

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

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

For calendar year 2024, or tax year beginning 01-01-2024, and ending 12-31-2024

Name of foundation THE OVERBROOK FOUNDATION
A Employer identification number 13-6088860
B Telephone number (see instructions) (332) 240-3033
C If exemption application is pending, check here
D 1. Foreign organizations, check here
D 2. Foreign organizations meeting the 85% test, check here and attach computation ...
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
G Check all that apply: Initial return, Initial return of a former public charity, Final return, Amended return, Address change, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation, Section 4947(a)(1) nonexempt charitable trust, Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 217,509,522
J Accounting method: Cash, Accrual, Other (specify)

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	3,012,178	13,437,059	13,437,059
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	229,992	48,153	48,153
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	108,158,592	101,739,567	101,739,567
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	89,475,977	98,362,014	98,362,014
	14 Land, buildings, and equipment: basis ▶ _____ <u>463,711</u> Less: accumulated depreciation (attach schedule) ▶ _____ <u>428,208</u>	81,712	35,503	35,503
15 Other assets (describe ▶ _____)	537,308	3,887,226	3,887,226	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	201,495,759	217,509,522	217,509,522	
Liabilities	17 Accounts payable and accrued expenses	198,187	224,923	
	18 Grants payable	2,130,881	1,250,000	
	19 Deferred revenue.			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	1,198,052	1,151,961	
	23 Total liabilities (add lines 17 through 22)	3,527,120	2,626,884	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions	197,968,639	214,882,638	
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds			
29 Total net assets or fund balances (see instructions)	197,968,639	214,882,638		
30 Total liabilities and net assets/fund balances (see instructions)	201,495,759	217,509,522		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	197,968,639
2 Enter amount from Part I, line 27a	2	9,657,240
3 Other increases not included in line 2 (itemize) ▶ _____	3	7,256,759
4 Add lines 1, 2, and 3	4	214,882,638
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 29.	6	214,882,638

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.)
1 a PUBLICLY TRADED SECURITIES	P		2024-12-31
b PASS THROUGH FROM HEDGE FUNDS	P		2024-12-31
c PASS THROUGH FROM VENTURE CAPITAL FUNDS	P		2024-12-31
d PASS THROUGH FROM PRIVATE EQUITY	P		2024-12-31
e CURRENCY GAINS	P		2024-12-31
SUBJECT TO UBIT	P		2024-12-31

(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 66,613,338		46,747,826	19,865,512
b 387,889			387,889
c		109,804	-109,804
d 759,515			759,515
e 16			16
		37,266	-37,266

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))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any	
a			19,865,512
b			387,889
c			-109,804
d			759,515
e			16
			-37,266

2 Capital gain net income or (net capital loss)	2	20,865,862
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V 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)		
1 All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations enter 4% (0.04) of Part I, line 12, col. (b)	1	278,895
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	278,895
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	278,895
6 Credits/Payments:		
a 2024 estimated tax payments and 2023 overpayment credited to 2024	6a	100,270
b Exempt foreign organizations—tax withheld at source	6b	0
c Tax paid with application for extension of time to file (Form 8868)	6c	226,000
d Backup withholding erroneously withheld	6d	0
7 Total credits and payments. Add lines 6a through 6d	7	326,270
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	47,375
11 Enter the amount of line 10 to be: Credited to 2025 estimated tax Refunded	11	0

Part VI-A Statements Regarding Activities

- 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?
- 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.
- c** Did the foundation file **Form 1120-POL** for this year?
- d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ▶ \$ 0 **(2)** On foundation managers. ▶ \$ 0
- e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0
- 2** Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
- 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*
- 4a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?
- b** If "Yes," has it filed a tax return on **Form 990-T** for this year?
- 5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.
- 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?
- 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 XIV.*
- 8a** Enter the states to which the foundation reports or with which it is registered (see instructions)
▶ NY
- b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*
- 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 2024 or the taxable year beginning in 2024? See the instructions for Part XIII. *If "Yes," complete Part XIII*
- 10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*
- 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? *If "Yes," attach statement. See instructions.*
- 13** Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.OVERBROOK.ORG

