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Form 990

Department of the Treasury
Internal Revenue Service

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)

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

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
OPEN SPACE CONSERVANCY INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1350 BROADWAY NO 201

City or town, state or country, and ZIP + 4
NEW YORK, NY 100187799

D Employer identification number
13-3028060

E Telephone number
(212) 290-8200

G Gross receipts $ 37,019,498

F Name and address of principal officer
CHRISTOPHER J ELLIMAN
1350 BROADWAY NO 201
NEW YORK, NY 100187799

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) **Are all affiliates included?** ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J **Website:** ▶ WWW OSINY ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | L Year of formation 1980 | M State of legal domicile NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities
A SUPPORTING ORGANIZATION OF THE OPEN SPACE INSTITUTE, INC THAT HOLDS LAND & CONSERVATION EASEMENTS

2 Check this box ▶☐ 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	21
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	21
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	0
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	10,904,624	14,341,396
	9	Program service revenue (Part VIII, line 2g)	0	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	6,344,083	7,132,295
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	376,455	87,607
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	17,625,162	21,561,298
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	2,688,060	5,019,061
	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)	2,777,907	3,505,672
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	75,000
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶311,439		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	5,135,937	4,662,097
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	10,601,904	13,261,830
	19	Revenue less expenses Subtract line 18 from line 12	7,023,258	8,299,468

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	233,542,005	229,755,550
	21	Total liabilities (Part X, line 26)	9,063,465	3,931,710
	22	Net assets or fund balances Subtract line 21 from line 20	224,478,540	225,823,840

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

Signature of officer | Date 2012-08-13

ROBERT K ANDERBERG ESQ VP & GENERAL COUNSEL
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ ROBERT R LYONS	Date	Check if self-employed ▶ ☐	Preparer's taxpayer identification number (see instructions) P00227472
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ MARKS PANETH & SHRON LLP 622 THIRD AVENUE NEW YORK, NY 10017			EIN ▶ 11-3518842 Phone no ▶ (212) 503-8800

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III . . . . ☐

1 Briefly describe the organization's mission

OPEN SPACE CONSERVANCY, INC IS A SUPPORTING ORGANIZATION OF OPEN SPACE INSTITUTE, INC , WHICH PROTECTS SCENIC, NATURAL AND HISTORIC LANDSCAPES TO ENSURE PUBLIC ENJOYMENT, CONSERVE HABITATS AND SUSTAIN COMMUNITY CHARACTER

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 organization's program service accomplishments for each of its three largest program services, as measured 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 $ 8,440,394 including grants of $ 5,012,061) (Revenue $)

LAND ACQUISITION PROTECTS CRITICAL OPEN SPACE HABITATS AND RECREATION AREAS, SAVES FAMILY FARMS AND HISTORIC SITES, AND PARTNERS WITH LOCAL AND STATE GOVERNMENT TO EXPAND PARKLANDS ACROSS NEW YORK STATE, EXTENDING FROM THE PROTECTION OF THE HUDSON RIVER VALLEY, CATSKILLS, AND THE SHAWANGUNK RIDGE, AREAS SIGNIFICANT FOR AGRICULTURAL PRODUCTIVITY, SCENIC BEAUTY, AND CLOSE-TO-HOME RECREATION OPPORTUNITIES FOR MILLIONS OF PEOPLE, TO SAFEGUARDING THE RURAL FARMLAND OF THE CHAMPLAIN VALLEY AND ACCESS THE HIGH PEAKS OF THE ADIRONDACKS IN 2011, OSI PROTECTED 3,000 ACRES IN 2011 WITH A FAIR MARKET VALUE OF $14 8 MILLION THROUGH 23 TRANSACTIONS

4b (Code) (Expenses $ 2,473,514 including grants of $) (Revenue $)

LAND STEWARDSHIP PROTECTS AND MAINTAINS ACQUIRED CONSERVATION PROPERTIES WHILE SEEKING THE MOST APPROPRIATE PERMANENT OWNER TO SAFEGUARD ITS RESOURCES, TYPICALLY A GOVERNMENT AGENCY, A PARTNERING LAND TRUST, OR PRIVATE CONSERVATION BUYER THE STEWARDSHIP PROGRAM ALSO ENFORCES ALL CONSERVATION EASEMENTS HELD BY OSI/OSC IN 2011, THE LAND STEWARDSHIP PROGRAM MONITORED 34,363 ACRES HELD IN EASEMENTS, MAINTAINED 109 PROPERTIES, AND TRANSFERRED 18 PROPERTIES INTO PERMANENT CONSERVATION OWNERSHIP

4c (Code) (Expenses $ 677,609 including grants of $ 7,000) (Revenue $)

THE CONSERVATION FINANCE PROGRAM ("CFP") ACCELERATES THE RATE AND EFFECTIVENESS OF CONSERVATION BY PROVIDING GRANTS AND LOW-COST BRIDGE LOANS FOR LAND TRANSACTIONS IN SELECTED LANDSCAPES IN THE EASTERN U S CFP WORKS WITH DONORS TO DESIGN AND ADMINISTER CAPITAL RE-GRANT PROGRAMS, AND WITH LAND TRUSTS TO STRUCTURE AND IMPLEMENT TRANSACTIONS CFP ASSISTS PROJECTS THAT ENHANCE EXISTING CONSERVATION LANDS, HELP TO CHANNEL OR REDIRECT DEVELOPMENT AWAY FROM SENSITIVE NATURAL AREAS OR THAT WILL PROTECT OPEN SPACES UNDER IMMEDIATE THREAT OF BEING DEVELOPED THROUGH 28 GRANTS AND 1 LOAN, TOTALING $4 2 MILLION, OSI PROTECTED 13,000 ACRES IN 6 STATES AND PROVINCES WITH A FAIR MARKET VALUE OF $30 MILLION IN 2011

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶$ 11,591,517

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7	Yes	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b	Yes	
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f	Yes	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II and IV*	15	Yes	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17	Yes	
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	21	Yes	
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? *If "Yes," complete Schedule I, Parts I and III*	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23	Yes	
24a	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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**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? *If "Yes," complete Schedule L, Part I*	25a		No
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? *If "Yes," complete Schedule L, Part I*	25b		No
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? *If "Yes," complete Schedule L, Part II*	26		No
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? *If "Yes," complete Schedule L, Part III*	27	Yes	
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? *If "Yes," complete Schedule L, Part IV*	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	28c		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30	Yes	
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		No
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? *If "Yes," complete Schedule R, Part I*	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		No
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		No
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? *If "Yes," complete Schedule R, Part VI*	37		No
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	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	0		
b	Enter the number of Forms W-2G included in line 1a *Enter -0- if not applicable*	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		
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	0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)					
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			3a		No
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b		
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 or securities account)?			4a		No
b	If "Yes," enter the name of the foreign country ▶ See instructions for 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?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		
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?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		
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?			7a		No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			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				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			13a		
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b				
c	Enter the aggregate amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*			14b		

