








For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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) 60 EAST 42ND STREET No 565		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10165		B Telephone number (see instructions) (212) 603-9996	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 155,010,076		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis )			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,070,323	2,096,033		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,338,264			
	b Gross sales price for all assets on line 6a	47,263,332			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 197,734	230,095		
	12 Total. Add lines 1 through 11	-1,070,207	2,326,128		
	13 Compensation of officers, directors, trustees, etc	624,268	227,904		387,556
	14 Other employee salaries and wages	523,587	7,379		516,208
	15 Pension plans, employee benefits	337,461	38,725		296,513
	16a Legal fees (attach schedule)	 80,197	54,248		25,949
	b Accounting fees (attach schedule)	 33,000	24,750		8,250
	c Other professional fees (attach schedule)	 2,224,503	2,130,703		93,800
	17 Interest	21,042	21,042		0
	18 Taxes (attach schedule) (see instructions)	 24,682	22,732		1,701
	19 Depreciation (attach schedule) and depletion	 75,955	0		
	20 Occupancy	224,995	22,500		202,683
	21 Travel, conferences, and meetings	62,447	0		62,447
	22 Printing and publications				
	23 Other expenses (attach schedule)	 75,394	0		72,989
	24 Total operating and administrative expenses. Add lines 13 through 23	4,307,531	2,549,983		1,668,096
	25 Contributions, gifts, grants paid	6,132,284			6,124,784
	26 Total expenses and disbursements. Add lines 24 and 25	10,439,815	2,549,983		7,792,880
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-11,510,022			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing . . . . .					
	2	Savings and temporary cash investments . . . . .	22,874,356	12,398,755	12,398,755		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	67,621				
	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 . . . . .	263,393	241,241	241,241		
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule) . . . . .	72,137,716	94,006,197	94,006,197		
	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) . . . . .	59,631,148	47,465,870	47,465,870		
	14	Land, buildings, and equipment basis ▶ _____ 843,863 Less accumulated depreciation (attach schedule) ▶ 333,780	574,718	510,083	510,083		
15	Other assets (describe ▶ _____)	431,676	387,930	387,930			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	155,980,628	155,010,076	155,010,076			
Liabilities	17	Accounts payable and accrued expenses . . . . .	183,985	160,072			
	18	Grants payable . . . . .	1,660,000	1,667,500			
	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 ▶ _____)	386,940	593,351			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	2,230,925	2,420,923			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted . . . . .	153,749,703	152,589,153			
	25	Temporarily restricted . . . . .					
	26	Permanently restricted . . . . .					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	153,749,703	152,589,153			
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) .	155,980,628	155,010,076				

**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	153,749,703
2	Enter amount from Part I, line 27a . . . . .	2	-11,510,022
3	Other increases not included in line 2 (itemize) ▶ _____	3	10,349,472
4	Add lines 1, 2, and 3 . . . . .	4	152,589,153
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	152,589,153

**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 )
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	-3,284,397
<b>3</b> 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		<b>3</b>	

**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 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))
2015	8,563,584	162,761,022	0 052614
2014	7,972,378	179,422,974	0 044433
2013	6,812,900	150,364,394	0 045309
2012	7,215,975	134,211,534	0 053766
2011	7,530,922	128,628,988	0 058548
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 254670
<b>3</b> 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			<b>3</b> 0 050934
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 148,461,768
<b>5</b> Multiply line 4 by line 3			<b>5</b> 7,561,752
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 0
<b>7</b> Add lines 5 and 6			<b>7</b> 7,561,752
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 7,804,200

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

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	0
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	0
<b>6</b>	Credits/Payments		
<b>a</b>	2016 estimated tax payments and 2015 overpayment credited to 2016	<b>6a</b>	103,841
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	103,841
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	103,841
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input checked="" type="checkbox"/> 103,841 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . If the answer is "Yes" to <b>1a</b> or <b>1b</b> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
<b>2</b> 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	<b>2</b>	No
<b>3</b> 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	<b>3</b>	Yes
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>	Yes
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>	Yes
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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 . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY		
<b>b</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 .	<b>8b</b>	Yes
<b>9</b> 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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>	<b>Yes</b>	
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW OVERBROOK ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>The Organization</b> Telephone no <b>(212) 603-9996</b>			

Located at **60 EAST 42ND STREET No 565 NEW YORK NY** ZIP+4 **10165**

<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b>	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country <b>▶</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

<b>1a</b>	During the year did the foundation (either directly or indirectly)		<b>Yes</b>	<b>No</b>
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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 2016? <input type="checkbox"/>	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶ 20____, 20____, 20____, 20____</b>			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>▶ 20____, 20____, 20____, 20____</b>			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/>	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2016?	<b>4b</b>		<b>No</b>

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

<b>5a</b> During the year did the foundation pay or incur any amount to				
<b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
<b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?				<b>5b</b> Yes
Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>	
<b>c</b> 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?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				<b>6b</b> No
If "Yes" to 6b, file Form 8870				
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				<b>7b</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DANIEL KATZ	SENIOR PROGRAM DIRECTOR	231,507	63,737	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	35 00			
SAMANTHA HARVEY	PROGRAM OFFICER	93,750	37,150	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	35 00			
SARAH ABELOW	PROGRAM OFFICER	73,850	22,034	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	35 00			
NIKOLE LAVELLE	GRANTS MANAGER	73,784	20,084	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	35 00			
ALEXANDRA DEMUCHA PINO	PROGRAM ASSISTANT	50,695	18,740	0
C/O ORGANIZATION 60 E 42ND ST NY, NY 10165	35 00			
<b>Total</b> number of other employees paid over \$50,000.				0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
<b>(a)</b> Name and address of each person paid more than \$50,000	<b>(b)</b> Type of service	<b>(c)</b> Compensation
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET NEW YORK, NY 10168	INVESTMENT MANAGEMENT	1,056,391
GREENHAVEN ASSOCIATES INC 3 MANHATTANVILLE ROAD PURCHASE, NY 10577		
NEPC LLC 255 STATE STREET BOSTON, MA 02109	INVESTMENT CONSULTING	139,323
SANDTON CREDIT SOLUTIONS ON SHORE FUND III 16 WEST 46TH STREET NEW YORK, NY 10036	INVESTMENT MANAGEMENT	119,616
STABILIS FUND IV 767 FIFTH AVENUE NEW YORK, NY 10153	INVESTMENT MANAGEMENT	109,286
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . . ►		<b>4</b>

