 32					
APACHE CORP CMN (APA)	976 00	85 9400	83,877 44	86 0100	83,945 73	(68 29)	0 9309	780 80
APPLE, INC CMN (AAPL)	222 00	561 0200	124,546 44	439 7807	97,631 32	26,915 12	2 1746	2,708 40
BAXTER INTERNATIONAL INC CMN (BAX)	504 00	69 5500	35,053 20	73 4600	37,023 84	(1,970 64)	2 8181	987 84
			246 96					
CAMPBELL SOUP CO CMN (CPB)	1,746 00	43 2800	75,566 88	40 3669	70,480 65	5,086 23	2 8835	2,179 01
CATERPILLAR INC (DELAWARE) CMN (CAT)	115 00	90 8100	10,443 15	82 9987	9,544 85	898 30	2 6429	276 00
CBOE HOLDINGS, INC CMN (CBOE)	2,722 00	51 9600	141,435 12	29 7302	80,925 57	60,509 55	1 3857	1,959 84
			1,361 00					
CF INDUSTRIES HOLDINGS, INC CMN (CF)	352 00	233 0400	82,030 08	175 9854	61,947 23	20,082 85	1 7164	1,406 00
CHEVRON CORPORATION CMN (CVX)	606 00	124 9100	75,695 46	106 6715	64,642 91	11,052 55	3 2023	2,424 00
COACH INC CMN (COH)	1,393 00	58 1300	78,189 09	63 1515	87,969 98	(9,780 89)	2 4051	1,880 55
			470 14					
COLGATE-PALMOLIVE CO CMN (CL)	966 00	65 2100	62,992 86	58 8640	56,862 63	6,130 23	2 0856	1,313 76
CONTINENTAL RESOURCES, INC CMN (CLR)	740 00	112 5200	83,264 80	98 5032	72,892 35	10,372 45		
DISCOVER FINANCIAL SERVICES CMN (DFS)	2,308 00	55 9500	129,132 60	36 1449	83,422 46	45,710 14	1 4298	1,846 40
EATON VANCE CORP (NON-VTG) CMN (EVI)	2,547 00	42 7900	108,986 13	28 3568	72,224 79	36,761 34	2 0566	2,241 36