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

Check if Schedule O contains a response to any question in this Part VI . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a 21			
b	Enter the number of voting members included in line 1a, above, who are independent	1b 21			
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?		2	Yes	
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? .		3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
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		9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
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?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
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?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ NY , CA , CT , GA , MA , ME , NC , NJ , NH , PA , TN , WA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

JOSEPH HOLLAND
1350 BROADWAY SUITE 201
NEW YORK, NY 100187799
(212) 290-8200

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

Check if Schedule O contains a response to any question in this Part VII . . . . ☑

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any 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, or 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 neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
See Additional Data Table										

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position: Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
See Additional Data Table										

		(D)	(E)	(F)
1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	1,453,137	331,448	326,690

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶7

			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*	3		No
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*	4	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		No

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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
ARDEN FARMS INC 21 CLOVE FURNANCE ROAD ARDEN, NY 10910	ESTATE MAINTENANCE & CARETAKER	234,741
PRIME BUCHHOLZ & ASSOCIATES 25 CHESTNUT STREET PORTSMOUTH, NH 03801	INVESTMENT CONSULTANT	132,226
CLEARY GOTTLIEB STEEN & HAMILTON LLP ONE LIBERTY PLAZA NEW YORK, NY 10006	LEGAL	112,708

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶3

Part VIII Statement of Revenue

				(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					
	c	Fundraising events 1c					
	d	Related organizations . . . 1d	6,028,569				
	e	Government grants (contributions) 1e	456,473				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	7,856,354				
	g	Noncash contributions included in lines 1a-1f $ 500,000					
	h	**Total.** Add lines 1a-1f . . . . ▶		14,341,396			
Program Service Revenue			Business Code				
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a–2f . . . . ▶					

			(i) Real / (i) Securities	(ii) Personal / (ii) Other	(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶			709,018			709,018
	4	Income from investment of tax-exempt bond proceeds . . ▶						
	5	Royalties . . . . ▶						
			(i) Real	(ii) Personal				
	6a	Gross rents	54,667					
	b	Less rental expenses	0					
	c	Rental income or (loss)	54,667					
	d	Net rental income or (loss) . . . . ▶			54,667			54,667
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	11,896,304	9,985,173				
	b	Less cost or other basis and sales expenses	9,476,291	5,981,909				
	c	Gain or (loss)	2,420,013	4,003,264				
	d	Net gain or (loss) . . . . ▶			6,423,277			6,423,277
	8a	Gross income from fundraising events (not including $ ______ of contributions reported on line 1c) See Part IV, line 18 . . . a						
	b	Less direct expenses . . . b						
	c	Net income or (loss) from fundraising events . . ▶						
	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 . . . ▶						
	10a	Gross sales of inventory, less returns and allowances . a						
	b	Less cost of goods sold . . b						
	c	Net income or (loss) from sales of inventory . . ▶						
		Miscellaneous Revenue	Business Code					
	11a	SERVICE INCOME	900099		30,000			30,000
	b	OTHER	900099		2,940			2,940
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a–11d . . . . . . ▶			32,940			
	12	**Total revenue.** See Instructions . . . ▶			21,561,298	0	0	7,219,902

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)
Check if Schedule O contains a response to any question in this Part IX . . . . ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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 United States See Part IV, line 21	5,019,061	5,019,061		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,533,960	1,159,033	316,988	57,939
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,215,492	918,404	251,177	45,911
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	138,813	93,173	28,528	17,112
9 Other employee benefits	441,254	296,173	90,685	54,396
10 Payroll taxes	176,153	118,236	36,202	21,715
11 Fees for services (non-employees)				
a Management				
b Legal	139,361	123,175	16,186	
c Accounting	49,268	30,296	18,972	
d Lobbying				
e Professional fundraising *See Part IV, line 17* . .	75,000			75,000
f Investment management fees	432,000		432,000	
g Other	197,329	197,077	252	
12 Advertising and promotion	104,248	104,248		
13 Office expenses	7,111	6,619	492	
14 Information technology				
15 Royalties . .				
16 Occupancy	707,116	520,936	146,814	39,366
17 Travel	69,753	58,373	11,380	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	5,146	4,336	810	
20 Interest	53,270	53,270		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	189,619	189,619		
23 Insurance	135,688	135,688		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a COST OF EASEMENTS	1,665,626	1,665,626		
b PROPERTY MAINTENANCE	457,132	457,132		
c REAL ESTATE TAXES	385,556	385,556		
d MISCELLANEOUS	24,216	19,667	4,549	
e				
f All other expenses	39,658	35,819	3,839	
25 **Total functional expenses.** Add lines 1 through 24f	13,261,830	11,591,517	1,358,874	311,439
26 **Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) 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				1	
	2	Savings and temporary cash investments			14,918,088	2	23,882,205
	3	Pledges and grants receivable, net			7,123,347	3	5,527,714
	4	Accounts receivable, net			175,531	4	211,182
	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			7,318,750	7	3,168,047
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			1,257,075	9	843,034
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D*	10a	37,899,123			
	b	Less accumulated depreciation	10b	2,197,061	34,233,650	10c	35,702,062
	11	Investments—publicly traded securities			35,944,755	11	34,144,628
	12	Investments—other securities See Part IV, line 11			129,154,990	12	126,276,678
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			3,415,819	15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)			233,542,005	16	229,755,550
Liabilities	17	Accounts payable and accrued expenses			312,394	17	307,955
	18	Grants payable			1,019,983	18	
	19	Deferred revenue				19	
	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			7,613,168	23	3,537,260
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			117,920	25	86,495
	26	**Total liabilities.** Add lines 17 through 25			9,063,465	26	3,931,710
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**					
	27	Unrestricted net assets			64,606,065	27	68,078,738
	28	Temporarily restricted net assets			159,872,475	28	157,745,102
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ 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			224,478,540	33	225,823,840
	34	Total liabilities and net assets/fund balances			233,542,005	34	229,755,550

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI . . . . ☑

1	Total revenue (must equal Part VIII, column (A), line 12) . . .	1	21,561,298
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,261,830
3	Revenue less expenses Subtract line 2 from line 1	3	8,299,468
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	224,478,540
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-6,954,168
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	225,823,840

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII . . . . ☑

			Yes	No
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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes," to 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	2c	Yes	
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 separate basis, consolidated basis, or both ☐ Separate basis ☑ Consolidated basis ☐ Both consolidated and separated 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?	3a		No
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 . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 ☐ A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☑ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☑ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?	**11g(i)**		No
(ii) a family member of a person described in (i) above?	**11g(ii)**		No
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		No

h Provide the following information about the supported organization(s)