	Yes	No
1a		No
1b		No
1c		No
2		No
3		No
4a	Yes	
4b	Yes	
5		No
6	Yes	
7	Yes	
8b	Yes	
9		No
10		No
11		No
12	Yes	
13	Yes	

14 The books are in care of ▶ The Organization Telephone no. ▶ (212) 603-9996
 Located at ▶ 622 THIRD AVENUE 35400 NEW YORK NY ZIP+4 ▶ 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —check here ▶
 and enter the amount of tax-exempt interest received or accrued during the year **15**

16 At any time during calendar year 2024, 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* ▶

	Yes	No
16		No

Part VI-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? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
- b** If any answer is "Yes" to 1a(1)–(6); did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
- c** Organizations relying on a current notice regarding disaster assistance check here.
- d** Did the foundation engage in a prior year in any of the acts described in 1a, other than exempted acts, that were not corrected before the first day of the tax year beginning in 2024?
- 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 2024, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2024?
If "Yes," list the years ► 20___, 20___, 20___, 20___
 - b** Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)
 - c** If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.
► 20___, 20___, 20___, 20___
- 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 2024 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 2024.)
- 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 2024?

	Yes	No
1a(1)		No
1a(2)		No
1a(3)		No
1a(4)	Yes	
1a(5)		No
1a(6)		No
1b		No
1d		No
2a		No
2b		
3a		No
3b		
4a		No
4b		No

Part VI-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))?		5a(1)		No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		5a(2)		No
(3) Provide a grant to an individual for travel, study, or other similar purposes?		5a(3)		No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		5a(4)	Yes	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		5a(5)		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	Yes	
c Organizations relying on a current notice regarding disaster assistance check				
d 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		5d	Yes	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		6a		No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		7a		No
b If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		
8 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?		8		No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ARTHUR ALTSCHUL JR C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	V-CHAIR/TREASURER 1.00	0	0	0
CHARLES ALTSCHUL C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR (THRU FEB 2024) 1.00	0	0	0
EMILY ALTSCHUL-MILLER C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
STEPHEN ALTSCHUL C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ALLA BROCKSMIT C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR (BEG FEB 2024) 1.00	0	0	0
CAROLYN COLE C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 5.00	0	0	0
JOYCE FENSTERSTOCK C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	CHAIR 10.00	0	0	0
JAMES GRAHAM C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR (BEG FEB 2024) 1.00	0	0	0
JULIE GRAHAM C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	V-CHAIR/SECRETARY 1.00	0	0	0
KATHYRN C GRAHAM C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ROBERT GRAHAM JR C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR EMERITUS 1.00	0	0	0
MICHAEL GRUNWALD C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
OLIVIA KOOYMAN C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ROBERT LABAREE C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0

(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
C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	1.00			
HELEN LANG C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ELIZABETH LINDEMANN C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ISIAH OROZCO C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	DIRECTOR 1.00	0	0	0
ERIC WEINGARTNER C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	PRESIDENT & CEO 40.00	526,500	137,840	0
NOAH LEFF C/O OVERBROOK FOUNDATION 622 THIRD AVENUE SUITE 35400 NEW YORK, NY 10017	CFAO 40.00	373,625	125,656	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RISA KAUFMAN C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	DIRECTOR, HUMAN RIGH 40.00	247,143	106,032	0
NIKOLE NEILON C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	SENIOR GRANTS ADM MA 40.00	137,740	88,697	0
SARAH BARNABY C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	SR PROGRAM ASSOCIATE 40.00	101,210	48,370	0
COURTNEY DOBBS C/O ORGANIZATION 60 E 42ND ST NEW YORK, NY 10165	PROGRAM ASSISTANT 40.00	81,288	44,551	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
OVERBROOK MANAGEMENT CORPORATION 122 EAST 42ND STREET NEW YORK, NY 10168	INVESTMENT MANAGEMENT	1,417,057
JUSTCHANGE LLC 262 CENTRAL PARK WEST NEW YORK, NY 10024	ENV GRANTMAKING ADVISORY	436,810
GREENHAVEN ASSOCIATES INC 3 MANHATTANVILLE ROAD PURCHASE, NY 10577	INVESTMENT MANAGEMENT	382,607
NEPC LLC 255 STATE STREET BOSTON, MA 02109	INVESTMENT CONSULTING	122,227
DSM CAPITAL PARTNERS 7111 FAIRWAY DRIVE PALM BEACH GARDENS, FL 33418	INVESTMENT MANAGEMENT	110,777

