

Return of Private Foundation

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

2017

Open to Public Inspection

Form **990-PF**

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning _____, and ending _____

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	Room/suite 565	B Telephone number 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: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ... <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ... <input type="checkbox"/>
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) \$ 174,717,193.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ... <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,356,532.	2,373,982.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,756,014.			
	b Gross sales price for all assets on line 6a	63,718,853.			
	7 Capital gain net income (from Part IV, line 2)		16,716,117.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-347,298.	55,373.		Statement 2	
12 Total. Add lines 1 through 11	18,765,248.	19,145,472.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	648,159.	235,652.		402,201.
	14 Other employee salaries and wages	511,951.	8,285.		503,666.
	15 Pension plans, employee benefits	316,804.	39,349.		277,704.
	16a Legal fees Stmt 3	42,168.	14,859.		27,309.
	b Accounting fees Stmt 4	33,000.	24,750.		8,250.
	c Other professional fees Stmt 5	2,590,437.	2,549,450.		40,987.
	17 Interest	23,867.	23,867.		0.
	18 Taxes Stmt 6	321,271.	158,816.		1,527.
	19 Depreciation and depletion	75,983.	0.		
	20 Occupancy	226,541.	22,654.		204,082.
	21 Travel, conferences, and meetings	68,790.	0.		68,790.
	22 Printing and publications				
	23 Other expenses Stmt 7	75,897.	0.		75,999.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,934,868.	3,077,682.		1,610,515.
	25 Contributions, gifts, grants paid	7,410,042.			7,972,542.
26 Total expenses and disbursements. Add lines 24 and 25	12,344,910.	3,077,682.		9,583,057.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	6,420,338.				
b Net investment income (if negative, enter -0-)		16,067,790.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	12,398,755.	8,273,719.	8,273,719.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	241,241.	177,957.	177,957.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	94,006,197.	115,112,423.	115,112,423.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	47,465,870.	50,332,861.	50,332,861.	
14 Land, buildings, and equipment: basis Stmt 11	843,863.			
Less: accumulated depreciation Stmt 11	409,763.	510,083.	434,100.	
15 Other assets (describe Statement 12)	387,930.	386,133.	386,133.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	155,010,076.	174,717,193.	174,717,193.	
Liabilities	17 Accounts payable and accrued expenses	160,072.	348,453.	
	18 Grants payable	1,667,500.	1,105,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe Statement 13)	593,351.	859,996.	
23 Total liabilities (add lines 17 through 22)	2,420,923.	2,313,449.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted	152,589,153.	172,403,744.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	152,589,153.	172,403,744.		
31 Total liabilities and net assets/fund balances	155,010,076.	174,717,193.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	152,589,153.
2 Enter amount from Part I, line 27a	2	6,420,338.
3 Other increases not included in line 2 (itemize) See Statement 8	3	13,394,253.
4 Add lines 1, 2, and 3	4	172,403,744.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	172,403,744.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statement			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 63,718,853.		47,002,736.	16,716,117.

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			16,716,117.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	16,716,117.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	7,804,200.	148,461,768.	.052567
2015	8,563,584.	162,761,022.	.052614
2014	7,972,378.	179,422,974.	.044433
2013	6,812,900.	150,364,394.	.045309
2012	7,215,975.	134,211,534.	.053766

2 Total of line 1, column (d)	2	.248689
3 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	3	.049738
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	164,951,428.
5 Multiply line 4 by line 3	5	8,204,354.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	160,678.
7 Add lines 5 and 6	7	8,365,032.
8 Enter qualifying distributions from Part XII, line 4	8	9,583,057.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	160,678.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	160,678.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	160,678.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	203,841.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	253,841.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	93,163.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 93,163. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> <u>NY</u>		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of The Organization Telephone no. 212-603-9996
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here
16 At any time during calendar year 2017, 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?

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.

1a During the year, did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2017 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2017?

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

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(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	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	X
	Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? See Statement 17	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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 Statement 16		648,159.	102,932.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL KATZ - C/O ORGANIZATION 60 E 42ND ST, NEW YORK, NY 10165	SENIOR PROGRAM DIRECTOR 40.00	239,811.	65,613.	0.
NIKOLE LAVELLE - C/O ORGANIZATION 60 E 42ND ST, NEW YORK, NY 10165	GRANT'S MANAGER 40.00	82,850.	22,293.	0.
SARAH ABELOW - C/O ORGANIZATION 60 E 42ND ST, NEW YORK, NY 10165	PROGRAM OFFICER 40.00	79,575.	23,186.	0.
BENJAMIN JONES - C/O ORGANIZATION 60 E 42ND ST, NEW YORK, NY 10165	PROGRAM ASSOCIATE 40.00	50,695.	13,950.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET, NEW YORK, NY 10168	INVESTMENT MANAGEMENT	114,778.
GREENHAVEN ASSOCIATES INC 3 MANHATTANVILLE ROAD, PURCHASE, NY 10577	INVESTMENT MANAGEMENT	440,175.
THAYER STREET PARTNERS EQUITY OPPORTUNITY FUND 667 MADISON AVENUE, NEW YORK, NY 10065	INVESTMENT MANAGEMENT	228,046.
DSM CAPITAL PARTNERS - 7111 FAIRWAY DRIVE, PALM BEACH GARDENS, FL 33418	INVESTMENT MANAGEMENT	126,483.
NEPC LLC 255 STATE STREET, BOSTON, MA 02109	INVESTMENT CONSULTING	126,125.
Total number of others receiving over \$50,000 for professional services		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	154,664,291.
b	Average of monthly cash balances	1b	12,412,056.
c	Fair market value of all other assets	1c	387,032.
d	Total (add lines 1a, b, and c)	1d	167,463,379.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	167,463,379.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,511,951.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,951,428.
6	Minimum investment return. Enter 5% of line 5	6	8,247,571.

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

1	Minimum investment return from Part X, line 6	1	8,247,571.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	160,678.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	160,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,086,893.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,086,893.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,086,893.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,583,057.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	9,583,057.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	160,678.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,422,379.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				8,086,893.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	825,575.			
b From 2013				
c From 2014				
d From 2015	478,742.			
e From 2016	381,112.			
f Total of lines 3a through e	1,685,429.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	9,583,057.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				8,086,893.
e Remaining amount distributed out of corpus	1,496,164.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,181,593.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 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.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	825,575.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,356,018.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015	478,742.			
d Excess from 2016	381,112.			
e Excess from 2017	1,496,164.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2017, (b) 2016, (c) 2015, (d) 2014, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
Name and address (home or business)				
a Paid during the year				
350.org 20 Jay Street, Suite 732 Brooklyn, NY 11201		PC	General Operating Support	40,000.
Abingdon Square Conservancy 302A W. 12th St, #113 New York, NY 10014		PC	General Operating Support	1,000.
Advocates for Youth 1325 G Street NW, Suite 980 Washington, DC 20005		PC	General Operating Support	20,000.
Alaska Wilderness League 122 C St NW Suite 240 Washington, DC 20001		PC	Speaker Honorarium	500.
Alaska Wilderness League 122 C St NW Suite 240 Washington, DC 20001		PC	General Operating Support	30,000.
Total	See continuation sheet(s)			7,972,542.
b Approved for future payment				
Amazon Watch 2201 Broadway, Suite 508 Oakland, CA 94612		PC	Protecting the Sacred Headwaters of the Amazon Basin	50,000.
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400		PC	General Operating Support	10,000.
Brennan Center for Justice 120 Broadway Suite 1750 New York, NY 10271		PC	Money in Politics	100,000.
Total	See continuation sheet(s)			1,105,000.

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

Table with columns for Yes/No and rows for various transactions (1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, etc.)

