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Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter Social Security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE OVERBROOK FOUNDATION		A Employer identification number 13-6088860
Number and street (or P.O. box number if mail is not delivered to street address) 122 EAST 42ND STREET	Room/suite 2500	B Telephone number (see instructions) (212) 661-8710
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10168-2500		C If exemption application is pending, check here ☐
G Check all that apply:		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ 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) ▶ \$ 177,403,440.		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)		58,100.			
2 Check ☐ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,503,528.	2,503,528.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		20,234,408.			
b Gross sales price for all assets on line 6a 82,663,975.					
7 Capital gain net income (from Part IV, line 2)			20,227,916.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1		-384,599.	-54,971.		
12 Total. Add lines 1 through 11		22,411,437.	22,676,473.		
13 Compensation of officers, directors, trustees, etc.		386,589.	78,968.		301,450.
14 Other employee salaries and wages		381,302.			381,302.
15 Pension plans, employee benefits		228,343.	6,673.		216,875.
16a Legal fees (attach schedule) ATCH 2		25,538.	18,947.		6,592.
b Accounting fees (attach schedule) ATCH 3		53,000.	39,750.		13,250.
c Other professional fees (attach schedule) *		2,296,436.	1,989,537.		289,030.
17 Interest		41,785.	41,785.		
18 Taxes (attach schedule) (see instructions) ATCH 5		486,002.	52,336.		
19 Depreciation (attach schedule) and depletion, ATCH 8A		18,651.			
20 Occupancy		85,950.			121,626.
21 Travel, conferences, and meetings		89,260.			96,862.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 6		36,773.			37,877.
24 Total operating and administrative expenses. Add lines 13 through 23		4,129,629.	2,227,996.		1,464,864.
25 Contributions, gifts, grants paid		6,018,036.			5,348,036.
26 Total expenses and disbursements. Add lines 24 and 25		10,147,665.	2,227,996.	0	6,812,900.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		12,263,772.			
b Net investment income (if negative, enter -0-)			20,448,477.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	3,361,432.	7,466,079.	7,466,079.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	211,897.	14,783.	14,783.	
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7	75,566,699.	93,258,323.	93,258,323.	
	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 8	46,156,841.	66,350,013.	66,350,013.		
14	Land, buildings, and equipment, basis	306,689.				
	Less: accumulated depreciation (attach schedule) ▶ ATCH 8A 178,446.	146,894.	128,243.	128,243.		
15	Other assets (describe ▶ ATCH 9)	8,820,343.	10,185,999.	10,185,999.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	134,264,106.	177,403,440.	177,403,440.		
Liabilities	17	Accounts payable and accrued expenses	81,695.	242,896.		
	18	Grants payable	505,000.	1,175,000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 10)	385,130.	1,000,779.		
23	Total liabilities (add lines 17 through 22)	971,825.	2,418,675.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	133,292,281.	174,984,765.		
	25	Temporarily restricted				
	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)	133,292,281.	174,984,765.		
31	Total liabilities and net assets/fund balances (see instructions)	134,264,106.	177,403,440.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	133,292,281.
2	Enter amount from Part I, line 27a	2	12,263,772.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	29,428,712.
4	Add lines 1, 2, and 3	4	174,984,765.
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	174,984,765.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse; or common stock, 200 shs MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)

1a SEE PART IV SCHEDULE

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	ATCHIA 20,227,916.
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	7,215,975.	134,211,534.	0.053766
2011	7,530,922.	128,628,988.	0.058548
2010	8,313,409.	123,092,385.	0.067538
2009	8,761,473.	112,786,650.	0.077682
2008	10,069,427.	160,247,526.	0.062837

2 Total of line 1, column (d)	2	0.320371
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	0.064074
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	150,364,394.
5 Multiply line 4 by line 3	5	9,634,448.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	204,485.
7 Add lines 5 and 6	7	9,838,933.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	6,812,900.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	408,970.
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	408,970.
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	408,970.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	315,845.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	280,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	595,845.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	131.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	186,744.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 186,744. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.OVERBROOK.ORG				
14	The books are in care of M. GRECCO C/O THE FOUNDATION Telephone no 212-661-8710			
Located at 122 E. 42ND ST., SUITE 2500 NEW YORK, NY ZIP+4 10168-2500				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				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)?	1b	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?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 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)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ 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)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d). ATCH 13

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		386,589.	46,230.	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		299,469.	38,164.	0

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		1,728,548.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

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

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

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	138,286,544.
b	Average of monthly cash balances	1b	4,864,493.
c	Fair market value of all other assets (see instructions)	1c	9,503,170.
d	Total (add lines 1a, b, and c)	1d	152,654,207.
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	152,654,207.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,289,813.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	150,364,394.
6	Minimum investment return. Enter 5% of line 5	6	7,518,220.

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	7,518,220.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	408,970.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	408,970.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,109,250.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	7,109,250.
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	7,109,250.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	6,812,900.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,812,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,812,900.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,109,250.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	1,896,152.			
b From 2009	3,118,981.			
c From 2010	2,204,236.			
d From 2011	1,272,767.			
e From 2012	825,575.			
f Total of lines 3a through e	9,317,711.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>6,812,900.</u>				
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				6,812,900.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	296,350.			296,350.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,021,361.			
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)	1,599,802.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,421,559.			
10 Analysis of line 9:				
a Excess from 2009	3,118,981.			
b Excess from 2010	2,204,236.			
c Excess from 2011	1,272,767.			
d Excess from 2012	825,575.			
e Excess from 2013				

Form 990-PF (2013)

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(i)(3) or

4942(1)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 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(f)(3)(B)(i)

- b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 8 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 (X3)(B)(ii)

- (3) Largest amount of support from an exempt organization. . . .

- (4) Gross investment income .

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

- ### 1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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

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

- c Any submission deadlines:**

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

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 17					

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						
4 Dividends and interest from securities			14	2,503,528.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory	525990	6,492.	18	20,227,916.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b ATCH 19 _____		-329,628.		-54,971.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		-323,136.		22,676,473.		
13 Total. Add line 12, columns (b), (d), and (e)						22,353,337.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

4/14/14

► President/CEE
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

MARIE ARRIGO

Preparer's signature

Удмуртский СР

Date _____

11-14-2014

Check:		if
--------	--	----

self-employed

PTIN

P00058583

Firm's name ▶ EISNERAMPER LLP

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

Firm's EIN ▶ 13-1639826

10017-2703 | Phone no. 212-949-8700

Form 990-PF (2013)

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

THE OVERBROOK FOUNDATION

Employer identification number

13-6088860

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).

Name of organization **THE OVERBROOK FOUNDATION**Employer identification number
13-6088860**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	CLIF BAR FAMILY FOUNDATION FISCAL SPONSORSHIP C/O THE FOUNDATION NEW YORK, NY 10168-2500	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	JOHNSON FAMILY FOUNDATION FISCAL SPONSORSHIP C/O THE FOUNDATION NEW YORK, NY 10168-2500	\$ 25,000.	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.)