(i) Name of supported organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section (see instructions))	**(iv)** Is the organization in col (i) listed in your governing document? Yes	No	**(v)** Did you notify the organization in col (i) of your support? Yes	No	**(vi)** Is the organization in col (i) organized in the U S ? Yes	No	**(vii)** Amount of support?
(A) OPEN SPACE INSTITUTE	521053406	7	Yes		Yes		Yes		0
Total									0

Part II **Support Schedule for Organizations Described in IRC 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
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						
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)						
6 **Public Support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						

12 Gross receipts from related activities, etc (See instructions) | **12** |

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f)) | **14** |

15 Public Support Percentage for 2010 Schedule A, Part II, line 14 | **15** |

16a **33 1/3% support test—2011.** 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 ▶☐

b **33 1/3% support test—2010.** If the organization did not check the 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 ▶☐

17a **10%-facts-and-circumstances test—2011.** 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 ▶☐

b **10%-facts-and-circumstances test—2010.** 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 ▶☐

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 ▶☐

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	**(a)** 2007	**(b)** 2008	**(c)** 2009	**(d)** 2010	**(e)** 2011	**(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)** 2007	**(b)** 2008	**(c)** 2009	**(d)** 2010	**(e)** 2011	**(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 501(c)(3) organization, check this box and **stop here** ▶☐

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2011.** 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—2010.** 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.** 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. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

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SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ Complete if the organization is described below.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then
- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
OPEN SPACE CONSERVANCY INC	13-3028060

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV

2 Political expenditures ▶ $

3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities ▶ $

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ☑ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ☐ if the filing organization checked box A and "limited control" provisions apply

	Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	**(a)** Filing Organization's Totals	**(b)** Affiliated Group Totals
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0	122,278
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	53,404	271,970
c	Total lobbying expenditures (add lines 1a and 1b)	53,404	394,248
d	Other exempt purpose expenditures	13,208,426	23,787,414
e	Total exempt purpose expenditures (add lines 1c and 1d)	13,261,830	24,181,662
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	813,092	1,000,000

If the amount on line 1e, column (a) or (b) is:	**The lobbying nontaxable amount is:**
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

		(a)	(b)
g	Grassroots nontaxable amount (enter 25% of line 1f)	203,273	250,000
h	Subtract line 1g from line 1a If zero or less, enter -0-	0	0
i	Subtract line 1f from line 1c If zero or less, enter -0-	0	0

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ **Yes** ☐ **No**

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

	Calendar year (or fiscal year beginning in)	**(a)** 2008	**(b)** 2009	**(c)** 2010	**(d)** 2011	**(e)** Total
2a	Lobbying non-taxable amount		749,680	892,949	1,000,000	2,642,629
b	Lobbying ceiling amount (150% of line 2a, column(e))					3,963,944
c	Total lobbying expenditures		569	580,820	394,248	975,637
d	Grassroots non-taxable amount		187,420	223,237	250,000	660,657
e	Grassroots ceiling amount (150% of line 2d, column (e))					990,986
f	Grassroots lobbying expenditures			176,819	122,278	299,097

Part II-B **Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B **Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".**

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i Also, complete this part for any additional information

Identifier	Return Reference	Explanation

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93493226024042

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

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.

		(a) Donor advised funds	(b) Funds and other accounts
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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may 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 ☐ Yes ☐ No

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)
- ☑ Preservation of land for public use (e g , recreation or pleasure)
- ☑ Preservation of an historically importantly land area
- ☑ Protection of natural habitat
- ☐ Preservation of a certified historic structure
- ☑ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	272
b	Total acreage restricted by conservation easements	2b	22,761 00
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ 1

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☑ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ 421 00

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ 20,941

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)? ☐ Yes ☐ No

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 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
c Beginning balance	1c	
d Additions during the year	1d	
e Distributions during the year	1e	
f Ending balance	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 the 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	143,726,233	132,462,248	115,507,939	173,073,908	
b Contributions					
c Investment earnings or losses	1,464,534	16,003,854	20,637,191	-51,183,509	
d Grants or scholarships					
e Other expenditures for facilities and programs	4,412,840	4,739,869	3,682,882	6,382,460	
f Administrative expenses					
g End of year balance	140,777,927	143,726,233	132,462,248	115,507,939	

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

a Board designated or quasi-endowment ▶

b Permanent endowment ▶ 0 %

c Term endowment ▶ 100 000 %

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	3a(i)		No
(ii) related organizations	3a(ii)		No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Description of property	**(a)** Cost or other basis (investment)	**(b)** Cost or other basis (other)	**(c)** Accumulated depreciation	**(d)** Book value
1a Land		32,428,127		32,428,127
b Buildings		3,767,362	1,110,355	2,657,007
c Leasehold improvements		1,444,465	827,806	616,659
d Equipment		258,900	258,900	0
e Other		269		269
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				35,702,062

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	**(b)** Book value	**(c)** Method of valuation Cost or end-of-year market value
(1)Financial derivatives		
(2)Closely-held equity interests		
(3)Other (A) PRIVATELY MANAGED INVESTMENTS	126,276,678	F
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶	126,276,678	

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	**(b)** Book value	**(c)** Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	**(b)** Book value
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 **(a)** Description of Liability	**(b)** Amount
Federal Income Taxes	
DEPOSIT ON SALE	26,500
INTERFUND PAYABLE	59,995
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	86,495

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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 should equal Form 990, Part I, line 12)			5	

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

1	Total expenses and losses per audited financial statements			1	
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			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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 should equal Form 990, Part I, line 18)			5	

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, 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

Identifier	Return Reference	Explanation
DESCRIPTION OF HOW ORGANIZATION REPORTS CONSERVATION EASEMENTS	PART II, LINE 9	PURCHASED EASEMENTS THAT HAVE A RESALE VALUE ARE RECORDED AT COST DONATED EASEMENTS THAT HAVE A RESALE VALUE ARE RECORDED AT FAIR VALUE CONSERVATION EASEMENTS DETERMINED BY OSI TO HAVE NO RESALE VALUE ARE WRITTEN DOWN TO A $1 CARRYING VALUE
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE WALLACE ENDOWMENT IS INTENDED TO BE USED FOR THE PURPOSE OF ACQUIRING AND HOLDING LAND IN THE HUDSON RIVER VALLEY, CATSKILLS AND ADIRONDACKS IN ORDER TO PRESERVE AND PROTECT SUCH LAND FOR THE BENEFIT OF THE PUBLIC, AND SECONDARILY FOR OTHER PURPOSES THAT ARE IN FURTHERANCE OF THE CONSERVATION OF THE SCENIC BEAUTY, HISTORIC VALUES AND RESOURCES OF THE REGIONS
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2011 AND 2010 IN ACCORDANCE WITH ACCOUNTING STANDARDS CODIFICATION ("ASC") TOPIC 740, "INCOME TAXES," WHICH PROVIDES STANDARDS FOR ESTABLISHING AND CLASSIFYING ANY TAX PROVISIONS FOR UNCERTAIN TAX POSITIONS WITH FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO FEDERAL OR STATE AND LOCAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR THE YEAR ENDED DECEMBER 31, 2008 AND PRIOR YEARS