Total number of others receiving over \$50,000 for professional services. ▶

0

Part VIII- 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

2

3

4

Part VIII- Summary of Program-Related Investments (see instructions)

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

Amount

1

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3 ▶

0

Part IX 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	199,109,399
b	Average of monthly cash balances.	1b	10,848,670
c	Fair market value of all other assets (see instructions).	1c	2,114,146
d	Total (add lines 1a, b, and c).	1d	212,072,215
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	212,072,215
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	3,181,083
5	Net value of noncharitable-use assets. Subtract line 4 from line 3.. . . .	5	208,891,132
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	10,444,557

Part X 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 IX, line 6.	1	10,444,557
2a	Tax on investment income for 2024 from Part V, line 5.	2a	278,895
b	Income tax for 2024. (This does not include the tax from Part V.).	2b	
c	Add lines 2a and 2b.	2c	278,895
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,165,662
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	10,165,662
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 XII, line 1.	7	10,165,662

Part XI 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	10,998,481
b	Program-related investments—total from Part VIII-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 XII, line 4.. . . .	4	10,998,481

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2023	(c) 2023	(d) 2024
1 Distributable amount for 2024 from Part X, line 7				10,165,662
2 Undistributed income, if any, as of the end of 2024:				
a Enter amount for 2023 only.			0	
b Total for prior years: 20 ____, 20 ____, 20 ____		0		
3 Excess distributions carryover, if any, to 2024:				
a From 2019.				1,479,348
b From 2020.				2,324,254
c From 2021.				
d From 2022.				2,347,916
e From 2023.				790,197
f Total of lines 3a through e.	6,941,715			
4 Qualifying distributions for 2024 from Part XI, line 4: ▶ \$ <u>10,998,481</u>				
a Applied to 2023, 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 2024 distributable amount				10,165,662
e Remaining amount distributed out of corpus	832,819			
5 Excess distributions carryover applied to 2024. (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	7,774,534			
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 2023. Subtract line 4a from line 2a. Taxable amount—see instructions.			0	
f Undistributed income for 2024. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2025				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 2019 not applied on line 5 or line 7 (see instructions)	1,479,348			
9 Excess distributions carryover to 2025. Subtract lines 7 and 8 from line 6a	6,295,186			
10 Analysis of line 9:				
a Excess from 2020	2,324,254			
b Excess from 2021				
c Excess from 2022.	2,347,916			
d Excess from 2023	790,197			
e Excess from 2024	832,819			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

Table with 5 columns: (a) 2024, (b) 2023, (c) 2022, (d) 2021, (e) Total. Rows include questions 1a-1b, 2a-2e, 3a-3c, and 4a-4d regarding private operating foundation status and alternative tests.

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

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

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.

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions

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 12 (Supplementary Information (continued))

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Table with 5 columns: Recipient (Name and address), Amount, Purpose of grant or contribution, and Approved status of recipient. The table lists numerous organizations such as Alabama Forward, Amazon Conservation Team, and various environmental and social justice groups, along with their respective grant amounts and purposes.

Part XV-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

- 1 Program service revenue:
a
b
c
d
e
f
g Fees and contracts from government agencies
2 Membership dues and assessments
3 Interest on savings and temporary cash investments
4 Dividends and interest from securities
5 Net rental income or (loss) from real estate:
a Debt-financed property.
b Not debt-financed property.
6 Net rental income or (loss) from personal property
7 Other investment income
8 Gain or (loss) from sales of assets other than inventory
9 Net income or (loss) from special events:
10 Gross profit or (loss) from sales of inventory
11 Other revenue:
a PARTNERSHIP INCOME
b OIL & GAS ROYALTIES
c
d
e

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Includes rows for various income categories and a total row at the bottom.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XV-A contributed importantly to the accomplishment of the foundation's exempt purposes.