Table with columns (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content is N/A.

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 [X] No

Table with columns (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content is N/A.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Kevin Sunkel, Title: PRES / CEO

Paid Preparer Use Only Print/Type preparer's name: Kevin Sunkel, Preparer's signature, Date, Check [] if self-employed, 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

THE OVERBROOK FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P		
b PASS THROUGH FROM HEDGE FUNDS	P		
c PASS THROUGH FROM VENTURE CAPITAL FUNDS	P		
d PASS THROUGH FROM REAL ESTATE PARTNERSHIPS	P		
e PASS THROUGH FROM PRIVATE EQUITY	P		
f PASS THROUGH FROM MLPS	P		
g FOREIGN CURRENCY	P		
h SUBJECT TO UBIT	P		
i Capital Gains Dividends			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 53,640,076.		46,948,220.	6,691,856.
b 631,524.			631,524.
c 85,364.			85,364.
d		14,517.	-14,517.
e 8,862,868.			8,862,868.
f 701.			701.
g		102.	-102.
h		39,897.	-39,897.
i 498,320.			498,320.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,691,856.
b			631,524.
c			85,364.
d			-14,517.
e			8,862,868.
f			701.
g			-102.
h			-39,897.
i			498,320.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	16,716,117.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Ali Forney Center 224 West 35th Street, 15th Floor New York, NY 10001		PC	General Operating Support	500.
ALIGN 50 Broadway, 29th Floor New York, NY 10004		PC	Transform Don't Trash-NYC	30,000.
Alliance for Climate Education (ACE) 4696 Broadway, Suite 2 Boulder, CO 80304		PC	General Operating Support	65,000.
Alzheimer's Association National Office 225 N. Michigan Ave., Fl. 17 Chicago, IL 60601		PC	In honor of John L. Rynn	250.
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203		PC	Linking Human Rights and Environmental Protection in the Colombian Amazon	35,000.
Amazon Conservation Team 4211 N. Fairfax Drive Arlington, VA 22203		PC	General Operating Support	954.
Amazon Watch 2201 Broadway, Suite 508 Oakland, CA 94612		PC	Protecting the Sacred Headwaters of the Amazon Basin	50,000.
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004-2400		PC	General Operating Support	11,000.
American Constitution Society for Law and Policy 1333 H Street, NW, 11th Floor Washington, DC 20005		PC	Lawyers United	30,000.
American Jewish World Service (AJWS) 45 West 36th Street, 11th Floor New York, NY 10018		PC	Promoting Human Rights for Marginalized People in Mesoamerica, with a Special Focus on Human Rights	70,000.
Total from continuation sheets				7,881,042.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Ancramdale Neighbors Helping Neighbors Association P.O. Box 97 Ancramdale, NY 12503		PC	General Operating Support	1,000.
Antarctic and Southern Ocean Coalition 1320 19th Street, NW, 5th Floor Washington, DC 20036		PC	Antarctic Oceans Alliance	15,000.
Antarctic and Southern Ocean Coalition 1320 19th Street, NW, 5th Floor Washington, DC 20036		PC	General Operating Support	15,000.
As You Sow Foundation 1611 Telegraph Ave, Suite 1450 Oakland, CA 94612		PC	Ocean Plastics, Consumer Packaging, and E-Waste Recycling	35,000.
Atlas DIY 462 36th St, #PHB Brooklyn, NY 11232		PC	Speaker Honorarium	500.
Ballet Hispanico 167 West 89th Street New York, NY 10024-1901		PC	General Operating Support	2,000.
Biodiversity Funders Group PO Box 29361, Building 1013, The Presidio San Francisco, CA 94129		PC	Environmental Defenders Fund	81,000.
Biodiversity Funders Group PO Box 29361, Building 1013, The Presidio San Francisco, CA 94129		PC	2017 Membership	4,550.
Borealis Philanthropy PO Box 3295 Minneapolis, MN 55403		PC	Transforming Movements Fund	75,000.
Bottomless Closet 16 East 52nd Street, 15th Floor New York, NY 10022		PC	General Operating Support	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Brennan Center for Justice 120 Broadway Suite 1750 New York, NY 10271		PC	Money in Politics	100,000.
Brennan Center for Justice 120 Broadway Suite 1750 New York, NY 10271		PC	Speaker Honorarium	500.
Brookline Community Foundation 40 Webster Place Brookline, MA 02445		PC	General Operating Support	5,000.
Brooklyn Community Bail Fund 195 Montague Street 14th Floor Brooklyn, NY 11201		PC	General Operating Support	500.
Building Equity & Alignment Initiative 23532 Calabasas Road, Suite A Calabasas, CA 91302		PC	General Operating Support	210,000.
Cathedral School of St. John the Divine 1047 Amsterdam Avenue New York, NY 10025		PC	Annual Fund	4,000.
Catskill Mountainkeeper Inc. PO Box 1000 Livingston Manor, NY 12758		PC	Extreme Energy Extraction Collaborative (E3C)	25,000.
Center for Family Justice 753 Fairfield Avenue Bridgeport, CT 06604		PC	Annual Appeal	5,000.
Center for Investigative Reporting 1400 65th Street, Suite 200 Emeryville, CA 94608		PC	General Operating Support	260.
Center for Justice and International Law 1630 Connecticut Avenue NW Suite 401 Washington, DC 20009		PC	General Operating Support	40,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Center for Popular Democracy 449 Troutman Street, Suite A Brooklyn, NY 11237		PC	Maria Fund Donation	250.
Centro Laboral de Graton P.O. Box 42 Graton, CA 95444		PC	General Operating Support	295.
Churchill School and Center 301 East 29th Street New York, NY 10016		PC	Annual Fund	5,000.
City Light Academy 50 Duck Pond Place Wilton, CT 06897		PC	Purchase of a New Facility	12,500.
City Lore, Inc. 56 East First Street New York, NY 10003		PC	Ric Burns' documentary project on Oliver Sacks	25,000.
Clean Water Fund 1444 Street NW, Suite 400 Washington, DC 20005		PC	ReThink Disposable Project Support	15,000.
Climate Justice Alliance Our Power Campaign 436 14th St, 5th Fl Oakland, CA 94612		PC	t.e.j.a.s Harvey Fund	30,000.
Climate Justice Alliance Our Power Campaign 436 14th St, 5th Fl Oakland, CA 94612		PC	General Operating Support	50,000.
COLOR 827 Sherman St. Denver, CO 80203		PC	General Operating Support	25,000.
Coming Clean, Inc. 28 Vernon Street, Suite 434 Brattleboro, VT 05301		PC	Campaign for Healthier Solutions	35,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Committee to Protect Journalists 330 Seventh Avenue, 11th Floor New York, NY 10001		PC	Press Freedom in the Americas	25,000.
Community Funds, Inc 909 Third Avenue New York, NY 10022		PC	2017 Funding	1,674,033.
Community Funds, Inc 909 Third Avenue New York, NY 10022		PC	Initial Funding for 2018	500,000.
Confluence Philanthropy 475 Riverside Dr., Suite 900 New York, NY 10115		PC	Associate Investor Membership 2018	1,000.
Coral Reef Alliance 1330 Broadway, Suite 1602 Oakland, CA 94612		PC	Work in Honduras, excluding the water treatment project	36,784.
Corporate Accountability International 10 Milk Street, Suite 610 Boston, MA 02108		PC	Real Food Media Project	20,000.
Democracy Initiative Education Fund 805 15th Street, NW Suite 800 Washington, DC 20005		PC	General Operating Support	50,000.
Democracy Now! 207 W. 25th St., Floor 11 New York, NY 10001		PC	General Operating Support	500.
Demos: A Network for Ideas & Action 80 Broad Street, 4th Flr New York, NY 10004		PC	Inclusive Democracy Partnership	100,000.