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

Portfolio No. XXX-XX709-9

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Statement Detail

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

Period Ended December 31, 2013

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
ENDO HEALTH SOLUTIONS INC CMN (ENOP)	448 00	67 4600	30,222 08	35 7341	16,008 86	14,213 22		
EXXON MOBIL CORPORATION CMN (XOM)	947 00	101 2000	95,836 40	85 2524	80,734 07	15,102 33	2 4901	2,386 44
HERBALIFE LTD CMN (HLF)	608 00	78 7000	47,849 60	72 0807	43,825 09	4,024 51	1 5248	729 60
HOLLYFRONTIER CORP CMN (HFC)	1,978 00	49 6900	98,286 82	39 0570	77,254 83	21,031 99	2 4150	2,373 60
INTL BUSINESS MACHINES CORP CMN (IBM)	542 00	187 5700	101,662 94	185 2553	100,408 36	1,254 58	2 0259	2,059 60
JOY GLOBAL INC CMN (JOY)	1,820 00	58 4900	106,451 80	53 3608	97,116 61	9,335 19	1 1968	1,274 00
KELLOGG COMPANY CMN (K)	1,312 00	61 0700	80,123 84	61 9068	81,221 69	(1,097 85)	3 0129	2,414 08
LANDSTAR SYSTEM INC CMN (LSTR)	1,386 00	57 4500	79,625 70	56 3091	78,044 47	1,581 23		
			485 10					
LOCKHEED MARTIN CORPORATION CMN (LMT)	801 00	148 6600	119,076 66	84 0246	67,303 69	51,772 97	3 5786	4,261 32
MARATHON PETROLEUM CORPORATION CMN (MPC)	1,423 00	91 7300	130,531 79	49 6707	70,681 46	59,850 33	1 8315	2,390 64
MCGRAW-HILL COMPANIES INC CMN (MHFI)	1,434 00	78 2000	112,138 80	47 3476	67,896 43	44,242 37	1 4322	1,606 08
MICROSOFT CORPORATION CMN (MSFT)	2,603 00	37 4100	97,378 23	29 1651	75,916 73	21,461 50	2 9939	2,915 36
MURPHY OIL CORPORATION CMN (MUR)	1,260 00	64 8800	81,748 80	62 3609	78,574 74	3,174 06	1 9266	1,575 00
MYLAN INC CMN (MYL)	2,332 00	43 4000	101,208 80	32 9405	76,817 15	24,391 65		
NEWMARKET CORP CMN (NEU)	255 00	334 1500	85,208 25	258 8308	66,001 86	19,206 39	1 3168	1,122 00
			280 50					
OASIS PETROLEUM INC CMN (OAS)	918 00	46 9700	43,118 46	46 4021	42,597 13	521 33		
PATTERSON-UTI ENERGY, INC ORD CMN (PTEN)	3,983 00	25 3200	100,849 56	17 5090	69,738 24	31,111 32	0 7899	796 60
PHILIP MORRIS INTL INC CMN (PM)	960 00	87 1300	83,644 80	77 4009	74,304 83	9,339 97	4 3154	3,609 60
			902 40					
ROCKWELL COLLINS, INC CMN (COL)	519 00	73 9200	38,364 48	73 7474	38,274 90	89 58	1 6234	622 80
ROSS STORES, INC CMN (ROST)	515 00	74 9300	38,568 95	80 8031	41,613 60	(3,024 65)	0 9075	350 20
RPC INC CMN (RES)	5,797 00	17 8500	103,476 45	11 7823	68,302 13	35,174 32	2 2409	2,318 80
SLM CORPORATION CMN (SLM)	2,462 00	26 2800	64,701 36	22 1543	54,543 89	10,157 47	2 2831	1,477 20
SM ENERGY COMPANY CMN (SM)	481 00	83 1100	39,975 91	89 1982	42,904 34	(2,928 43)	0 1203	48 10
SOUTHERN COPPER CORPORATION CMN (SCCO)	590 00	28 7100	16,938 90	36 2409	21,382 15	(4,443 25)	2 3685	401 20
TJX COMPANIES INC (NEW) CMN (TXJ)	2,171 00	63 7300	138,357 83	33 1726	72,017 63	66,340 20	0 9101	1,259 18
UNITED PARCEL SERVICE, INC. CLASS B COMMON STOCK (UPS)	852 00	105 0800	89,528 16	84 1395	71,686 83	17,841 33	2 3601	2,112 96

Portfolio No XXX-XX789-9

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TOTAL ATTACHMENT 10G = \$4,240,285

ATTACHMENT 10G

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GS GLOBAL TACTICAL TRADING	741,395.	741,395.
GS HEDGE FUND PARTNERS	4,807,869.	4,807,869.
GS HEDGE FUND PARTNERS PLUS	370,151.	370,151.
GS GLOBAL FUND OFFSHORE	1,537,296.	1,537,296.
PORTFOLIO 4 LLC - CLASS 1	15,635,170.	15,635,170.
TOTALS	<u>23,091,881.</u>	<u>23,091,881.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT INCOME RECEIVABLE	23,330.	23,330.
TOTALS	<u>23,330.</u>	<u>23,330.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

6,613,871.

TOTAL

6,613,871.

BROOKLYN COMMUNITY FOUNDATION

11-3422729

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN FISHMAN 1000 DEAN STREET 307 BROOKLYN, NY 11238	CHAIRMAN 1.00	0	0	0
HILDY SIMMONS 1000 DEAN STREET 307 BROOKLYN, NY 11238	VICE CHAIRMAN 1.00	0	0	0
MARIA FIORINI-RAMIREZ 1000 DEAN STREET 307 BROOKLYN, NY 11238	TREASURER 1.00	0	0	0
MARTIN BAUMRIND 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0	0
ROBERT CATELL 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0	0

BROOKLYN COMMUNITY FOUNDATION

11-3422729

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
ROHIT DESAI 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
DONALD ELLIOTT 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
EMMA JORDAN-SIMPSON 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
MALCOLM MACKAY 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
CONSTANCE R. ROOSEVELT 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0

