

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning 07/01, 2009, and ending 06/30, 2010

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization <u>BROOKLYN BOTANIC GARDEN CORPORATION</u>			D Employer identification number <u>11-2417338</u>	
		Doing Business As			E Telephone number <u>(718) 623-7208</u>	
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite <u>1000 WASHINGTON AVENUE</u>			G Gross receipts \$ <u>29,784,831.</u>	
		City or town, state or country, and ZIP + 4 <u>BROOKLYN, NY 11225-1008</u>			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: <u>SCOT MEDBURY, PRESIDENT</u> <u>1000 WASHINGTON AVENUE, BROOKLYN, NY 11225-1008</u>		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (<u>3</u>) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(c) Group exemption number ▶		
J Website: ▶ <u>WWW.BBG.ORG</u>		K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: <u>1977</u> M State of legal domicile: <u>NY</u>		

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	35
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35
	5	Total number of employees (Part V, line 2a)	5	383
	6	Total number of volunteers (estimate if necessary)	6	615
	7a	Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	12,019,351.	14,257,709.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,792,458.	1,857,775.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-5,343,607.	506,325.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,808,585.	1,543,813.
	12		10,276,787.	18,165,622.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	12,520,564.	12,538,022.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	6,607.	81,630.
	16b	Total fundraising expenses, Part IX, column (D), line 25) ▶ <u>1,543,930.</u>		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	4,707,435.	4,678,329.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	17,234,606.	17,297,981.
Net Assets or Fund Balances	19	Revenue less expenses. Subtract line 18 from line 12	-6,957,819.	867,641.
	20	Total assets (Part X, line 16)	Beginning of Year	End of Year
	21	Total liabilities (Part X, line 26)	41,333,002.	46,251,819.
	22	Net assets or fund balances. Subtract line 21 from line 20	8,748,540.	12,810,631.
22		32,584,462.	33,441,188.	

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here		<u>15/11/11</u>	Date
	Signature of officer		
	<u>SCOT MEDBURY</u> <u>PRESIDENT</u>		
	Type or print name and title		

Paid Preparer's Use Only	Preparer's signature ▶	Date <u>MAY 10 2011</u>	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions) <u>P00293162</u>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <u>CONDON O'MEARA MCGINTY & DONNELLY L</u> <u>ONE BATTERY PARK PLAZA, NEW YORK, NY 10004-1405</u>	EIN ▶ <u>13-3628255</u>	Phone no. ▶ <u>212-661-7777</u>	

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.*

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 3,169,694. including grants of \$ 0.) (Revenue \$ 0.)

HORTICULTURE - SUPERVISING AND MAINTAINING PLANT COLLECTIONS, CATALOGING AND PLANTING ACQUISITIONS, LECTURES TO ADULT AND SCHOOL CLASSES, CURATE AND MAINTAIN SPECIAL INDOOR AND OUTDOOR EXHIBITS, ATTEND TO 52 ACRE PROPERTY (643,286 ESTIMATED ATTENDEES).

4b (Code:) (Expenses \$ 2,812,280. including grants of \$ 0.) (Revenue \$ 551,653.)

ENVIRONMENTAL EDUCATION PROGRAMS, GENERAL / OTHER EDUCATION - CONDUCT CLASSES ON HORTICULTURE FOR ADULTS AND CHILDREN, CONDUCT LECTURES AND SPECIAL PROGRAMS ON HORTICULTURE (81,722 ATTENDEES).

4c (Code:) (Expenses \$ 2,707,497. including grants of \$ 0.) (Revenue \$ 0.)

BOTANICAL AND AQUATIC GARDEN PROGRAMS MAINTENANCE - REPAIR, MAINTAIN, REPLACE AND RENOVATE BUILDING, GROUNDS, AND EQUIPMENT (725,008 ESTIMATED ATTENDEES).

4d Other program services. (Describe in Schedule O.)

(Expenses \$ 4,483,823. including grants of \$ 0.) (Revenue \$ 1,306,122.)

4e Total program service expenses ► 13,173,294.

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various questions about organizational activities and reporting requirements. Row 12A includes a sub-table with Yes/No columns.

