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Form 990-PF

Department of the Treasury  
Internal Revenue Service

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

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Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

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		B Telephone number (see instructions) (212) 603-9996	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10165		C If exemption application is pending, check here <input type="checkbox"/>	
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 <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 147,880,418		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis )			

Part I











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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
	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 . . .	1,879,248	1,900,834	
	5a Gross rents . . . . .			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	19,455,685		
	b Gross sales price for all assets on line 6a			
		78,700,391		
	7 Capital gain net income (from Part IV, line 2) . . .		19,455,120	
	8 Net short-term capital gain . . . . .			
	9 Income modifications . . . . .			
Operating and Administrative Expenses	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) . . . . .	-653,858	-208,150	
	12 Total. Add lines 1 through 11 . . . . .	20,681,075	21,147,804	
	13 Compensation of officers, directors, trustees, etc	671,536	243,686	417,037
	14 Other employee salaries and wages . . . . .	583,563	0	583,563
	15 Pension plans, employee benefits . . . . .	332,353	40,889	292,922
	16a Legal fees (attach schedule) . . . . .	64,981	36,429	28,552
	b Accounting fees (attach schedule) . . . . .	36,000	27,000	8,750
	c Other professional fees (attach schedule) . . . . .	1,933,019	1,918,019	15,000
	17 Interest . . . . .	31,527	31,527	0
	18 Taxes (attach schedule) (see instructions) . . .	224,139	34,280	1,684
	19 Depreciation (attach schedule) and depletion . . .	75,955	0	
	20 Occupancy . . . . .	234,816	23,482	211,564
	21 Travel, conferences, and meetings . . . . .	35,679	0	35,679
	22 Printing and publications . . . . .			
	23 Other expenses (attach schedule) . . . . .	80,343	0	82,280
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	4,303,911	2,355,312	1,677,031	
25 Contributions, gifts, grants paid . . . . .	9,561,186		7,743,466	
26 Total expenses and disbursements. Add lines 24 and 25	13,865,097	2,355,312	9,420,497	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	6,815,978		
	b Net investment income (if negative, enter -0-)		18,792,492	
c Adjusted net income (if negative, enter -0-) . . .				


For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

<b>Part II Balance Sheets</b> 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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	8,273,719	10,377,854	10,377,854
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .	177,957	144,036	144,036
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	115,112,423 	91,368,887	91,368,887
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	50,332,861 	44,558,512	44,558,512
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 874,612 Less accumulated depreciation (attach schedule) ▶ 485,719	434,100 	388,893	388,893
<b>15</b> Other assets (describe ▶ _____)	 386,133 	 1,042,236 	 1,042,236	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	174,717,193	147,880,418	147,880,418	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	348,453	280,138	
	<b>18</b> Grants payable . . . . .	1,105,000	2,945,000	
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)	 859,996 	157,299	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	2,313,449	3,382,437	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	172,403,744	144,497,981	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	172,403,744	144,497,981		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	174,717,193	147,880,418		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	172,403,744
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	6,815,978
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	179,219,722
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____ 	<b>5</b>	34,721,741
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	144,497,981

**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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	19,455,120
<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))
2017	9,422,379	164,951,428	0 057122
2016	7,804,200	148,461,768	0 052567
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
<b>2</b> Total of line 1, column (d)			<b>2</b> 0 252045
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			<b>3</b> 0 050409
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			<b>4</b> 166,763,276
<b>5</b> Multiply line 4 by line 3			<b>5</b> 8,406,370
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 187,925
<b>7</b> Add lines 5 and 6			<b>7</b> 8,594,295
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 9,420,497

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>	187,925
<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>	187,925
<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>	187,925
<b>6</b>	Credits/Payments		
<b>a</b>	2018 estimated tax payments and 2017 overpayment credited to 2018	<b>6a</b>	193,163
<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>	75,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	0
<b>7</b>	Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	268,163
<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>	0
<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>	80,238
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2019 estimated tax</b> <input type="checkbox"/> 80,238 <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). . . . . <i>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</i>	<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 type="checkbox"/> \$ 0 (2) On foundation managers <input 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 type="checkbox"/> \$ 0		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<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? . . . . . <i>If "Yes," attach the statement required by General Instruction T</i>	<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? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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? <i>If "No," attach explanation</i> .	<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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for FinCEN Form 114. 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. . . . . 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 2018? . . . . .	<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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . If "Yes," list the years <b>▶</b> 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<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). . . . .	<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>▶</b> 20____, 20____, 20____, 20____			
<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 2018 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 2018). . . . .	<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 2018?	<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>Yes</b>	<b>No</b>
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	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		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	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		
(5)	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>	<b>Yes</b>
	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>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	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>7b</b>	
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

**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	(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
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	(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
DANIEL KATZ	SENIOR PROGRAM	297,000	68,480	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	DIREC 40 00			
NIKOLE LAVELLE	GRANTS MANAGER	87,000	26,738	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	40 00			
SARAH ABELOW	PROGRAM OFFICER	87,539	24,585	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	40 00			
CATHERINE GWATHMEY	PROGRAM ASSOCIATE	69,500	22,299	0
C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	40 00			
<b>Total number of other employees paid over \$50,000.</b>				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	1,216,866
GREENHAVEN ASSOCIATES INC 3 MANHATTANVILLE ROAD PURCHASE, NY 10577		
DSM CAPITAL PARTNERS 7111 FAIRWAY DRIVE PALM BEACH GARDENS, FL 33418	INVESTMENT MANAGEMENT	312,327
NEPC LLC 255 STATE STREET BOSTON, MA 02109	INVESTMENT CONSULTING	141,004
PATTERSON BELKNAP WEBB & TYLER 1133 AVENUE OF THE AMERICAS NEW YORK, NY 100366710		
	LEGAL	119,235
		64,981
<b>Total</b> 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
<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 . . . . . ►	0

**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>	158,104,859
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	10,483,774
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	714,185
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	169,302,818
<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>	169,302,818
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	2,539,542
<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>	166,763,276
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	8,338,164

**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>	8,338,164
<b>2a</b>	Tax on investment income for 2018 from Part VI, line 5.	<b>2a</b>	187,925
<b>b</b>	Income tax for 2018 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	187,925
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	8,150,239
<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>	8,150,239
<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>	8,150,239

**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>	9,420,497
<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>	
<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>	9,420,497
<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>	187,925
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	9,232,572