Demos: A Network for Ideas & Action 80 Broad Street, 4th Flr New York, NY 10004		PC	Speaker Honorarium	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Disability Rights International 1666 Connecticut Ave. NW, Suite 325 Washington, DC 20009		PC	Protecting Undocumented Children and Adults with Disabilities From Deportation to Mexico	30,000.
Dogwood Alliance P.O. Box 7645 Asheville, NC 28802		PC	Paper Campaign	25,000.
DRUM - Desis Rising Up and Moving 72-18 Roosevelt Avenue 2nd Floor Jackson Heights, NY 11372		PC	General Operating Support	250.
EAGLE US 10 Waterside Plaza, Apt 21A New York, NY 10010		PC	General Operating Support	15,000.
Earthjustice 50 California Street, Suite 500 San Francisco, CA 94111		PC	Speaker Honorarium	500.
EARTHWORKS 1612 K Street NW, Suite 904 Washington, DC 20006		PC	Protecting Ecosystems and Communities from Dirty Mining	35,000.
EDGE Funders Alliance 7111 Dixie Highway, Suite 142 Clarkston, MI 48346		PC	Additional Support for Just Transition Collaborative	50,000.
Env. Massachusetts Research & Policy Cntr 294 Washington St., Ste. 500 Boston, MA 02108		PC	General Operating Support	5,000.
Environmental Defender Law Center 407 W. Koch Street Bozeman, MT 59715		PC	General Operating Support	80,000.
Environmental Grantmakers Association 475 Riverside Drive , Suite 960 New York, NY 10115		PC	EGA Registration	3,200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Environmental Grantmakers Association 475 Riverside Drive , Suite 960 New York, NY 10115		PC	2017 Membership	8,956.
Environmental Investigation Agency P.O. Box 53343 Washington, DC 20009		PC	General Operating Support	55,000.
Environmental Paper Network 1 Haywood Street, Suite 401 Asheville, NC 28801		PC	General Operating Support	25,000.
Environmental Protection Network 3100 Ellicott St., NW Washington, DC 20008		PC	General Operating Support	25,000.
Food System 6 Accelerator 540 Jefferson Avenue, Suite 200 Redwood City, CA 94063		PC	General Operating Support	25,000.
Food Tank 317 N. Royal Street New Orleans, LA 70130		PC	General Operating Support	25,000.
Forward Together 300 Frank Ogawa Plaza, Suite 700 Oakland, CA 94612		PC	General Operating Support	50,250.
Forward Together 300 Frank Ogawa Plaza, Suite 700 Oakland, CA 94612		PC	Stepping Into Power	25,000.
Free Speech For People 48 North Pleasant St. Suite 304 Amherst, MA 01002		PC	General Operating Support	50,000.
Freedom for All Americans Education Fund 1775 Pennsylvania Avenue NW, Suite 350 Washington, DC 20006-4744		PC	Making the Case - Litigation Program Support	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Freedom House Detroit 2630 W. Lafayette Blvd. Detroit, MI 48216-2019		PC	General Operating Support	363.
FRIDA The Young Feminist Fund The Presidio, P.O. Box 29903 San Francisco, CA 94129		PC	General Operating Support	824.
Front Line USA 275 Madison Avenue, Sixth Floor New York, NY 10016		PC	General Operating Support	500.
Front Line USA 275 Madison Avenue, Sixth Floor New York, NY 10016		PC	Protection of Latin American Human Rights Defenders	50,000.
Fund for Global Human Rights 1301 Connecticut Avenue, NW, Suite 400 Washington, DC 20036		PC	Piloting New Protection and Security Interventions for Activists in Honduras	50,000.
Funders for LGBTQ Issues 104 West 29th Street, 4th Floor New York, NY 10001		PC	State Funders Working Group	5,000.
Funders for LGBTQ Issues 104 West 29th Street, 4th Floor New York, NY 10001		PC	Annual 2017 Membership	1,000.
Funders Network on Population, Reproductive Health and Rights P.O. Box 750 Rockville, MD 20848		PC	Rockwood Fellowship for Leaders in Reproductive Health, Rights and Justice	20,000.
Funders Network on Population, Reproductive Health and Rights P.O. Box 750 Rockville, MD 20848		PC	2017 Membership	3,150.
Gay Men's Health Crisis, Inc. 446 West 33rd Street New York, NY 10001-2601		PC	General Operating Support	550.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Girls Incorporated of New York City 120 Wall Street, Suite 1804 New York, NY 10005		PC	General Operating Support	2,757.
Global Alliance for Incinerator Alternatives - GAIA 1958 University Avenue Berkeley, CA 94704		PC	General Operating Support	50,000.
Grassroots Global Justice Alliance 7000 Carroll Ave, Suite 200 Takoma Park, MD 20912		PC	General Operating Support	50,250.
Grassroots Global Justice Alliance 7000 Carroll Ave, Suite 200 Takoma Park, MD 20912		PC	It Takes Roots to Grow, the Resistance Rapid Response	500.
Greater Houston Community Foundation 5120 Woodway Dr., Suite 6000 Houston, TX 77056		PC	Hurricane Harvey Relief Fund	445.
Grist Magazine Inc. 1201 Western Ave, Suite 410 Seattle, WA 98101		PC	General Operating Support	50,000.
Groundswell Fund PO Box 71642 Oakland, CA 94612		PC	General Operating Support	75,500.
Harvard Business School Teele Hall Soldiers Field Boston, MA 02163		PC	Educational Innovation	5,000.
Hetrick-Martin Institute, Inc. 2 Astor Place New York, NY 10003		PC	General Operating Support	500.
Humane Society of the United States 1255 23rd Street, NW, Suite 450 Washington, DC 20037		PC	Wildlife Protection Program	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Immigrant Defense Project 40 W 39th Street, Fifth Floor New York, NY 10018		PC	General Operating Support	857.
In Our Backyards (ioby.org) 540 President Street, 3rd Floor Brooklyn, NY 11215		PC	General Operating Support	50,000.
Indian Law Resource Center 602 North Ewing Street Helena, MT 59601		PC	Protecting Maya Q'eqchi' Land and Resource Rights in Guatemala	35,000.
Innocence Project, Inc. 40 Worth Street, Suite 701 New York, NY 10013		PC	General Operating Support: Uniting Science and Law on Behalf of Justice	40,000.
International Community Foundation 2505 N. Avenue National City, CA 91950		PC	To Cover Administration of Grant to Grupo Ecologico	1,750.
International Community Foundation 2505 N. Avenue National City, CA 91950		PC	Grupo Ecologico Sierra Gorda, I.A.P	25,000.
International Fund for Animal Welfare 290 Summer Street Yarmouth Port, MA 02675-1734		PC	General Operating Support	15,000.
Iraq Veterans Against War P.O. Box 3565 New York, NY 10008		PC	General Operating Support	500.
Jacob Burns Film Center 405 Manville Rd. Pleasantville, NY 10570		PC	Speaker Honorarium	500.
Jews for Racial and Economic Justice 330 Seventh Ave. Suite 1901 New York, NY 10001		PC	General Operating Support	255.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Just Transition Alliance 2810 Camino Del Rio South, Suite 116 San Diego, CA 92108		PC	General Operating Support	30,000.
Just Vision Inc. 1616 P St NW, Suite 340 Washington, DC 20036		PC	General Operating Support	250.
Lambda Legal Defense & Education Fund 120 Wall Street, 19th Floor New York, NY 10005-3904		PC	General Operating Support	3,720.
Lambda Legal Defense & Education Fund 120 Wall Street, 19th Floor New York, NY 10005-3904		PC	Law & Policy Project	60,000.
Legacy Philanthropy Works 521 Santa Barbara Street Santa Barbara, CA 93101		PC	Building Local Capacity for The East Cape's Conservation Future	40,000.
Legal Services for Prisoners with Children 1540 Market Street Suite #490 San Francisco, CA 94102		PC	General Operating Support	25,000.
Lifetime Arts 81 Centre Avenue Suite 307 New Rochelle, NY 10801		PC	General Operating Support	500.