BROOKLYN COMMUNITY FOUNDATION

11-3422729

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
CLAIRE SILBERMAN 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
MICHAEL SHERMAN 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
RICHARD MOORE 1000 DEAN STREET 307 BROOKLYN, NY 11238	DIRECTOR 1.00	0	0
MARILYN GELBER 1000 DEAN STREET 307 BROOKLYN, NY 11238	FORMER PRESIDENT	302,885.	6,563.
CECILIA CLARKE 1000 DEAN STREET 307 BROOKLYN, NY 11238	PRESIDENT 35.00	55,385.	10,836.
GRAND TOTALS		358,270.	17,399.
			0

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
MICHAEL BURKE 1000 DEAN STREET SUITE 307 BROOKLYN, NY 11238	COO 35.00	167,999.	22,154.
ALEXANDER VILLARI 1000 DEAN STREETS SUITE 307 BROOKLYN, NY 11238	VP OF DEVELOPMENT 35.00	164,000.	42,012.
TOYA WILLIFORD 1000 DEAN STREET SUITE 307 BROOKLYN, NY 11238	PROGRAM DIRECTOR 35.00	108,652.	25,901.
DIANE JOHN 1000 DEAN STREET SUITE 307 BROOKLYN, NY 11238	ACCOUNTING & HR MGR 35.00	77,209.	23,543.
LIANE STEGMAIER 1000 DEAN STREET SUITE 307 BROOKLYN, NY 11238	DIRECTOR OF COMM. 35.00	74,900.	15,172.
	TOTAL COMPENSATION	<u>592,760.</u>	<u>128,782.</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GOLDMAN SACHS 200 WEST STREET NEW YORK, NY 10282	INVESTMENT MGMT.	313,356.
GILLIAN KAYE 357 11TH STREET BROOKLYN, NY 11215	PROGRAM CONSULTING	106,040.
FISCAL MANAGEMENT ASSOCIATES 440 PARK AVENUE NEW YORK, NY 10016	FINANCIAL CONSULTING	84,178.
MACHLOWITZ CONSULTANTS, INC. 445 PARK AVENUE, 9TH FL NEW YORK, NY 10022	RECRUITING SERVICES	55,000.
TOTAL COMPENSATION		<u>558,574.</u>

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

ONLINE APPLICATION PROCESS ONLY
WWW.BCFNY.ORG

QUESTIONS ON APPLICATION PROCESS:
GRANT ADMINISTRATOR

1000 DEAN STREET, SUITE 307
BROOKLYN, NY 11238
718-480-7500

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

IN 2013, THE COMPETATIVE GRANT PROCESS WAS PUT ON HOLD.
A NEW GRANT STRATEGY WAS ANNOUNCED IN 2014. SEE WEBSITE
WWW.BROOKLYNCOMMUNITYFOUNDATION.ORG.

BROOKLYN COMMUNITY FOUNDATION

December 31, 2013

GRANTS PAID DURING 2013:

Prior year payables paid in 2013:	2,952,000
Grants authorized and paid in 2013	3,507,585
Current year Brooklyn Recovery payable, paid in 2014	<u>(108,672) *</u>
	6,350,913

* This was a 2013 Brooklyn Recovery Fund grant for \$217,344 to the Red Hook Coalition through its fiscal conduit the Fund for the City of New York. Half of the grant was paid out in 2013 and half in 2014.