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				8,150,239
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				478,742
<b>d</b> From 2016. . . . .				381,112
<b>e</b> From 2017. . . . .				1,496,164
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	2,356,018			
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 9,420,497				
<b>a</b> Applied to 2017, 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 2018 distributable amount. . . . .				8,150,239
<b>e</b> Remaining amount distributed out of corpus	1,270,258			
<b>5</b> Excess distributions carryover applied to 2018 (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	3,626,276			
<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 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				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 2013 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2019.</b> Subtract lines 7 and 8 from line 6a . . . . .	3,626,276			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				478,742
<b>c</b> Excess from 2016. . . . .				381,112
<b>d</b> Excess from 2017. . . . .				1,496,164
<b>e</b> Excess from 2018. . . . .				1,270,258

**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 2018, 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 . . . . .	<b>Tax year</b>	<b>Prior 3 years</b>			<b>(e) Total</b>
	<b>(a) 2018</b>	<b>(b) 2017</b>	<b>(c) 2016</b>	<b>(d) 2015</b>	
<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 foundation 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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
<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>				
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions )
<b>1</b> Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . .			14	1,879,248	
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			01	34,652	
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .	525990		18	19,455,685	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
a PARTNERSHIP INCOME _____	525990	-445,708	14	-242,802	
b _____					
c _____					
d _____					
e _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). . .		-445,708		21,126,783	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )			<b>13</b>	20,681,075	

[illegible]

## Part XVII

	Yes	No
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<b>1a(1)</b>	<b>No</b>
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1a(2)	No
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<b>1b(1)</b>	<b>No</b>
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<b>1b(2)</b>	<b>No</b>
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<b>1b(3)</b>		<b>No</b>
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<b>1b(4)</b>		<b>No</b>
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<b>1b(5)</b>		<b>No</b>
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<b>1b(6)</b>		<b>No</b>
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1c		No
----	--	----

value  
ue

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations

described in section 501(c) (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

May the IRS discuss this return with the preparer shown below

(see instr )? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below

(see instr )? ☒ Yes ☐ No

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 )
1 PUBLICLY TRADED SECURITIES	P		
1 PASS THROUGH FROM HEDGE FUNDS	P		
PASS THROUGH FROM VENTURE CAPITAL FUNDS	P		
PASS THROUGH FROM PRIVATE EQUITY	P		
PASS THROUGH FROM MLP'S	P		
CURRENCY GAINS	P		
LESS 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)
70,756,170		59,244,587	11,511,583
4,791,761			4,791,761
118,590			118,590
2,733,802			2,733,802
		119	-119
84			84
		565	-565
299,984			299,984

**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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			11,511,583
			4,791,761
			118,590
			2,733,802
			-119
			84
			-565
			299,984

Form 990FPF 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
ARTHUR ALTSCHUL JR	CHAIR 5 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
EMILY ALTSCHUL-MILLER	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				
CAROLYN COLE	DIRECTOR 10 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
COOPER COX	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
JOYCE FENSTERSTOCK	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
JULIE GRAHAM	DIRECTOR FROM 11/7/18 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
KATHYRN C GRAHAM	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
KATHYRN G GRAHAM	V CHAIR/TREASURER 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				
AARON LABAREE	V-CHAIR/SECY TO 6-14 THEN DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ROBERT LABAREE	DIRECTOR 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				
ELIZABETH LINDEMANN	DIRECTOR TO 11/7/2018 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	DIR TO 6/14, THEN V-CHAIR/SECY 1 00	0	0	0
C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165				

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

<b>(a)</b> Name and address	Title, and average hours per week <b>(b)</b> devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	Expense account, <b>(e)</b> other allowances
STEPHEN FOSTER  C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	PRESIDENT & CEO 40 00	377,315	59,055	0
MARY J GRECCO  C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	CFO & ASST SECRETARY 40 00	294,221	49,976	0



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>				
350org20 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	1,000
Al Otro LadoPO Box 32578 Los Angeles, CA 90032		PC	General Operating Support	1,215
<b>Total . . . . . ▶ 3a</b>				7,743,466

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>				
Alaska Wilderness League 122 C St NW Suite 240 Washington, DC 20001		PC	General Operating Support	30,000
Ali Forney Center 224 West 35th Street 15th Floor New York, NY 10001		PC	General Operating Support	500
ALIGN50 Broadway 29th Floor New York, NY 10004		PC	Transforming the Commercial Waste Industry in New York City	30,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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>				
Alliance for Climate Education (ACE) 4696 Broadway Suite 2 Boulder, CO 80304		PC	General Operating Support	500
Alliance for Climate Education (ACE) 4696 Broadway Suite 2 Boulder, CO 80304		PC	General Operating Support	50,000
Amazon Conservation Team 4211 N Fairfax Drive Arlington, VA 22203		PC	General Operating Support	32,081
<b>Total . . . . . ▶ 3a</b>				7,743,466