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . . ☑ **Yes** ☐ **No**

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activites per Region (Use Part V if additional space is needed)

	(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region or independent contractors	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region/investments in region
	NORTH AMERICA	0	0	GRANTS TO RECIPIENTS LOCATED IN THE REGION	LAND ACQUISITION, STEWARDSHIP AND PUBLIC POLICY	173,525
	CENTRAL AMERICA AND THE CARIBBEAN	0	0	PASSIVE INVESTMENTS	N/A	
3a	Sub-total	0	0			173,525
b	Total from continuation sheets to Part I	0	0			0
c	**Totals** (add lines 3a and 3b)	0	0			173,525

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 . . . . ▶ ☑
Use Part V if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA	TRANSBORDER GRANT - CHIGNECTO ISTHMUS II PROJECT	50,000	WIRE TRANSFER			
		NORTH AMERICA	TRANSBORDER GRANT - GREEN MOUNTAIN CORRIDOR PROJECT	70,000	WIRE TRANSFER			
		NORTH AMERICA	TRANSBORDER GRANT - GREEN MOUNTAIN CORRIDOR PROJECT	23,525	WIRE TRANSFER			
		NORTH AMERICA	TRANSBORDER GRANT - GREEN MOUNTAIN CORRIDOR PROJECT	30,000	WIRE TRANSFER			

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . . ▶ 2

3 Enter total number of other organizations or entities . . . . ▶ 2

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

1	Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*	☐ Yes	☑ No
2	Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*	☐ Yes	☑ No
3	Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*	☐ Yes	☑ No
4	Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*	☑ Yes	☐ No
5	Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*	☐ Yes	☑ No
6	Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*	☐ Yes	☑ No

Part V **Supplemental Information**

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

Identifier	ReturnReference	Explanation
	SCHEDULE F PART 1,LINE 2	ALL GRANTEES EXECUTE A WRITTEN AGREEMENT WHICH REQUIRES THEM TO SUBMIT WRITTEN REPORTS TO OSC FOR THE PERIOD OF THE AGREEMENT

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SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- a ☐ Mail solicitations
- b ☑ Internet and e-mail solicitations
- c ☐ Phone solicitations
- d ☑ In-person solicitations
- e ☑ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☑ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
CAROL ASH 69 WOOD ROAD RENSSELAERVILLE, NY 12147	FUNDRAISING		No	325,000	75,000	250,000
Total				325,000	75,000	250,000

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

CA, CT, GA, MA, ME, NC, NJ, NH, NY, PA, TN, WA

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 (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				( )
	11 Net income summary Combine lines 3 and 10 in column (d) ▶				

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))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash 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 lines 1 and 7 in column (d) ▶				

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? ☐ Yes ☐ No

b If "No," Explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," Explain

11 Does the organization operate gaming activities with nonmembers? . . . . ☐ Yes ☐ No

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? . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	**13a**	
b An outside facility	**13b**	

14 Provide 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? . . . . ☐ Yes ☐ No

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ 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? . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Complete this part to provide additional information for responses to quuestion on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
EXPLANATION OF FUNDRAISING PAYMENTS	SCHEDULE G, PART I, LINE 2B, COLUMN (V)	TOTAL COMPENSATION OF $75,000 CONSISTED OF MONTHLY RETAINER PAYMENTS OF $8,333 FOR THE PERIOD FROM MARCH THROUGH NOVEMBER 2011

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table . . . ▶ 36

3 Enter total number of other organizations listed in the line 1 table . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	**(b)** Number of recipients	**(c)** Amount of cash grant	**(d)** Amount of non-cash assistance	**(e)** Method of valuation (book, FMV, appraisal, other)	**(f)** Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 ALL GRANTEES EXECUTE A WRITTEN AGREEMENT WHICH REQUIRES THEM TO SUBMIT WRITTEN REPORTS TO OSC FOR THE PERIOD OF THE AGREEMENT