Little Village Environmental Justice Organization 2445 South Spaulding Ave Chicago, IL 60623		PC	Great Lakes Just Transition	20,000.
Marine Conservation Institute 4010 Stone Way North Suite 210 Seattle, WA 98103-8099		PC	Deep Sea Conservation Coalition	100,000.
Martha's Vineyard Museum 59 School St Edgartown, MA 02539		PC	Capital Campaign for the New Campus	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Memorial Sloan-Kettering Cancer Center P.O. Box 5028 Hagerstown, MD 21741-5028		PC	General Operating Support	5,000.
Mongabay Org Corp 37 W Summit Dr Emerald Hills, CA 94062		PC	Mongabay: Latin America	75,000.
Mongabay Org Corp 37 W Summit Dr Emerald Hills, CA 94062		PC	General Operating Support	500.
Nantucket New School 15 Nobadeer Farm Road Nantucket, MA 02554		PC	General Operating Support	500.
National Center for Family Philanthropy 1667 K St NW #550 Washington, DC 20006		PC	2017 Membership	2,400.
National Economic & Social Rights Initiative 90 John Street Suite 308 New York, NY 10038		PC	General Operating Support	50,000.
National Latina Institute for Reproductive Health 50 Broad Street, Suite 1937 New York, NY 10004		PC	General Operating Support	25,000.
National Network of Abortion Funds P.O. Box 170280 Boston, MA 02117		PC	General Operating Support	250.
National Women's Health Network 1413 K Street, NW Fourth Floor Washington, DC 20005		PC	Raising Womens Voices for the Health Care We Need	25,000.
Natural Resources Defense Council 40 West 20th Street 11th Floor New York, NY 10011		PC	Addressing Climate Change, Community Engagement and Plastics	65,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Nature and Culture International 1400 Maiden Lane Del Mar, CA 92014		PC	The Establishment of Municipal Reserves and Exploring Conservation Funding Mechanisms in the Ecuadorian Amazon	40,000.
New Voices Pittsburgh 5907 Penn Avenue, Suite 340 Pittsburgh, PA 15206		PC	General Operating Support	25,000.
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004		PC	General Operating Support	20,000.
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004		PC	Speaker Honorarium	500.
New York Harbor Foundation 10 South Street, Slip 7 New York, NY 10004		PC	Billion Oyster Project	35,000.
New York Public Radio 160 Varick Street, 8th Floor New York, NY 10013		PC	General Operating Support	1,000.
North Star Fund 520 Eighth Avenue, Suite 1800 New York, NY 10018-6656		PC	In Honor of Hugh Hogan	1,000.
North Star Fund 520 Eighth Avenue, Suite 1800 New York, NY 10018-6656		PC	Building a Resilient New York	10,000.
Not An Alternative, Inc. 67 West Street Brooklyn, NY 11222		PC	The Natural History Museum	50,000.
OLE Education Fund 411 Bellamah Ave. NW Albuquerque, NM 87102		PC	New Mexico Inclusive Democracy Project/Democracy Dollars	30,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Peace Brigades International - USA P.O. Box 75880 Washington, DC 20013		PC	Providing Protective Accompaniment Support to Human Rights Defenders in Latin America	35,000.
Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612		PC	Toledo Institute of Development and Environment	105,000.
Philanthropy New York 1500 Broadway, 7th Floor New York, NY 10036		PC	Membership 7.1.17 - 6.30.18	11,050.
Pines Care Center 577 Coast Guard Walk, PO Box 5333 Fire Island, Pines , NY 11782		PC	General Operating Support	500.
Piper Fund 15 Research Dr., Suite B Amherst, MA 01002		PC	Piper Fund's Collaborative Communications Initiative	75,000.
Piper Fund 15 Research Dr., Suite B Amherst, MA 01002		PC	General Operating Support	50,000.
Plastic Solutions Fund 6 West 48th Street, 10th Floor New York, NY 10036		PC	General Operating Support	300,000.
Political Research Associates 1310 Broadway, Suite 201 Somerville, MA 02144		PC	General Operating Support	25,000.
Pomona Impact 2678 NW 23rd Way Boca Raton, FL 33431		PC	Central American Innovation in Agriculture Program	50,000.
Pomona Impact 2678 NW 23rd Way Boca Raton, FL 33431		PC	Central American Acceleration Programs: 1) Innovation in Agriculture for NGOs; 2) Innovation in	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Power Shift Network 1875 Connecticut Avenue, NW, 10th Floor Washington, DC 20009		PC	From Frontlines to Power	20,000.
Proteus Fund, Inc. 15 Research Drive, Suite B Amherst, MA 01002		PC	Security & Rights Collaborative	50,000.
Proteus Fund, Inc. 15 Research Drive, Suite B Amherst, MA 01002		PC	Religious Liberties & Exemptions Collaborative	100,000.
Proteus Fund, Inc. 15 Research Drive, Suite B Amherst, MA 01002		PC	International Human Rights Fund 2017 Membership	1,500.
Puente Human Rights Movement PO Box 21837 Phoenix, AZ 85036		PC	General Operating Support	250.
Rainforest Action Network 425 Bush St, Ste 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	Sustainable Management of the Ramon Nut for Biodiversity Conservation and Landscape Recovery in	70,000.
Ready for Reading PO Box 270 Old Greenwich, CT 06870		PC	General Operating Support	2,500.
Root Capital 130 Bishop Allen Drive, 2nd Floor Cambridge, MA 02140		PC	Increasing the Resilience of Smallholder Farmers in the Western Highlands of Guatemala	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAGE 305 7th Avenue, 15th Floor New York, NY 10001		PC	General Operating Support	1,000.
Solar One 37 West 26th Street, Suite 209 New York, NY 10010		PC	General Operating Support	1,000.
Solidaire 15 Research Drive, #B Amherst, MA 01002		PC	Rapid Response Aligned Giving Portal	45,000.
Soul Fire Farm 1972 NY HWY 2 Petersburg, NY 12138		PC	General Operating Support	575.
Southerners On New Ground PO Box 11250 Atlanta, GA 30310		PC	Support the Work of Queer & Tran Liberation	250.
Spence School 22 East 91st Street New York, NY 10128-0657		PC	General Operating Support	2,500.
St. Stephen's School 15 Gramercy Park South New York, NY 10003		PC	General Operating Support	2,557.
Stand 1 Haight Street San Francisco, CA 94102		PC	General Operating Support	50,000.
Syrian American Medical Society Foundation P.O. Box 34115 Washington, DC 20043		PC	Most Needed	885.
Temple Israel 14 Coleytown Road Westport, CT 06880		PC	In Memory of Frances Kross Narins	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Texas Organizing Project Education Fund 2404 Caroline St. Houston, TX 77004		PC	Harvey Community Relief Fund	250.
The Foundation Center 32 Old Slip, 24th Floor New York, NY 10005		PC	Access Toolkit & Membership Grant	5,000.
The Manhattan Country School 150 W. 85th Street New York, NY 10024		PC	For the Gus and Marty Trowbrige Forum. In Honor of Gus Trowbridge	10,000.
The Miami Foundation 40 NW 3rd Street Suite, 305 Miami, FL 33128		PC	Irma Community Recovery Fund	250.
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 School 79 5th Ave, 16th floor New York, NY 10003		PC	Design Waste and Justice Conference: Exploring Pathways for a Circular Economy, Zero Waste and Justice	10,000.
The Ocean Foundation 1320 19th St, NW, 5th Floor Washington, DC 20036		PC	Deep Sea Mining Campaign	15,000.
The Osborne Association 809 Westchester Ave. Bronx, NY 10455		PC	General Operating Support	1,000.
The Pines Foundation PO Box 5305 Fire Island Pines, NY 11782		PC	Seashore Defense Fund	1,000.