**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
<b>1</b> _____ _____ _____	
<b>2</b> _____ _____ _____	
<b>3</b> _____ _____ _____	
<b>4</b> _____ _____ _____	

**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
<b>1</b> _____ _____ _____	
<b>2</b> _____ _____ _____	
All other program-related investments. See instructions.	
<b>3</b> _____ _____ _____	
<b>Total.</b> Add lines 1 through 3 . . . . . ►	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	129,748,161
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	20,564,643
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	409,803
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	150,722,607
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	150,722,607
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	2,260,839
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	148,461,768
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	7,423,088

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

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	7,423,088
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	7,423,088
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	0
<b>5</b>	Add lines 3 and 4.	<b>5</b>	7,423,088
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	7,423,088

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	7,792,880
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	11,320
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	7,804,200
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	7,804,200

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



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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				7,423,088
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .	1,272,767			
<b>b</b> From 2012. . . . .	825,575			
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .	478,742			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	2,577,084			
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 7,804,200				
<b>a</b> Applied to 2015, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2016 distributable amount. . . . .				7,423,088
<b>e</b> Remaining amount distributed out of corpus	381,112			
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,958,196			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .	1,272,767			
<b>9</b> <b>Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .	1,685,429			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .	825,575			
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .	478,742			
<b>e</b> Excess from 2016. . . . .	381,112			

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

<b>1 Information Regarding Foundation Managers:</b>	
<b>a</b> 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) )	
<b>b</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	
<b>2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:</b>	
Check here <input checked="" type="checkbox"/> 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	
<b>a</b> The name, address, and telephone number or email address of the person to whom applications should be addressed	
<b>b</b> The form in which applications should be submitted and information and materials they should include	
<b>c</b> Any submission deadlines	
<b>d</b> 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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				6,124,784
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				1,667,500

Enter gross amounts unless otherwise indicated

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

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

[illegible]

## Part XVII

- 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.

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name  Kevin Sunkel	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN  P00706145
Firm's name ▶ Owen J Flanagan & Co				Firm's EIN ▶ 13-2060851
Firm's address ▶ 60 East 42nd Street  New York, NY 10165				Phone no (212) 682-2783

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
PUBLICLY TRADED SECURITIES	P		
PASS THROUGH FROM HEDGE FUNDS	P		
PASS THROUGH FROM VENTURE CAPITAL	P		
PASS THROUGH FROM REAL ESTATE PARTNERSHIPS	P		
PASS THROUGH FROM PRIVATE EQUITY	P		
PASS THROUGH FROM MASTER LTD PARTNERSHIPS	P		
JP MORGAN CURRENCY	P		
SUBJECT TO UBIT	P		
Capital Gains Dividends	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

(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)
45,862,033		50,423,589	-4,561,556
		129,166	-129,166
		47,952	-47,952
8,338			8,338
892,731			892,731
255,628			255,628
		889	-889
53,867			53,867
244,602			244,602


**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,561,556
			-129,166
			-47,952
			8,338
			892,731
			255,628
			-889
			53,867
			244,602

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
EMILY ALTSCHUL-MILLER	VICE-CHAIR/SECRETARY 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
FRANCES LABAREE	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ROBERT GRAHAM JR	DIRECTOR EMERITUS 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ARTHUR ALTSCHUL JR	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
STEPHEN ALTSCHUL	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
CHARLES ALTSCHUL	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ELIZABETH LINDEMANN	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
CAROLYN COLE	CHAIR 15 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
KATHYRN GRAHAM	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
AARON LABAREE	VICE CHAIR/TREASURER 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
DINORAH MATIAS-MELENDZ	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ISAIAH OROZCO	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
STEPHEN FOSTER	PRESIDENT & CEO 40 00	348,473	56,464	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
MARY GRECCO	ASST SECRETARY & CFO 40 00	275,795	44,379	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
JULIE GRAHAM	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
350org 20 Jay Street Suite 732 Brooklyn, NY 11201		PC	General Operating Support	40,000
Abingdon Square Conservancy 302A W 12th St 113 New York, NY 10014		PC	General Operating Support	500
Advocates for Youth 2000 M Street NW Suite 750 Washington, DC 200363353		PC	Promoting the Reproductive Justice Perspective through Youth Mobilization and Engagement	40,000
African Wildlife Foundation 1400 16th Street NW Suite 120 Washington, DC 20036		PC	Elephant Conservation	7,500
Ali Forney Center 224 West 35th Street 1500 New York, NY 10001		PC	General Operating Support	500
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				





Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
ALIGN 50 Broadway 29th Floor New York, NY 10004		PC	Transform Don't Trash NYC	30,000
Alliance for Climate Education (ACE) 4696 Broadway Suite 2 Boulder, CO 80304		PC	General Operating Support	65,000
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203		PC	General Operating Support	1,000
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203		PC	Linking Human Rights and Environmental Protection in the Colombian Amazon	35,000
Amazon Watch 2201 Broadway 508 Oakland, CA 94612		PC	Sacred Headwaters Campaign	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
American Civil Liberties Union Foundation 125 Broad Street 18th Floor New York, NY 100042400		PC	Human Rights to Advance Civil Liberties	60,000
American Civil Liberties Union Foundation 125 Broad Street 18th Floor New York, NY 100042400		PC	General Operating Support	1,000
American Jewish World Service (AJWS) 45 West 36th Street 11th Floor New York, NY 10018		PC	Promoting Human Rights for Marginalized People in Mesoamerica, with a Special Focus on Human Rights Defenders	50,000
American Sustainable Business Institute 1401 New York Avenue NW Suite 1225 Washington, DC 20005		PC	General Operating Support	25,000
Arab American Association of New York 7111 5th Avenue Brooklyn, NY 11209		PC	Speaker Honorarium	500
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Arab American Association of New York 7111 5th Avenue Brooklyn, NY 11209		PC	General Operating Support	250
As You Sow Foundation 1611 Telegraph Ave Suite 1450 Oakland, CA 94612		PC	Consumer Packaging, E-Waste Recycling, and Ocean Plastics Pollution	35,000
Black Alliance for Just Immigration 660 Nostrand Avenue Brooklyn, NY 11216		PC	General Operating Support	250
Brennan Center for Justice 120 Broadway Suite 1750 New York, NY 10271		PC	General Operating Support	100,000
Brookline Community Foundation 40 Webster Place Brookline, MA 02445		PC	General Operating Support	5,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Building Equity & Alignment Initiative 23532 Calabasas Road Suite A Calabasas, CA 91302		PC	General Operating Support	210,000
Building Equity & Alignment Initiative 23532 Calabasas Road Suite A Calabasas, CA 91302		PC	Leadership Transitions, Change in Fiscal Sponsorship and Funder Engagement and General Coordinator	50,000
BYP100 Education Fund 4217 S Halsted Suite 2 Chicago, IL 60609		PC	General Operating Support	250
Cathedral School of St John the Divine 1047 Amsterdam Avenue New York, NY 10025		PC	General Operating Support	4,000
Catskill Mountainkeeper Inc PO Box 1000 Livingston Manor, NY 12758		PC	Extreme Energy Extraction Collaboration Summit	25,000
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Center for Justice and International Law 1630 Connecticut Ave NW Suite 401 Washington, DC 20009		PC	General Operating Support	40,000
Center for Reproductive Rights 199 Water Street 22 Floor New York, NY 10038		PC	General Operating Support	630
City Lore Inc 56 East First Street New York, NY 10003		PC	Ric Burns' Documentary Project on Oliver Sacks	40,000
Civil Liberties and Public Policy Program Hampshire College 893 West Street Amherst, MA 010025001		PC	General Operating Support	40,000
Climate Justice Alliance Our Power Campaign 436 14th St 5th Fl Oakland, CA 94612		PC	General Operating Support	50,000
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Coming Clean Inc 28 Vernon Street Suite 434 Brattleboro, VT 05301		PC	Campaign for Healthier Solutions	35,000
Committee to Protect Journalists 330 Seventh Avenue 11th Floor New York, NY 10001		PC	Press Freedom in the Americas	25,000
Community Funds Inc 909 Third Avenue New York, NY 10022		PC	2016 Funding	1,653,999
Confluence Philanthropy 475 Riverside Dr Suite 900 New York, NY 10115		PC	2016 Membership	1,000
Consultative Group on Biological Diversity 1016 Torney Ave 2nd Floor PO Box 29361 San Francisco, CA 941290361		PC	2016 Membership	4,550
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Consultative Group on Biological Diversity 1016 Torney Ave 2nd Floor PO Box 29361 San Francisco, CA 941290361		PC	Keeping Environmental Defenders Safe	75,000
CoreAlign University of California Regents 1330 Broadway Suite 1100 Oakland, CA 94612		PC	General Operating Support	40,000
Corporate Accountability International 10 Milk Street Suite 610 Boston, MA 02108		PC	Real Food Media	25,000
Democracy Now 207 W 25th St Floor 11 New York, NY 10001		PC	General Operating Support	500
Demos A Network for Ideas & Action 80 Broad Street 4th Flr New York, NY 10004		PC	Inclusive Democracy Partnership	100,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Disability Rights International 1666 Connecticut Ave NW Suite 325 Washington, DC 20009		PC	Women's Rights Advocacy Initiative Mexico & Guatemala	50,000
Dogwood Alliance PO Box 7645 Asheville, NC 28802		PC	The Paper Campaign	25,000
Dorchester Bay Economic Development 594 Columbia Road Suite 302 Dorchester, MA 02125		PC	General Operating Support	10,000
DRUM - Desis Rising Up and Moving 72-18 Roosevelt Avenue Jackson Heights, NY 11372		PC	Grassroots Fundraising	250
EARTHWORKS 1612 K Street NW Suite 808 Washington, DC 20006		PC	Protecting Ecosystems and Communities from Dirty Mining	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
East Michigan Environment 4605 Cass Ave Detroit, MI 48201		PC	Great Lakes Just Transition Network	20,000
EDGE Funders Alliance 116 East 16th Street 7th Floor New York, NY 10003		PC	2016 Membership	5,000
EDGE Funders Alliance 116 East 16th Street 7th Floor New York, NY 10003		PC	Just Transition Co-Learning & Strategy Development Collaborative	25,000
EDGE Funders Alliance 116 East 16th Street 7th Floor New York, NY 10003		PC	Additional Support for Just Transition Collaborative	50,000
Environmental Defender Law Center 407 W Koch Street Bozeman, MT 59715		PC	General Operating Support	60,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115		PC	2016 Membership	8,736
Environmental Investigation Agency PO Box 53343 Washington, DC 20009		PC	General Operating Support	55,000
Environmental Investigation Agency PO Box 53343 Washington, DC 20009		PC	Elephant Conservation	7,500
Environmental Paper Network 1 Haywood Street Suite 401 Asheville, NC 28801		PC	General Operating Support	25,000
Food Tank 317 N Royal Street New Orleans, LA 70130		PC	General Operating Support	25,000
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784

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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)				
<b>a</b> <i>Paid during the year</i>				
Forward Together 1440 Broadway Suite 301 Oakland, CA 94612		PC	General Operating Support	50,000
Forward Together 1440 Broadway Suite 301 Oakland, CA 94612		PC	General Operating Support	250
Free Speech For People 48 North Pleasant St Suite 304 Amherst, MA 01002		PC	General Operating Support	50,000
Front Line USA 275 Madison Avenue Sixth Floor New York, NY 10016		PC	Protection of Latin American Human Rights Defenders	50,000
Fund for the City of New York Inc 121 Avenue of the Americas 6th Floor New York, NY 100131590		PC	Immigrant Defense Project	500
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784