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>				
Amazon Watch520 3rd Street Suite 108 Oakland, CA 94607		PC	Protecting the Sacred Headwaters of the Amazon Basin	50,000
American Civil Liberties Union Foundation 125 Broad Street 18th Floor New York, NY 100042400		PC	General Operating Support	10,000
American Foundation for Suicide Prevention 120 Wall Street 29th Floor New York, NY 10005		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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 Friends of the National Portrait Gallery London 275 Madison Ave 6th Floor New York, NY 100161144		PC	Patron Program	1,500
American Jewish World Service (AJWS) 45 West 36th Street New York, NY 10018		PC	Mesoamerican Human Rights Defenders	75,000
Ancramdale Neighbors Helping Neighbors Association Inc PO Box 97 Ancramdale, NY 12503		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Antarctic and Southern Ocean Coalition 1320 19th Street NW 5th Floor Washington, DC 20036		PC	General Operating Support	15,000
ARTICLE 19 Office for Mexico and Central America 1110 Vermont Avenue NW Suite 500 Washington, DC 20005		PC	#RompeElMiedo Network - Elections 2018	25,000
As You Sow Foundation 1611 Telegraph Ave Suite 1450 Oakland, CA 94612		PC	Ocean Plastics, Consumer Packaging, and E-Waste	50,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Asociacion de Comunidades Forestales de Peten - ACOFOP Tercira Avenida cuarta calle zona 2 Santa Elena GT		NC	Mayan Biosphere Reserve, Guatemala	40,000
Ballet Hispanico167 West 89th Street New York, NY 100241901		PC	Scholarship Gift to Students of Ballet Hipsanico's School of Dance	1,000
Bard CollegePO Box 5000 New York, NY 125045000		PC	Center for Civic Engagement - The Sanctuary Fund	1,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Biodiversity Funders Group PO Box 29361 San Francisco, CA 94129		PC	2018 Membership	4,550
Biodiversity Funders Group PO Box 29361 San Francisco, CA 94129		PC	Environmental Defenders Collaborative	85,000
Black Alliance for Just Immigration 660 Nostrand Avenue Brooklyn, NY 11216		PC	General Operating Support	250
<b>Total . . . . . ▶ 3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Borealis PhilanthropyPO Box 3295 Minneapolis, MN 55403		PC	Transforming Movements Fund	100,000
Borealis PhilanthropyPO Box 3295 Minneapolis, MN 55403		PC	Black-Led Movement Fund	50,000
Bottomless Closet 16 East 52nd Street 15th Floor New York, NY 10022		PC	General Operating Support	3,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Brennan Center for Justice 120 Broadway Suite 1750 New York, NY 10271		PC	Money in Politics	100,000
Brookline Community Foundation 40 Webster Place Brookline, MA 02445		PC	General Operating Support	5,000
Building Equity & Alignment for Impact 23532 Calabasas Road Suite A Calabasas, CA 91302		PC	Just Transition Forum	20,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Catskill Mountainkeeper IncPO Box 1000 Livingston Manor, NY 12758		PC	Extreme Energy Extraction Collaborative	25,000
CAUSA of Oregon700 Marion Street NE Salem, OR 97031		PC	One Oregon Coalition	40,000
Center for Family Justice 753 Fairfield Avenue Bridgeport, CT 06604		PC	General Operating Support	1,750
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Center for Justice and International Law 1630 Connecticut Avenue NW Suite 401 Washington, DC 20009		PC	General Operating Support	40,000
Christopher & Dana Reeve Foundation 636 Morris Turnpike Suite 3A Short Hills, NJ 07078		PC	Dianna Shypailo Marathon	500
Citizens for Voter Choice 14 Beacon St Suite 604 Boston, MA 02108		PC	Voter Choice Education Fund	5,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
City Lore Inc56 East First Street New York, NY 10003		PC	For Support of Ric Burns' Documentary Project on Oliver Sacks	20,000
Clean Water Fund 1444 Eye Street NW Suite 440 Washington, DC 20005		PC	Speaker Honorarium	250
Clean Water Fund 1444 Eye Street NW Suite 440 Washington, DC 20005		PC	ReThink Disposable Stop Waste Before it Starts	25,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Climate Justice Alliance Our Power Campaign 436 14th Street 5th Floor Oakland, CA 94612		PC	General Operating Support	50,000
COLORPO Box 40991 Denver, CO 80204		PC	General Operating Support	25,000
Coming Clean Inc 28 Vernon St Suite 434 Brattleboro, VT 05301		PC	The Campaign for Healthier Solutions from Dollar Store Chains	60,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Committee to Protect Journalists 330 Seventh Avenue 11th floor New York, NY 10001		PC	Supporting Press Freedom in the Americas	25,000
Committee to Protect Journalists 330 Seventh Avenue 11th floor New York, NY 10001		PC	General Operating Support	5,000
Community Funds Inc909 Third Avenue New York, NY 10022		PC	Overbrook Donor Advised Funds	1,300,191
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Confluence Philanthropy 475 Riverside Dr Suite 900 New York, NY 10115		PC	Associate Investor Membership	1,000
Coral Reef Alliance 1330 Broadway Suite 1602 Oakland, CA 94612		PC	Work in Honduras excluding water treatment projects	20,000
Creative Thought and Action Inc PO Box 305 Ashfield, MA 01330		PC	Mass Divest	10,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Democracy Initiative Education Fund 805 15th Street NW Suite 800 Washington, DC 20005		PC	General Operating Support	50,000
Democracy Now207 W 25th St Floor 11 New York, NY 10001		PC	General Operating Support	500
Demos A Network for Ideas & Action 80 Broad Street 4th Floor New York, NY 10004		PC	General Operating Support	1,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Demos A Network for Ideas & Action 80 Broad Street 4th Floor New York, NY 10004		PC	Inclusive Democracy Project	100,000
DRUM - Desis Rising Up and Moving 72-18 Roosevelt Avenue 2nd Floor Jackson Heights, NY 11372		PC	General Operating Support	250
EARTHWORKS 1612 K Street NW Ste 904 Washington, DC 20006		PC	Protecting Ecosystems and Communities from Dirty Mining	35,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
EDGE Funders Alliance Box 559 60 29th Street San Francisco, CA 94110		PC	Just Transition Collaborative and Fellowship Support	50,000
El Tigre FundPO Box 1766 Richmond Hill, GA 31324		PC	Osa Wildlife Sanctuary	7,500
Environmental Defender Law Center 407 W Koch St Bozeman, MT 59715		PC	General Operating Support	80,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115		PC	2018 Environmental Fellows Program	20,000
Environmental Grantmakers Association 475 Riverside Drive Suite 960 New York, NY 10115		PC	2018 Memberships 1 1 - 12 31 18	9,441
Environmental Investigation Agency PO Box 53343 Washington, DC 20009		PC	General Operating Support	55,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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<b>a</b> Paid during the year				
Face-to-Face AIDS Project 75 Livingston St Apt 30A Brooklyn, NY 11201		PC	General Operating Support	500
Florence Immigrant and Refugee Rights Project Inc PO Box 86299 Tucson, AZ 85754		PC	General Operating Support	40,000
Food System 6 Accelerator 541 Jefferson Avenue Suite 100 Redwood City, CA 94063		PC	General Operating Support	25,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Food Tank317 Royal St 4 New Orleans, LA 70130		PC	General Operating Support	30,000
Forward Together 300 Frank Ogawa Plaza Suite 700 Oakland, CA 94612		PC	General Operating Support	50,250
Free Speech For People 48 N Pleasant Street Suite 304 Amherst, MA 01002		PC	General Operating Support	40,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
FRIDA The Young Feminist Fund PO Box 29903 San Francisco, CA 94129		PC	General Operating Support	773
Friends of the Chilmark Public Library PO Box 434 Chilmark, MA 02535		PC	General Operating Support	1,000
Front Line USA 275 Madison Avenue Sixth Floor New York, NY 10016		PC	Protection Support for Human Rights Defenders in Latin America	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Fund for Global Human Rights 1301 Connecticut Avenue NW Suite 400 Washington, DC 20036		PC	Protecting Human Rights Defenders in Honduras	75,000
Funders for LGBTQ Issues 45 West 36th Street 8th Floor New York, NY 10018		PC	State Funders Working Group	5,000
Funders for LGBTQ Issues 45 West 36th Street 8th Floor New York, NY 10018		PC	Annual 2018 Membership	1,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Funders for Reproductive Equity PO Box 750 Rockville, MD 208480750		PC	Membership - 1 1 18 - 12 31 18	2,750
Funders for Reproductive Equity PO Box 750 Rockville, MD 208480750		PC	Rockwood Fellowship for Leaders in Reproductive Health, Rights and Justice	25,000
Gay Men's Health Crisis Inc 307 West 38th Street New York, NY 10018		PC	General Operating Support	600
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Georgetown University 3700 O Street NW Washington, DC 20057		PC	Lesson Sharing Project/Center for Law & Social Change	25,000
Girls Incorporated of New York City 120 Wall Street Suite 1804 New York, NY 10005		PC	General Operating Support	512
GLBTQ Legal Advocates & Defenders Inc 18 Tremont Suite 950 Boston, MA 02108		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Global Alliance for Incinerator Alternatives - GAIA 1958 University Avenue Berkeley, CA 94704		PC	GAIA U S -Canada Program	50,000
Grand Canyon Trust 2601 North Fort Valley Road Flagstaff, AR 86001		PC	General Operating Support - Bears Ears	40,000
Grand Staircase Escalante Partners 310 S 100 East 7 PO Box 53 Kanab, UT 84741		PC	Defending Grand Staircase-Escalante National Monument	30,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Grassroots Global Justice Alliance PO Box 610663 North Miami, FL 33261		PC	General Operating Support	50,000
Grassroots Leadership IncPO Box 6310 Austin, TX 78762		PC	Organizing to End Family Separation and Family Detention	35,000
Greenpeace Fund Inc 702 H Street NW Suite 300 Washington, DC 20001		PC	Oceans Plastic Campaign	25,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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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 and Environment Movement Media Project	75,000
Groundswell FundPO Box 71642 Oakland, CA 94612		PC	General Operating Support	76,000
Groundswell FundPO Box 71642 Oakland, CA 94612		PC	Speaker Honorarium	500
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Groundswell80 M Street SE Washington, DC 20003		PC	General Operating Support	40,000
Gwich'in Steering Committee 122 First Ave Fairbanks, AK 99701		PC	General Operating Support	25,000
Harvard Business School Teele Hall Soldiers Field Boston, MA 02163		PC	General Operating Support	2,500
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Hetrick-Martin Institute Inc2 Astor Place New York, NY 10003		PC	General Operating Support	500
Higher Heights Leadership Fund 147 Prince Street Suite 36 Brooklyn, NY 11201		PC	General Operating Support	300
Honor The Earth 607 Main Ave PO Box 63 Callaway, MN 56521		PC	Line 3 Campaign and Water Protector Camps	45,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Humane Society of the United States 1255 23rd Street NW Suite 450 Washington, DC 20037		PC	General Operating Support	12,500
Immigrant Defense Project 40 W 39th Street Fifth Floor New York, NY 10018		PC	General Operating Support	300
In Our Backyards (iobyorg) 540 President Street 3rd Floor Brooklyn, NY 11215		PC	General Operating Support	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Indian Law Resource Center 602 N Ewing Street Helena, MT 59601		PC	Protecting Maya Q'eqchi' Land and Resource Rights	35,000
Innocence Project Inc 40 Worth St Suite 701 New York, NY 10013		PC	General Operating Support	40,000
International Community Foundation 2505 N Avenue National City, CA 91950		PC	Grupo Ecologico Sierra Gorda, I A P	26,750
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
International Fund for Animal Welfare 290 Summer Street Yarmouth Port, MA 026751734		PC	General Operating Support	7,500
International Rescue Committee 122 East 42nd Street 12th Floor New York, NY 10168		PC	General Operating Support	10,000
Ironbound Community Corporation 317 Elm St Newark, NJ 07105		PC	Ironbound's Environmental Justice Advocacy	30,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Jews for Racial and Economic Justice 330 Seventh Ave Suite 1901 New York, NY 10001		PC	General Operating Support	250
Just Associates Inc2040 S Street NW Washington, DC 20009		PC	Strengthening the Sustainability of Women Human Rights Defenders & Organizations in Honduras	40,000
Just Transition Alliance 2615 Camino del Rio South Suite 400 San Diego, CA 92108		PC	General Operating Support	35,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
JustFund15 Research Drive Suite B Amherst, MA 01002		PC	General Operating Support	50,000
JustLeadershipUSA 1900 Lexington Avenue New York, NY 10035		PC	General Operating Support	40,000
Kessler Foundation 120 Eagle Rock Avenue East Hanover, NJ 079363147		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 100053904		PC	Law & Policy Project	60,000
Lambda Legal Defense & Education Fund 120 Wall Street 19th Floor New York, NY 100053904		PC	General Operating Support	1,000
Lawyers' Committee for Civil Rights Under Law 1500 K Street NW Suite 900 Washington, DC 20005		PC	Using the Power of Litigation to Ensure a Fair and Accurate Census Count	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Legacy Philanthropy Works 521 Santa Barbara Street Santa Barbara, CA 93101		PC	Cabo Pulmo - East Cape Collaborative Conservation Project	40,000
Legal Services for Prisoners with Children 4400 Market Street Oakland, CA 94608		PC	General Operating Support	25,000
Lifetime Arts271 North Ave Suite 901 New Rochelle, NY 10801		PC	General Operating Support	500
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Little Village Environmental Justice Organization 2445 S Spaulding Avenue Chicago, IL 60623		PC	Midwest Environmental Justice Network	20,000
LoCo ArtsPO Box 192 Newport, VA 24128		PC	Mayapple School	400
Lonely Whale 23532 Calabasas Road Suite A Calabasas, CA 91302		PC	General Operating Support	11,600
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Maine Media Workshops College PO Box 200 Rockport, ME 04856		PC	Book Arts Studio Manager Position	5,000
Make The Road New York 301 Grove Street Brooklyn, NY 11237		PC	Public Charge Rapid Response	50,000
Manhattan Theatre Club 311 West 43rd Street 8th Floor New York, NY 10036		PC	General Operating Support	1,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466