Name of organization **THE OVERBROOK FOUNDATION**Employer identification number
13-6088860**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 THE OVERBROOK FOUNDATION

Employer identification number

13-6088860

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

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							<u>20227916.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT LOSS	-387,009.	-57,381.
ROYALTY INCOME	2,356.	2,356.
MISCELLANEOUS INCOME	54.	54.
TOTALS	<u>-384,599.</u>	<u>-54,971.</u>

THE OVERBROOK FOUNDATION
Schedule of Realized Gains/(Losses)
December 31, 2013
EIN 13-6088860

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

INVESTMENT CLASSIFICATION	INVESTMENTS		INVESTMENT
	PROCEEDS	COST	REALIZED GAIN (LOSS)
Marketable Securities	82,729,188	65,867,205	16,861,983
Hedge Fund Investments (Pass-through net gain)	-	-	1,857,472
Venture Capital Funds (Pass-through net gain)	-	-	48,837
Real Estate Partnerships (Pass-through net gain)	-	-	200,059
Private Equity (Pass-through net gain)	-	-	713,277
Master Limited Partnerships (Pass-through net gain)			546,269
Gain on Currency			19
			<u>20,227,916</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PATTERSON, BELKNAP, WEBB & TYLER, LLP	25,538.	18,947.		6,592.
TOTALS	<u>25,538.</u>	<u>18,947.</u>		<u>6,592.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

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

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERBROOK MANAGEMENT CORP. INVESTMENT, ADVISORY, AND OPERATIONAL SUPPORT FEES INVESTMENT MGMT, CONSULTING, & CUSTODIAL FEES:	1,342,527.	1,267,525.	58,333.
GREENHAVEN ASSOCIATES	265,521.	265,521.	
JP MORGAN CHASE	39,320.	39,320.	
RIVERSTONE/CARLYLE	50,171.	50,171.	
DUNE REAL ESTATE PARALLEL	10,699.	10,699.	
ENDOWMENT VENTURE PARTNRS V	7,229.	7,229.	
RADIUS VENTURE PARTNERS	8,219.	8,219.	
STABILIS FUND III, LP	63,751.	63,751.	
GS CAPITAL PARTNERS V INST.	14,745.	14,745.	
GSCP V INST. AIV, LP	1,997.	1,997.	
COMMONFUND GLOBAL DISTRESS	10,210.	10,210.	
EMERGING EUROPE FUND LP	7,530.	7,530.	
EMERGING EUROPE FUND II, LP	10,667.	10,667.	
GS PARTNERS VI PARALLEL, LP	14,487.	14,487.	
GSCP VI PARALLEL AIV	1,963.	1,963.	
DELTEC SPECIAL SITUATION	46,799.	46,799.	
OVERBROOK OPPORTUNITY FUND	22,862.	22,862.	
EMERALD CREEK CAPITAL FUND	52,397.	52,397.	
SANDTON CREDIT SOLUTIONS	82,684.	82,684.	
THAYER STREET	10,761.	10,761.	
PROGRAM-RELATED CONSULTING AND OTHER PROFESSIONAL FEES	231,897.		230,697.
TOTALS	<u>2,296,436.</u>	<u>1,989,537.</u>	<u>289,030.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	431,891.	
FOREIGN WITHHOLDING TAXES	52,336.	52,336.
FILING FEES	1,775.	
TOTALS	<u>486,002.</u>	<u>52,336.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REPAIRS AND MAINTENANCE COSTS	7,621.	7,621.
DUES AND SUBSCRIPTIONS	2,466.	2,466.
INSURANCE	12,967.	14,071.
OFFICE EXPENSES	7,257.	7,257.
POSTAGE AND MAILING	32.	32.
PAYROLL PROCESSING FEES	2,694.	2,694.
TECHNOLOGY RELATED COSTS	3,736.	3,736.
TOTALS	<u>36,773.</u>	<u>37,877.</u>

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 10b
INVESTMENTS - CORPORATE SECURITIES
DECEMBER 31, 2013

Quantity	Security	Book Value	Market Value
7,200	3M COMPANY	1,009,800	1,009,800
10,500	AGILENT TECHNOLOGIES COM	600,495	600,495
167,803	AIR CANADA - CLASS A	1,170,498	1,170,498
97,250	AIR CANADA - CLASS B	678,361	678,361
9,000	AIR PROD & CHEM INC COM	1,006,020	1,006,020
13,680	ALON USA ENERGY INC	226,267	226,267
16,935	AMERICAN INTERNATIONAL GROUP INC	864,532	864,532
10,720	AOI PLC	899,301	899,301
675,676	APPLIED MINERALS INC COM	743,244	743,244
1,100	ARROW ELECTRONICS INC	59,675	59,675
2,000	AVNET INC	88,220	88,220
20,000	BAKER HUGHES INC	1,105,200	1,105,200
61,552	BLACK DIAMOND, INC.	820,488	820,488
3,000	BOEING COMPANY CMN	409,470	409,470
199,829	BOULDER BRANDS, INC.	3,169,288	3,169,288
7,065	BROOKFIELD RENEWABLE ENERGY PARTNERS	196,831	196,831
82,119	CANADIAN ENERGY SVCS & COM	1,787,246	1,787,246
47,368	CEDAR FAIR L P DEPOSITRY UNIT	2,348,505	2,348,505
25,719	DELEK LOGISTIC PARTNERS LP	814,006	814,006
77,788	DELEK US HLDGS INC COM	2,676,685	2,676,685
7,500	DEVON ENERGY CORPORATION NEW	464,025	464,025
64,567	ENERGY TRANSFER EQUITY, LP	5,277,707	5,277,707
10,000	FEDEX CORPORATION	1,437,700	1,437,700
57,448	FLOTEK INDS INC DEL COM	1,152,981	1,152,981
142,165	GENL AMERN INVESTORS CO	5,004,234	5,004,234
98,769	LIN MEDIA LLC	2,835,658	2,835,658
22,500	LOWES COMPANIES INC	1,114,875	1,114,875
109,194	MACQUARIE INFRASTRUCTURE	5,943,429	5,943,429
8,000	MICROSOFT CORP	299,280	299,280
187,169	NAVIGATOR HOLDINGS LTD	5,042,333	5,042,333
380,350	NAVIOS MARITIME ACQUISITION CORP.	1,673,540	1,673,540
558,503	NAVIOS MARITIME HOLDINGS	6,232,893	6,232,893
30,082	NCR CORP NEW COM	1,024,593	1,024,593
300,392	NEW RESIDENTIAL INVESTMENT CORP	2,006,619	2,006,619
178,543	NEWCASTLE INVESTMENT CORP.	1,024,837	1,024,837
280	NIELSEN N V.	12,849	12,849
287,331	NORTHSTAR RLTY FIN CP COM	3,864,607	3,864,607
3,600	OWENS CORNING NEW	146,592	146,592
18,719	PARAMOUNT RES LTD CL A	685,112	685,112
2,500	PERKINELMER INC COM	103,075	103,075
2,000	PRAXAIR INC.	260,060	260,060
360,377	RENTECH, INC.	630,660	630,660
159,064	RYMAN HOSPITALITY PROPERTIES	6,645,694	6,645,694
287,531	SCORPIO TANKERS INC	3,389,990	3,389,990
70,628	SEARS HOMETOWN AND OUTLET STORES, INC.	1,801,014	1,801,014
37,000	SOUTHWEST AIRLS CO COM	697,080	697,080
5,000	SUPERIOR ENERGY SVCS COM	133,050	133,050
131,617	SUSSER PETE PARTNERS LP COM U REP LP	4,356,523	4,356,523
12,600	TE CONNECTIVITY LTD	694,386	694,386
8,942	TESORO CORP COM	523,107	523,107
55,091	TRILOGY ENERGY CORPORATION	1,431,339	1,431,339
11,000	UNITED PARCEL SERVICE CL B	1,155,880	1,155,880
57,469	VERINT SYSTEMS INC.	2,467,719	2,467,719
115,874	VIXS SYSTEMS INC	327,235	327,235
57,401	VOYA FINANCIAL, INC.	2,017,645	2,017,645
4,500	WHIRLPOOL CORP COM	705,870	705,870
TOTAL		\$ 93,258,323	\$ 93,258,323