The PopTech Institute P.O. Box 1405 Camden, ME 04843		PC	The PopTech Fund for Social Good	1,600.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
The Praxis Project 1001 Connecticut Ave., NW, Ste. 201 Washington, DC 20036		PC	UndocuBlack Network	750.
The Story of Stuff Project 1442A Walnut Street, #272 Berkeley, CA 94709		PC	General Operating Support	50,000.
The Tides Foundation P.O. Box 29903 San Francisco, CA 94129-0903		PC	Freedom to Marry Global Fund - Speaker Honorarium	500.
University of OK Women's & Gender Studies Program Center for Social Justice 731 Elm Avenue, Robertson Hall 103 Norman, OK 73019		PC	Take Root: Red State Perspectives on Reproductive Justice 2017 Conference	10,000.
The Wildfire Project 325 Hancock St. Apt 4 Brooklyn, NY 11216		PC	General Operating Support	45,000.
Third Wave Fund PO Box 1159 Brooklyn, NY 11238		PC	General Operating Support	70,772.
Transgender Law Center PO Box 70976 Oakland, CA 94612-0976		PC	General Operating Support	30,500.
U.S. Green Building Council New York Chapter 55 Broad Street, 9th Floor New York, NY 10004		PC	General Operating Support	40,000.
UPROSE 166A 22nd Street Brooklyn, NY 11232		PC	General Operating Support	35,000.
URGE 734 15th Street NW, Suite 800 Washington, DC 20005		PC	General Operating Support	40,250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Urgent Action Fund 660 13th St., Ste. 200 Oakland, CA 94612		PC	The Resist and Reclaim Fund	50,000.
US Human Rights Network 250 Georgia Avenue, Suite 330 Atlanta, GA 30312		PC	General Operating Support	50,000.
Washington University One Brookings Drive St. Louis, MO 63130		PC	General Operating Support	2,500.
Western New York Environmental Alliance 617 Main Street, Ste. 300 Buffalo, NY 14203		PC	Youth & Climate Justice Initiative	40,000.
Western States Center P.O. Box 40305 Portland, OR 97240-0305		PC	General Operating Support- \$40,000 & Exec. Transition Support \$5,000)	45,000.
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Save the Elephants (\$7,500) and the Okapi Conservation Project (7500)	15,000.
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Proactively Addressing Emerging Threats to Mesoamerica's Forests and Wildlife	82,500.
Wildlife Conservation Society (WCS) 2300 Southern Boulevard Bronx, NY 10460		PC	Okapi Faunal Reserve in the Democratic Republic of Congo	20,000.
William Marsh Rice University P.O. Box 1892 Houston, TX 77251-1892		PC	General Operating Support	2,500.
WITNESS 80 Hanson Place, 5th Floor Brooklyn, NY 11217		PC	General Operating Support - Latin America and the Caribbean	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Young Women United 309 Gold Ave. SW Albuquerque, NM 87102		PC	General Operating Support	25,000.
Youth Represent 11 Park Pl Suite 1512 New York, NY 10007		PC	2017 Matching Gift Campaign	1,000.
Asociacion de Comunidades Forestales de Peten - ACOFOP Tercera Avenida Cuarta Calle Zona 2 Santa Elena, GUATEMALA 17029		NC	Promoting the development of an innovative community forest model for Biodiversity	40,000.
Foundation for Ecodevelopment and Conservation - FUNDAECO 25 Calle 2-39 Zona 1 Guatemala, GUATEMALA		NC	Community participation in the protection of the Lechugal and Mirador National Park	40,000.
Greenpeace Fund 702 H Street NW, Suite 300 Washington, DC 20001		PC	Ocean plastics work	20,000.
Just Associates, Inc. 2040 S Street NW, 3rd floor Washington, DC 20009		PC	Mesoamerican WHRD Initiative, Honduran WHRD Network & JASS in Honduras	40,000.
Meso-American Reef Fund 22 Avenida 0-59, Zona 15, Vista Hermosa II Guatemala, GUATEMALA 1015		PC	General Operating Support	45,000.
Represent.US Education Fund PO Box 60008 Florence, MA 01062		PC	General Operating Support	95,000.
Unit for Protection of Human Rights Defenders - Guatemala Iera Calle 7-45 Zona 1 Guatemala City, GUATEMALA		NC	Empowering Human Rights Defenders to manage their security and protection	25,000.
Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A 40A-68 Piso Bogota, COLOMBIA 111311		NC	Integral Approach to supporting WHRDs: Rapid Response Grantmaking, Training, Networking & Advocacy	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Ya'axche Conservation Trust 20A George Price Street, PO Box 177 Punta Gorda, BELIZE		NC	Improving protected areas management through innovative technology for long-term biodiversity	35,000.
Foundation of FirstHelth PO Box 3000 Pinehurst, NC 28374		PC	General Operating Support	2,500.
Groundswell 1156 15th St. NW, Suite 840 Washington, DC 20005		PC	General Operating Support	40,000.
JustLeadershipUSA 1900 Lexington Avenue New York, NY 10035		PC	General Operating Support	40,000.
National Advocates for Pregnant Women 875 6th Avenue, Suite 1807 New York, NY 10001		PC	General Operating Support	60,000.
Solitary Watch 123 7th Avenue, #166 Brooklyn, NY 11215		PC	General Operating Support	30,000.
Walnut Hill HS Alumni Foundation 3250 Victory Parkway Cincinnati, OH 45207		PC	General Operating Support	1,000.
Wildlife Conservation Network 209 Mississippi Street San Francisco, CA 94107		PC	Elephant Crisis Fund	25,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Center for Justice and International Law 1630 Connecticut Avenue NW Suite 401 Washington, DC 20009		PC	General Operating Support	40,000.
Environmental Defender Law Center 407 W. Koch Street Bozeman, MT 59715		PC	General Operating Support	30,000.
Forward Together 300 Frank Ogawa Plaza, Suite 700 Oakland, CA 94612		PC	General Operating Support	50,000.
Groundswell 1156 15th St. NW, Suite 840 Washington, DC 20005		PC	General Operating Support	40,000.
JustLeadershipUSA 1900 Lexington Avenue New York, NY 10035		PC	General Operating Support	40,000.
Lambda Legal Defense & Education Fund 120 Wall Street, 19th Floor New York, NY 10005-3904		PC	Law & Policy Project	120,000.
National Advocates for Pregnant Women 875 6th Avenue, Suite 1807 New York, NY 10001		PC	General Operating Support	120,000.
National Asian Pacific American Women's Forum 1735 Caton Avenue 7C Brooklyn, NY 11226		PC	General Operating Support	40,000.
Natural Resources Defense Council 40 West 20th Street 11th Floor New York, NY 10011		PC	Addressing Climate Change, Community Engagement and Plastics	65,000.
New York Civil Liberties Union Foundation 125 Broad Street, 19th Floor New York, NY 10004		PC	General Operating Support	20,000.
Total from continuation sheets				945,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Pomona Impact 2678 NW 23rd Way Boca Raton, FL 33431		PC	Central American Innovation in Agriculture Program	50,000.
The New Press 120 Wall Street, 31st Floor New York, NY 10005		PC	Support for The New Press "Fearless Books in Perilous Times" Series	60,000.
URGE 734 15th Street NW, Suite 800 Washington, DC 20005		PC	General Operating Support	80,000.
Western States Center P.O. Box 40305 Portland, OR 97240-0305		PC	General Operating Support	40,000.
WITNESS 80 Hanson Place, 5th Floor Brooklyn, NY 11217		PC	General Operating Support - Latin America and the Caribbean	100,000.
Urgent Action Fund of Latin America for Women's Human Rights Carrera 27A 40A-68 Piso Bogota, COLOMBIA 111311		NC	Integral Approach to supporting WHRDs: Rapid Response Grantmaking, Training, Networking & Advocacy	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - American Jewish World Service (AJWS)