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>				
Marine Conservation Institute 4010 Stone Way North Suite 210 Seattle, WA 981038099		PC	Deep Sea Conservation Coalition	50,000
Marlboro School of Music 1528 Walnut Street Suite 301 Philadelphia, PA 19102		PC	Marlboro Music Festival	2,000
Massachusetts Immigrant and Refugee Advocacy Coalition 105 Chauncy Street Suite 901 Boston, MA 02111		PC	General Operating Support	5,000
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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>				
Memorial Sloan-Kettering Cancer Center PO Box 5028 Hagerstown, MD 217415028		PC	General Operating Support	5,000
Meso-American Reef Fund 22 Avenida 0-59 Zona 15 Guatemala City GT		PC	General Operating Support	20,000
Mijente Support Committee 707 Broad Avenue Greensboro, NC 27406		PC	General Operating Support	25,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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>				
Mongabay Org Corp37 W Summit Dr Emerald Hills, CA 94062		PC	Mongabay Latam	75,000
Move NY413 Sackett Street 3 Brooklyn, NY 11231		PC	Move NY Campaign	20,000
Nantucket Safe Harbor for Animals PO Box 2844 Nantucket, MA 02584		PC	General Operating Support	640
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
National Advocates for Pregnant Women 875 6th Avenue Suite 1807 New York, NY 10001		PC	General Operating Support	60,257
National Asian Pacific American Women's Forum (NAPAWF) 1730 Rhode Island Ave NW Suite 210 Washington, DC 20036		PC	General Operating Support	80,000
National Center for Family Philanthropy 1667 K St NW 550 Washington, DC 20006		PC	2018 National Center for Family Philanthropy Membership	2,400
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
National Chorale 1650 Broadway New York, NY 10019		PC	General Operating Support	608
National Domestic Workers Alliance 243 5th Avenue Mailbox 257 New York, NY 10016		PC	Families Belong Together	50,000
National Headache Foundation 820 N Orleans Suite 201 Chicago, IL 606103131		PC	General Operating Support	5,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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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>				
National Immigration Law Center 3450 Wilshire Blvd 108-62 Los Angeles, CA 90010		PC	#NoMuslimBanEver Campaign	25,000
National Korean American Service & Education Consortium 4300 N California Ave Chicago, IL 60618		PC	Immigrant Rights Project	25,000
National Latina Institute for Reproductive Health 50 Broad Street New York, NY 10004		PC	Emergency Assistance Fund	25,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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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>				
National Latina Institute for Reproductive Health 50 Broad Street New York, NY 10004		PC	General Operating Support	30,500
National Law Center on Homelessness and Poverty 2000 M St NW Suite 210 Washington, DC 20036		PC	Protecting the Rights of Homeless Immigrant Families and Children	25,000
National Network of Abortion Funds PO Box 170280 Boston, MA 02117		PC	General Operating Support	512
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Natural Resources Defense Council 40 West 20th Street New York, NY 10011		PC	Addressing Climate Change, Community Engagement and Plastics	65,000
NEO Philanthropy 45 West 36th Street 6th Floor New York, NY 10018		PC	Four Freedoms Fund's Texas Fund	75,000
New Florida Majority Education Fund Inc 10800 Biscayne Boulevard Suite 1050 Miami, FL 33161		PC	General Operating Support	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466