THE OVERBROOK FOUNDATION
PART II - BALANCE SHEET - LINE 13
INVESTMENTS - OTHER
DECEMBER 31, 2013

Security	Book Value	Market Value
Hedge Funds		
ARISTEIA INTERNATIONAL LTD	8,343,146	8,343,146
DELTEC SPECIAL SITUATIONS PARTNERS, LP	3,429,579	3,429,579
LUMINUS ENERGY PARTNERS, LTD	2,284,220	2,284,220
MS OPPORTUNISTIC FUND	5,116,507	5,116,507
NEW VERNON INDIA (CAYMAN) FUND-OF 5	557,354	557,354
OVERBROOK OPPORTUNITY FUND II, LP - FDN	22,458,488	22,458,488
O.S.S. OVERSEAS FUND, LTD CL E & C	212,536	212,536
	<u>42,401,830</u>	<u>42,401,830</u>
Private Placements		
BIOAMBER, INC	42,673	42,673
FIBROGEN INC SER A PFD	910,000	910,000
	<u>952,673</u>	<u>952,673</u>
Private Equity		
BIOPHARMA SECURED DEBT FUND II SARL	836,272	836,272
BOND STREET HOLDINGS, INC.	375,000	375,000
CAPITAL PARTNERS V INSTITUTIONAL OF5	1,435,448	1,435,448
CAPITAL PARTNERS VI PARALLEL, LP OF5	1,171,000	1,171,000
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	759,033	759,033
DELTA OPPORTUNITY FUND OFFSHORE, LTD	134,573	134,573
EMERALD CREEK CAPITAL FUND 2, LLC	2,700,802	2,700,802
EMERGING EUROPE GROWTH FUND II, LP	372,408	372,408
EMERGING EUROPE GROWTH FUND, LP	184,892	184,892
OFFSHORE MEZZANINE PARTNERS	1,815,720	1,815,720
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	2,234,178	2,234,178
SANDTON CREDIT SOLUTIONS ON-SHORE FUND III	2,176,341	2,176,341
STABILIS FUND III, LP	1,842,630	1,842,630
TEMPERLEY HOLDINGS LIMITED	492,942	492,942
TS SYMPHONY LLC	2,999,815	2,999,815
VINTAGE FUND III OFFSHORE LP	280,819	280,819
VINTAGE FUND V OFFSHORE, LP	1,324,128	1,324,128
	<u>21,136,001</u>	<u>21,136,001</u>
Venture Capital Funds		
ENDOWMENT VENTURE PARTNERS V, LP	244,614	244,614
RADIUS VENTURE II-OF5	128,058	128,058
RADIUS VENTURE III-OF5	210,909	210,909
	<u>583,581</u>	<u>583,581</u>
Real Estate Investments		
DSF CAPITAL PARTNERS LP	11,389	11,389
DUNE REAL ESTATE PARALLEL FUND LP-OF5	1,264,539	1,264,539
	<u>1,275,928</u>	<u>1,275,928</u>
TOTAL INVESTMENTS - OTHER	<u>\$ 66,350,013</u>	<u>\$ 66,350,013</u>

The Overbrook Foundation
FORM 990-PF
DECEMBER 31, 2013
EIN# 13-6088860

Part I - Line 19 - Depreciation:

	<u>December 31,</u> <u>2013</u>
Property and equipment at cost:	
Furniture, fixtures, equipment	\$ 32,048
Leasehold improvements	<u>274,641</u>
	306,689
Accumulated depreciation and amortization	(178,446)
Total	<u><u>\$ 128,243</u></u>

Depreciation and Amortization

Opening accumulated depreciation and amortization at January 1, 2013	\$ 159,795
2013 Depreciation expense	<u>18,651</u>
Ending accumulated depreciation and amortization at December 31, 2013	<u><u>\$ 178,446</u></u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLES	102,217.	188,727.	188,727.
DUE FROM BROKER	8,718,126.	9,997,272.	9,997,272.
TOTALS	<u>8,820,343.</u>	<u>10,185,999.</u>	<u>10,185,999.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
ACCRUAL OF SECTION 4940 TAX ON INCOME, AS REQUIRED BY GAAP	345,490.	946,076.
DEFERRED RENT	39,640.	42,096.
ACCRUED EXCISE TAX		12,607.
TOTALS	<u>385,130.</u>	<u>1,000,779.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS, NET OF DEFERRED TAX EXPENSE OF \$600,586	29,428,712.
TOTAL	<u>29,428,712.</u>

THE OVERBROOK FOUNDATION

13-6088860
ATTACHMENT 12

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

THE OVERBROOK FOUNDATION HAS MADE DISTRIBUTIONS TO A DONOR-ADVISED
FUND AND TREATED THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS. IT
HAS MADE THESE DISTRIBUTIONS TO FACILITATE COST-EFFECTIVE
BROAD-BASED GRANT MAKING WITHIN THE WIDER CHARITABLE COMMUNITY.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2013

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Grupo Ecologico Sierra Gorda, I.A.P Av, La Presa S/N, Barrio El Panteon Jalpan de Serra, Queretaro 76340 Mexico
(ii) Date and Amount of Grant	November, 2013 \$25,000
(iii) Purpose of Grant	Strategies to Conserve the Bio-Capacity of the Sierra Gorda Biosphere Reserve, Mexico
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2013

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Human Rights Center, Law School, University of Chile Centro de Derechos Humanos Avenida Pio Non 1, 4 piso, Ala Sur Providencia Santiago, Chile
(ii) Date and Amount of Grant	June, 2013 \$50,000
(iii) Purpose of Grant	International Human Rights Fellowship Program
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

**THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2013**

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

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

(i) Grantee	Pronatura Noroeste A.C. Calle Decima No. 60, Zona Centro Ensenada, Baja California Mexico
(ii) Date and Amount of Grant	November, 2013 \$50,000
(iii) Purpose of Grant	Protection of the Cabo Pulmo National Park Region, Baja California Sur, Mexico: Workplan for 2014
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION
EXPENDITURE RESPONSIBILITY STATEMENT
As of December 31, 2013

FORM 990-PF
EIN 13-6088860

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

(i) Grantee	Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A No. 40A-68 Piso 2; Barrio La Soledad Bogota; Cundinamarca Columbia
(ii) Date and Amount of Grant	June, 2013 \$40,000
(iii) Purpose of Grant	General Operating Support
(iv) & (vi)	The grant agreement called for final narrative and financial reports. The grantee is currently in compliance with the agreement.
(v) Diversions	To the knowledge of the Foundation, no funds have been diverted to any activity for which the grant was not originally made.
(vii) Verification	No independent verification is required at this time.