Promoting Human Rights for Marginalized People in Mesoamerica, with a
Special Focus on Human Rights Defenders

Name of Recipient - Disability Rights International

Protecting Undocumented Children and Adults with Disabilities From
Deportation to Mexico and Central America

Name of Recipient - Pomona Impact

Central American Acceleration Programs: 1) Innovation in Agriculture
for NGOs; 2) Innovation in Agriculture for Impact Entrepreneurs

Name of Recipient - Rainforest Alliance

Sustainable Management of the Ramon Nut for Biodiversity Conservation
and Landscape Recovery in Guatemala

Name of Recipient - Asociacion de Comunidades Forestales de Peten -
ACOFOP

Promoting the development of an innovative community forest model for
Biodiversity Conservation of the Mayan Biosphere Reserve

Name of Recipient - Ya'axche Conservation Trust

Improving protected areas management through innovative technology for
long-term biodiversity conservation within the Bladen Nature Reserve
Belize

Form 990-PF	Dividends and Interest from Securities				Statement	1
Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income	
CAPITAL GAIN DIVIDENDS	498,320.	498,320.	0.	0.		
DIVIDENDS FROM SECURITIES	1,917,340.	0.	1,917,340.	1,917,340.		
INTEREST FROM SECURITIES	439,192.	0.	439,192.	456,642.		
To Part I, line 4	<u>2,854,852.</u>	<u>498,320.</u>	<u>2,356,532.</u>	<u>2,373,982.</u>		

Form 990-PF	Other Income			Statement	2
Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income		
OIL & GAS ROYALTIES	2,590.	2,590.			
OTHER INVESTMENT INCOME	9,348.	9,348.			
PARTNERSHIP INCOME	-359,236.	43,435.			
Total to Form 990-PF, Part I, line 11	<u>-347,298.</u>	<u>55,373.</u>			

Form 990-PF	Legal Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PATTERSON BELKNAP WEBB & TYLER - LEGAL	42,168.	14,859.		27,309.	
To Fm 990-PF, Pg 1, ln 16a	<u>42,168.</u>	<u>14,859.</u>		<u>27,309.</u>	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OWEN FLANAGAN CPA'S - AUDIT AND TAX PREPARATION	33,000.	24,750.		8,250.	
To Form 990-PF, Pg 1, ln 16b	33,000.	24,750.		8,250.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
OVERBROOK MANAGEMENT CORPORATION - INV ADVISORY GREENHAVEN ASSOCIATES - INV ADVISORY	1,147,787.	1,147,787.		0.	
JP MORGAN - CUSTODY	440,175.	440,175.		0.	
THOUGHT MACHINE - IT CONSULTANT	32,512.	32,512.		0.	
COMMUNITY FUNDS - DIRECTOR ADVISED FUNDS	14,850.	0.		14,850.	
GSCP V INSTITUTIONAL AIV LP - INV	26,137.	0.		26,137.	
GSCP VI PARALLEL AIV LP - INV	87.	87.		0.	
DELTEC SPECIAL SITUATIONS - INV	315.	315.		0.	
OVERBROOK OPPORTUNITY FUND II - INV	29,865.	29,865.		0.	
ENDOWMENT VENTURE PARTNERS V - INV	44,693.	44,693.		0.	
RADIUS VENTURE PARTNERS II - INV	834.	834.		0.	
RADIUS VENTURE PARTNERS III - INV	1,786.	1,786.		0.	
COMMONFUND GLOBAL DISTRESSED - INV	3,935.	3,935.		0.	
EMERGING EUROPE GROWTH - INV	2,389.	2,389.		0.	
EMERGING EUROPE GROWTH II - INV	3,689.	3,689.		0.	
GS CAPITAL PARTNERS V - INV	5,296.	5,296.		0.	
GS CAPITAL PARTNERS VI PARALLEL - INV	2,372.	2,372.		0.	
	6,981.	6,981.		0.	

SANDTON CREDIT SOLUTIONS			
ONSHORE FUND III - INV	74,920.	74,920.	0.
RIVERSTONE/CARLYLE - INV	18,940.	18,940.	0.
DUNE REAL ESTATE PARALLEL FUND - INV	3,482.	3,482.	0.
NEPC LLC	126,125.	126,125.	0.
DSM CAPITAL - INV	126,483.	126,483.	0.
STABILIS FUND IV - INV	70,261.	70,261.	0.
STABILIS FUND V, LP - INV	31,630.	31,630.	0.
THAYER ST PARTNERS EQUITY OPP FUND - INV	228,046.	228,046.	0.
TS SYMPHONY - INV	28,765.	28,765.	0.
ENLIGHTENMENT CAP SOLUTIONS FD II LP - INV	24,067.	24,067.	0.
STABILIS FUND III - INV	94,015.	94,015.	0.
To Form 990-PF, Pg 1, ln 16c	2,590,437.	2,549,450.	40,987.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	158,816.	158,816.		0.
FILING FEES	1,527.	0.		1,527.
FEDERAL EXCISE & UBIT TAXES	160,928.	0.		0.
To Form 990-PF, Pg 1, ln 18	321,271.	158,816.		1,527.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OTHER	75,897.	0.		75,999.
To Form 990-PF, Pg 1, ln 23	75,897.	0.		75,999.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	8
Description		Amount	
CHANGE IN UNREALIZED APPRECIATION (NET OF DEFERRED TAXES)		13,394,253.	
Total to Form 990-PF, Part III, line 3		13,394,253.	

Form 990-PF	Corporate Stock	Statement	9
Description	Book Value	Fair Market Value	
APPLIED MINERALS INC COM	34,803.	34,803.	
CEDAR FAIR LP DEPOSITRY UNIT	5,110,424.	5,110,424.	
CITIGROUP INC	7,694,664.	7,694,664.	
D R HORTON INC COM	2,681,175.	2,681,175.	
FEDEX CORPORATION	2,744,940.	2,744,940.	
GOLDMAN SACHS GROUP INC	3,821,400.	3,821,400.	
JP MORGAN CHASE & CO	3,475,550.	3,475,550.	
MACQUARIE INFRASTRUCTURE	1,201,567.	1,201,567.	
RYMAN HOSPITALITY PROPERTIES	3,881,685.	3,881,685.	
SUNOPTA INC COM	2,209,339.	2,209,339.	
AIRBUS GROUP	3,837,195.	3,837,195.	
ALPHABET INC CL C	3,873,773.	3,873,773.	
FACEBOOK INC CL A	3,016,054.	3,016,054.	
LENNAR CORP CL A	1,739,100.	1,739,100.	
NORTHSTAR REALTY EUROPE C	3,444,916.	3,444,916.	
PULTE HOMES INC COM	748,125.	748,125.	
TRI POINTE GROUP INC COM	224,000.	224,000.	
U S G CORP COM NEW	269,920.	269,920.	
ADOBE SYS INC	1,002,373.	1,002,373.	
AECOM TECH CORP DEL COM	130,025.	130,025.	
ALEXION PHARMACEUTICALS INC	343,821.	343,821.	
ALIBABA	1,470,828.	1,470,828.	
ALPHABET INC CL A	1,170,327.	1,170,327.	
CALATLANTIC GROUP INC	1,127,800.	1,127,800.	
COTT CORP	2,174,297.	2,174,297.	
DOLLAR TREE INC COM	745,805.	745,805.	
MCDONALDS CORP COM	774,368.	774,368.	
MONSTER BEVERAGE CORP NEW COM	970,236.	970,236.	
PARNASSUS ENDEAVOR FUND-INS	12,505,386.	12,505,386.	
PRICELINE GRP INC COM NEW	742,015.	742,015.	
REGENERON PHARMACEUTICALS COM	988,775.	988,775.	
ROYAL CARIBBEAN CRUISES LTD COM	737,150.	737,150.	
SAFRAN SA	209,315.	209,315.	
SCHWAB CHARLES CP NEW COM	1,072,606.	1,072,606.	
STARBUCKS CORP	298,636.	298,636.	
TENCENT HLDGS LTD ADR	1,318,249.	1,318,249.	