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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> Paid during the year				
New Leaders Council 4005 Wisconsin Ave NW 39123 Washington, DC 20016		PC	New Jersey Chapter	250
New Sanctuary Coalition 239 Thompson St New York, NY 10012		PC	General Operating Support	1,000
New Voices for Reproductive Justice 5987 Broad Street Suite 205 Pittsburgh, PA 15206		PC	General Operating Support	25,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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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>				
New York Civil Liberties Union Foundation 125 Broad Street 19th Floor New York, NY 10004		PC	General Operating Support	20,000
New York Harbor Foundation 10 South Street New York, NY 10004		PC	General Operating Support	40,000
New York Public Radio 160 Varick Street 8th Floor New York, NY 10013		PC	General Operating Support	1,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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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>				
New York Studio School of Drawing Painting & Sculpture 8 West 8th Street New York, NY 10011		PC	General Operating Support	12,500
North Star Fund 520 Eighth Avenue Suite 1800 New York, NY 100186656		PC	Communities United for Police Reform	300
Not An Alternative Inc143 Newel Street Brooklyn, NY 11222		PC	The Natural History Museum	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
OLE Education Fund 411 Bellamah Ave NW Albuquerque, NM 87102		PC	General Operating Support	50,000
One Arizona 530 E McDowell Rd Suite 107-448 Phoenix, AZ 85006		PC	General Operating Support	50,000
Partnership for Civil Justice Fund 617 Florida Avenue NW Washington, DC 20001		PC	Protect Free Speech Legal Action Project	35,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612		PC	Toledo Institute of Development and Environment	70,000
Philanthropy New York 1500 Broadway 7th Floor New York, NY 10036		PC	Membership 7 1 18 - 6 30 19	11,050
Pines Care CenterPO Box 5333 Fire Island Pines, NY 11782		PC	General Operating Support	500
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Pines Conservation SocietyPO Box 5339 Fire Island Pines, NY 11782		PC	General Operating Support	500
Piper Fund15 Research Drive Suite B Amherst, MA 01002		PC	General Operating Support and Democracy Collaborative	125,000
Plastic Solutions Fund 6 West 48th Street 10th Floor New York, NY 10036		PC	General Operating Support	250,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Power Shift Network 1875 Connecticut Avenue NW 10th Floor Washington, DC 20009		PC	General Operating Support	20,000
Proteus Fund Inc 15 Research Drive Suite B Amherst, MA 01002		PC	Rights, Faith & Democracy Collaborative	125,000
Proteus Fund Inc 15 Research Drive Suite B Amherst, MA 01002		PC	Human Rights Funders Network - 2018 Membership 1 1 - 12 31 18	1,500
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Proteus Fund Inc 15 Research Drive Suite B Amherst, MA 01002		PC	Third Wave Fund	1,000
Proteus Fund Inc 15 Research Drive Suite B Amherst, MA 01002		PC	Security & Rights Collaborative	75,000
Provincetown Film Society 237 Commercial Street 2nd Floor Provincetown, MA 02657		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> Paid during the year				
Rainforest Action Network 425 Bush St Suite 300 San Francisco, CA 94108		PC	General Operating Support	40,000
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279		PC	General Operating Support	12,750
Rainforest Alliance 233 Broadway 28th Floor New York, NY 10279		PC	Maya Biosphere Reserve	70,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
RARE1310 North Courthouse Road Suite 110 Arlington, VA 222013000		PC	General Operating Support	2,642
Represent Us Education Fund PO Box 60008 Florence, MA 01062		PC	General Operating Support	75,000
Root Capital 130 Bishop Allen Drive 2nd Floor Cambridge, MA 02139		PC	Helping Smallholder Farmers Adapt to Climate Change	50,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Roundabout Theater Company 231 West 39th Street Suite 1200 New York, NY 10018		PC	General Operating Support	2,404
SAGE305 7th Avenue 15th Floor New York, NY 10001		PC	General Operating Support	31,000
Salmon State921 W 6th Ave Anchorage, AK 99501		PC	General Operating Support	50,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Share Our StrengthPO Box 75475 Baltimore, MD 212755475		PC	Speaker Honorarium	500
Sheriff's Meadow Foundation 57 David Avenue Vineyard Haven, MA 02568		PC	General Operating	2,000
Solar One37 West 26th Street Suite 209 New York, NY 10010		PC	General Operating Support	1,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Solitary Watch123 7th Avenue 166 Brooklyn, NY 11215		PC	General Operating Support	30,000
South Carolina Progressive Network Education Fund PO Box 8325 Columbia, SC 29202		PC	Speaker Honorarium	500
Spence School22 East 91st Street New York, NY 101280657		PC	Annual Fund	2,500
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Stand650 California Street 7th San Francisco, CA 94108		PC	General Operating Support	50,000
StreetSquash Inc40 West 116th Street New York, NY 10026		PC	General Operating Support	250
Sunrise Movement Education Fund 50 F Street NW Suite 800 Washington, DC 20001		PC	General Operating Support	30,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Temple Israel14 Coleytown Road Westport, CT 06880		PC	Caring Community Fund	1,000
Texas Civil Rights Project 1405 Montopolis Drive Austin, TX 78741		PC	General Operating Support	250
Texas Environmental Justice Advocacy Services 6733 Harrisburg Blvd Houston, TX 77011		PC	General Operating Support	25,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Texas Organizing Project Education Fund 700 S Zarzamora Suite 212 San Antonio, TX 78207		PC	General Operating Support	50,000
The Center for Auto Safety Inc 1825 Connecticut Avenue NW Suite 330 Washington, DC 200095708		PC	The Safe Climate Campaign	30,000
The Foundation Center 32 Old Slip 24th Floor New York, NY 10005		PC	General Operating Support	5,000
<b>Total . . . . . ▶ 3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The Museum of Modern Art 11 West 53rd Street New York, NY 100195498		PC	Contemporary Arts Council Exhibitions Endowment Fund	5,126
The New Press 120 Wall Street 31st Floor New York, NY 10005		PC	Support for The New Press "Fearless Books in Perilous Times" Series	30,000
The New Press 120 Wall Street 31st Floor New York, NY 10005		PC	Anthology on Environmental Movement	70,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The Ocean Foundation 1320 19th St NW 5th Floor Washington, DC 20036		PC	Deep Sea Mining Campaign	20,000
The Pines FoundationPO Box 5305 Fire Island Pines, NY 11782		PC	Seashore Defense Fund	500
The Roots of Music828 Royal St 521 New Orleans, LA 70116		PC	General Operating Support	820
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> Paid during the year				
The Stephen Gaynor School 148 W 90th Street New York, NY 10024		PC	Annual Fund	500
The Stephen Gaynor School 148 W 90th Street New York, NY 10024		PC	General Operating	500
The Story of Stuff Project 1442 A Walnut Street 272 Berkeley, CA 94709		PC	General Operating Support and Environmental Movement Media Project	75,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The University of Oklahoma Foundation 100 Timberdell Road Norman, OK 73019		PC	Take Root Red State Perspectives on Reproductive Justice Conference and Programs	10,000
The Vineyard Energy Project PO Box 1077 West Tisbury, MA 02575		PC	General Operating Support	5,000
The Wildfire Project 12651 San Pablo Ave 5473 Richmond, CA 94805		PC	General Operating Support	45,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The York Preparatory School Foundation 40 West 68 Street New York, NY 10023		PC	General Operating Support for the 2018 - 2019 School Year	600
Third Wave FundPO Box 1159 Brooklyn, NY 11238		PC	General Operating Support	70,000
Transgender Law CenterPO Box 70976 Oakland, CA 94612		PC	General Operating Support	50,500
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Tropical Image Inc 283 47th Street Suite 201 Brooklyn, NY 11220		PC	General Operating Support	500
Trustees for Alaska 1026 W 4th Street Suite 201 Anchorage, AK 99501		PC	General Operating Support	50,000
US Green Building Council New York Chapter 55 Broad Street 9th Floor New York, NY 10004		PC	General Operating Support	40,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
UJA-Federation of NYPO Box 4227 New York, NY 10261		PC	General Operating Support	1,000
UndocuBlack Network 1001 Connecticut Ave NW Suite 201 Washington, DC 20036		PC	General Operating Support	25,300
UPROSE166A 22nd Street Brooklyn, NY 11232		PC	General Operating Support	35,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
URGE734 15th Street NW Suite 800 Washington, DC 20005		PC	General Operating Support	45,000
Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A No 40A-68 Piso 2 Barrio La Soledad Bogota CO		NC	Rapid Response Grantmaking, Training, Networking and Advocacy	50,000
US Human Rights Network 250 Georgia Avenue Suite 330 Atlanta, GA 30312		PC	General Operating Support	40,000
<b>Total . . . . . ▶ 3a</b>				7,743,466