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1a	146		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1b	0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	383		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
d	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
10b			
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
11b			
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
12b			

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (35); 1b Enter the number of voting members that are independent (35); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X); 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X); 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X); 6 Does the organization have members or stockholders? (X); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (X); 8b Each committee with authority to act on behalf of the governing body? (X); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X); 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X); 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X); 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X); 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X); 13 Does the organization have a written whistleblower policy? (X); 14 Does the organization have a written document retention and destruction policy? (X); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (X); 15b Other officers or key employees of the organization (X); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X); 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NEW YORK
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [X] Own website [X] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MARK GASPARINI C/O BBG, 1000 WASHINGTON AVENUE, BROOKLYN, NY 11225 718-623-7208

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
FRANCESCA ANDERSON TRUSTEE	5.00	X					0.	0.	0.	
FREDERICK BLAND CHAIRMAN	5.00	X		X			0.	0.	0.	
DIANE STEINBERG VICE CHAIRMAN	5.00	X		X			0.	0.	0.	
EARL WEINER TRUSTEE	5.00	X					0.	0.	0.	
DAVID BOOTH TRUSTEE	5.00	X					0.	0.	0.	
JUDITH FISHMAN TRUSTEE	5.00	X					0.	0.	0.	
JACK MACRAE TRUSTEE	5.00	X					0.	0.	0.	
JOHN OSNATO TRUSTEE	5.00	X					0.	0.	0.	
LUCILLE PLOTZ TRUSTEE	5.00	X					0.	0.	0.	
LOIS CARSWELL TRUSTEE	5.00	X					0.	0.	0.	
I. BEVIN CLINE TRUSTEE	5.00	X					0.	0.	0.	
KATHARINE DESAI TRUSTEE	5.00	X					0.	0.	0.	
ELIZABETH GILE SECRETARY	5.00	X		X			0.	0.	0.	
HERBERT GLANTZ TRUSTEE	5.00	X					0.	0.	0.	
DONALD GOLDSMITH TRUSTEE	5.00	X					0.	0.	0.	
DEBORAH H. SCHENK TRUSTEE	5.00	X					0.	0.	0.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TSUTOMU SAWANO KARINO BOARD MEMBER	5.00	X						0.	0.	0.
SUZANNE MARQUARD TREASURER	5.00	X		X				0.	0.	0.
LLOYD METZ TRUSTEE	5.00	X						0.	0.	0.
CARLOS NAUDON TRUSTEE	5.00	X						0.	0.	0.
WENDY ANN M OLIVIER TRUSTEE	5.00	X						0.	0.	0.
DONALD REED TRUSTEE	5.00	X						0.	0.	0.
RENNY REYNOLDS TRUSTEE	5.00	X						0.	0.	0.
MARTHA ADAMS RUBIN TRUSTEE	5.00	X						0.	0.	0.
LOUISA CLARK SPENCER TRUSTEE	5.00	X						0.	0.	0.
JUDITH STEINHARDT TRUSTEE	5.00	X						0.	0.	0.
RUTH ANN STEWART TRUSTEE	5.00	X						0.	0.	0.
THOMAS TUTTLE TRUSTEE	5.00	X						0.	0.	0.
JONATHAN WELD TRUSTEE	5.00	X						0.	0.	0.
1b Total CONTINUED AT SCHEDULE J-2								810,422.	0.	76,110.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **5**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
WEISS/MANFREDI ARCHITECTS - NEW YORK, NY	ARCHITECTURAL DESIGN	209,938.
GREENWICH HORTICULTURE GROUP - OLD GREENWICH, CT	LANDSCAPING	368,009.
CHARLES, SALLY & CHARLES CATERING - BROOKLYN, NY	CATERING	178,921.
EXECUTIVE PRINTING & DIRECT MAIL - ELMSFORD, NY	PRINT SERVICES	155,628.
BRICKENS CONSTRUCTION, INC. - YONKERS, NY	CONSTRUCTION	166,096.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **5**