Additional Data

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Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OWEN FLANAGAN CPA'S - AUDIT AND TAX PREPARATION	43,000	21,500		19,500
SONAS ACCOUNTING SOLUTIONS INC.	14,625	7,313		7,312

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

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE & FIXTURES	2014-12-31	88,414	74,378	200DB	7.000000000000	8,420	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	118,420	99,622	200DB		11,278	0		
FURNITURE & FIXTURES	2015-06-30	88,383	74,358	SL	7.000000000000	8,418	0		
LEASEHOLD IMPROVEMENTS	2015-03-01	92,118	77,497	200DB		8,773	0		
CONF ROOM WINDOWS	2016-09-01	11,320	10,062	SL	5.000000000000	1,258	0		
AV EQUIPMENT	2019-01-01	63,751	44,776	SL	7.000000000000	9,107	0		
COMPUTER HARDWARE	2024-01-01	1,305		200DB	5.000000000000	261	0		

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

TY 2024 IRS 990 e-File Render

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 17029 GT	2024-06-01	40,000	Mayan Biosphere Reserve, Guatemala		To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports. Grantee in complian		No independent verification is required at this time
Ya'axch Conservation Trust	PO Box 177 Punta Gorda BH	2024-03-01	50,000	Bladen Nature Reserve, Belize		To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports. Grantee in complian		No independent verification is required at this time
Mesoamerican Initiative of WHRDs	123 Slater Street Ottawa K1P5H2 CA	2024-06-01	50,000	Strengthening Networks of Mesoamerican Women Human Rights Defenders for Feminist Holistic Protection		To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports. Grantee in complian		No independent verification is required at this time
Urgent Action Fund of Latin America for Women's Health Rights	Carrera 27A No 40a-68 Bogota CO	2024-11-01	50,000	Sustaining and strengthening feminist, women's and LGBTIQ+ movements in Latin America.		To the knowledge of the Foundation, no funds have been diverted	Calls for final narrative/fin'l reports. Grantee in complian		No independent verification is required at this time

TY 2024 IRS 990 e-File Render**Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORATORIES	217,171	217,171
ADOBE INC	231,234	231,234
ADVANCED MICRO DEVICES	1,557,466	1,557,466
ALPHABET INC CL A	1,101,726	1,101,726
ALPHABET INC CL C	2,956,962	2,956,962
AMAZON.COM INC	5,177,823	5,177,823
APOLLO GLOBAL MANAGEMENT INC	1,459,849	1,459,849
APPLE INC	3,506,381	3,506,381
ARES MANAGEMENT CORP	3,062,796	3,062,796
ARISTA NETWORKS INC	1,386,046	1,386,046
ARROW ELECTRONICS INC	735,280	735,280
AUTODESK INC	410,842	410,842
AVNET INC	591,216	591,216
BERKSHIRE HATHAWAY INC CL B	403,419	403,419
BOOKING HOLDINGS INC	993,684	993,684
BROADCOM INC	2,391,198	2,391,198
BROWN ADVISORY SUSTAINABLE GROWTH FD INST SHS	13,377,825	13,377,825
CADENCE DESIGN SYSTEMS INC	217,833	217,833
CHIPOTLE MEXICAN GRILL INC	1,011,713	1,011,713
CITIGROUP INC	3,695,475	3,695,475
CRH PLC	934,452	934,452
CROWDSTRIKE HOLDINGS INC CL A	836,923	836,923
DR HORTON INC	4,134,757	4,134,757
DYNATRACE INC	366,863	366,863
ELI LILLY & CO	1,344,052	1,344,052
FISERV INC	512,523	512,523
FORTINET INC	589,083	589,083
GE VERNOVA INC	111,836	111,836
GENERAL MOTORS CO	3,995,250	3,995,250
GENPACT LTD	42,950	42,950
GRIFFIN MINING LIMITED	815,140	815,140
HEALTH EQUITY INC	1,097,668	1,097,668
HOWMET AEROSPACE INC	214,912	214,912
ICICI BANK LTD	1,289,564	1,289,564
INTUIT INC	2,261,343	2,261,343
JPMORGAN CHASE & CO	415,897	415,897
LEAR CORP	596,610	596,610
LENNAR CORP CL A	3,341,065	3,341,065
MASTERCARD INC CL A	268,551	268,551
MERITAGE HOMES CORP	153,820	153,820
META PLATFORMS INC CL A	3,373,709	3,373,709
MICROSOFT CORP	5,526,708	5,526,708
MOLINA HEALTHCARE INC	319,282	319,282