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
STEPHEN F. ALTSCHUL C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	CHAIR (TO 11/13) 1.00	0	0	0	0
AARON LABAREE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	CHAIR (FROM 11/13) 1.00	0	0	0	0
ELIZABETH LINDEMANN C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/SECRETARY (TO 11/13) 1.00	0	0	0	0
EMILY ALTSCHUL MILLER C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/SECRETARY (FR 11/13) 1.00	0	0	0	0
FRANCES LABAREE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/TREASURER (TO 11/13) 1.00	0	0	0	0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
CAROLYN J. COLE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	VICE-CHAIR/TREASURER (FR 11/13) 4.00	0	0	0	0
ROBERT C. GRAHAM, JR. C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR EMERITUS 1.00	0	0	0	0
ARTHUR G. ALTSCHUL, JR. C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0	0
SERENA ALTSCHUL C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR (TO 11/13) 1.00	0	0	0	0
CHARLES ALTSCHUL C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR (FROM 11/13) 1.00	0	0	0	0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KATHRYN G. GRAHAM C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
DINORAH MATIAS-MELENDEZ C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
VINCENT MCGEE C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168-2500	DIRECTOR (TO 11/13) 1.00	0	0	0
ISAIAH OROZCO C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500	DIRECTOR 1.00	0	0	0
STEPHEN A. FOSTER C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500	PRESIDENT AND CEO 40.00	319,408.	42,814.	0

THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARY J. GRECCO C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500 HIRED OCTOBER 1, 2013	ASSISTANT SECRETARY/ CFO 40.00	67,181.	3,416.	0
GRAND TOTALS		386,589.	46,230.	0

THE OVERBROOK FOUNDATION

13-6088860

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
DANIEL R. KATZ C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500	PROGRAM OFFICER 35.00	175,652.	23,221. 0
SAMANTHA HARVEY C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500	PROGRAM ASSOCIATE 35.00	66,387.	8,009. 0
SARAH ABELow C/O THE OVERBROOK FOUNDATION 122 EAST 42ND STREET NEW YORK, NY 10168-2500	PROGRAM ASSOCIATE 35.00	57,430.	6,934. 0
	TOTAL COMPENSATION	299,469.	38,164. 0

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, SUITE 2500 NEW YORK, NY 10168	INVST MGMNT/ADVISORY	1,342,527.
GREENHAVEN ASSOCIATES, INC. THREE MANHATTANVILLE ROAD PURCHASE, NY 10577	INVESTMENT MGT	265,521.
SARAH HANSEN C/O THE OVERBROOK FOUNDATION NEW YORK, NY 10168-2500	CONSULTING	67,500.
EISNERAMPER LLP 750 THIRD AVENUE NEW YORK, NY 10017-2703	AUDIT AND TAX	53,000.
TOTAL COMPENSATION		<u>1,728,548.</u>

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADVOCATES FOR YOUTH 2000 M STREET, NW WASHINGTON, DC 20036-3353	NONE PC	PROMOTING THE REPRODUCTIVE AND SEXUAL HEALTH AND RIGHTS OF YOUNG WOMEN OF COLOR	40,000.
AFRICAN WILDLIFE FOUNDATION 1400 16TH STREET, N.W. WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	15,000.
ALLIANCE FOR CLIMATE EDUCATION (ACE) 360 22ND STREET OAKLAND, CA 94612	NONE PC	GENERAL OPERATING SUPPORT	50,000.
AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE PC	LINKING HUMAN RIGHTS AND ENVIRONMENTAL PROTECTION	35,000.
AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE PC	PRESIDENT'S FUND	6,000.
AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE PC	GENERAL OPERATING SUPPORT	1,000.

THE OVERBROOK FOUNDATION

13-608860

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMAZON WATCH 221 PINE STREET SAN FRANCISCO, CA 94104	NONE PC		ECUADOR RAINFOREST PROTECTION PROGRAM	40,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004-2400	NONE PC		ACLU HUMAN RIGHTS PROGRAM	60,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004-2400	NONE PC		GENERAL OPERATING SUPPORT	1,500.
AMERICAN JEWISH WORLD SERVICE (AJWS) 45 WEST 36TH STREET NEW YORK, NY 10018	NONE PC		PROMOTING HUMAN RIGHTS FOR MARGINALIZED PEOPLE IN LATIN AMERICA	40,000.
AMERICAN SUSTAINABLE BUSINESS COUNCIL 1401 NEW YORK AVENUE, WASHINGTON, DC 20005	NONE PC		GENERAL OPERATING SUPPORT	25,000.
AS YOU SOW FOUNDATION 1611 TELEGRAPH AVE. OAKLAND, CA 94612	NONE PC		CONSUMER PACKAGING AND E-WASTE RECYCLING INITIATIVES	35,000.

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ATTACHMENT 17

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BREATHROUGH USA 4 WEST 37TH STREET NEW YORK, NY 10018	NONE PC		LOOKING BACK, LOOKING FORWARD: POST 9/11 LESSONS LEARNED	40,000.
BRENNAN CENTER FOR JUSTICE OF NYU SCHOOL OF LAW 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE PC		MONEY IN POLITICS	75,000.
BROOKLINE COMMUNITY FOUNDATION 40 WEBSTER PLACE BROOKLINE, MA 02445-0000	NONE PC		GENERAL OPERATING SUPPORT	5,000.
BUILDING EQUITY & ALIGNMENT INITIATIVE 122 EAST 42ND ST, 2500 NEW YORK, NY 10168	NONE PC		GENERAL OPERATING SUPPORT	1,550.
CAITRAP NANTUCKET P.O. BOX 3225 NANTUCKET, MA 02584-0000	NONE PC		GENERAL OPERATING SUPPORT	500.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY, 7TH FLOOR NEW YORK, NY 10012	NONE PC		GENERAL OPERATING SUPPORT	2,000.

ATTACHMENT 17

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THE OVERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE PC	LATIN AMERICA AND THE CARIBBEAN PROGRAM	35,000.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE PC	U.S. PROGRAM	35,000.
CENTER FOR RESPONSIBLE TRAVEL (CREST) 1333 H STREET NW WASHINGTON, DC 20005	NONE PC	THE SINALOA SUR INITIATIVE: PROTECTING CRITICAL ECOSYSTEMS THROUGH DEVELOPMENT OF SUSTAINABLE COASTAL TOURISM	20,000.
CHILD MIND INSTITUTE 445 PARK AVENUE NEW YORK, NY 10022	NONE PC	GENERAL OPERATING SUPPORT	3,000.
CIVIL LIBERTIES AND PUBLIC POLICY PROGRAM/HAMPSHIRE 893 WEST STREET AMHERST, MA 01002-5001	NONE PC	GENERAL OPERATING SUPPORT	30,000.
CLEAN PRODUCTION ACTION 1310 BROADWAY, SUITE 101 SOMERVILLE, MA 02144-0000	NONE PC	GENERAL OPERATING SUPPORT	45,000.

THE OVERBROOK FOUNDATION

13-608860

FORM 9902F, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMITTEE TO PROTECT JOURNALISTS 330 SEVENTH AVENUE NEW YORK, NY 10001	NONE PC	DEFENDING FRONTLINE JOURNALISTS IN MEXICO	25,000.
COMMUNITY FUNDS, INC 909 THIRD AVENUE NEW YORK, NY 10022	NONE PC	FUNDING OF THE OVERBROOK FAMILY ADVISED FUND	1,463,999.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY P.O. BOX 29361 SAN FRANCISCO, CA 94129-0361	NONE PC	GENERAL OPERATING SUPPORT	4,370.
COREALIGN 1330 BROADWAY, SUITE 1100 OAKLAND, CA 94612	NONE PC	SUPPORTING COREALIGN PROGRAMS	40,000.
CORPORATE ETHICS INTERNATIONAL P.O. BOX 82021 PORTLAND, OR 97282	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CORPUS CHRISTI SCHOOL 535 WEST 121ST STREET NEW YORK, NY 10027	NONE PC	GENERAL OPERATING SUPPORT	2,500.