Part VIII Statement of Revenue

11-2417338

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b	1,121,829.				
	c Fundraising events	1c	763,655.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	5,184,106.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	7,188,119.				
	g Noncash contributions included in lines 1a-1f: \$		998,051.				
	h Total. Add lines 1a-1f		14,257,709.				
Program Service Revenue	Business Code						
	2a ADMISSIONS		1,306,122.	1,306,122.			
	b EDUCATIONAL PROGRAMS		551,653.	551,653.			
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		1,857,775.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		702,832.			702,832.	
	4 Income from investment of tax-exempt bond proceeds		0.				
	5 Royalties		0.				
	6a Gross Rents	(i) Real					
		(ii) Personal					
		b Less: rental expenses					
		c Rental income or (loss)					
	d Net rental income or (loss)		0.				
	7a Gross amount from sales of assets other than inventory	(i) Securities	10,425,799.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	10,622,306.				
		c Gain or (loss)	-196,507.				
	d Net gain or (loss)		-196,507.			-196,507.	
	8a Gross income from fundraising events (not including \$ 763,655. of contributions reported on line 1c). See Part IV, line 18	a	265,119.				
	b Less: direct expenses	b	479,536.				
	c Net income or (loss) from fundraising events			-214,417.	-214,417.		
	9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
c Net income or (loss) from gaming activities			0.				
10a Gross sales of inventory, less returns and allowances	a	928,252.					
	b Less: cost of goods sold	b	517,367.				
	c Net income or (loss) from sales of inventory		410,885.	410,885.			
Miscellaneous Revenue		Business Code					
11a RENTAL FEES			951,576.		951,576.		
b TOURS			14,693.	14,693.			
c SPECIAL FEES - OTHER			381,076.	381,076.			
d All other revenue							
e Total. Add lines 11a-11d			1,347,345.				
12 Total Revenue. See instructions			18,165,622.	2,450,012.	1,457,901.		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	0.			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	358,277.	271,133.	47,271.	39,873.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	8,622,050.	6,685,524.	959,738.	976,788.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	872,284.	687,474.	90,704.	94,106.
9 Other employee benefits	2,007,077.	1,567,088.	318,158.	121,831.
10 Payroll taxes	678,334.	536,142.	71,419.	70,773.
11 Fees for services (non-employees):				
a Management	0.			
b Legal	52,480.	7,010.	45,470.	
c Accounting	56,487.		47,737.	8,750.
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	81,630.			81,630.
f Investment management fees	0.			
g Other	389,413.	311,045.	78,368.	
12 Advertising and promotion	205,140.	171,482.	33,173.	485.
13 Office expenses	853,782.	624,499.	229,283.	
14 Information technology	55,274.	40,508.	9,545.	5,221.
15 Royalties	0.			
16 Occupancy	555,357.	540,792.	11,193.	3,372.
17 Travel	177,455.	90,230.	61,047.	26,178.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	999,281.	642,707.	354,277.	2,297.
23 Insurance	167,522.	130,381.	30,472.	6,669.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a SUPPLIES	543,188.	482,676.	43,408.	17,104.
b EQUIP. REPAIRS & MAINTENANCE	367,242.	299,860.	56,752.	10,630.
c SHIPPING	133,439.	32,624.	92,020.	8,795.
d SUBSCRIPTIONS	52,237.	48,299.	722.	3,216.
e MISCELLANEOUS	70,032.	3,820.		66,212.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	17,297,981.	13,173,294.	2,580,757.	1,543,930.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	57,405.	1	1,155,192.
	2 Savings and temporary cash investments	1,512,729.	2	1,826,532.
	3 Pledges and grants receivable, net	3,906,484.	3	5,305,083.
	4 Accounts receivable, net	651,558.	4	2,290,337.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	283,999.	8	317,918.
	9 Prepaid expenses and deferred charges	62,361.	9	48,559.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 31,339,863.		
	b Less: accumulated depreciation	10b 17,600,448.	12,832,311.	10c 13,739,415.
	11 Investments - publicly traded securities	20,033,558.	11	19,576,436.
	12 Investments - other securities. See Part IV, line 11	1,992,597.	12	1,992,347.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	41,333,002.	16	46,251,819.	
Liabilities	17 Accounts payable and accrued expenses	1,515,101.	17	3,162,173.
	18 Grants payable		18	
	19 Deferred revenue	11,000.	19	0.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	7,222,439.	25	9,648,458.
	26 Total liabilities. Add lines 17 through 25	8,748,540.	26	12,810,631.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	25,678,703.	27	20,484,248.
	28 Temporarily restricted net assets	3,678,614.	28	9,730,045.
	29 Permanently restricted net assets	3,227,145.	29	3,226,895.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	32,584,462.	33	33,441,188.
34 Total liabilities and net assets/fund balances	41,333,002.	34	46,251,819.	