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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	2,500
West Virginia FREEPO Box 11042 Charleston, WV 25339		PC	General Operating Support	25,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Western New York Environmental Alliance 617 Main Street Suite 300 Buffalo, NY 14203		PC	Youth and Climate Justice Initiative	40,000
Western States CenterPO Box 40305 Portland, OR 972400305		PC	General Operating Support	40,000
Weston Volunteer EMSPO Box 1163 Weston, CT 06883		PC	General Operating Support	2,500
<b>Total . . . . .</b> ▶ <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Whitney Museum of American Art 99 Gansevoort Street New York, NY 10014		PC	Photography Committee	12,344
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Niassa Lion Project	5,000
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	General Operating Support/ Save the Elephants Crisis Fund	40,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Wildlife Conservation Society (WCS) 2300 Southern Blvd Bronx, NY 10460		PC	Security of the Okapi Funeral	12,500
Wildlife Conservation Society (WCS) 2300 Southern Blvd Bronx, NY 10460		PC	Proactively Addressing Emerging Threats to Mesoamericas Forests and Wildlife	100,000
WITNESS80 Hanson Place 5th Floor Brooklyn, NY 11217		PC	General Operating Support - Latin America and the Caribbean	50,000
<b>Total . . . . .</b> ► <b>3a</b>				7,743,466