THE OVERBROOK FOUNDATION

13-6088860

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DISABILITY RIGHTS INTERNATIONAL 1666 CONNECTICUT AVE. NW #325 WASHINGTON, DC 20009	NONE PC	WOMEN'S RIGHTS ADVOCACY INITIATIVE : MEXICO AND GUATEMALA	45,000.
DOGWOOD ALLIANCE P.O. BOX 7645 ASHEVILLE, NC 28802	NONE PC	THE PAPER CAMPAIGN/CARBON CANOPY	10,000.
EARTHWORKS 1612 K STREET NW WASHINGTON, DC 20006	NONE PC	PROTECTING ECOSYSTEMS AND COMMUNITIES FROM DIRTY MINING	35,000.
EDUCATIONAL FUND TO STOP GUN VIOLENCE 805 15TH STREET NW, 700 WASHINGTON, DC 20005	NONE PC	GENERAL OPERATING SUPPORT	1,500.
ENVIRONMENTAL DEFENDER LAW CENTER 407 W. KOCH STREET BOZEMAN, MT 59715	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PC	SUSTAINABLE CORPORATE PRODUCTION AND CONSUMPTION	50,000.

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ATTACHMENT 17

THE OVERBROOK FOUNDATION

13-608860

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL INVESTIGATION AGENCY P.O. BOX 53343 WASHINGTON, DC 20009	NONE PC		CONTINUED WORK LEVERAGING THE U.S. LACEY ACT AND PROMOTING FOREST CONSERVATION IN LATIN AMERICA	55,000.
ENVIRONMENTAL INVESTIGATION AGENCY P.O. BOX 53343 WASHINGTON, DC 20009	NONE PC		GENERAL OPERATING SUPPORT	20,000.
ENVIRONMENTAL PAPER NETWORK 16 EAGLE STREET ASHEVILLE, NC 28801	NONE PC		GENERAL OPERATING SUPPORT	20,000.
FIRE ISLAND PINES PROPERTY OWNERS ASSOCIATION CHAR P. O. BOX 5305 FIRE ISLAND, NY 11782-0999	NONE PC		GENERAL OPERATING SUPPORT	600.
FOR THE CITY NETWORK 1033 LA POSADA DRIVE AUSTIN, TX 78752	NONE PC		RBI AUSTIN (\$2500) AND ASHTON MENTORING PROGRAM	5,000.
FORESTETHICS 601 W. CHESTNUT BELLINGHAM, WA 98225	NONE PC		ASSESSING PARTNERSHIP OPPORTUNITIES BETWEEN FOREST ETHICS AND CORPORATE ETHICS INTERNATIONAL	15,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORESTETHICS 601 W. CHESTNUT BELLINGHAM, WA 98225	NONE PC		GENERAL OPERATING SUPPORT	30,000.
FORWARD TOGETHER 1440 BROADWAY OAKLAND, CA 94612	NONE PC		GENERAL OPERATING SUPPORT	30,000.
FREE PRESS 40 MAIN STREET FLORENCE, MA 01062-0000	NONE PC		2013 FREE PRESS MEDIA REFORM ACTIVITIES: GENERAL OPERATING SUPPORT	45,000.
FREEDOM GUIDE DOGS FOR THE BLIND 1210 HARDCRABBLE RD CASSVILLE, NY 13318	NONE PC		GENERAL OPERATING SUPPORT	2,500.
FREEDOM NETWORK USA 4144 N. CENTRAL EXPRESSWAY DALLAS, TX 75204	NONE PC		PROJECT TITLE: TRAINING, TECHNICAL ASSISTANCE AND MENTORING: A ROAD TO RIGHTS BASED ADVOCACY IN HUMAN TRAFFICKING	20,000.
FREEDOM TO MARRY 155 WEST 19TH STREET NEW YORK, NY 10011	NONE PC		GENERAL OPERATING SUPPORT	38,000.

THE OVERBROOK FOUNDATION

13-6088660

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRONT LINE-INTERNATIONAL FOUNDATION FOR THE PROTEC 345 PARK AVENUE, 17TH FL NEW YORK, NY 10134	NONE PC		PROTECTION OF LATIN AMERICAN HUMAN RIGHTS DEFENDER	50,000.
GAY MEN'S HEALTH CRISIS, INC. 446 WEST 33RD STREET NEW YORK, NY 10001-2601	NONE PC		GENERAL OPERATING SUPPORT	600.
GLOBAL ALLIANCE FOR INCINERATOR ALTERNATIVES -- GAI 1958 UNIVERSITY AVENUE BERKELEY, CA 94704	NONE PC		\$25,000 FOR GENERAL OPERATING SUPPORT AND \$15,000 FOR ANANDA TAN'S WORK WITH GALA	40,000.
GREEN PRESS INITIATIVE 68 MORNINGSIDE DRIVE ASHVILLE, NC 28806	NONE PC		GENERAL OPERATING SUPPORT	25,000.
GRIST.ORG 710 SECOND AVENUE SEATTLE, WA 98104	NONE PC		GENERAL OPERATING SUPPORT	55,000.
GROUNDSWELL 1156 15TH STREET NW WASHINGTON, DC 20005	NONE PC		GENERAL OPERATING SUPPORT	40,000.

ATTACHMENT 17

THE OVERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GROUNDSWELL FUND 436 14TH STREET OAKLAND, CA 94612	NONE PC	THE CATALYST FUND: RESOURCES FOR WOMEN OF COLOR IN REPRODUCTIVE JUSTICE	50,000.
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS ROAD YORKTOWN HEIGHTS, NY 10598	NONE PC	GENERAL OPERATING SUPPORT	5,000.
HEALTH CARE WITHOUT HARM 12355 SUNRISE VALLEY DRIVE RESTON, VA 20191	NONE PC	HEALTHIER HOSPITALS INITIATIVE	50,000.
HUMAN RIGHTS PROJECT FOR GIRLS 1640 RHODE ISLAND AVENUE NW WASHINGTON, DC 20005	NONE PC	GENERAL OPERATING SUPPORT	20,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE NEW YORK, NY 10118-3299	NONE PC	COMBATING HUMAN RIGHTS VIOLATIONS IN MEXICO	45,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE NEW YORK, NY 10118-3299	NONE PC	GENERAL OPERATING SUPPORT	500.