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: Cash Accrual Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

Separate basis Consolidated basis Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2009)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	9,999,132.	10,613,246.	17,767,012.	12,019,351.	14,257,709.	64,656,450.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.	9,999,132.	10,613,246.	17,767,012.	12,019,351.	14,257,709.	64,656,450.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						1,019,440.
6 Public support. Subtract line 5 from line 4.						63,637,010.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	9,999,132.	10,613,246.	17,767,012.	12,019,351.	14,257,709.	64,656,450.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,503,022.	3,014,241.	2,484,167.	1,690,146.	1,654,408.	13,345,984.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH 1.	107,516.	104,610.	205,023.	218,628.	395,769.	1,031,546.
11 Total support. Add lines 7 through 10						79,033,980.
12 Gross receipts from related activities, etc. (see instructions)					12	15,376,165.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	80.52%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	77.30%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
MISCELLANEOUS INCOME	107,516.	104,610.	205,023.	218,628.	395,769.	1,031,546.
TOTALS	<u>107,516.</u>	<u>104,610.</u>	<u>205,023.</u>	<u>218,628.</u>	<u>395,769.</u>	<u>1,031,546.</u>

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

2009

Name of the organization
BROOKLYN BOTANIC GARDEN CORPORATION

Employer identification number
11-2417338

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization

BROOKLYN BOTANIC GARDEN CORPORATION

Employer identification number

11-2417338

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply). 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year. Table with 2 columns: Held at the End of the Year. Rows include: a Total number of conservation easements, b Total acreage restricted by conservation easements, c Number of conservation easements on a certified historic structure included in (a), d Number of conservation easements included in (c) acquired after 8/17/06, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?, 9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1, (ii) Assets included in Form 990, Part X. 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1, b Assets included in Form 990, Part X.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	19,442,367.	26,240,054.			
b Contributions	10,424,218.	2,757,562.			
c Net investment earnings, gains, and losses	1,340,950.	-6,236,524.			
d Grants or scholarships					
e Other expenditures for facilities and programs	4,372,787.	3,318,725.			
f Administrative expenses					
g End of year balance	26,834,748.	19,442,367.			

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ► 51.7158 %
- b Permanent endowment ► 12.0251 %
- c Term endowment ► 36.2591 %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		899,639.		899,639.
c Leasehold improvements		23,247,957.	13,441,900.	9,806,057.
d Equipment		1,398,430.	808,568.	589,862.
e Other		5,793,837.	3,349,980.	2,443,857.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).				13,739,415.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	18,165,622.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	17,297,981.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	867,641.
4	Net unrealized gains (losses) on investments	4	2,415,354.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-2,426,269.
9	Total adjustments (net). Add lines 4 through 8	9	-10,915.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	856,726.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	21,098,343.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	2,415,354.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	517,367.
e	Add lines 2a through 2d	2e	2,932,721.
3	Subtract line 2e from line 1	3	18,165,622.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	18,165,622.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	20,241,617.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	2,943,636.
e	Add lines 2a through 2d	2e	2,943,636.
3	Subtract line 2e from line 1	3	17,297,981.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	17,297,981.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

ENDOWMENT FUNDS

PART V - LINE 4

THE GARDEN'S ENDOWMENTS CONSIST OF VARIOUS INDIVIDUAL FUNDS ESTABLISHED FOR A VARIETY OF PURPOSES. ITS ENDOWMENT INCLUDES BOTH DONOR-RESTRICTED ENDOWMENT FUNDS AND FUNDS DESIGNATED BY THE BOARD OF TRUSTEES. AS REQUIRED BY ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA, NET ASSETS ASSOCIATED WITH ENDOWMENT FUNDS, INCLUDING FUNDS DESIGNATED BY THE GARDEN TO FUNCTION AS ENDOWMENTS, ARE CLASSIFIED AND REPORTED BASED ON THE EXISTENCE OR ABSENCE OF DONOR-IMPOSED RESTRICTIONS.

TEMPORARILY RESTRICTED NET ASSETS ARE SUBJECT TO DONOR-IMPOSED STIPULATIONS THAT MAY OR WILL BE MET EITHER BY ACTIONS OF THE GARDEN AND/OR THE PASSAGE OF TIME. AS THE RESTRICTIONS ARE SATISFIED, TEMPORARILY RESTRICTED NET ASSETS ARE RECLASSIFIED TO UNRESTRICTED NET ASSETS AND REPORTED IN THE ACCOMPANYING STATEMENTS OF ACTIVITIES AS NET ASSETS RELEASED FROM RESTRICTIONS. PERMANENTLY RESTRICTED NET ASSETS ARE SUBJECT TO DONOR-IMPOSED STIPULATIONS THAT NEITHER EXPIRE BY PASSAGE OF TIME NOR CAN BE FULFILLED OR REMOVED BY ACTIONS OF THE GARDEN.