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<b>a</b> <i>Paid during the year</i>				
Wounded Warrior Project Inc 4899 Belfort Road Suite 300 Jacksonville, FL 32256		PC	General Operating Support	1,000
Ya'axche Conservation Trust 20A George Price Street Punta Gorda Town BH		NC	Maya Mountain North Forest Reserve, Belize	40,000
Young Women United309 Gold Ave SW Albuquerque, NM 87102		PC	General Operating Support	30,000
<b>Total . . . . . ▶ 3a</b>				7,743,466

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Youth First Initiative 1201 Connecticut Avenue NW Ste 300 Washington, DC 20036		PC	General Operating Support	25,000
<b>Total</b> . . . . . ► <b>3a</b>				7,743,466

**TY 2018 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	36,000	27,000		8,750

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

# **TY 2018 Depreciation Schedule**

**Name:** THE OVERBROOK FOUNDATION

**EIN:** 13-6088860

**Depreciation Schedule**

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 000000000000	0	0		
FURNITURE & FIXTURES	2014-12-31	88,413	23,858	200DB	7 000000000000	8,420	0		
LEASEHOLD IMPROVEMENTS	2006-12-01	274,641	211,269	150DB	15 000000000000	16,204	0		
LEASEHOLD IMPROVEMENTS	2015-04-01	3,390	1,471	200DB		535	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	118,422	31,955	200DB		11,278	0		
FURNITURE & FIXTURES	2015-06-30	88,383	23,849	SL	7 000000000000	8,418	0		
EQUIPMENT	2015-06-30	17,716	6,960	SL	7 000000000000	2,531	0		
LEASEHOLD IMPROVEMENTS	2015-04-01	117,411	50,980	200DB		18,538	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	92,118	24,857	200DB		8,773	0		
CONF ROOM WINDOWS	2016-09-01	11,320	2,516	SL	5 000000000000	1,258	0		
DEPOSIT ON AV EQUIPMENT	2018-12-31	30,749		SL	7 000000000000	0	0		



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

# **TY 2018 Expenditure Responsibility Statement**

**Name:** THE OVERBROOK FOUNDATION

**EIN:** 13-6088860

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Asociacion de Comunidades Forestales de Peten - ACOFOP	Tercera avenida cuarta calle zona 2 Santa Elena GT	2018-06-14	40,000	Mayan Biosphere Reserve, Guatemala	40,000	To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports Grantee in compliance		No independent verification is required at this time
Urgent Action Fund of Latin America for Women's Human Rights	Carrera 27A No 40A-68 Piso 2 Barrio La Soledad Bogota CO	2018-06-14	50,000	Rapid Response Grantmaking, Training, Networking and Advocacy	50,000	To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports Grantee in compliance		No independent verification is required at this time
Ya'axch Conservation Trust	20A George Price Street Punta Gorda BH	2018-02-27	40,000	Bladen Nature Reserve, Belize	40,000	To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports Grantee in compliance		No independent verification is required at this time

**TY 2018 Investments Corporate Stock Schedule**

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

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	816,606	816,606
ADIENT plc	75,300	75,300
ADOBE SYS INC	1,294,093	1,294,093
AECOM TECH CORP DEL COM	92,750	92,750
AIRBUS GROUP SE	3,330,489	3,330,489
ALIBABA	1,141,793	1,141,793
ALPHABET INC CL A	1,234,098	1,234,098
ALPHABET INC CL C	2,534,138	2,534,138
AMAZON COM INC	443,081	443,081
APPLIED MINERALS INC	31,639	31,639
AUTOMATIC DATA PROCESSING INC	549,393	549,393
BECTON DICKINSON & CO	588,085	588,085
BOOKING HOLDINGS INC	639,018	639,018
BROWN ADVISORY SUSTAINABLE GROWTH FD INST SHS	8,822,963	8,822,963
BURLINGTON STORES INC	379,021	379,021
CANADIAN PAC RY LTD COM	463,588	463,588
CASA SYSTEMS, INC.	2,468,584	2,468,584
CEDAR FAIR L P DEPOSITRY UNIT	1,509,438	1,509,438
CITIGROUP INC	4,990,055	4,990,055
CONSTELLIUM NV CL A	298,026	298,026
D R HORTON INC COM	1,819,650	1,819,650
DARLING INGREDIENTS INC COM	4,512,685	4,512,685
ECN CAPITAL CORP	604,847	604,847
FACEBOOK INC CL A	1,861,085	1,861,085
FEDEX CORPORATION	2,226,354	2,226,354
FMC CORP	2,708,489	2,708,489
FORD MOTOR COMPANY	1,185,750	1,185,750
FULLER & THALER BEHAVIORAL SMALL-CAP EQUITY FUND-Institutional	6,014,636	6,014,636
GENERAL MTRS CO COM	3,194,475	3,194,475
GILDAN ACTIVEWEAR INC COM	1,709,177	1,709,177

## Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP INC	2,505,750	2,505,750
GREENCORE GROUP PLC	92,859	92,859
GRIFFIN MINING LIMITED	2,149,695	2,149,695
INTUIT COM	635,826	635,826
JACKPOTJOY PLC	1,259,916	1,259,916
JPMORGAN CHASE & CO	3,026,220	3,026,220
LEIDOS HLDGS INC COM	715,410	715,410
LENNAR CORP CL A	1,769,580	1,769,580
LENNAR CORP COM Class B	28,322	28,322
MICROSOFT CORP	1,516,440	1,516,440
MONSTER BEVERAGE CORP NEW COM	677,267	677,267
MSCI INC CL A	698,818	698,818
NORTHSTAR REALTY EUROPE C	1,738,228	1,738,228
PAYPAL HOLDINGS, INC.	763,537	763,537
PULTE HOMES INC COM	584,775	584,775
QUANTA SVCS INC COM	307,020	307,020
REGENERON PHARMACEUTICALS COM	552,780	552,780
ROYAL CARIBBEAN CRUISES LTD COM	405,829	405,829
RYMAN HOSPITALITY PROPERTIES	1,435,436	1,435,436
SCHWAB CHARLES CP NEW COM	333,901	333,901
SPX CORPORATION	1,979,943	1,979,943
SUNOPTA INC	583,751	583,751
TAYLOR MORRISION HOME CORPORATION	477,000	477,000
TENCENT HLDGS LTD ADR	1,160,418	1,160,418
TENCENT HOLDINGS LTD - HKD	733,943	733,943
THERMO FISHER SCIENTIFIC INC	570,665	570,665
T-MOBILE US INC	2,102,947	2,102,947
TOLL BROTHERS INC COM	889,110	889,110
TORONTO DOMINION BK ONT COM NEW	269,980	269,980
TRI POINTE GROUP INC COM	136,625	136,625