Additional Data

Return to Form

Software ID:
Software Version:
EIN: 13-3028060
Name: OPEN SPACE CONSERVANCY INC

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE NATURE CONSERVANCY4245 N FAIRFAX DRIVE ARLINGTON,VA 22203	53-0242652	501(C)(3)	997,500				FINCH PRUYN, DIOCESE OF CAMDEN, CAMP NORTHRUP, AND LIPTON-WAITE PROJECTS
KESTREL LAND TRUST233 NORTH PLEASANT STREET 30 AMHERST,MA 10020	04-6243236	501(C)(3)	850,600				MASSACHUSETTS ACCELERATION PROGRAM AND BRUSHY MOUNTAIN PROJECT
TRUST FOR PUBLIC LAND116 NEW MONTGOMERY STREET SAN FRANCISCO,CA 94105	23-7222333	501(C)(3)	834,000				BRUSHWOOD COMMUNITY FOREST, ENVIRONMENT POLLING, ALBANY TOWN FOREST, MILLSTONE HILL, ANDROSCOGGIN HEADWATERS, & GARDNER-LYMAN FOREST
LANCASTER COUNTY CONSERVANCYPO BOX 716 LANCASTER,PA 17608	23-7046908	501(C)(3)	250,000				WELSH MOUNTAIN PROJECT
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN,MA 17730	04-2104702	501(C)(3)	250,000				MCHUGH PROPERTY PROJECT
SHEFFIELD LAND TRUSTPO BOX 940 SHEFFIELD,MA 01257	04-3079035	501(C)(3)	250,000				SHEFFIELD-EGREMONT CORRIDOR
NATURAL RESOURCES DEFENSE COUNCIL 40 W 20TH STREET NEW YORK,NY 10011	13-2654926	501(C)(3)	200,000				REGIONAL FOOD PROJECT
SOUTHEAST LAND TRUST OF NEW HAMPSHIREPO BOX 675 EXETER,NH 03833	02-0355374	501(C)(3)	200,000				PAWTUCKAWAY RIVER PROJECT
BERKSHIRE NATURAL RESOURCES COUNCIL20 BANK ROW PITTSFIELD,MA 01201	04-2430091	501(C)(3)	184,000				CRANBERRY POND PROJECT
WALLKILL VALLEY LAND TRUSTPO BOX 208 NEW PALTZ,NY 12561	22-2867070	501(C)(3)	159,969				ROSENDALE RAIL TRAIL
BRUNSWICK TOPSHAM LAND TRUST108 MAINE STREET BRUNSWICK,ME 04011	22-2714194	501(C)(3)	141,900				MAQUOIT BAY PROJECT
BEAVER BROOK ASSOCIATION117 RIDGE RD HOLLIS,NH 30490	02-0267159	501(C)(3)	75,000				WHALEBACK PROPERTY PROJECT
SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS54 PORTSMOUTH STREET CONCORD,NH 03301	02-0222237	501(C)(3)	75,000				NH CONSERVATION FUNDING INITIATIVE
BEAR-PAW REGIONAL GREENWAYSPO BOX 19 DEERFIELD,NH 03037	04-3340659	501(C)(3)	50,000				PINCKNEY HILL PROJECT
PRINCE HALL TEMPLE ASSOCIATES454 W 155TH ST NEW YORK,NY 10032	13-1592363	501(C)(3)	32,471				PRINCE HALL PROJECT
WOODIE WHEATON LAND TRUST2 GROVE ROAD FOREST CITY,ME 44130	01-0494342	501(C)(3)	25,000				EAST GRAND WATERSHED INITIATIVE
THREE RIVERS LAND TRUSTPO BOX 906 ACTON,ME 04001	01-0539771	501(C)(3)	21,000				WALNUT HILL FOCUS AREA
NATURAL LANDS TRUST1031 PALMERS MILL RD MEDIA,PA 19063	23-6272818	501(C)(3)	20,000				CONWAY PROPERTY PROJECT
APPALACHIAN MOUNTAIN CLUB5 JOY STREET BOSTON,MA 02108	04-6001677	501(C)(3)	20,000				WIND POWER PROJECT
TOWN OF CORINTH PO BOX 461 1387 COOKEVILLE RD CORINTH,VT 05039			16,800				F X SHEA COMMUNITY FOREST PROJECT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRUSTEES OF RESERVATIONS572 ESSEX STREET BEVERLY,MA 01915	04-2105780	501(C)(3)	15,000				MASSACHUSETTS ACCELERATION PROGRAM
LAND TRUST ALLIANCE1660 L STREET NW SUITE 1100 WASHINGTON,DC 20036	04-2751357	501(C)(3)	15,000				GENERAL SUPPORT
DOWNEAST LAKES LAND TRUSTPO BOX 75 GRAND LAKE STREAM,ME 04637	01-0541131	501(C)(3)	15,000				WEST GRAND LAKE COMMUNITY FOREST
VILLAGE OF COLD SPRING85 MAIN STREET COLD SPRING,NY 10516			13,846				STREET LIGHTING
SUDBURY VALLEY TRUSTEES18 WOLBACH ROAD SUDBURY,MA 01776	04-6049963	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
DARTMOUTH NATURAL RESOURCES TRUST PO BOX P-17 DARTMOUTH,MA 02748	23-7113649	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
COALITION FOR BUZZARDS BAY114 FRONT ST NEW BEDFORD,MA 02740	04-2971978	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
LOWELL PARKS & CONSERVATION TRUSTPO BOX 7162 LOWELL,MA 02852	22-3070912	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
WHITE OAK LAND CONSERVATION SOCIETYPO BOX 346 HOLDEN,MA 01520	04-2647259	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
EAST QUABBIN LAND TRUSTPO BOX 5 120 RIDGE RD HARDWICK,MA 01037	04-3297978	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
WILDLANDS TRUST PO BOX 2282 DUXBURY,MA 02331	23-7296971	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
MOUNT GRACE LAND CONSERVATION 1461 OLD KEENE ROAD ATHOL,MA 01331	04-2938967	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
ASHBURNHAM CONSERVATION TRUSTPO BOX 354 ASHBURNHAM,MA 01430	04-3504474	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
GROTON CONSERVATION TRUSTPO BOX 395 GROTON,MA 01450	04-6169832	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
WAREHAM LAND TRUSTPO BOX 718 WAREHAM,MA 02571	04-3548680	501(C)(3)	11,000				MASSACHUSETTS ACCELERATION PROGRAM
PALISADES PARK CONSERVANCY3006 SEVEN LAKES DRIVE BEAR MOUNTAIN STATE PA,NY 10911	13-4138370	501(C)(3)	5,000				GENERAL SUPPORT

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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, question 23.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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 ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain	**1b**		
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?	**2**		
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 ☑ Compensation committee ☐ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☑ Form 990 of other organizations ☑ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
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	**4c**		No
	Only 501(c)(3) and 501(c)(4) organizations only 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?	**5a**		No
b	Any related organization? If "Yes," to line 5a or 5b, describe in Part III	**5b**		No
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?	**6a**		No
b	Any related organization? If "Yes," to line 6a or 6b, describe in Part III	**6b**		No
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	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured 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	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Retirement and other deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other reportable compensation				
(1) CHRISTOPHER J ELLIMAN	(i)	288,217	0	0	39,014	21,821	349,052	0
	(ii)	21,874	0	0	2,961	1,656	26,491	0
(2) PETER HOWELL	(i)	141,626	0	0	7,301	10,247	159,174	0
	(ii)	52,347	0	0	2,699	3,787	58,833	0
(3) ROBERT K ANDERBERG	(i)	163,996	0	0	9,897	14,922	188,815	0
	(ii)	10,917	0	0	659	993	12,569	0
(4) ANTONIA BOWRING	(i)	100,687	0	0	6,327	16,986	124,000	0
	(ii)	38,481	0	0	2,418	6,492	47,391	0
(5) SAMAYLA DEUTCH	(i)	135,423	0	0	8,419	14,882	158,724	0
	(ii)	6,935	0	0	431	762	8,128	0
(6) TALLY BLUMBERG	(i)	130,851	0	0	4,105	20,291	155,247	0
	(ii)	20,545	0	0	645	3,186	24,376	0
(7) ERIK KULLESEID	(i)	158,269	0	0	9,488	23,203	190,960	0
	(ii)	1,875	0	0	112	275	2,262	0
(8) LESLIE KANE SZYNAL	(i)	0	0	0	0	0	0	0
	(ii)	163,769	0	0	9,900	23,687	197,356	0

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

Identifier	Return Reference	Explanation

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶See separate instructions.

