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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)	OMB No 1545-0047 2011 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

A For the 2011 calendar year, or tax year beginning 07-01-2011 and ending 06-30-2012				D Employer identification number	
B Check if applicable				30-0036865	
☐ Address change				E Telephone number	
☐ Name change				(574) 537-4000	
☐ Initial return				G Gross receipts \$ 359,635	
☐ Terminated					
☐ Amended return					
☐ Application pending					
C Name of organization GRENCROFT MIDDLEBURY INC Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite PO BOX 819 City or town, state or country, and ZIP + 4 GOSHEN, IN 46527				F Name and address of principal officer DANIEL WOLFER 1721 GRENCROFT BLVD GOSHEN, IN 46526	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (Insert no) ☐ 4947(a)(1) or ☐ 527				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	
J Website: WWW GRENCROFT ORG					
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other				L Year of formation 1999	
				M State of legal domicile IN	

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities GREENCROFT MIDDLEBURY PROVIDES ACTIVE, AFFORDABLE RETIREMENT LIVING IN HOMES WITH SUPPORTIVE SERVICES SERVICES PROVIDED TO RESIDENTS AND THE BROADER MIDDLEBURY COMMUNITY AT REDUCED OR NO COST AMOUNTED TO \$84,141 FOR FYE JUNE 30, 2012		
	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	9
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	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	25
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
Revenue		Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)	1,042,812	31,150
	9 Program service revenue (Part VIII, line 2g)	400,496	318,082
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,476	312
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,570	10,091
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,447,354	359,635
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	15,590	8,775
	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)	41,418	42,558
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☐ 0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	536,849	538,080
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	593,857	589,413
	19 Revenue less expenses Subtract line 18 from line 12	853,497	-229,778
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		7,358,491	7,100,085
21 Total liabilities (Part X, line 26)		6,930,039	6,901,411
22 Net assets or fund balances Subtract line 21 from line 20		428,452	198,674

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			2013-04-01 Date	
	DALE SHENK TREASURER Type or print name and title				
Paid Preparer's Use Only	Preparer's signature	SUSAN MIENCIER	Date	Check if self-employed ☐	Preparer's taxpayer identification number (see instructions) P00842339
	Firm's name (or yours if self-employed), address, and ZIP + 4	PLANTE & MORAN PLLC PO BOX 307 SOUTHFIELD, MI 480370307			EIN 38-1357951
					Phone no (248) 352-2500

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

Part IIISTatement 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

THE MISSION OF GREENCROFT MIDDLEBURY IS TO PROVIDE ACTIVE, AFFORDABLE RETIREMENT LIVING IN HOMES WITH SUPPORTIVE SERVICES, ASSISTED LIVING, AND SKILLED NURSING EACH YEAR THE ORGANIZATION STRIVES TO BE A GOOD NEIGHBOR IN THE COMMUNITY WHERE WE SERVE WE HAVE A HISTORY OF ADDING VALUE TO OUR RESIDENTS, TO SENIORS LIVING OUTSIDE OF OUR COMMUNITY, AND TO THE BROADER COMMUNITY WE SERVE WE STRIVE TO IMPROVE THE QUALITY OF CARE BY CELEBRATING THE LIVES OF THE SENIORS LIVING IN OUR COMMUNITY AND WORKING WITH THEM TO ENSURE THEY HAVE OPPORTUNITIES TO LIVE LIFE OUT TO THE FULLEST AND WORK TOGETHER TO ADDRESS THE CHALLENGES OF AGING

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 \$ 484,793 including grants of \$ 8,775) (Revenue \$ 318,082)

GREENCROFT MIDDLEBURY IS A NON-PROFIT COMMUNITY BENEFIT CORPORATION THAT PROVIDES INDEPENDENT LIVING SERVICES TO 37 RESIDENTS ON A 23-ACRE CAMPUS ASSISTED LIVING AND HEALTHCARE NURSING SERVICES ARE AVAILABLE VIA A CONTRACT BETWEEN GREENCROFT MIDDLEBURY AND GREENCROFT GOSHEN SUPPORTING SERVICES FOR RESIDENTS AND OTHER AREA SENIORS ARE PROVIDED THROUGH THE GREENCROFT MIDDLEBURY SENIOR CENTER ON CAMPUS DURING THE YEAR ENDED JUNE 30, 2012, OVER 23% OF TOTAL REVENUES WERE USED TO PROVIDE COMMUNITY BENEFITS IN THE FORM OF REDUCED/FREE SENIOR CENTER SERVICES IN ADDITION, RESIDENTS WHO DO NOT MISUSE THEIR ASSETS MAY BE ELIGIBLE FOR SUPPORT FROM GREENCROFT MIDDLEBURY IF THEIR ASSETS RUN OUT