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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)				
<b>a</b> <i>Paid during the year</i>				
Fund for the City of New York Inc 121 Avenue of the Americas 6th Floor New York, NY 100131590		PC	Immigrant Defense Project	250
Fund for the City of New York Inc 121 Avenue of the Americas 6th Floor New York, NY 100131590		PC	Speaker Honorarium	500
Funders for LGBTQ Issues 104 West 29th Street 4th Floor New York, NY 10001		PC	2017 Membership	1,000
Funders Network on Population Reproductive Health and Rights PO Box 750 Rockville, MD 20848		PC	Rockwood Fellowship for Leaders in Reproductive Health, Rights and Justice	20,000
Funders Network on Population Reproductive Health and Rights PO Box 750 Rockville, MD 20848		PC	2016 Membership - Human Rights Program	2,875
<b>Total . . . . . ►</b> <b>3a</b>				6,124,784

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Futures and Options 120 Broadway Suite 1019 New York, NY 10271		PC	General Operating Support	500
Gay Men's Health Crisis Inc 446 West 33rd Street New York, NY 100012601		PC	General Operating Support	550
Global Alliance for Incinerator Alternatives - GAIA 1958 University Avenue Berkeley, CA 94704		PC	General Operating Support	50,000
Grassroots Global Justice Alliance 4919 Pentridge St Philadelphia, PA 19143		PC	General Operating Support	50,000
Grassroots Global Justice Alliance 4919 Pentridge St Philadelphia, PA 19143		PC	General Operating Support	250
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Grist Magazine Inc 1201 Western Ave Suite 410 Seattle, WA 98101		PC	General Operating Support	40,000
Groundswell 1156 15th Street NW Suite 840 Washington, DC 20005		PC	General Operating Support	40,000
Groundswell Fund PO Box 71642 Oakland, CA 94612		PC	General Operating Support	75,000
Groundswell Fund PO Box 71642 Oakland, CA 94612		PC	General Operating Support	300
Gulf Coast Center for Law & Policy 620 Oak Harbor Blvd Ste 203 Slidell, LA 70458		PC	General Operating Support	25,000
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Hetrick-Martin Institute Inc 2 Astor Place New York, NY 10003		PC	General Operating Support	500
IDEX 333 Valencia St Suite 250 San Francisco, CA 94103		PC	The BlackLivesMatter Network	261
In Our Backyards (iobyorg) 540 President Street 3rd Floor Brooklyn, NY 11215		PC	General Operating Support	50,000
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601		PC	Protecting Maya Q'eqchi' Land and Resource Rights in Guatemala	35,000
Indigenous Environmental Network PO Box 485 Bemidji, MN 566190485		PC	To Aid in Standing Rock	575
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Innocence Project Inc 40 Worth Street Suite 701 New York, NY 10013		PC	General Operating Support Uniting Science and Law on Behalf of Justice	40,000
International Community Foundation 2505 N Avenue National City, CA 91950		PC	Grupo Ecologico Sierra Gorda, I A P	25,000
International Community Foundation 2505 N Avenue National City, CA 91950		PC	Pronatura Noroeste A C	50,000
Island Press 2000 M Street NW Suite 650 Washington, DC 20036		PC	General Operating Support	20,000
Just Associates Inc 2040 S Street NW 3rd Floor Washington, DC 20009		PC	Mesoamerican Women Human Rights Defenders Initiative Honduran WHRD Network, and JASS in Honduras	40,000
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784




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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Just Vision Inc 1616 P St NW Suite 340 Washington, DC 20036		PC	General Operating Support	250
JustLeadershipUSA 1900 Lexington Avenue New York, NY 10035		PC	General Operating Support	25,000
Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 100053904		PC	Law and Policy Project	60,000
Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 100053904		PC	Lambda Legal in the Hamptons	6,253
Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 100053904		PC	General Operating Support	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Legal Aid Society 199 Water Street New York, NY 10038		PC	Decarceration Project	500
Lifetime Arts 81 Centre Avenue Suite 307 New Rochelle, NY 10801		PC	General Operating Support	500
LoCo Arts PO Box 104 Eggleston, VA 24086		PC	The Mayapple School	250
Manomet Inc PO Box 1770 Manomet, MA 02345		PC	General Operating Support	5,000
Maret School 3000 Cathedral Avenue NW Washington, DC 20008		PC	16 Senior Gift	3,063
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Mongabay Org Corp 37 W Summit Dr Emerald Hills, CA 94062		PC	Mongabay Latin America	75,000
Move NY 413 Sackett St 3 Brooklyn, NY 11231		PC	General Operating Support	15,000
National Advocates for Pregnant Women 875 6th Avenue Suite 1807 New York, NY 10001		PC	General Operating Support	60,000
National Advocates for Pregnant Women 875 6th Avenue Suite 1807 New York, NY 10001		PC	General Operating Support	250
National Asian Pacific American Women's Forum 1735 Caton Avenue 7C Brooklyn, NY 11226		PC	General Operating Support	40,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
National Center for Family Philanthropy 1667 K St NW 550 Washington, DC 20006		PC	2016 Membership	2,400
National Economic & Social Rights Initiative 90 John Street Suite 308 New York, NY 10038		PC	General Operating Support	50,000
National Parks Conservation Association 777 6th Street NW Suite 700 Washington, DC 20001		PC	General Operating Support	2,500
National Public Radio 1111 North Capitol Street NE Washington, DC 20002		PC	General Operating Support	10,000
Natural Resources Defense Council 40 West 20th Street 11th Floor New York, NY 10011		PC	Addressing Climate Change, Community Engagement and National Solid Waste	65,000
<b>Total . . . . . ►</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Nature and Culture International 1400 Maiden Lane Del Mar, CA 92014		PC	The Establishment of Municipal Reserves and Exploring Conservation Funding Mechanisms in the Ecuadorian Amazon	40,000
NEO Philanthropy 45 West 36th Street 6th Floor New York, NY 10018		PC	Mass Criminalization Collaborative Fund and Investigative Reporting Project	30,000
New Economy Coalition 89 South Street Suite 406 Boston, MA 02111		PC	General Operating Support	5,000
New York Civil Liberties Union Foundation 125 Broad Street 19th Floor New York, NY 10004		PC	General Operating Support	35,000
New York Harbor Foundation 10 South Street Slip 7 New York, NY 10004		PC	Billion Oyster Project	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
New York Harbor Foundation 10 South Street Slip 7 New York, NY 10004		PC	In Appreciation for Hosting Meeting	1,000
New York Public Radio 160 Varick Street New York, NY 10013		PC	General Operating Support	500
New York Public Radio 160 Varick Street New York, NY 10013		PC	On the Media	40,000
New York Public Radio 160 Varick Street New York, NY 10013		PC	General Operating Support	1,000
New Yorkers Against Gun Violence Education Fund 87 Lafayette Street 3rd Floor New York, NY 10013		PC	Speaker Honorarium	500
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