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MSCI INC	1,644,627	1,644,627
NEUROCRINE BIOSCIENCES INC	318,045	318,045
NOV INC	219,000	219,000
NOVO NORDISK A/S ADR	437,842	437,842
NVIDIA CORPORATION	5,566,858	5,566,858
O'REILLY AUTOMOTIVE INC	1,406,359	1,406,359
OSHKOSH CORP	855,630	855,630
PULTEGROUP INC	1,089,000	1,089,000
SERVICENOW INC	615,930	615,930
SYNOPSYS INC	150,462	150,462
T-MOBILE US INC	2,556,936	2,556,936
TAIWAN SEMICONDUCTOR ADR	1,595,917	1,595,917
TEREX CORP	415,980	415,980
TOLL BROTHERS INC	2,519,000	2,519,000
UBER TECHNOLOGIES INC	837,121	837,121
UNITEDHEALTH GROUP INC	1,335,470	1,335,470
VALLOUREC SA	510,087	510,087
VISA INC CL A	2,636,406	2,636,406

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
AG CS HOLDINGS FUND II, LP	FMV	2,548,331	2,548,331
AG CS HOLDINGS FUND III, LP	FMV	5,571	5,571
BEE PARTNERS IV, LP	FMV	517,185	517,185
BGT INVESTOR III, LLC	FMV	787,533	787,533
BLUE OWL OPPORTUNISTIC LENDING FUND (OFFSHORE), LP	FMV	4,788,233	4,788,233
CAPITAL PARTNERS VI PARALLEL, LP	FMV	18,453	18,453
CLOSED LOOP LEADERSHIP FUND, LP	FMV	695,979	695,979
CLP CIRCULAR SERVICES SPV, LLC	FMV	2,176,979	2,176,979
COMMONFUND GLOBAL DISTRESSED INVESTORS, LLC	FMV	9,606	9,606
COMMUNITAS CAPITAL FUND II, LP	FMV	3,360,490	3,360,490
COMMUNITAS CAPITAL PARTNERS FUND I, LP	FMV	2,557,442	2,557,442
DELTEC SPECIAL SITUATIONS PARTNERS, LP	FMV	5,259,959	5,259,959
DUNE REAL ESTATE PARALLEL FUND LP	FMV	2,856	2,856
EMERALD CREEK CAPITAL CAYMAN INCOME FUND IV, LP	FMV	3,536,888	3,536,888
EMERALD CREEK CAPITAL CAYMAN INCOME FUND V, LP	FMV	7,247,901	7,247,901
ENLIGHTENMENT CAPITAL SOLUTIONS FUND II, LP	FMV	267,776	267,776
ENLIGHTENMENT CAPITAL SOLUTIONS FUND III, LP	FMV	4,136,784	4,136,784
ENLIGHTENMENT CAPITAL SOLUTIONS FUND V, LP	FMV	391,388	391,388
FACT GLOBAL LONG SHORT FUND, LP	FMV	8,697,453	8,697,453
GLOBAL INFRASTRUCTURE PARTNERS IV-B FEEDER FUND, LP	FMV	5,186,911	5,186,911
GLOBAL INFRASTRUCTURE PARTNERS V-B FEEDER FUND, LP	FMV	665,252	665,252
HEADLANDS CAPITAL OFFSHORE III, LP	FMV	3,467,670	3,467,670
HEADLANDS CAPITAL OFFSHORE IV, LP	FMV	1,707,943	1,707,943
HELIOS CORESHELL PARTNERS II, LLC	FMV	250,000	250,000
HELIOS ZINCFIVE PARTNERS II, LLC	FMV	1,000,000	1,000,000
HELIOS ZINCFIVE PARTNERS III, LLC	FMV	250,000	250,000
HELIOS ZINCFIVE PARTNERS IV, LLC	FMV	250,000	250,000
L+M WORKFORCE HOUSING FUND, LP	FMV	2,124,360	2,124,360
NEW VERNON INDIA (CAYMAN) FUND II, LP	FMV	13,453	13,453
OVERBROOK CORE EQUITY FUND, LP	FMV	7,355,333	7,355,333
OVERBROOK OPPORTUNITY FUND II, LP	FMV	725,925	725,925
RE:DISH CO	FMV	750,000	750,000
RIVERSTONE/CARLYLE RENEWABLE & ALTERNATIVE ENERGY FUND II	FMV	22,793	22,793
S3 LB REAL ESTATE CREDIT A III LP	FMV	374,441	374,441
SANDTON CAPITAL SOLUTIONS OFFSHORE V, LP	FMV	5,529,082	5,529,082
SANDTON CAPITAL SOLUTIONS OFFSHORE VI, LP	FMV	1,386,946	1,386,946
SANDTON CREDIT SOLUTIONS OFFSHORE IV, LP	FMV	4,012,376	4,012,376
SANDTON CREDIT SOLUTIONS ON-SHORE FUND III, LP	FMV	887,067	887,067
SIDDHI CAPITAL FUND II, LP	FMV	627,195	627,195
THAYER STREET PARTNERS EQUITY OPPORTUNITY FUND, LP	FMV	9,143,720	9,143,720
THAYER STREET PARTNERS EQUITY OPPORTUNITY II FUND, LP	FMV	1,361,275	1,361,275
TS LIFT I, LLC	FMV	1,086,169	1,086,169
VINTAGE FUND V OFFSHORE, LP	FMV	27,988	27,988
VWH OFFSHORE FUND, LP	FMV	1,194,117	1,194,117
VWH OFFSHORE FUND III, LP	FMV	1,955,191	1,955,191