4b

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

4c

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

4d

Other program services (Describe in Schedule O)

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

4e

Total program service expenses \$ 484,793

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.	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	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.		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.		No
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.		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.		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.		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		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.		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.	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, line 10? If "Yes," complete Schedule D, Part VI.	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.		No
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.		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.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	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.	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.		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.	Yes	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?		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.		No
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.		No
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.		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.		No
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.		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.		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H.		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)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	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? <i>If "Yes," complete Schedule I, Parts I and III</i>	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? <i>If "Yes," complete Schedule J</i>	23		No
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? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25</i>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part II</i>	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? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	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? <i>If "Yes," complete Schedule R, Part VI</i>	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, <i>Transmittal of Wage and Tax Statements</i> 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? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).			2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			3a	
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?				
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?				
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?				
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			14b	No

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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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	No
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	Yes
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
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	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
10b	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
11b	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
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	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
16b	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	IN
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.	
	DALE SHENK 1721 GREENCROFT BLVD GOSHEN, IN 46527 (574) 537-4000	

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)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHUCK OWENS CHAIR	1.00	X		X				0	0	0
(2) SHERMAN W. HANSEN CHAIR - PARTIAL YEAR	1.00	X		X				0	0	0
(3) BOB HAWKINS BOARD MEMBER	1.00	X						0	0	0
(4) JERRY BEASLEY BOARD MEMBER	1.00	X						0	0	0
(5) AMY FLORIA BOARD MEMBER	1.00	X						0	0	0
(6) DR. G. WELDON FRIESEN BOARD MEMBER	1.00	X						0	0	0
(7) HARRIET GREEN BOARD MEMBER	1.00	X						0	0	0
(8) ROSEALENE LONG BOARD MEMBER	1.00	X						0	0	0
(9) HARLEY TROYER BOARD MEMBER	1.00	X						0	0	0
(10) DON WEIRICH BOARD MEMBER	1.00	X						0	0	0
(11) KENT YODER BOARD MEMBER - PARTIAL YEAR	1.00	X						0	0	0
(12) DANA SNIDER BOARD MEMBER - PARTIAL YEAR	1.00	X						0	0	0
(13) DANIEL WOLFER PRESIDENT	40.00			X				0	45,778	19,863
(14) DALE SHENK TREASURER	1.00			X				0	108,720	37,720
(15) TANE ADAMS SECRETARY	1.00			X				0	43,862	18,205
(16) PATRICIA FORD SECRETARY - PARTIAL YEAR	1.00			X				0	49,954	9,322

Part VII

1b	Sub-Total	▼			
c	Total from continuation sheets to Part VII, Section A	▼			
d	Total (add lines 1b and 1c)	▼	0	248,314	85,110

2 Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	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

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 ►0

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	31,150				
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$ _____						
	h	Total. Add lines 1a-1f			31,150			
Program Service Revenue			Business Code					
	2a	NET RESIDENT SERVICES	623000	318,082	318,082			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			318,082			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		312			312	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss)						
	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	MAINTENANCE INCOME		811000	10,050			10,050	
b	MISCELLANEOUS INCOME		900099	41			41	
c								
d	All other revenue							
e	Total. Add lines 11a-11d			10,091				
12	Total revenue. See Instructions			359,635	318,082	0	10,403	