OMB No 1545-0047
2011
Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . ▶ $

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
Total . . . . ▶ $										

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance
(1) JOHN ADAMS	CHAIRMAN OF OSI/OSC	200,000
(2) CAROLINE NIEMCZYK	VICE CHAIR OF OSI/OSC	834,000
(3) BARNABAS MCHENRY	TRUSTEE OF OSI/OSC	5,000

Part IV **Business Transactions Involving Interested Persons.**
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
SCHEDULE L, PART III	GRANTS OR ASSISTANCE BENEFITTING INTERESTED PERSONS	JOHN ADAMS, CHAIRMAN OF OSI/OSC, IS A PAID CONSULTANT OF THE NATURAL RESOURCES DEFENSE COUNCIL IN 2011, OSC AWARDED A $200,000 GRANT TO THE NATURAL RESOURCES DEFENSE COUNCIL CAROLINE NIEMCZYK, VICE CHAIR OF OSI/OSC, IS ALSO A VOLUNTEER BOARD MEMBER OF THE TRUST FOR PUBLIC LAND IN 2011, OSC AWARDED GRANTS TOTALING $834,000 TO THE TRUST FOR PUBLIC LAND BARNABAS MCHENRY, A TRUSTEE OF OSI/OSC, IS ALSO A VOLUNTEER BOARD MEMBER OF THE PALISADES PARK CONSERVANCY IN 2011, OSC AWARDED $5,000 TO THE PALISADES PARK CONSERVANCY

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization	Employer identification number
OPEN SPACE CONSERVANCY INC	13-3028060

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
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				
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	X	2	500,000	APPRAISAL
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
30a During the year, did the organization receive by contribution any property reported in Part I, lines 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?	30a		No
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?	31		No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a		No
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			

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	JOHN ERNST, BOARD MEMBER, AND JOHN CAHILL, BOARD MEMBER, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" GILMAN S BURKE, BOARD MEMBER, T JEFFERSON CUNNINGHAM III, BOARD MEMBER, AND W BARNABAS MCHENRY, BOARD MEMBER, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" EDWARD AMES, SECRETARY, AND GILMAN S BURKE, BOARD MEMBER, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" JOHN ADAMS, CHAIRMAN, AND PATRICIA SULLIVAN, BOARD MEMBER, ARE BOTH PAID CONSULTANTS OF THE SAME 501(C)(4) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" SUSAN BABCOCK, BOARD MEMBER, JOHN CAHILL, BOARD MEMBER, AND JOHN ERNST, BOARD MEMBER, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" PETER A BIENSTOCK, VICE CHAIR, HUME R STEYER, BOARD MEMBER, AND CHRISTOPHER ELLIMAN, PRESIDENT & CEO, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" EDWARD AMES, SECRETARY, AND CHRISTOPHER ELLIMAN, PRESIDENT & CEO, ARE VOLUNTEER TRUSTEES OF THE SAME 501(C)(3) ORGANIZATION, WHICH IS NOT A "RELATED ORGANIZATION" ROBERT ANDERBERG, GENERAL COUNSEL & VP, AND JOSEPH MARTENS, PRESIDENT (UP TO 1/19/2011), WERE BOTH BOARD MEMBERS OF THE SAME 501(C)(3), ORGANIZATION WHICH IS NOT A "RELATED ORGANIZATION"

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE SOLE MEMBER OF OPEN SPACE CONSERVANCY, INC IS OPEN SPACE INSTITUTE, INC

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	THE TRUSTEES OF OPEN SPACE CONSERVANCY, INC SHALL BE ELECTED AT THE ANNUAL MEETING OF THE BOARD OF TRUSTEES OF THE SOLE MEMBER (OPEN SPACE INSTITUTE, INC) AND ANY TRUSTEE MAY BE REMOVED, WITH OR WITHOUT CAUSE, BY THE SOLE MEMBER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	OUR 990 IS PREPARED BY AN OUTSIDE INDEPENDENT ACCOUNTING FIRM THE DRAFT FORM 990 IS REVIEWED BY THE CONTROLLER, CHIEF OPERATING OFFICER & GENERAL COUNSEL AFTER THE STAFF REVIEW THE RETURN, IT IS THEN REVIEWED BY THE AUDIT COMMITTEE THE REVIEWED AND CORRECTED 990 FORM IS THEN SENT OUT TO ALL THE BOARD MEMBERS OF THE ORGANIZATION FOR THEIR REVIEW AND COMMENTS THE RETURN IS FILED ONCE ALL PARTIES HAVE COMPLETED THEIR REVIEW AND REQUIRED EDITS HAVE BEEN MADE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	OPEN SPACE CONSERVANCY, INC HAS A CONFLICT OF INTEREST POLICY WHICH REQUIRES ALL INTERESTED PERSONS TO DISCLOSE CONFLICTS AND POTENTIAL CONFLICTS AS SOON AS THEY ARISE ONCE A CONFLICT OR POTENTIAL CONFLICT HAS BEEN DISCLOSED, THE INTERESTED PERSON MAY NOT DISCUSS THE TRANSACTION THAT IS THE BASIS OF SUCH CONFLICT, AND MUST RECUSE HIMSELF OR HERSELF FROM ANY VOTE ON SUCH TRANSACTION THE PRESIDENT EACH YEAR REPORTS TO THE BOARD OF TRUSTEES ALL CONFLICT TRANSACTIONS AND HOW THEY WERE HANDLED THE BOARD OF OPEN SPACE CONSERVANCY, INC HAS THE POWER TO TAKE REMEDIAL ACTION IF THE CONFLICT POLICY IS VIOLATED

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	THE PROCESS OF DETERMINING COMPENSATION FOR TOP MANAGEMENT AND KEY EMPLOYEES INVOLVES OUR COMPENSATION COMMITTEE WORKING WITH AN INDEPENDENT COMPENSATION CONSULTANT THE COMMITTEE PERFORMS AN ANNUAL ASSESSMENT OF THE RESPONSIBILITIES AND PERFORMANCE OF THE CEO/PRESIDENT (OTHER TOP MANAGEMENT AND KEY EMPLOYEES ARE REVIEWED AT LEAST ANNUALLY BY THE CEO/PRESIDENT) THE COMMITTEE ALSO UTILIZES COMPENSATION SURVEYS AND INFORMATION GLEANED FROM FORM 990S OF COMPARABLE ORGANIZATIONS TO DETERMINE APPLICABLE COMPENSATION RATES ONCE REASONABLE AND COMPETITIVE COMPENSATION RATES ARE ESTABLISHED, THEY ARE APPROVED BY THE COMPENSATION COMMITTEE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	OPEN SPACE INSTITUTE, INC MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, WHISTLEBLOWER POLICY, DOCUMENT RETENTION AND DESTRUCTION POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE GENERAL PUBLIC THESE DOCUMENTS ARE SENT TO ANYONE WHO CONTACTS OUR ORGANIZATION AND REQUESTS SUCH INFORMATION