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<b>a</b> <i>Paid during the year</i>				
North Star Fund 520 Eighth Avenue Suite 1800 New York, NY 100186656		PC	General Operating Support	1,000
North Star Fund 520 Eighth Avenue Suite 1800 New York, NY 100186656		PC	Communities United for Police Reform	250
Not An Alternative Inc 143 Newell Street Brooklyn, NY 11222		PC	The Natural Museum Project	30,000
Not An Alternative Inc 143 Newell Street Brooklyn, NY 11222		PC	The Natural Museum Project	20,000
Partners In Health PO Box 996 Frederick, MD 21705		PC	General Operating Support	395
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Peace Brigades International - USA PO Box 75880 Washington, DC 20013		PC	Providing Protective Accompaniment Support to Human Rights Defenders in Latin America	50,000
Philanthropy New York 1500 Broadway 7th Floor New York, NY 10036		PC	2016 Membership	11,050
Pines Foundation PO Box 5305 Fire Island Pines NY 11782 New York, NY 10003		PC	General Operating Support	500
Piper Fund 15 Research Dr Suite B Amherst, MA 01002		PC	New Florida Majority - Education Fund	25,000
Piper Fund 15 Research Dr Suite B Amherst, MA 01002		PC	Piper Fund's Collaborative Communications Initiative	75,000
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784




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Point Foundation 1357 Broadway Ste 401 New York, NY 10018		PC	General Operating Support	500
Project Drawdown 27 Gate Five Rd Sausalito, CA 94965		PC	General Operating Support	50,000
Proteus Fund Inc 15 Research Drive Suite B Amherst, MA 01002		PC	2016 Membership	1,500
Provincetown Film Society PO Box 605 Provincetown, MA 02657		PC	General Operating Support	1,000
Rainforest Action Network 425 Bush St Ste 300 San Francisco, CA 94108		PC	General Operating Support	40,000
<b>Total . . . . .</b> ▶ <b>3a</b>				6,124,784


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Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279		PC	Sustainable Management of the Ramon Nut for Biodiversity Conservation and Landscape Recovery in Guatemala	70,000
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279		PC	General Operating Support	12,750
RepresentUs Education Fund PO Box 60008 Florence, MA 01062		PC	General Operating Support	75,000
Restaurant Opportunities Centers United 275 Seventh Ave Suite 1703 New York, NY 10001		PC	Inserting Money in Politics into a One Fair Wage Campaign	10,000
Root Capital 130 Bishop Allen Drive 2nd Floor Cambridge, MA 02140		PC	General operating support for activities in Ecuador, Mexico, and Nicaragua	55,000
<b>Total</b> . . . . . ► <b>3a</b>				6,124,784

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Showing Up For Racial Justice 10428 Bluegrass Parkway Suite 544 Louisville, KY 40299		PC	General Operating Support	300
Solar One 37 West 26th Street Suite 209 New York, NY 10010		PC	General Operating Support	1,000
Solitary Watch PO Box 11374 Washington, DC 20008		PC	General Operating Support	30,000
South Africa Partners 89 South Street Suite 701 Boston, MA 02111		PC	Ububele Psychotherapy Resource and Training Center	6,000
Southerners On New Ground PO Box 11250 Atlanta, GA 30310		PC	General Operating Support	250
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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St Stephen's School American Office 15 Gramercy Park South New York, NY 10003		PC	General Operating Support	2,497
Stand 1 Haight Street San Francisco, CA 94102		PC	General Operating Support	50,000
The Climate Reality Project 750 9th Street NW Suite 520 Washington, DC 20001		PC	General Operating Support	5,000
The Foundation Center 32 Old Slip 24th Floor New York, NY 10005		PC	General Operating Support	5,000
The New Press 120 Wall Street 31st Floor New York, NY 10005		PC	For Books Related to Money in Politics	35,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
The Stephen Gaynor School 148 W 90th Street New York, NY 10024		PC	General Operating Support	6,000
The Story of Stuff Project 1442A Walnut Street 272 Berkeley, CA 94709		PC	General Operating Support	50,000
The University of Oklahoma WomensGender Studies Pgm Ctr for Social Justice 731 Elm Avenue Robertson Hall 103 Norman, OK 73019		PC	Take Root Red State Perspectives on Reproductive Justice 2017 Conference	10,000
The Wildfire Project 325 Hancock St Apt 4 Brooklyn, NY 11216		PC	General Operating Support	40,000
Third Wave Fund PO Box 1159 Brooklyn, NY 11238		PC	General Operating Support	600
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Third Wave Fund PO Box 1159 Brooklyn, NY 11238		PC	General Operating Support	50,000
Transgender Law Center PO Box 70976 Oakland, CA 946120976		PC	General Operating Support	250
US Friends of The David Sheldrick Wildlife Trust 25283 Cabot Road Suite 101 Laguna Hills, CA 92653		PC	General Operating Support	2,500
US Friends of The David Sheldrick Wildlife Trust 25283 Cabot Road Suite 101 Laguna Hills, CA 92653		PC	General Operating Support	1,000
US Green Building Council New York Chapter 20 Broad Street Suite 709 New York, NY 10005		PC	General Operating Support	40,000
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