OTHER LIABILITIES - UNCERTAIN TAX POSITIONS

PART X - LINE 2

AS OF JUNE 30, 2010, NO AMOUNTS HAVE BEEN RECOGNIZED FOR UNCERTAIN INCOME TAX POSITIONS. THE GARDEN'S TAX RETURNS FOR THE YEARS 2007 AND FORWARD ARE SUBJECT TO THE USUAL REVIEW BY THE APPROPRIATE TAXING AUTHORITIES.

Part XIV Supplemental Information (continued)

RECONCILIATION OF CHANGE IN NET ASSETS

PART XI - LINE 8

EFFECT OF POST RETIREMENT ADJUSTMENT: -1,860,415.

POST RETIREMENT BENEFITS: -565,604.

THIRD PARTY TRUSTS UNREALIZED LOSS: -250.

RECONCILIATION OF REVENUE

PART XII - LINE 2D

COST OF GOODS SOLD: 517,367.

RECONCILIATION OF EXPENSES

PART XIII - LINE 2D

COST OF GOODS SOLD: 517,367.

EFFECT OF POST RETIREMENT ADJUSTMENT: 1,860,415.

POST RETIREMENT BENEFITS: 565,604.

THIRD PARTY TRUSTS UNREALIZED LOSS: 250.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col. (a) through col. (c))		
		GALA	PASSPORT SUMMER	3			
		(event type)	(event type)	(total number)			
Revenue	1	Gross receipts	717,075.	82,375.	229,324.	1,028,774.	
	2	Less: Charitable contributions	651,000.	69,735.	42,920.	763,655.	
	3	Gross income (line 1 minus line 2)	66,075.	12,640.	186,404.	265,119.	
Direct Expenses	4	Cash prizes					
	5	Noncash prizes					
	6	Rent/facility costs					
	7	Food and beverages					
	8	Entertainment					
	9	Other direct expenses	329,291.	29,085.	121,160.	479,536.	
	10	Direct expense summary. Add lines 4 through 9 in column (d)					(479,536.)
	11	Net income summary. Combine line 3, column (d), and line 10					-214,417.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo		(b) Pull tabs/instant bingo/progressive bingo		(c) Other gaming		(d) Total gaming (add col. (a) through col. (c))
		Yes	No	Yes	No	Yes	No	
Revenue	1	Gross revenue						
Direct Expenses	2	Cash prizes						
	3	Noncash prizes						
	4	Rent/facility costs						
	5	Other direct expenses						
	6	Volunteer labor	Yes _____ % No _____ %	Yes _____ % No _____ %	Yes _____ % No _____ %			
7	Direct expense summary. Add lines 2 through 5 in column (d)							
8	Net gaming income summary. Combine line 1, column d, and line 7							

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states? _____	9a	
b If "No," explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	
b If "Yes," explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____	12	

		Yes	No
13	Indicate the percentage of gaming activity operated in:		
a	The organization's facility 13a %		
b	An outside facility 13b %		
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:		
	Name ▶ _____		
	Address ▶ _____		
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue? 15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.		
c	If "Yes," enter name and address of the third party:		
	Name ▶ _____		
	Address ▶ _____		
16	Gaming manager information:		
	Name ▶ _____		
	Gaming manager compensation ▶ \$ _____		
	Description of services provided ▶ _____		
	<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor		
17	Mandatory distributions:		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? 17a		
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____		

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization
BROOKLYN BOTANIC GARDEN CORPORATION

Employer identification number
11-2417338

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.

Noncash Contributions

2009

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Department of the Treasury
Internal Revenue Service

▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.