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THE OVERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IN OUR BACKYARDS (IOBY.ORG) 540 PRESIDENT STREET BROOKLYN, NY 11211	NONE PC	GENERAL OPERATING SUPPORT	50,000.
INDIAN LAW RESOURCE CENTER 602 NORTH EWING STREET HELENA, MT 59601	NONE PC	PROTECTING MAYA Q'EQCHI' LAND AND RESOURCE RIGHTS	35,000.
INNOCENCE PROJECT, INC. 40 NORTH STREET NEW YORK, NY 10013	NONE PC	GENERAL OPERATING SUPPORT: UNITING SCIENCE AND LAW ON BEHALF OF JUSTICE	30,000.
INTERNATIONAL GAY AND LESBIAN HUMAN RIGHTS COMMISS 80 WALDEN LANE NEW YORK, NY 10038	NONE PC	LATIN AMERICAN AND CARIBBEAN PROGRAM	25,000.
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAYDEN LANE NEW YORK, NY 10038	NONE PC	GENERAL OPERATING SUPPORT	30,000.
ISLAND PRESS 2000 M STREET, NW, SUITE 650 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	25,000.

THE OVERBROOK FOUNDATION

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ISLANDS FIRST 380 LEXINGTON AVE., 17TH FL. NEW YORK, NY 10168	NONE PC	GENERAL OPERATING SUPPORT	2,000.
JUST VISION INC. 1616 P ST NW, SUITE 340 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	250.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 WALL STREET NEW YORK, NY 10005-3904	NONE PC	GENERAL OPERATING SUPPORT	45,000.
LEADERSHIP CONFERENCE EDUCATION FUND 1629 K STREET NW WASHINGTON, DC 20006	NONE PC	HUMAN RIGHTS POLICY AND EDUCATION PROJECT	40,000.
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET, NW SUITE 800 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	2,500.
LIFETIME ARTS 81 CENTRE AVENUE SUITE 307 NEW ROCHELLE, NY 10801	NONE PC	GENERAL OPERATING SUPPORT	250.

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FORM 990PT. PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOGGERHEAD MARINELIFE CENTER, INC. 14200 US HIGHWAY ONE JUNO BEACH, FL 33408	NONE PC		GENERAL OPERATING SUPPORT	1,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY (LAANE) 464 LUCAS AVENUE LOS ANGELES, CA 90017	NONE PC		DON'T WASTE L.A.	35,000.
LOWELL SCHOOL 1640 KALMIA ROAD, NW WASHINGTON, DC 20012	NONE PC		GENERAL OPERATING SUPPORT	10,000.
MARET SCHOOL 3000 CATHEDRAL AVENUE, NW WASHINGTON, DC 20008	NONE PC		GENERAL OPERATING SUPPORT	5,245.
MASSACHUSETTS MILITARY HEROES FUND 727 ATLANTIC AVENUE, THIRD FLOOR BOSTON, MA 02111-0000	NONE PC		GENERAL OPERATING SUPPORT	2,500.
MONGABAY ORG CORP 15 CLINTON ST. #1 REDWOOD CITY, CA 94062	NONE PC		SUPPORT FOR THE SPECIAL REPORTING INITIATIVES PROGRAM (SRI) AND AN SRI ON "INNOVATIVE MODELS FOR BIODIVERSITY CONSERVATION"	50,000.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MOTHER JONES/FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER STREET SAN FRANCISCO, CA 94108	NONE PC		GENERAL OPERATING SUPPORT	20,000.
MOVEMENT STRATEGY CENTER 436 14TH STREET OAKLAND, CA 94612	NONE PC		GENERAL OPERATING SUPPORT	50,000.
MUSEUM OF JEWISH HERITAGE 36 BATTERY PLACE NEW YORK CITY, NY 10208	NONE PC		BROTHER'S KEEPER	25,000.
NANTUCKET SAFE HARBOR FOR ANIMALS P.O. BOX 2844 NANTUCKET, MA 02584-0000	NONE PC		PAWS FOR THE CAUSE	500.
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 WEST 36TH STREET NEW YORK, NY 10018	NONE PC		GENERAL OPERATING SUPPORT	40,000.
NATIONAL ASIAN PACIFIC AMERICAN WOMEN'S FORUM 155 WATER STREET BROOKLYN, NY 11201	NONE PC		GENERAL OPERATING SUPPORT	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
NATIONAL COALITION TO ABOLISH THE DEATH PENALTY 1620 L STREET WASHINGTON, DC 20036	NONE PC		GENERAL OPERATING SUPPORT	1,000.
NATIONAL ECONOMIC & SOCIAL RIGHTS INITIATIVE 90 JOHN STREET NEW YORK, NY 10038	NONE PC		GENERAL OPERATING SUPPORT	40,500.
NATIONAL PUBLIC RADIO 635 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20001-3753	NONE PC		TO SUPPORT COVERAGE OF THE ENVIRONMENT AND HUMAN RIGHTS	50,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE PC		PROMOTING EXTENDED PRODUCER RESPONSIBILITY AND SUSTAINABLE SCHOOL FOOD AND PACKAGING	70,000.
NATURE AND CULTURE INTERNATIONAL 1400 MAIDEN LANE DEL MAR, CA 92014	NONE PC		CONSERVATION FUND FOR THE ESTABLISHMENT AND MANAGEMENT OF PROTECTED AREAS BY MUNICIPAL GOVERNMENTS IN SOUTHERN ECUADOR	45,000.
NEW AMERICA MEDIA (PACIFIC NEWS SERVICES) 209 9TH STREET, 2ND FLOOR SAN FRANCISCO, CA 94103	NONE PC		DOCUMENTING STORIES OF WOMEN IMMIGRANTS-AT THE FOREFRONT OF THE PUSH FOR IMMIGRANT RIGHTS, WORKER RIGHTS, REPRODUCTIVE RIGHTS	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW ECONOMICS INSTITUTE 140 JUG END RD GREAT BARRINGTON, MA 01230-0000	NONE PC		GENERAL OPERATING SUPPORT	5,000.
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BOULEVARD BRONX, NY 10458	NONE PC		PROFESSIONAL WOODSMEN FOR MANAGED FORESTS IN AMAZONIAN BRAZIL	50,000.
NEW YORK CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004	NONE PC		ADVANCING NEW YORKERS' HUMAN RIGHTS	35,000.
NORTH STAR FUND 520 EIGHTH AVENUE NEW YORK, NY 10018-6656	NONE PC		COMMUNITY FUND FOR SANDY RECOVERY	50,000.
NORTH STAR FUND 520 EIGHTH AVENUE NEW YORK, NY 10018-6656	NONE PC		GENERAL OPERATING SUPPORT	3,500.
PEACE BRIGADES INTERNATIONAL - USA 1326 9TH STREET, NW WASHINGTON, DC 20001	NONE PC		PROTECTING HUMAN RIGHTS DEFENDERS IN MEXICO, GUATEMALA, HONDURAS AND COLOMBIA	30,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
PEOPLE AND PLANTS INTERNATIONAL P.O. BOX 251 BRISTOL, VT 05443-0000	NONE PC		COMMUNITY-BASED FOREST MANAGEMENT AND CONSERVATION IN CENTRAL MEXICO: BUILDING LINKS, NETWORKS AND CAPACITIES	60,000.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH STREET, NW WASHINGTON, DC 20005-5002	NONE PC		GENERAL OPERATING SUPPORT	2,500.
PHILANTHROPY NEW YORK 79 FIFTH AVENUE NEW YORK, NY 10003-3076	NONE PC		GRANTS PORTION OF MEMBERSHIP	11,050.
PRODUCT STEWARDSHIP INSTITUTE, INC. 29 STANHOPE STREET BOSTON, MA 02116-0000	NONE PC		BUILDING CAPACITY TO PASS EPR LEGISLATION FOR PACKAGING, BATTERIES & MATTRESSES	20,000.
PROGRAM FOR APPROPRIATE TECHNOLOGY IN HEALTH (PATH PO BOX 900922 SEATTLE, WA 98109	NONE PC		GENERAL OPERATING SUPPORT	5,000.
PROTEUS FUND, INC. 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002-0000	NONE PC		CIVIL MARRIAGE COLLABORATIVE	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROTEUS FUND, INC. 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002-0000	NONE PC		PIPER FUND'S COLLABORATIVE COMMUNICATIONS INITIATIVE	75,000.
PUBLIC INTEREST PROJECTS, INC. 45 WEST 36TH STREET NEW YORK, NY 10018	NONE PC		THE SUNRISE INITIATIVE	150,000.
RAINFOREST ACTION NETWORK 425 BUSH ST, STE 300 SAN FRANCISCO, CA 94108	NONE PC		RAINFOREST AGRIBUSINESS CAMPAIGN	40,000.
RAINFOREST ALLIANCE 233 BROADWAY NEW YORK, NY 10279	NONE PC		ACHIEVE CONSERVATION AND COMMUNITY DEVELOPMENT THROUGH HEALTHY SUSTAINABLE TOURISM DESTINATIONS	75,000.
RAINFOREST ALLIANCE 233 BROADWAY NEW YORK, NY 10279	NONE PC		GENERAL OPERATING SUPPORT	10,000.
REPORTERS WITHOUT BORDERS 1500 K STREET, NW WASHINGTON, DC 20005	NONE PC		DEFENDING FREEDOM OF INFORMATION IN LATIN AMERICA	20,000.