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<b>a</b> <i>Paid during the year</i>				
United Church of Christ 700 Prospect Avenue E Cleveland, OH 44115		PC	To support the Standing Rock Sioux tribe and their opposition to the pipeline	1,000
UPROSE 166A 22nd Street Brooklyn, NY 11232		PC	General Operating Support	30,000
URGE 1317 F St NW Suite 501 Washington, DC 20004		PC	General Operating Support	35,000
URGE 1317 F St NW Suite 501 Washington, DC 20004		PC	Speaker Honorarium	500
URGE 1317 F St NW Suite 501 Washington, DC 20004		PC	General Operating Support	250
<b>Total</b> . . . . . 				6,124,784
<b>3a</b>				

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
US Human Rights Network 250 Georgia Avenue Suite 330 Atlanta, GA 30312		PC	General Operating Support	50,000
US Human Rights Network 250 Georgia Avenue Suite 330 Atlanta, GA 30312		PC	USHRN Leadership Transition	5,000
Walnut Hills High School Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207		PC	General Operating Support	1,000
Washington University One Brookings Drive St Louis, MO 63130		PC	General Operating Support	1,500
Western States Center PO Box 40305 Portland, OR 972400305		PC	General Operating Support	40,000
<b>Total . . . . .</b> ► <b>3a</b>				6,124,784



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<b>a</b> <i>Paid during the year</i>				
WildAid Inc 744 Montgomery Street Suite 300 San Francisco, CA 94111		PC	Elephant Work	12,500
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Okapi Conservation Project	7,500
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Elephant Crisis Fund	10,000
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Save the Elephants	7,500
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Elephant Crisis Fund	15,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Addressing Wildlife Trafficking at Multiple Scales Ecuador and the Latin America Region	50,000
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Proactively Addressing Emerging Threats to Mesoamerica's Forests and Wildlife	82,500
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Okapi Faunal Reserve in Africa	20,000
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Global Conservation Programs	20,000
WITNESS 80 Hanson Place 5th Floor Brooklyn, NY 11217		PC	General Operating Support - Latin America	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

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<b>a</b> <i>Paid during the year</i>				
Women's Link Worldwide 1958 Plymouth Street Suite 416 Brooklyn, NY 11201		PC	General Operating Support	20,000
Fundacion Cordillera Tropical Jaime Roldos 4-80y Huayna Capac Cuenca EC		NC	Applying Additionality to Conservation Interventions, Sangay National Park, Ecuador	30,000
Unit for Protection of Human Rights Defenders - Guatemala 1 Era Calle 7-45 Zona 1 Guatemala City GT		NC	General Operating Support	25,000
Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A No 40A-68 Piso 2 Bogota CO		NC	Integral Approach to Supporting WHRDs Rapid Response Grantmaking, Training, Networking and Advocacy	50,000
<b>Total . . . . . ▶</b> <b>3a</b>				6,124,784

**TY 2016 Accounting Fees Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
OWEN FLANAGAN CPA'S - AUDIT AND TAX PREPARATION	33,000	24,750		8,250

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE OVERBROOK FOUNDATION  
EIN: 13-6088860

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE & FIXTURES	2006-12-01	32,049	32,049	200DB	7 0000000000000	0	0		
FURNITURE & FIXTURES	2014-12-31	88,413	7,017	200DB	7 0000000000000	8,420	0		
LEASEHOLD IMPROVEMENTS	2006-12-01	274,641	178,834	150DB	15 0000000000000	16,204	0		
LEASEHOLD IMPROVEMENTS	2015-04-01	3,390	401	200DB		535	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	118,422	9,398	200DB		11,278	0		
FURNITURE & FIXTURES	2015-06-30	88,383	7,014	SL	7 0000000000000	8,417	0		
EQUIPMENT	2015-06-30	17,716	1,898	SL	7 0000000000000	2,531	0		
LEASEHOLD IMPROVEMENTS	2015-04-01	117,411	13,903	200DB		18,539	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	92,118	7,311	200DB		8,773	0		
CONF ROOM WINDOWS	2016-09-01	11,320		SL	5 0000000000000	1,258	0		

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

# **TY 2016 Expenditure Responsibility Statement**

**Name:** THE OVERBROOK FOUNDATION

**EIN:** 13-6088860

<b>Grantee's Name</b>	<b>Grantee's Address</b>	<b>Grant Date</b>	<b>Grant Amount</b>	<b>Grant Purpose</b>	<b>Amount Expended By Grantee</b>	<b>Any Diversion By Grantee?</b>	<b>Dates of Reports By Grantee</b>	<b>Date of Verification</b>	<b>Results of Verification</b>
FUNDACION CORDILLERA TROPICAL	JAIME ROLDOS 4-80 Y HUAYNA CAPAC CUENCA EC	2016-11-01	30,000	Applying Additionality to conservation interventions, Sangay National Park, Ecuador		TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED	Calls for final narrative & financial reports The Grantee is in compliance		NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME
URGENT ACTION FUND OF LATIN AMERICA FOR WOMEN'S HUMAN RIGHTS	CARRERA 27A 40A-68 PISO 2 BOGOTA CO	2016-06-01	50,000	Integral Approach to Supporting WHRDs Rapid Response Grantmaking, Training, Networking and Advocacy		TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED	Calls for final narrative & financial reports The Grantee is in compliance		NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME
UNIT FOR PROTECTION OF HUMAN RIGHTS DEFENDERS - GUATEMALA	1ERA CALLE 7-45 ZONA 1 GUATEMALA CITY GT	2016-02-01	25,000	General Operating Support		TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED	Calls for final narrative & financial reports The Grantee is in compliance		NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