TOLL BROTHERS INC COM	1,296,540.	1,296,540.
VERSUM MATERIALS INC	2,652,452.	2,652,452.
VISA INC COM CL A	1,117,396.	1,117,396.
ABBOTT LABORATORIES	561,569.	561,569.
ADIANT PLC	393,500.	393,500.
BECTON DICKINSON	425,979.	425,979.
CANADIAN PAC RY LTD	321,658.	321,658.
EURONEXT NV	966,065.	966,065.
FORD MOTOR CO	624,500.	624,500.
GREENCORE GROUP PLC	1,647,180.	1,647,180.
GRIFFIN MINING LTD	677,159.	677,159.
JACKPOTJOY PLC	2,912,286.	2,912,286.
KANSAS CITY SOUTHERN COM	390,366.	390,366.
LEIDOS HLDGS	1,363,848.	1,363,848.
LENNAR CORP CL B	28,424.	28,424.
LIBERTY MEDIA CORP SERIES C	608,150.	608,150.
LUMENTUM HOLDINGS	1,732,869.	1,732,869.
MICRON TECHNOLOGY	1,968,456.	1,968,456.
MICROSOFT CORP	1,108,598.	1,108,598.
NEX GROUP PLC	5,081,411.	5,081,411.
NORWEGIAN CRUISE LINE HLDGS	491,231.	491,231.
PAYPAL HOLDINGS	453,499.	453,499.
SPX CORPORATION	1,182,995.	1,182,995.
TAYLOR MORRISON HOME CORPORATION	734,100.	734,100.
TENCENT HLDGS LTD HKD	1,188,863.	1,188,863.
THERMO FISHER SCIENTIFIC INC	85,446.	85,446.
T MOBILE US	2,659,037.	2,659,037.
TORONTO DOMINION BK ONT	487,971.	487,971.
LA QUINTA HOLDINGS INC	1,253,563.	1,253,563.
WHIRLPOOL CORP COM	1,433,440.	1,433,440.
WYNN RESORTS LTD COM	411,360.	411,360.
ZOETIS INC	1,061,870.	1,061,870.
Total to Form 990-PF, Part II, line 10b	115,112,423.	115,112,423.

Form 990-PF	Other Investments	Statement 10
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Description	Valuation Method	Book Value	Fair Market Value
ARISTEIA INTERNATIONAL LTD	FMV	3,338,000.	3,338,000.
DELTEC SPECIAL SITUATIONS PARTNERS, LP	FMV	2,284,426.	2,284,426.
NEW VERNON INDIA (CAYMAN) FUND	FMV	430,696.	430,696.
OVERBROOK OPPORTUNITY FUND II, LP	FMV	11,554,909.	11,554,909.
OVERBROOK SELECT OFFSHORE FUND LTD CLASS 'C'	FMV	4,196,624.	4,196,624.
COMMONFUND GLOBAL DISTRESSED INVESTORS LLC	FMV	196,181.	196,181.
EMERGING EUROPE GROWTH FUND II, LP	FMV	349,262.	349,262.
EMERGING EUROPE GROWTH FUND, LP	FMV	91,298.	91,298.

GS CAPITAL PARTNERS V INSTITUTIONAL	FMV	40,647.	40,647.
GS CAPITAL PARTNERS VI PARALLEL, LP	FMV	335,753.	335,753.
GS OFFSHORE MEZZANINE PARTNERS	FMV	139,910.	139,910.
GS VINTAGE FUND III OFFSHORE LP	FMV	44,223.	44,223.
GS VINTAGE FUND V OFFSHORE, LP	FMV	341,078.	341,078.
RIVERSTONE/CARLYLE RENEWABLE ENERGY FUND	FMV	1,516,225.	1,516,225.
SANDTON CREDIT SOLUTIONS ON-SHORE FUND III	FMV	3,555,545.	3,555,545.
SCOPIA PE SPV PM LLC	FMV	1,425,437.	1,425,437.
STABILIS FUND III, LP	FMV	3,491,812.	3,491,812.
TEMPERLEY HOLDINGS LIMITED	FMV	38,443.	38,443.
TS SYMPHONY LLC	FMV	159,217.	159,217.
ENDOWMENT VENTURE PARTNERS V, LP	FMV	89,326.	89,326.
RADIUS VENTURE II	FMV	34,158.	34,158.
RADIUS VENTURE III	FMV	168,808.	168,808.
DUNE REAL ESTATE PARALLEL FUND LP	FMV	162,193.	162,193.
STABILIS FUND IV, LP	FMV	2,437,621.	2,437,621.
DNP HEALTH INC	FMV	50,000.	50,000.
EMERALD CREEK CAPITAL FUND 4, LLC	FMV	5,140,843.	5,140,843.
ENLIGHTENMENT CAPITAL SOLUTIONS FUND II, LP	FMV	854,291.	854,291.
THAYER STREET PARTNERS EQUITY OPPORTUNITY FUND LP	FMV	1,496,796.	1,496,796.
SANDTON CREDIT SOLUTIONS OFFSHORE IV, LP	FMV	1,660,097.	1,660,097.
CONSONANCE CAPITAL INVESTORS LTD	FMV	2,425,249.	2,425,249.
NITORUM OFFSHORE FUND	FMV	2,080,844.	2,080,844.
STABILIS FUND V, LP	FMV	196,668.	196,668.
VWH OFFSHORE FUND	FMV	6,281.	6,281.
Total to Form 990-PF, Part II, line 13		50,332,861.	50,332,861.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement	11
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
FURNITURE & FIXTURES	32,049.	32,049.	0.
FURNITURE & FIXTURES	88,413.	23,857.	64,556.
LEASEHOLD IMPROVEMENTS	274,641.	211,269.	63,372.
LEASEHOLD IMPROVEMENTS	3,390.	1,471.	1,919.
LEASEHOLD IMPROVEMENTS	118,422.	31,955.	86,467.
FURNITURE & FIXTURES	88,383.	23,849.	64,534.
EQUIPMENT	17,716.	6,960.	10,756.
LEASEHOLD IMPROVEMENTS	117,411.	50,980.	66,431.
LEASEHOLD IMPROVEMENTS	92,118.	24,857.	67,261.
CONF ROOM WINDOWS	11,320.	2,516.	8,804.
Total To Fm 990-PF, Part II, ln 14	843,863.	409,763.	434,100.