THE OVERBROOK FOUNDATION

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FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIGHTS WORKING GROUP 1120 CONNECTICUT AVE, NW, SUITE 1100 WASHINGTON, DC 20036	NONE PC		GENERAL OPERATING SUPPORT	25,000.
ROOT CAPITAL 955 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-0000	NONE PC		GENERAL OPERATING SUPPORT FOR ACTIVITIES IN ECUADOR, MEXICO, AND NICARAGUA	75,000.
SOUTH AFRICA PARTNERS 89 SOUTH STREET BOSTON, MA 02111-0000	NONE PC		GENERAL OPERATING SUPPORT	7,000.
ST. STEPHEN'S SCHOOL 15 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE PC		ANNUAL FUND	2,622.
STONEWALL COMMUNITY FOUNDATION 446 WEST 33RD STREET NEW YORK, NY 10001-2601	NONE PC		IN HONOR OF HARLAN BRATCHER AND TOBY USNIK	500.
STUDIO IN A SCHOOL ASSOCIATION 410 WEST 59TH STREET NEW YORK, NY 10019-8200	NONE PC		GENERAL OPERATING SUPPORT	1,000.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CYRUS R. VANCE CENTER FOR INTERNATIONAL JUSTICE 42 WEST 44TH STREET NEW YORK, NY 10036	NONE PC		ENVIRONMENTAL SUSTAINABILITY PROGRAM	40,000.
THE FOOD TANK 4858 N. HERMITAGE AVENUE CHICAGO, IL 60640	NONE PC		GENERAL OPERATING SUPPORT	35,000.
THE FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003	NONE PC		GENERAL OPERATING SUPPORT	4,500.
THE NEW PRESS 38 GREENE STREET NEW YORK, NY 10013	NONE PC		GENERAL OPERATING SUPPORT	30,000.
THE STEPHEN GAYNOR SCHOOL 148 W. 90TH STREET NEW YORK, NY 10024	NONE PC		GENERAL OPERATING SUPPORT	3,000.
THE STORY OF STUFF 1442 A WALNUT STREET BERKELEY, CA 94709	NONE PC		GENERAL OPERATING SUPPORT	40,000.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE UNIVERSITY OF OKLAHOMA FOUNDATION 100 TIMBERDELL ROAD NORMAN, OK 73019	NONE PC		WOMEN'S AND GENDER STUDIES PROGRAM CENTER FOR SOCIAL JUSTICE - TAKEROOT CONFERENCE	250.
THE UNIVERSITY OF OKLAHOMA WOMEN'S AND GENDER STUD 731 ELM AVENUE, ROBERTSON HALL 101 NORMAN, OK 73019	NONE PC		TAKE ROOT: RED STATE PERSPECTIVES ON REPRODUCTIVE	7,500.
THE WILDLIFE ORPHANAGE P.O. BOX 4706 STAMFORD, CT 06907-0000	NONE PC		GENERAL OPERATING SUPPORT	2,500.
U.S. GREEN BUILDING COUNCIL NEW YORK CHAPTER 20 BROAD STREET, SUITE 709 NEW YORK, NY 10005	NONE PC		GENERAL OPERATING SUPPORT	40,000.
UNITED REPUBLIC EDUCATION FUND (UREF) P.O. BOX 60008 FLORENCE, MA 01062-000	NONE PC		GENERAL OPERATING SUPPORT	75,000.
UPSTREAM 205 THREE OAKS DRIVE ATHENS, GA 30607	NONE PC		CAMPAIGN FOR SUSTAINABLE PRODUCTS AND PACKAGING	25,000.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
URBAN JUSTICE CENTER 123 WILLIAM STREET NEW YORK, NY 10038	NONE PC	GENERAL OPERATING SUPPORT FOR SEX WORKERS PROJECT AND HUMAN RIGHTS PROJECT	40,000.
URBAN JUSTICE CENTER 123 WILLIAM STREET NEW YORK, NY 10038	NONE PC	SEX WORKERS PROJECT	250.
US HUMAN RIGHTS NETWORK 250 GEORGIA AVENUE, SUITE 330 ATLANTA, GA 30312	NONE PC	USHRN NATIONAL CONFERENCE - ADVANCING HUMAN RIGHTS	30,000.
VICKERS HOUSE 3801 GEORGE AVENUE WEST PALM BEACH, FL 33405	NONE PC	ELDERS ON THE EDGE PEI FUND	5,000.
WESTERN STATES CENTER P.O. BOX 40305 PORTLAND, OR 97240-0305	NONE PC	GENDER JUSTICE PROGRAM	35,000.
WILDAID, INC. 450 PACIFIC AVENUE SAN FRANCISCO, CA 94133	NONE PC	GENERAL OPERATING SUPPORT	12,500.

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILDLIFE CONSERVATION SOCIETY (WCS) 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE PC		GENERAL OPERATING SUPPORT	12,500.
WITNESS 80 HANSON PLACE BROOKLYN, NY 11217	NONE PC		PROMOTING HUMAN RIGHTS IN THE AMERICAS THROUGH VIDEO-FOR-CHANGE	45,000.
WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	NONE PC		ON THE MEDIA	40,000.
WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	NONE PC		GENERAL OPERATING SUPPORT	500.
WORLD BICYCLE RELIEF 1333 N KINGSBURY AVE, 4TH FLOOR CHICAGO, IL 60642	NONE PC		GENERAL OPERATING SUPPORT	250.
YOUNG ADULT INSTITUTE, INC. 460 WEST 34TH STREET, 11TH FLOOR NEW YORK, NY 10001	NONE PC		YAI - ELMSFORD, NY	250.