Name of the organization BROOKLYN BOTANIC GARDEN CORPORATION	Employer identification number 11-2417338
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Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	23	999,051.	FAIR MARKET VALUE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶(_____)				
26 Other ▶(_____)				
27 Other ▶(_____)				
28 Other ▶(_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement 29

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

BROOKLYN BOTANIC GARDEN CORPORATION

Employer identification number

11-2417338

ATTACHMENT 2

SUMMARY // STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART I, LINE 1 // PART III, LINE 1

TO SERVE A DIVERSITY OF PEOPLE IN ITS COMMUNITY AND THROUGHOUT THE WORLD
BY (1) DISPLAYING A VARIED COLLECTION OF PLANTS AND GARDENS IN AN ARTFUL
AND EDUCATIONAL WAY AND TO GIVE INSTRUCTION AND PLEASURE, (2) PROVIDING
EDUCATION TO INTERESTED AND EXCITED CHILDREN AND ADULTS IN PLANTS, THEIR
USES AND THEIR CULTIVATION, AND TO AWAKEN IN THE PUBLIC AN AWARENESS FOR
CONSERVING THE ENVIRONMENT - FROM THE LOCAL COMMUNITY TO THE ENTIRE
PLANET, AND (3) ENGAGING IN SCIENTIFIC RESEARCH TO EXPAND THE GENERAL
BODY OF KNOWLEDGE OF PLANTS, AND TO DISSEMINATE THIS KNOWLEDGE TO THE
SCIENTIFIC AND GENERAL PUBLIC.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III, LINE 4D

SECURITY - SECURITY INSURES THAT OUR GARDEN AND ITS LIVING COLLECTIONS
ARE PROTECTED AND THAT OUR VISITORS' ENVIRONMENT IS SAFE.

(EXPENSES \$ 1,308,983. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

PROGRAM ENHANCEMENTS - PROGRAM ENHANCEMENTS ARE VARIOUS FUNCTIONS THAT
ENHANCE OUR PATRONS' EXPERIENCE WHILE THEY ARE HERE AT THE GARDEN OR WHEN
THEY ARE VIEWING OUR WEBSITE.

(EXPENSES \$ 1,121,508. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

SCIENCE - STAFF MEMBERS OF THE GARDEN'S SCIENCE DEPARTMENT PUBLISH
BOTANICAL AND HORTICULTURAL ARTICLES COVERING A WIDE DIVERSITY OF
IMPORTANT ORNAMENTAL SPECIES. CURRENT EFFORTS FOCUS ON THE CLASSIFICATION

Name of the organization BROOKLYN BOTANIC GARDEN CORPORATION	Employer identification number 11-2417338
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ATTACHMENT 2 (CONT'D)

OF BEGONIA AND THE TAXONOMY OF ROCK GARDEN PLANTS. THE GARDEN ALSO HAS A HERBRARIUM WHICH INCLUDES APPROXIMATELY 250,000 SPECIMENS OF PRESERVED PLANTS. THE COLLECTION IS WORLDWIDE IN SCOPE, WITH CONCENTRATION ON PLANTS OF THE GREATER NEW YORK AREA AND CULTIVATED PLANTS. IN 1990 THE GARDEN EMBARKED ON THE NEW YORK METROPOLITAN FLORA PROJECT (NYMF), A MULTI-YEAR EFFORT TO DOCUMENT THE FLORA IN ALL COUNTIES WITHIN A 50-MILE RADIUS OF NEW YORK CITY, INCLUDING ALL OF LONG ISLAND, SOUTHEASTERN NEW YORK STATE, NORTHERN NEW JERSEY AND FAIRFIELD COUNTY, CONNECTICUT.

(EXPENSES \$ 565,536. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

CAPITAL CAMPAIGN - IN THE MOST SIGNIFICANT GARDEN RENEWAL EFFORT SINCE THE GARDEN'S FOUNDING 100 YEARS AGO, BBG IS CURRENTLY ENGAGED IN A DRAMATIC AND AMBITIOUS EFFORT FOR THE FUTURE. WITH PROJECTS THAT AFFECT VIRTUALLY EVERY PART OF THE GARDEN AND EXTEND BEYOND OUR BORDERS, THESE ENHANCEMENTS WILL HELP THE GARDEN MEET THE RAPIDLY CHANGING NEEDS OF OUR AUDIENCE AND OUR WORLD-FOSTERING A LOVE AND UNDERSTANDING OF PLANTS AND THE NATURAL WORLD AND INSPIRING THE NEXT GENERATION OF ENVIRONMENTAL STEWARDS.

(EXPENSES \$ 530,686. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

PUBLICATIONS - THE GARDEN OFFERS A VARIETY OF PUBLICATIONS ABOUT GARDENING, PLANTS, CHILDREN'S BOOKS AND OTHER HORTICULTURAL INFORMATION TO OUR VISITORS.