Form 990-PF	Other Assets		Statement 12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
INTEREST & DIVIDENDS RECEIVABLE DUE FROM BROKER	83,987.	95,831.	95,831.
SECURITY DEPOSIT	233,745.	220,104.	220,104.
	70,198.	70,198.	70,198.
To Form 990-PF, Part II, line 15	387,930.	386,133.	386,133.

Form 990-PF	Other Liabilities		Statement 13
Description	BOY Amount	EOY Amount	
DEFERRED RENT	141,434.	134,726.	
DEFERRED FEDERAL EXCISE TAX	421,317.	694,670.	
SECURITY DEPOSIT PAYABLE	30,600.	30,600.	
Total to Form 990-PF, Part II, line 22	593,351.	859,996.	

Form 990-PF	Explanation Concerning Part VII-A, Line 12 Qualifying Distribution Statement	Statement 14
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Explanation
 THE OVERBROOK FOUNDATION HAS MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND AND TREATED THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS.

Form 990-PF	Explanation Concerning Part VII-A, Line 12 Section 170(c)(2)(B) Statement	Statement 15
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Explanation
 THE OVERBROOK FOUNDATION HAS MADE DISTRIBUTIONS TO A DONOR-ADVISED FUND AND TREATED THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS. IT HAS MADE THESE DISTRIBUTIONS TO FACILITATE COST-EFFECTIVE BROAD-BASED GRANTMAKING WITHIN THE WIDER CHARITABLE COMMUNITY EXCLUSIVELY FOR CHARITABLE PURPOSES UNDER IRC 170(c)(2)(B).

Form 990-PF Part VIII - List of Officers, Directors Statement 16
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account
EMILY ALTSCHUL-MILLER C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	V-CHAIR/SECY TO 11/14; DIRECTOR 11/14 1.00	0.	0. 0.
FRANCES LABAREE C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0. 0.
ROBERT GRAHAM JR C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR EMERITUS 1.00	0.	0. 0.
ARTHUR ALTSCHUL JR C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIR TO 11/14; CHAIR 11/14 1.00	0.	0. 0.
STEPHEN ALTSCHUL C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0. 0.
CHARLES ALTSCHUL C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0. 0.
ELIZABETH LINDEMANN C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0. 0.
CAROLYN COLE C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	CHAIR TO 11/14; DIR 11/14 15.00	0.	0. 0.
KATHYRN C GRAHAM C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0. 0.

AARON LABAREE C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	V-CHAIR; TREAS TO 11/14; SECY 11/14 1.00	0.	0.	0.
DINORAH MATIAS-MELENDZ C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
ISAAH OROZCO C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
STEPHEN FOSTER C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	PRESIDENT & CEO 40.00	363,432.	58,059.	0.
MARY GRECCO C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	ASST SECRETARY & CFO 40.00	284,727.	44,873.	0.
JULIE GRAHAM C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
COOPER COX C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
ROBERT LABAREE C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.
KATHYRN G GRAHAM C/O OVERBROOK FOUNDATION 60 EAST 42ND STREET NEW YORK, NY 10165	DIR TO 11/14; V-CHAIR/TREAS 11/14 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		<u>648,159.</u>	<u>102,932.</u>	<u>0.</u>

Form 990-PF

Expenditure Responsibility Statement
Part VII-B, Line 5c

Statement 17

Grantee's Name

URGENT ACTION FUND OF LATIN AMERICA FOR WOMEN'S HUMAN RIGHTS

Grantee's AddressCARRERA 27A #40A-68 PISO 2
BOGOTA, COLOMBIAGrant Amount

50,000.

Date of Grant

06/07/17

Amount ExpendedPurpose of GrantIntegral Approach to Supporting WHRDs: Rapid Response Grantmaking,
Training, Networking and AdvocacyDates of Reports by Grantee

Calls for final narrative/fin'l reports. Grantee in compliance.

Any Diversion by Grantee

TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED

Results of Verification

NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

Grantee's Name

UNIT FOR PROTECTION OF HUMAN RIGHTS DEFENDERS - GUATEMALA

Grantee's Address

1ERA CALLE 7-45 ZONA 1
GUATEMALA CITY, GUATEMALA

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
25,000.	02/15/17	

Purpose of Grant

Empowering Human Rights Defenders to manage their security and protection

Dates of Reports by Grantee

Calls for final narrative/fin'l reports. Grantee in compliance.

Any Diversion by Grantee

TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED

Results of Verification

NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

Grantee's Name

Asociacion de Comunidades Forestales de Peten - ACOFOP

Grantee's Address

Tercera Avenida Cuarta Calle Zona 2
Santa Elena, GUATEMALA

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
40,000.	06/07/17	

Purpose of Grant

Promoting the development of an innovative community forest model for Biodiversity Conservation of the Mayan Biosphere Reserve

Dates of Reports by Grantee

Calls for final narrative/fin'l reports. Grantee in compliance.

Any Diversion by Grantee

TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED

Results of Verification

NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

Grantee's Name

Foundation for Ecodevelopment and Conservation - FUNDAECO

Grantee's Address

25 Calle 2-39 Zona 1
Guatemala, GUATEMALA

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
40,000.	02/15/17	

Purpose of Grant

Community participation in the protection of the Lechugal and Mirador National Park

Dates of Reports by Grantee

Calls for final narrative/fin'l reports. Grantee in compliance.

Any Diversion by Grantee

TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED

Results of Verification

NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

Grantee's Name

Ya'axche Conservation Trust

Grantee's Address

20A George Price Street, PO Box 177
Punta Gorda, BELIZE

<u>Grant Amount</u>	<u>Date of Grant</u>	<u>Amount Expended</u>
35,000.	02/15/17	

Purpose of Grant

Improving protected areas management through innovative technology for long-term biodiversity conservation within the Bladen Nature Reserve Belize

Dates of Reports by Grantee

Calls for final narrative/fin'l reports. Grantee in compliance.

Any Diversion by Grantee

TO THE KNOWLEDGE OF THE FOUNDATION, NO FUNDS HAVE BEEN DIVERTED

Results of Verification

NO INDEPENDENT VERIFICATION IS REQUIRED AT THIS TIME

2017 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE & FIXTURES	12/01/06	200DB	7.00		HY17	32,049.				32,049.	32,049.		0.	32,049.
2	FURNITURE & FIXTURES	12/31/14	200DB	7.00		MQ17	88,413.				88,413.	15,437.		8,420.	23,857.
3	LEASEHOLD IMPROVEMENTS	12/01/06	150DB	15.00		HY17	274,641.				274,641.	195,038.		16,231.	211,269.
4	LEASEHOLD IMPROVEMENTS	04/01/15	200DB	5.00		HY17	3,390.				3,390.	936.		535.	1,471.
5	LEASEHOLD IMPROVEMENTS	03/01/15	200DB	5.00		HY17	118,422.				118,422.	20,676.		11,279.	31,955.
6	FURNITURE & FIXTURES	06/30/15	SL	7.00		HY17	88,383.				88,383.	15,431.		8,418.	23,849.
7	EQUIPMENT	06/30/15	SL	7.00		HY17	17,716.				17,716.	4,429.		2,531.	6,960.
8	LEASEHOLD IMPROVEMENTS	04/01/15	200DB	5.00		HY17	117,411.				117,411.	32,442.		18,538.	50,980.
9	LEASEHOLD IMPROVEMENTS	03/01/15	200DB	5.00		HY17	92,118.				92,118.	16,084.		8,773.	24,857.
10	CONF ROOM WINDOWS	09/01/16	SL	5.00		HY17	11,320.				11,320.	1,258.		1,258.	2,516.
	* Total 990-PF Pg 1 Depr						843,863.				843,863.	333,780.		75,983.	409,763.