## Investments Corporation Stock Schedule

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
UNIVAR INC.	308,144	308,144
VISA INC COM CL A	1,325,997	1,325,997
VOLKSWAGEN AG	397,230	397,230
WHIRLPOOL CORP COM	908,395	908,395
ZOETIS INC	787,824	787,824

**TY 2018 Investments - Other Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	FMV	115,737	115,737
CONSONANCE CAPITAL INVESTORS LTD	FMV	4,153,303	4,153,303
DELTEC SPECIAL SITUATIONS PARTNERS, LP	FMV	2,515,312	2,515,312
DNP HEALTH INC. FORMERLY DNP INC SER F PFD	FMV	10,925	10,925
DUNE REAL ESTATE PARALLEL FUND LP	FMV	108,804	108,804
EMERALD CREEK CAPITAL FUND IV, LLC-CAYMAN	FMV	4,508,251	4,508,251
EMERALD CREEK CAPITAL FUND V, LLC-CAYMAN	FMV	1,030,408	1,030,408
EMERGING EUROPE GROWTH FUND II, LP	FMV	52,602	52,602
EMERGING EUROPE GROWTH FUND, LP	FMV	332,628	332,628
ENDOWMENT VENTURE PARTNERS V, LP	FMV	50,934	50,934
ENLIGHTENMENT CAPITAL SOLUTIONS FUND II, L.P.	FMV	1,557,259	1,557,259
ENLIGHTENMENT CAPITAL SOLUTIONS FUND III, L.P.	FMV	70,063	70,063
GS CAPITAL PARTNERS V INSTITUTIONAL	FMV	28,955	28,955
GS CAPITAL PARTNERS VI PARALLEL, LP	FMV	224,204	224,204
GS VINTAGE FUND III OFFSHORE LP	FMV	43,090	43,090
GS VINTAGE FUND V OFFSHORE, LP	FMV	251,704	251,704
NEW VERNON INDIA (CAYMAN) FUND	FMV	295,396	295,396
NITORUM OFFSHORE FUND, LTD.	FMV	2,600,317	2,600,317
GS OFFSHORE MEZZANINE PARTNERS	FMV	58,085	58,085
OVERBROOK OPPORTUNITY FUND II, LP	FMV	9,699,527	9,699,527
OVERBROOK SELECT OFFSHORE FUND LTD CLASS 'C'	FMV	2,963,219	2,963,219
RADIUS VENTURE II	FMV	15,043	15,043
RADIUS VENTURE III	FMV	38,701	38,701
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	FMV	1,320,277	1,320,277
SANDTON CREDIT SOLUTIONS ON-SHORE FUND III	FMV	3,107,356	3,107,356
SANDTON CREDIT SOLUTIONS OFFSHORE IV, LP	FMV	2,518,656	2,518,656
STABILIS FUND III, LP	FMV	2,116,213	2,116,213
STABILIS FUND IV, LP	FMV	1,481,599	1,481,599
STABILIS FUND V, LP	FMV	806,545	806,545
TEMPERLEY HOLDINGS LIMITED	FMV	36,612	36,612

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
THAYER STREET PARTNERS EQUITY OPPORTUNITY FUND, LP	FMV	2,257,232	2,257,232
VWH OFFSHORE FUND, LP	FMV	189,555	189,555

**TY 2018 Land, Etc.  
Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	32,049	32,049	0	
FURNITURE & FIXTURES	88,413	32,278	56,135	
LEASEHOLD IMPROVEMENTS	274,641	227,473	47,168	
LEASEHOLD IMPROVEMENTS	3,390	2,006	1,384	
LEASEHOLD IMPROVEMENTS	118,422	43,233	75,189	
FURNITURE & FIXTURES	88,383	32,267	56,116	
EQUIPMENT	17,716	9,491	8,225	
LEASEHOLD IMPROVEMENTS	117,411	69,518	47,893	
LEASEHOLD IMPROVEMENTS	92,118	33,630	58,488	
CONF ROOM WINDOWS	11,320	3,774	7,546	
DEPOSIT ON AV EQUIPMENT	30,749	0	30,749	

**TY 2018 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	64,981	36,429		28,552



**TY 2018 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	95,831	68,039	68,039
DUE FROM BROKER	220,104	903,999	903,999
SECURITY DEPOSIT	70,198	70,198	70,198

**TY 2018 Other Decreases Schedule**

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

Description	Amount
CHANGE IN UNREALIZED APPRECIATION (NET OF DEFERRED TAXES)	34,721,741

**TY 2018 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	80,343	0		82,280

**TY 2018 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	3,497	3,497	3,497
OTHER INVESTMENT INCOME	31,155	31,155	31,155
PARTNERSHIP INCOME	-688,510	-242,802	-688,510

**TY 2018 Other Liabilities Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED RENT	134,726	126,699
DEFERRED FEDERAL EXCISE TAX	694,670	0
SECURITY DEPOSIT PAYABLE	30,600	30,600

**TY 2018 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	1,216,866	1,216,866		0
GREENHAVEN ASSOCIATES - INV ADVISORY	312,327	312,327		0
JP MORGAN - CUSTODY	28,155	28,155		0
THOUGHT MACHINE - IT CONSULTANT	15,000	0		15,000
DELTEC SPECIAL SITUATIONS - INV	3,518	3,518		0
OVERBROOK OPPORTUNITY FUND II - INV	456	456		0
ENDOWMENT VENTURE PARTNERS V - INV	534	534		0
COMMONFUND GLOBAL DISTRESSED - INV	2,404	2,404		0
GS CAPITAL PARTNERS VI PARALLEL - INV	3,985	3,985		0
NEPC LLC	119,235	119,235		0
DSM CAPITAL - INV	141,004	141,004		0
STABILIS FUND IV - INV	0	0		0
STABILIS FUND V, LP - INV	0	0		0
THAYER ST PARTNERS EQUITY OPP FUND - INV	0	0		0
TS SYMPHONY - INV	0	0		0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ENLIGHTENMENT CAP SOLUTIONS FD II LP - INV	0	0		0
STABILIS FUND III - INV	55,303	55,303		0
CEDAR FAIR MLP	1,979	1,979		0
L + M WORKFORCE HOUSING FUND	32,253	32,253		0

**TY 2018 Taxes Schedule****Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	34,280	34,280		0
FILING FEES	1,684	0		1,684
FEDERAL EXCISE & UBIT TAXES	188,175	0		0