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FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRUPO ECOLOGICO SIERRA GORDA AV, LA PRESA S/N, BARRIO EL PANTEON 76340 JALPAN DE SERRA QUERETARO MEXICO	NONE NC	STRATEGIES TO CONSERVE THE BIO-CAPACITY OF THE SIERRA GORDA BIOSPHERE RESERVE, MEXICO	25,000.
HUMAN RIGHTS CENTER AT THE UNIVERSITY OF CHILE AVENIDA PIO NONO 1, PISO 4 SANTIAGO CHILE	NONE NC	2013 INTERNATIONAL HUMAN RIGHTS FELLOWSHIP PROGRAM	50,000.
PROMATURA NOROESTE A.C. CALLE DECIMA NO. 60, ZONA CENTRO MEXICO	NONE NC	PROTECTION OF THE CABO PULMO NATIONAL PARK REGION, BAJA CALIFORNIA SUR, MEXICO: WORK PLAN FOR 2014	50,000.
URGENT ACTION FUND OF LATIN AMERICA FOR WOMEN'S HU CARRERA 27A NO. 40A-68 PISO 2 BARRIO LA SOLEDAD BOGOTA COLOMBIA	NONE NC	GENERAL OPERATING SUPPORT	40,000.
TOTAL CONTRIBUTIONS PAID			<u>5,348,036.</u>

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FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE PC		PRESIDENT'S FUND	17,500.
AMAZON CONSERVATION TEAM 4211 N. FAIRFAX DRIVE ARLINGTON, VA 22203	NONE PC		GENERAL OPERATING SUPPORT	17,500.
ENVIRONMENTAL PAPER NETWORK 16 EAGLE STREET ASHEVILLE, NC 28801	NONE PC		GENERAL OPERATING SUPPORT	20,000.
PEACE BRIGADES INTERNATIONAL - USA 1326 9TH STREET, NW WASHINGTON, DC 20001	NONE PC		PROTECTING HUMAN RIGHTS DEFENDERS IN MEXICO, GUATEMALA, HONDURAS AND COLOMBIA	30,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY (LAANE) 464 LUCAS AVENUE LOS ANGELES, CA 90017	NONE PC		DON'T WASTE L.A.	35,000.
NEW YORK CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004	NONE PC		ADVANCING NEW YORKERS' HUMAN RIGHTS	35,000.

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ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WESTERN STATES CENTER P.O. BOX 40305 PORTLAND, OR 97240-0305	NONE PC	GENDER JUSTICE PROGRAM	35,000.
AMERICAN JEWISH WORLD SERVICE (AJWS) 45 WEST 36TH STREET NEW YORK, NY 10018	NONE PC	PROMOTING HUMAN RIGHTS FOR MARGINALIZED PEOPLE IN LATIN AMERICA	40,000.
INNOCENCE PROJECT, INC. 40 WORTH STREET NEW YORK, NY 10013	NONE PC	GENERAL OPERATING SUPPORT: UNITING SCIENCE AND LAW ON BEHALF OF JUSTICE	40,000.
NATIONAL ADVOCATES FOR PREGNANT WOMEN 15 WEST 36TH STREET NEW YORK, NY 10018	NONE PC	GENERAL OPERATING SUPPORT	40,000.
U.S. GREEN BUILDING COUNCIL NEW YORK CHAPTER 20 BROAD STREET, SUITE 709 NEW YORK, NY 10005	NONE PC	GENERAL OPERATING SUPPORT	40,000.
WNYC RADIO 160 VARICK STREET NEW YORK, NY 10013	NONE PC	ON THE MEDIA	40,000.

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FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FREE PRESS 40 MAIN STREET FLORENCE, MA 01062-0000	NONE PC	2013 FREE PRESS MEDIA REFORM ACTIVITIES: GENERAL OPERATING SUPPORT	45,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE NEW YORK, NY 10118-3299	NONE PC	COMBATING HUMAN RIGHTS VIOLATIONS IN MEXICO	45,000.
RAINFOREST ALLIANCE 233 BROADWAY NEW YORK, NY 10279	NONE PC	ACHIEVE CONSERVATION AND COMMUNITY DEVELOPMENT THROUGH HEALTHY SUSTAINABLE TOURISM DESTINATIONS	45,000.
WITNESS 80 HANSON PLACE BROOKLYN, NY 11217	NONE PC	PROMOTING HUMAN RIGHTS IN THE AMERICAS THROUGH VIDEO-FOR-CHANGE	45,000.
FREEDOM TO MARRY 155 WEST 19TH STREET NEW YORK, NY 10011	NONE PC	GENERAL OPERATING SUPPORT	50,000.
FRONT LINE-INTERNATIONAL FOUNDATION FOR THE PROTEC 345 PARK AVENUE, 17TH FL NEW YORK, NY 10154	NONE PC	PROTECTION OF LATIN AMERICAN HUMAN RIGHTS DEFENDERS	50,000.

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FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GROUNDSWELL FUND 436 14TH STREET OAKLAND, CA 94612	NONE PC	THE CATALYST FUND: RESOURCES FOR WOMEN OF COLOR IN REPRODUCTIVE JUSTICE	50,000.
WILDLIFE CONSERVATION SOCIETY (WCS) 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE PC	GENERAL OPERATING SUPPORT	50,000.
GRIST.ORG 710 SECOND AVENUE SEATTLE, WA 98104	NONE PC	GENERAL OPERATING SUPPORT	55,000.
LAMBDA LEGAL DEFENSE & EDUCATION FUND 120 WALL STREET NEW YORK, NY 10005-3904	NONE PC	GENERAL OPERATING SUPPORT	60,000.
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE PC	LATIN AMERICA AND THE CARIBBEAN PROGRAM	70,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE PC	PROMOTING EXTENDED PRODUCER RESPONSIBILITY AND SUSTAINABLE SCHOOL FOOD AND PACKAGING	70,000.

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FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BRENNAN CENTER FOR JUSTICE OF NYU SCHOOL OF LAW 161 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE PC		MONEY IN POLITICS	75,000.
ROOT CAPITAL 955 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139-0000	NONE PC		GENERAL OPERATING SUPPORT FOR ACTIVITIES IN ECUADO	75,000.
TOTAL CONTRIBUTIONS APPROVED				1,175,000.

ATTACHMENT 18

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11/14/2014

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THE OVERBROOK FOUNDATION

13-6088860

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

ATTACHMENT 19

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
PARTNERSHIP INCOME	525990	-329,628.	01	-57,381.	
MISCELLANEOUS INCOME			15	2,410.	
TOTALS		-329,628.		-54,971.	

- 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.	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions Employer identification number (EIN) or
	THE OVERBROOK FOUNDATION	13-6088860
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	122 EAST 42ND STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	NEW YORK, NY 10168-2500	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-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 **M. GRECCO C/O THE FOUNDATION**
Telephone No. **212 661-8710** Fax No.
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/17**, 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 **AWAITING INFORMATION FROM THIRD PARTY SOURCES NECESSARY TO FILE A COMPLETE AND ACCURATE 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 \$	595,845.
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 \$	595,845.
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

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**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

THE OVERBROOK FOUNDATION

Employer identification number (EIN) or

13-6088860

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

122 EAST 42ND STREET

Social security number (SSN)

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

NEW YORK, NY 10168-2500

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 1 ☐ 2 ☐ 3 ☐ 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 ▶ M. GRECCO C/O THE FOUNDATION

Telephone No ▶ 212 661-8710

FAX No. ▶

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

- 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	\$	595,845.
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	\$	315,845.
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	\$	280,000.

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)

JSA

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