Identifier	Return Reference	Explanation
ESTIMATED AVERAGE WEEKLY HOURS DEVOTED TO RELATED ORGANIZATIONS	PART VII, SECTION A, COLUMN B	THE ESTIMATED AVERAGE WEEKLY HOURS REPORTED FOR THE DIRECTORS, OFFICERS AND EMPLOYEES LISTED IN PART VII REPRESENTS THE AVERAGE HOURS PER WEEK DEVOTED TO THE ORGANIZATION DURING THE YEAR THE ESTIMATED AVERAGE WEEKLY HOURS DEVOTED TO RELATED ORGANIZATIONS IS AS FOLLOWS JOHN H ADAMS - 3 HOURS PETER A BIENSTOCK - 3 HOURS CAROLYN NIEMCZYK - 3 HOURS PAUL J ELSTON - 3 HOURS EDWARD A AMES - 3 HOURS SUSAN BABCOCK - 3 HOURS ELIZABETH BORDEN - 3 HOURS GILMAN S BURKE - 3 5 HOURS JOHN CAHILL - 3 HOURS HOLLY HEGENER CUMMINGS - 3 HOURS T JEFFERSON CUNNINGHAM III - 3 5 HOURS J MATTHEW DAVIDSON - 3 HOURS JOHN ERNST - 3 HOURS SAMUEL G HUBER - 3 HOURS FELIX KAUFMAN - 3 HOURS SAMUEL W LAMBERT - 3 HOURS YUKI MOORE LAURENTI - 3 HOURS W BARNABAS MCHENRY - 3 HOURS KATHERINE O ROBERTS - 3 5 HOURS HUME R STEYER - 3 HOURS PATRICIA F SULLIVAN - 3 HOURS CHRISTOPHER ELLIMAN - 2 5 HOURS PETER HOWELL - 9 5 HOURS ROBERT K ANDERBERG - 2 8 HOURS ANTONIA BOWRING - 9 7 HOURS JOSEPH G HOLLAND - 5 2 HOURS SAMAYLA DEUTCH - 1 7 HOURS TALLY BLUMBERG - 4 7 HOURS ERIK KULLESEID - 0 4 HOURS

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -880,890 LOSS ON IMPAIRMENT OF REAL ESTATE -6,052,924 IN-KIND INTEREST INCOME 31,967 IN-KIND INTEREST EXPENSE -52,321 TOTAL TO FORM 990, PART XI, LINE 5 -6,954,168

Identifier	Return Reference	Explanation
DESCRIPTION OF THE ORGANIZATION'S AUDIT COMMITTEE	PART XII, LINE 2C	THE AUDIT COMMITTEE OF THE OPEN SPACE INSTITUTE, INC , A SUPPORTED ORGANIZATION OF THE OPEN SPACE CONSERVANCY, INC , FUNCTIONS AS THE AUDIT COMMITTEE OF OPEN SPACE CONSERVANCY, INC AND IS RESPONSIBLE FOR THE OVERSIGHT OF OUR FINANCIAL STATEMENTS AND SELECTION OF OUR INDEPENDENT ACCOUNTANT THE COMMITTEE MEETS QUARTERLY TO REVIEW COMPLEX TRANSACTIONS AND INTERIM FINANCIAL STATEMENTS TO OBTAIN A BETTER UNDERSTANDING OF THE CURRENT FINANCIAL CONDITION OF THE ORGANIZATION ON AN ANNUAL BASIS, OUR AUDIT COMMITTEE REVIEWS THE REPORT TO THE AUDIT COMMITTEE PREPARED BY OUR OUTSIDE AUDITORS AND THE CONSOLIDATED FINANCIAL STATEMENTS OF OUR ORGANIZATION THE AUDIT COMMITTEE PERIODICALLY REVIEWS THE NEED TO REPLACE OUR INDEPENDENT ACCOUNTANT BASED ON CERTAIN CRITERIA THE CRITERIA CONSIDERED INCLUDE DETERMINING IF THE INDEPENDENT ACCOUNTANT POSSESSES A HIGH LEVEL OF KNOWLEDGE OF ACCOUNTING STANDARDS AND PRINCIPLES, GENERALLY, AND NOT FOR PROFIT ACCOUNTING KNOWLEDGE, SPECIFICALLY, AND IF THEY CAN COMPLETE THE REQUIRED WORK IN A TIMELY MANNER AT A COMPETITIVE PRICE

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
OPEN SPACE CONSERVANCY INC

Employer identification number
13-3028060

Part I **Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) OSI CONSERVATION INVESTMENTS LLC 1350 BROADWAY SUITE 201 NEW YORK, NY 100187799 13-3028060	INVESTMENTS	NY	-192,265	357,735	OPEN SPACE CONSERVANCY INC

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization Yes	(g) No
(1) OPEN SPACE INSTITUTE INC 1350 BROADWAY NEW YORK, NY 10018 52-1053406	LAND PROTECTION	NY	501(C)(3)	7	N/A		No
(2) BEAVERKILL VALLEY LAND TRUST INC 1350 BROADWAY NEW YORK, NY 10018 13-3545322	LAND PROTECTION	NY	501(C)(3)	11	OPEN SPACE INSTITUTE INC		No
(3) MALCOLM GORDON CHARITABLE TRUST 1350 BROADWAY NEW YORK, NY 10018 13-3756345	ENVIRONMENTAL EDUCATION	NY	501(C)(3)	11	OPEN SPACE INSTITUTE INC		No

Part III **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) JOHNSON HILL ASSOCIATES INC 1350 BROADWAY SUITE 201 NEW YORK, NY 10018 14-1644926	HOLDING LAND	NY	OPEN SPACE CONSERVANCY INC	C	82,102	824,578	100 000 %

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

		Yes	No
1 During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Sale of assets to related organization(s)	1f		No
g Purchase of assets from related organization(s)	1g		No
h Exchange of assets with related organization(s)	1h		No
i Lease of facilities, equipment, or other assets to related organization(s)	1i		No
j Lease of facilities, equipment, or other assets from related organization(s)	1j		No
k Performance of services or membership or fundraising solicitations for related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations by related organization(s)	1l		No
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	Yes	
n Sharing of paid employees with related organization(s)	1n	Yes	
o Reimbursement paid to related organization(s) for expenses	1o	Yes	
p Reimbursement paid by related organization(s) for expenses	1p	Yes	
q Other transfer of cash or property to related organization(s)	1q		No
r Other transfer of cash or property from related organization(s)	1r		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	**(b)** Transaction type(a-r)	**(c)** Amount involved	**(d)** Method of determining amount involved
(1) OPEN SPACE INSTITUTE INC	E	59,995	CASH PAYMENTS
(2) OPEN SPACE INSTITUTE INC	M	689,563	CASH PAYMENTS
(3) OPEN SPACE INSTITUTE INC	N	3,308,596	CASH PAYMENTS
(4) OPEN SPACE INSTITUTE INC	O	6,028,569	FORGIVENESS OF DEBT
(5) MALCOLM GORDON CHARITABLE TRUST	P	143,536	CASH PAYMENTS
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete ıf the organızatıon answered "Yes" on Form 990, Part IV, lıne 37.)