Brooklyn Community Foundation

Grant Expense by Vendor

December 31, 2013

Vendor	Amount	Status of Recipient
Academy for College Preparation & Career Exploration	5,000	PC
Added Value and Herban Solutions	40,000	PC
Alliance for Coney Island, Inc	200,000	PC
American Express	2,779	PC
Art Z Ltd	10,000	PC
Asian Americans for Equality Community Development Fund	200,000	PC
Baruch College	1,000	PC
Benjamin Banneker Academy	1,500	PC
Berkshire Farm Center & Services for Youth	250	PC
BOMB	500	PC
BRIC Arts Media	200	PC
Brighton Ballet Theater Company	10,000	PC
Brooklyn Arts Council	250	PC
Brooklyn Arts Exchange	2,500	PC
Brooklyn Botanic Garden	350	PC
Brooklyn Children's Museum	2,500	PC
Brooklyn Community Housing & Services	250	PC
Brooklyn Community Pride Center	100	PC
Brooklyn Community Church	500	PC
Brooklyn Community Pride Center	1,000	PC
Brooklyn Community Services	2,000	PC
Brooklyn Conservatory of Music	2,500	PC
Brooklyn Food Coalition	42,300	PC
Brooklyn Institute of Arts and Science	100,100	PC
Brooklyn Movement Center	115,000	PC
Brooklyn New School	25,000	PC
Brooklyn Rescue Mission	10,000	PC
Brooklyn Workforce Innovations	1,000	PC
Brooklyn Youth Chorus	2,750	PC
Bush wick School for Social Justice	1,000	PC
Canarsie Recovery Coalition	250,000	PC
Carroll Gardens Association, Inc.	120,000	PC
Center for Employment Opportunities	4,000	PC
Center for Urban Pedagogy	2,500	PC
Chai Lifeline Inc	5,000	PC
Chez Bush wick, Inc.	250	PC
City Squash	500	PC
Columbia Greene Hospital Foundation	500	PC
Community Resource Exchange	6,000	PC
Community Roots Charter School	1,270	PC
Community Solutions	40,000	PC
#Coney Recovers	250,000	PC
Cooke Center	250	PC
Coro New York Leadership Center	5,000	PC
Crohn's & Colitis Foundation of America	1,000	PC
Dancewave Inc.	30,500	PC
Danspace Project	250	PC
Delete Blood Cancer	500	PC
Diaspora Community Services, Inc.	1,000	PC
Edward R. Murrow High School	500	PC
Episcopal Social Services of N.Y., Inc.	1,000	PC

Faith Center for Community Development	4,500	PC
Fifth Avenue Committee Inc	225,000	PC
Fractured Atlas, Inc	1,000	PC
Gerritsen Beach Cares, Inc	437,000	PC
Girls Write Now	2,500	PC
Groundswell Community Mural Project	9,500	PC
Hillcrest High School	200	PC
Horizons at Brooklyn Friends School	1,000	PC
HVRTA	250	PC
Ifetayo Cultural Arts Academy	5,500	PC
Jewish Community Relations Council	25,000	PC
Just Food Inc.	5,000	PC
Kings Bay YM	100,000	PC
Myrtle Avenue	40,000	PC
Myrtle Avenue Commercial Revitalization	300,000	PC
Neighborhood Housing Services of East Flatbush, Inc.	100	PC
New York City Police Foundation, Inc.	500	PC
New York Live Arts, Inc.	100	PC
Noel Pointer Foundation	2,850	PC
New York Foundation	25,000	PC
Omi International Arts Center	1,000	PC
Opening Act	2,500	PC
Philanthropy New York	10,000	PC
Positive Tails	1,000	PC
Prospect Park Alliance	200	PC
Public Art Fund	750	PC
Queens Theatre	250	PC
Reaching Out Community Services, Inc.	10,000	PC
Rebuilding Together NYC	200,000	PC
Red Hook Coalition	282,844	PC
Red Hook Initiative	7,240	PC
Reel Works Teen Filmmaking	2,724	PC
Sadie Nash Leadership Project, Inc	1,000	PC
Sean Casey Animal Care	2,500	PC
Shaker Museum Mount Lebanon	200	PC
Sheepshead Bay Road to Recovery Coalition	212,663	PC
Shorefront YM-YWHA of Brighton-Manhattan Beach, Inc	25,000	PC
Siti Company	1,000	PC
Society for the Preservation of Weeksville	500	PC
St Ann's Warehouse	1,500	PC
St. Joseph High School	1,000	PC
The Hebrew Immigrant Aid Society & The Museum of Jewish H	100	PC
Tick-Borne Disease Alliance	500	PC
Trey Whitfield Foundation	250	PC
United Way of New York City	50,000	PC
Vocal New York City	1,015	PC
William J Clinton Foundation	2,500	PC
YMCA of Greater New York	1,000	PC
Young Audiences, Inc.	2,000	PC
Young People's Chorus of New York City	1,000	PC
Total	3,507,585	

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

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No 1545-1709

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

Employer identification number (EIN) or

BROOKLYN COMMUNITY FOUNDATION

11-3422729

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

Social security number (SSN)

45 MAIN STREET

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

BROOKLYN, NY 11201

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

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

- The books are in the care of ► MICHAEL BURKE

Telephone No ► 347 750-2310

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 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	\$	0
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	\$	0
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

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

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ☐ Telephone No. ☐ 347 750-2310 Fax No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/17, 20 14
- 5 For calendar year 2013, or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	0
b If this application is for Forms 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 \$	0
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$	0

Signature and Verification 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 ☐