TY 2024 IRS 990 e-File Render**Name:** THE OVERBROOK FOUNDATION**EIN:** 13-6088860

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & FIXTURES	88,414	82,798	5,616	
LEASEHOLD IMPROVEMENTS	118,420	110,900	7,520	
FURNITURE & FIXTURES	88,383	82,776	5,607	
LEASEHOLD IMPROVEMENTS	92,118	86,270	5,848	
CONF ROOM WINDOWS	11,320	11,320	0	
AV EQUIPMENT	63,751	53,883	9,868	
COMPUTER HARDWARE	1,305	261	1,044	

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PATTERSON BELKNAP WEBB & TYLER - LEGAL	30,290	18,307		13,586
ARNOLD & PORTER KAYE SCHOLER	3,680	0		3,680

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST & DIVIDENDS RECEIVABLE	38,564	41,914	41,914
SECURITY DEPOSIT	70,198	70,198	70,198
DUE FROM BROKER	81,888	3,635,661	3,635,661
RIGHT-OF-USE ASSET	346,658	139,453	139,453

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER	182,295	0		180,126

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	1,599	1,599	1,599
PARTNERSHIP INCOME	-1,578,253	-1,564,811	-1,578,253
OIL & GAS ROYALTIES	-15,381	-15,381	-15,381

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description	Amount
CHANGE IN UNREALIZED APPRECIATION (NET OF DEFERRED TAXES)	7,256,759

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAX	818,286	920,577
LEASE LIABILITY	379,766	152,697
TAXES PAYABLE	0	78,687

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OVERBROOK MANAGEMENT CORPORATION - INV ADVISORY	1,417,057	1,417,057		0
GREENHAVEN ASSOCIATES - INV ADVISORY	382,607	382,607		0
JP MORGAN - CUSTODY	20,938	20,938		0
DELTEC SPECIAL SITUATIONS - INV	675	675		0
NEPC LLC	122,227	122,227		0
DSM CAPITAL - INV	110,777	110,777		0
AUREUS INVESTMENTS	47,434	47,434		0
JUSTCHANGE LLC	436,810	0		436,810
BWR COMMUNICATIONS	7,036	0		7,036
JANINE FURTADO	1,711	0		1,711
ANNA VELDMAN	601	0		601
MISSION ACCOMPLICE	10,000	0		10,000

TY 2024 IRS 990 e-File Render

Name: THE OVERBROOK FOUNDATION

EIN: 13-6088860

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	12,325	12,325		0
FILING FEES	1,500	0		0
FEDERAL EXCISE & UBIT TAXES	278,895	0		0