Provide the followıng ınformatıon for each entıty taxed as a partnershıp through whıch the organızatıon conducted more than fıve percent of ıts actıvıtıes (measured by total assets or gross revenue) that was not a related organızatıon See ınstructıons regardıng exclusıon for certaın ınvestment partnershıps

(a) Name, address, and EIN of entıty	**(b)** Prımary actıvıty	**(c)** Legal domıcıle (state or foreıgn country)	**(d)** Predomınant ıncome(related, unrelated, excluded from tax under sectıons 512-514)	**(e)** Are all partners section 501(c)(3) organızatıons?		**(f)** Share of total ıncome	**(g)** Share of end-of-year assets	**(h)** Dısproprtıonate allocatıons?		**(i)** Code V—UBI amount ın box 20 of Schedule K-1 (Form 1065)	**(j)** General or managıng partner?		**(k)** Percentage ownershıp
				Yes	**No**			**Yes**	**No**		**Yes**	**No**	

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation

TY 2011 AffiliatedGroupAttachment

Name: OPEN SPACE CONSERVANCY INC

EIN: 13-3028060

Explanation: PURSUANT TO REGULATIONS SECTION 56.4911-8(B) AND IRC SECTION 4911(F), AN AFFILIATED GROUP OF ORGANIZATIONS IS TREATED AS A SINGLE ORGANIZATION FOR THE PURPOSES OF THE TAX IMPOSED BY IRC SECTION 4911(A). THEREFORE, SINCE THE AFFILIATED GROUP DID NOT HAVE ANY EXCESS LOBBYING EXPENDITURES OR EXCESS GRASSROOTS LOBBYING EXPENDITURES, THE FILING ORGANIZATION IS DEEMED TO NOT HAVE EXCESS LOBBYING EXPENDITURES OR EXCESS GRASSROOTS LOBBYING EXPENDITURES FOR THE PURPOSES OF THE DISCLOSURE ON PART II-A, LINE 1(H) AND 1(I), COLUMN A.AFFILIATED GROUP MEMBER:OPEN SPACE INSTITUTE, INC. (EIN 52-1053406)1350 BROADWAY, SUITE 201NEW YORK, NY 10018

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93493226024042

TY 2011 Affiliated Group Schedule

Name: OPEN SPACE CONSERVANCY INC

EIN: 13-3028060

Affiliated Group Business Name:		OPEN SPACE INSTITUTE INC
Address. Either US or Foreign Type:		1350 BROADWAY SUITE 201 NEW YORK, NY 10018
EIN:		52-1053406
Electing Organization Checkbox:		☐
Total Grassroots Lobbying:	122,278	
Total Direct Lobbying:	218,566	
Total Lobbying Expenditures:	340,844	
Other Exempt Purpose Expenditures:	3,303,913	
Total Exempt Purpose Expenditures:	3,644,757	
Lobbying Nontaxable Amount:	332,238	
Grassroots Nontaxable Amount:	83,060	
Tot Lobbying Grassroot Minus Non Tx:	39,218	
Tot Lobby Expend Mns Lobbying Non Tx:	8,606	
Share Of Excess Lobbying:	0	

Additional Data

Software ID:
Software Version:
EIN: 13-3028060
Name: OPEN SPACE CONSERVANCY INC

Form 990, Special Condition Description:

Special Condition Description

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply): Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
JOHN H ADAMS CHAIRMAN	3 00	X		X				0	0	0
PETER A BIENSTOCK VICE-CHAIR	3 00	X		X				0	0	0
CAROLINE NIEMCZYK VICE-CHAIR	3 00	X		X				0	0	0
PAUL J ELSTON TREASURER	3 00	X		X				0	0	0
EDWARD A AMES SECRETARY	3 00	X		X				0	0	0
SUSAN BABCOCK TRUSTEE	3 00	X						0	0	0
ELIZABETH BORDEN TRUSTEE	3 00	X						0	0	0
GILMAN S BURKE TRUSTEE	2 50	X						0	0	0
JOHN CAHILL TRUSTEE	3 00	X						0	0	0
HOLLY HEGENER CUMMINGS TRUSTEE	3 00	X						0	0	0
T JEFFERSON CUNNINGHAM III TRUSTEE	2 50	X						0	0	0
J MATTHEW DAVIDSON TRUSTEE	3 00	X						0	0	0
JOHN ERNST TRUSTEE	3 00	X						0	0	0
SAMUEL G HUBER TRUSTEE	3 00	X						0	0	0
FELIX KAUFMAN TRUSTEE	3 00	X						0	0	0
SAMUEL W LAMBERT III TRUSTEE	3 00	X						0	0	0
W BARNABAS MCHENRY TRUSTEE	3 00	X						0	0	0
KATHERINE O ROBERTS TRUSTEE	2 50	X						0	0	0
HUME R STEYER TRUSTEE	3 00	X						0	0	0
PATRICIA F SULLIVAN TRUSTEE	3 00	X						0	0	0
YUKI MOORE LAURENTI TRUSTEE	3 00	X						0	0	0
CHRISTOPHER J ELLIMAN PRESIDENT & CEO	32 50			X				288,217	21,874	65,452
PETER HOWELL EXECUTIVE VP	25 50			X				141,626	52,347	24,034
ROBERT K ANDERBERG V P & GENERAL COUNSEL	32 20			X				163,996	10,917	26,471
ANTONIA BOWRING V P & COO	25 30			X				100,687	38,481	32,223

Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply) Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(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
JOSEPH G HOLLAND ASSISTANT TREASURER	29 80			X				84,903	14,705	7,546
SAMAYLA DEUTCH V P , SENIOR COUNSEL	33 30			X				135,423	6,935	24,494
TALLY BLUMBERG V P , PROGRAMS	30 30			X				130,851	20,545	28,227
NATE BERRY VICE PRESIDENT	35 00			X				81,770	0	28,366
JENNIFER GROSSMAN V P , NY LAND PROGRAM (FORMER)	35 00			X				68,439	0	6,877
ERIK KULLESEID V P , DIR ALLIANCE FOR NYS PARKS	34 60			X				158,269	1,875	33,078
JOSEPH MARTENS PRESIDENT (FORMER)	35 00			X				38,000	0	3,454
TERRENCE NOLAN V P , CONSERVATION	35 00			X				60,956	0	12,881
LESLIE KANE SZYNAL DIRECTOR, OUTDOORS AMERICA	35 00					X		0	163,769	33,587