(EXPENSES \$ 427,706. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

GARDEN SHOP - THE GARDEN'S GIFT SHOP PROVIDES OUR VISITORS THE OPPORTUNITY TO BROWSE OUR COLLECTION OF BOTANICAL AND NATURE-INSPIRED BOOKS AND GIFTS. PROCEEDS FROM THE GARDEN GIFT SHOP PROVIDE OPERATING

Name of the organization BROOKLYN BOTANIC GARDEN CORPORATION	Employer identification number 11-2417338
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ATTACHMENT 2 (CONT'D)

SUPPORT FOR THE GARDEN'S 52-ACRE OASIS.

(EXPENSES \$ 358,234. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ NONE)

ADMISSION - THE GARDEN IS COMMITTED TO MAKING ITS EXHIBITIONS, PROGRAMS AND SERVICES ACCESSIBLE TO ALL WHO VISIT. PROCEEDS FROM ADMISSIONS PROVIDE OPERATING SUPPORT FOR THE GARDEN'S 52-ACRE OASIS.

(EXPENSES \$ 171,170. INCLUDING GRANTS OF \$ NONE) (REVENUE \$ 1,306,122.)

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, SECTION B - QUESTION 11A

THE FORM 990 WILL BE REVIEWED BY THE AUDIT COMMITTEE AND PROVIDED TO THE EXECUTIVE COMMITTEE FOR FINAL APPROVAL PRIOR TO FILING THE FORM. THE EXECUTIVE COMMITTEE HAS THE AUTHORITY TO APPROVE THE RETURN ON BEHALF OF THE ENTIRE BOARD.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, SECTION B - QUESTION 12C

3.1. DUTY TO COMPLETE QUESTIONNAIRE. EACH BOARD MEMBER, OFFICER OR KEY EMPLOYEE SHALL COMPLETE A CONFLICT OF INTEREST QUESTIONNAIRE UPON BECOMING A BOARD MEMBER, OFFICER OR KEY PERSON AND ANNUALLY THEREAFTER.

3.2. DUTY TO UPDATE INFORMATION. EACH BOARD MEMBER, OFFICER OR KEY EMPLOYEE SHALL PROMPTLY ADVISE THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION, OR HIS OR HER DELEGATE, OF ANY CHANGES TO THE INFORMATION PROVIDED IN THAT INDIVIDUAL'S LAST COMPLETED CONFLICT OF INTEREST QUESTIONNAIRE.

3.3. MANAGEMENT RESPONSE. THE CHIEF EXECUTIVE OFFICER OF THE CORPORATION, OR HIS OR HER DELEGATE, SHALL REVIEW ALL COMPLETED

Name of the organization BROOKLYN BOTANIC GARDEN CORPORATION	Employer identification number 11-2417338
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ATTACHMENT 2 (CONT'D)

QUESTIONNAIRES AND ALL SUBSEQUENT ADVICE OF CHANGES AND SHALL TAKE SUCH ACTION AS IS DEEMED APPROPRIATE TO ELIMINATE POTENTIALS FOR CONFLICTS OF INTEREST, INCLUDING SUCH STEPS AS REASSIGNMENT OF RESPONSIBILITIES OR ESTABLISHMENT OF PROTECTIVE ARRANGEMENTS.

3.4. AUDIT COMMITTEE. ALL DISCLOSURES OF INTERESTS IN COMPLETED QUESTIONNAIRES OR SUBSEQUENT ADVICE, UNLESS CLEARLY IRRELEVANT OR IMMATERIAL, SHALL BE COMPILED AND REPORTED BY MANAGEMENT TO THE AUDIT COMMITTEE, TOGETHER, IN EACH CASE, WITH THE RESPONSE OR RECOMMENDATION OF MANAGEMENT. THE COMMITTEE SHALL DETERMINE WHETHER THE REPORTED RESOLUTION OF ISSUES RAISED BY THE DISCLOSURES IS SATISFACTORY AND, IF NOT, SHALL REQUIRE SUCH FURTHER ACTION AS IT DEEMS APPROPRIATE.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, SECTION B - QUESTIONS 15A & 15B

COMPENSATION IS ESTABLISHED THROUGH THE USAGE OF AN INDEPENDENT COMPENSATION CONSULTANT AND COMPENSATION SURVEYS/STUDIES OF COMPARABLE ORGANIZATIONS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, SECTION C - QUESTION 19

THE ORGANIZATION CURRENTLY PROVIDES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS TO THE GENERAL PUBLIC UPON REQUEST.