**TY 2016 General Explanation Attachment****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	DISTRIBUTIONS TO DONOR ADVISED FUND	FORM 990-PF PART VII-A LINE 12	THE OVERBROOK FOUNDATION HAS MADE DISTRIBUTIONS TO A DONOR ADVISED FUND AND TREATED THOSE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS IT HAS MADE THOSE DISTRIBUTIONS TO FACILITATE COST-EFFECTIVE BROAD-BASED GRANTMAKING WITHIN THE WIDER CHARITABLE COMMUNITY

**TY 2016 Investments Corporate Stock Schedule**

**Name:** THE OVERBROOK FOUNDATION  
**EIN:** 13-6088860

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLIED MINERALS INC COM	77,703	77,703
CEDAR FAIR L P DEPOSITRY UNIT	4,261,468	4,261,468
CITIGROUP INC	5,100,401	5,100,401
D R HORTON INC COM	808,968	808,968
FEDEX CORPORATION	2,048,200	2,048,200
FIBROGEN, INC.	852,148	852,148
GOLDMAN SACHS GROUP INC	2,993,125	2,993,125
JPMORGAN CHASE & CO	2,804,425	2,804,425
LOWES COMPANIES INC	1,991,360	1,991,360
MACQUARIE INFRASTRUCTURE	4,575,690	4,575,690
NORTHSTAR ASSET MANAGEMENT GROUP, INC.	831,477	831,477
OWENS CORNING NEW	1,675,700	1,675,700
RYMAN HOSPITALITY PROPERTIES	4,920,199	4,920,199
SUNOPTA INC COM	2,678,069	2,678,069
VOYA FINANCIAL, INC.	683,016	683,016
WHIRLPOOL CORP COM	1,363,275	1,363,275
AIRBUS GROUP	2,352,957	2,352,957
ALPHABET INC CL C	2,141,029	2,141,029
COMMSCOPE HLDG CO INC	2,692,610	2,692,610
FACEBOOK INC CL A	1,569,282	1,569,282
LENNAR CORP CL A	965,925	965,925
NORTHSTAR REALTY EUROPE C	3,189,361	3,189,361
PULTE HOMES INC COM	321,650	321,650
SYNCHRONY FINANCIAL	1,776,650	1,776,650
THE INTERTAIN GROUP LTD	2,244,603	2,244,603
TRAVELPORT WORLDWIDE LTD	1,706,468	1,706,468
TRI POINTE GROUP INC COM	143,500	143,500
U S G CORP COM NEW	202,160	202,160
ADOBE SYS INC	657,851	657,851
AECOM TECH CORP DEL COM	127,260	127,260



Name of Stock	End of Year Book Value	End of Year Fair Market Value
AFFILIATED MANAGERS GROUP	366,156	366,156
ALEXION PHARMACEUTICALS INC	373,168	373,168
ALIBABA	749,019	749,019
ALLERGAN PLC	467,272	467,272
ALPHABET INC CL A	959,657	959,657
AUTOMATIC DATA PROCESSING INC	446,065	446,065
BOEING COMPANY	2,257,360	2,257,360
CALATLANTIC GROUP INC	357,105	357,105
CELGENE CORP	545,183	545,183
COTT CORP	3,874,565	3,874,565
DOLLAR GEN CORP NEW COM	229,617	229,617
DOLLAR TREE INC COM	291,740	291,740
ELECTRONIC ARTS INC COM	478,861	478,861
ENTRAVISION COMMUNICATIONS CORP	94,017	94,017
FLEETCOR TECHNOLOGIES INC COM	308,514	308,514
INVESCO LTD SHS	164,595	164,595
JOHNSON CTLS INTL PLC	1,073,576	1,073,576
MCDONALDS CORP COM	547,618	547,618
MOLSON COORS BREWING CL B	505,525	505,525
MONSTER BEVERAGE CORP NEW COM	528,089	528,089
NEWELL RUBBERMAID INC COM	326,392	326,392
NOMAD FOODS LTD	995,567	995,567
NXP SEMICONDUCTORS	424,383	424,383
PARNASSUS ENDEAVOR FUND-INS	10,419,012	10,419,012
PRICELINE GRP INC COM NEW	626,008	626,008
REGENERON PHARMACEUTICALS COM	352,406	352,406
ROYAL CARIBBEAN CRUISES LTD COM	543,925	543,925
SAFRAN SA	697,285	697,285
SCHWAB CHARLES CP NEW COM	553,369	553,369
SHIRE PLC SPONSORED ADR	541,808	541,808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIRIUS XM HLDGS INC COM	415,452	415,452
STARBUCKS CORP	475,251	475,251
TENCENT HLDGS LTD ADR	807,979	807,979
TENCENT HOLDINGS LIMITED CMN	479,847	479,847
TOLL BROTHERS INC COM	837,000	837,000
VERSUM MATERIALS INC	1,792,662	1,792,662
VISA INC COM CL A	678,774	678,774
ZOETIS INC	664,845	664,845

**TY 2016 Investments - Other Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
ARISTEIA INTERNATIONAL LTD	FMV	3,179,853	3,179,853
DELTEC SPECIAL SITUATIONS PARTNERS, LP	FMV	1,992,092	1,992,092
NEW VERNON INDIA (CAYMAN) FUND	FMV	441,133	441,133
OVERBROOK OPPORTUNITY FUND II, LP	FMV	10,732,583	10,732,583
OVERBROOK SELECT OFFSHORE FUND LTD CLASS 'C'	FMV	3,981,825	3,981,825
BIOPHARMA SECURED DEBT FUND II SARL	FMV	366,262	366,262
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	FMV	250,263	250,263
EMERGING EUROPE GROWTH FUND II, LP	FMV	277,405	277,405
EMERGING EUROPE GROWTH FUND, LP	FMV	85,675	85,675
GS CAPITAL PARTNERS V INSTITUTIONAL	FMV	278,781	278,781
GS CAPITAL PARTNERS VI PARALLEL, LP	FMV	703,535	703,535
GS OFFSHORE MEZZANINE PARTNERS	FMV	457,365	457,365
GS VINTAGE FUND III OFFSHORE LP	FMV	54,234	54,234
GS VINTAGE FUND V OFFSHORE, LP	FMV	557,483	557,483
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	FMV	1,785,225	1,785,225
SANDTON CREDIT SOLUTIONS ON-SHORE FUND III	FMV	2,633,115	2,633,115
SCOPIA PE SPV PM LLC	FMV	1,395,926	1,395,926
STABILIS FUND III, LP	FMV	4,027,312	4,027,312
TEMPERLEY HOLDINGS LIMITED	FMV	36,982	36,982
TS SYMPHONY LLC	FMV	9,623,306	9,623,306
ENDOWMENT VENTURE PARTNERS V, LP	FMV	114,815	114,815
RADIUS VENTURE II	FMV	26,537	26,537
RADIUS VENTURE III	FMV	204,018	204,018
DUNE REAL ESTATE PARALLEL FUND LP	FMV	938,964	938,964
STABILIS FUND IV, LP	FMV	2,057,298	2,057,298
DNP HEALTH INC	FMV	50,000	50,000
EMERALD CREEK CAPITAL FUND 4, LLC	FMV	509,763	509,763
ENLIGHTENMENT CAPITAL SOLUTIONS FUND II, LP	FMV	287,344	287,344
THAYER STREET PARTNERS EQUITY OPPORTUNITY FUND LP	FMV	133,754	133,754
SANDTON CREDIT SOLUTIONS OFFSHORE IV, LP	FMV	283,022	283,022

**TY 2016 Land, Etc.  
Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
FURNITURE & FIXTURES	32,049	32,049	0	
FURNITURE & FIXTURES	88,413	15,437	72,976	
LEASEHOLD IMPROVEMENTS	274,641	195,038	79,603	
LEASEHOLD IMPROVEMENTS	3,390	936	2,454	
LEASEHOLD IMPROVEMENTS	118,422	20,676	97,746	
FURNITURE & FIXTURES	88,383	15,431	72,952	
EQUIPMENT	17,716	4,429	13,287	
LEASEHOLD IMPROVEMENTS	117,411	32,442	84,969	
LEASEHOLD IMPROVEMENTS	92,118	16,084	76,034	
CONF ROOM WINDOWS	11,320	1,258	10,062	

**TY 2016 Legal Fees Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
PATTERSON BELKNAP WEBB & TYLER - LEGAL	80,197	54,248		25,949

**TY 2016 Other Assets Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST & DIVIDENDS RECEIVABLE	84,326	83,987	83,987
DUE FROM BROKER	277,152	233,745	233,745
SECURITY DEPOSIT	70,198	70,198	70,198

**TY 2016 Other Expenses Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	75,394	0		72,989

**TY 2016 Other Income Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTIES	766	766	766
OTHER INVESTMENT INCOME	4,088	4,088	4,088
PARTNERSHIP INCOME	192,880	225,241	192,880



**TY 2016 Other Increases Schedule**

**Name:** THE OVERBROOK FOUNDATION

**EIN:** 13-6088860

Description	Amount
CHANGE IN UNEALIZED APPRECIATION (NET OF DEFERRED TAXES)	10,349,472

**TY 2016 Other Liabilities Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED RENT	146,237	141,434
DEFERRED FEDERAL EXCISE TAX	210,103	421,317
SECURITY DEPOSIT PAYABLE	30,600	30,600

**TY 2016 Other Professional Fees Schedule**

**Name:** THE OVERBROOK FOUNDATION  
**EIN:** 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OVERBROOK MANAGEMENT CORPORATION - INV ADVISORY	1,056,391	1,056,391		0
GREENHAVEN ASSOCIATES - INV ADVISORY	173,908	173,908		0
JP MORGAN - CUSTODY	36,775	36,775		0
SARAH HANSEN - PROGRAM CONSULTANT	32,800	0		32,800
THOUGHT MACHINE - IT CONSULTANT	14,400	0		14,400
INTERNATIONAL COMMUNITY FOUNDATION - CHARITABLE	5,250	0		5,250
COMMUNITY FUNDS - DIRECTOR ADVISED FUNDS	41,350	0		41,350
GSCP V INSTITUTIONAL AIV LP - INV	102	102		0
GSCP VI PARALLEL AIV LP - INV	324	324		0
DELTEC SPECIAL SITUATIONS - INV	31,549	31,549		0
OVERBROOK OPPORTUNITY FUND II - INV	52,490	52,490		0
ENDOWMENT VENTURE PARTNERS V - INV	1,353	1,353		0
RADIUS VENTURE PARTNERS II - INV	2,562	2,562		0
RADIUS VENTURE PARTNERS III - INV	4,633	4,633		0
COMMONFUND GLOBAL DISTRESSED - INV	2,204	2,204		0
EMERALD CREEK CAPITAL FUND 2 - INV	42,245	42,245		0
EMERGING EUROPE GROWTH - INV	4,782	4,782		0
EMERGING EUROPE GROWTH II - INV	6,249	6,249		0
GS CAPITAL PARTNERS V - INV	2,589	2,589		0
GS CAPITAL PARTNERS VI PARALLEL - INV	9,213	9,213		0
SANDTON CREDIT SOLUTIONS ONSHORE FUND III - INV	119,616	119,616		0
STABILIS FUND III - INV	101,556	101,556		0
TS SYMPHONY - INV	44,592	44,592		0
RIVERSTONE/CARLYLE - INV	6,624	6,624		0
DUNE REAL ESTATE PARALLEL FUND - INV	28,126	28,126		0
STABILIS FUND IV - INV	109,286	109,286		0
NEPC LLC	139,323	139,323		0
DSM CAPITAL - INV	70,509	70,509		0
THAYER ST PARTNERS EQUITY OPP FUND - INV	4,939	4,939		0
DUNE PARALLEL AIV LP - INV	696	696		0
ENLIGHTENMENT CAP SOLUTIONS FD II LP - INV	78,067	78,067		0

**TY 2016 Taxes Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	22,732	22,732		0
FILING FEES	1,950	0		1,701