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	8,775	8,775		
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				
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	36,574	27,431	9,143	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	3,464	2,598	866	
10	Payroll taxes	2,520	1,890	630	
11	Fees for services (non-employees)				
a	Management	16,405		16,405	
b	Legal				
c	Accounting	4,942		4,942	
d	Lobbying				
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	70,775	14,155	56,620	
12	Advertising and promotion	27,003	27,003		
13	Office expenses	12,852	6,045	6,807	
14	Information technology				
15	Royalties				
16	Occupancy	91,536	91,536		
17	Travel	778		778	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	1,233		1,233	
20	Interest				
21	Payments to affiliates	15,000	15,000		
22	Depreciation, depletion, and amortization	203,458	203,458		
23	Insurance	3,220		3,220	
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	FACILITY MAINTENANCE	86,201	86,201		
b	SMALL EQUIPMENT	3,160	474	2,686	
c	DUES, LICENSES, & SUBS	1,368	205	1,163	
d	VOLUNTEER RECOGNITION	34	5	29	
e					
f	All other expenses	115	17	98	
25	Total functional expenses. Add lines 1 through 24f	589,413	484,793	104,620	0
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)		(B)
						Beginning of year		End of year
Assets	1	Cash—non-interest-bearing				175	1	175
	2	Savings and temporary cash investments				229,752	2	13,302
	3	Pledges and grants receivable, net					3	
	4	Accounts receivable, net				2,913	4	152
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L					5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L					6	
	7	Notes and loans receivable, net					7	
	8	Inventories for sale or use					8	
	9	Prepaid expenses and deferred charges				1,897	9	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	8,156,942				
	b	Less—accumulated depreciation	10b	1,070,486		7,123,754	10c	7,086,456
	11	Investments—publicly traded securities					11	
	12	Investments—other securities. See Part IV, line 11					12	
	13	Investments—program-related. See Part IV, line 11					13	
	14	Intangible assets					14	
	15	Other assets. See Part IV, line 11					15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)				7,358,491	16	7,100,085
Liabilities	17	Accounts payable and accrued expenses				11,545	17	7,557
	18	Grants payable					18	
	19	Deferred revenue				1,759,127	19	1,804,828
	20	Tax-exempt bond liabilities					20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D					21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L					22	
	23	Secured mortgages and notes payable to unrelated third parties					23	
	24	Unsecured notes and loans payable to unrelated third parties					24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D				5,159,367	25	5,089,026
	26	Total liabilities. Add lines 17 through 25				6,930,039	26	6,901,411
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				428,452	27	198,674
	28	Temporarily restricted net assets					28	
	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				428,452	33	198,674
	34	Total liabilities and net assets/fund balances				7,358,491	34	7,100,085

Part XI Reconciliation 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	359,635
2	Total expenses (must equal Part IX, column (A), line 25)	2	589,413
3	Revenue less expenses Subtract line 2 from line 1	3	-229,778
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	428,452
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
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	198,674

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?		No
b	Were the organization's financial statements audited by an independent accountant?	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	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?		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		

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
GREENCROFT MIDDLEBURY INC

Employer identification number
30-0036865

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?

(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?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

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	(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	(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

16b 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

17b 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 IIIPart 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.")			90,116	1,042,812	31,150	1,164,078
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	419,333	404,597	413,687	400,496	318,082	1,956,195
3 Gross receipts from activities that are not an unrelated trade or business under section 513	11,171	6,255	2,766	1,934	10,050	32,176
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	430,504	410,852	506,569	1,445,242	359,282	3,152,449
7a Amounts included on lines 1, 2, and 3 received from disqualified persons				1,008,537		1,008,537
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		196,920	92,675		136,626	426,221
c Add lines 7a and 7b		196,920	92,675	1,008,537	136,626	1,434,758
8 Public Support (Subtract line 7c from line 6.)						1,717,691

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	430,504	410,852	506,569	1,445,242	359,282	3,152,449
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	15,620	7,361	3,354	1,476	312	28,123
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	15,620	7,361	3,354	1,476	312	28,123
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.)	1,858	120	2	636	41	2,657
13 Total support (Add lines 9, 10c, 11 and 12.)	447,982	418,333	509,925	1,447,354	359,635	3,183,229
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	53.960%	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	67.840%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	0.880 %
18	Investment income percentage from 2010 Schedule A, Part III, line 17	18	1.060 %
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
SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME MISCELLANEOUS INCOME

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
GREENCROFT MIDDLEBURY INC

Employer identification number
30-0036865

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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ 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

► \$ _____

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

Cat No 52283D

Schedule D (Form 990) 2011

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)

- ☐ Public exhibition

☐ Loan or exchange programs
- ☐ Scholarly research

☐ Other
- ☐ Preservation for future generations

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

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

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

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

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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	77,251	65,095	54,105	62,758	
b Contributions			8,472		
c Investment earnings or losses	-620	12,156	2,608	-8,743	
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	76,631	77,251	65,095	54,015	

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

- Board designated or quasi-endowment ▶ 62 290 %
- Permanent endowment ▶ 34 980 %
- Term endowment ▶ 2 730 %

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) Yes	
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b Yes	

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		659,072		659,072
b Buildings		4,968,419	727,877	4,240,542
c Leasehold improvements		2,463,215	310,025	2,153,190
d Equipment		64,455	32,584	31,871
e Other		1,781		1,781
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				7,086,456

Part XIReconciliation 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 XIIReconciliation 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 investments2a	
b	Donated services and use of facilities2b	
c	Recoveries of prior year grants2c	
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5

Part XIIIReconciliation 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 facilities2a	
b	Prior year adjustments2b	
c	Other losses2c	
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 7b4a	
b	Other (Describe in Part XIV)4b	
c	Add lines 4a and 4b	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5

Part XIVSupplemental 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 INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	ENDOWMENT FUNDS ARE HELD BY GREENCROFT COMMUNITIES FOUNDATION INC. FOR THE BENEFIT OF GREENCROFT MIDDLEBURY, INC. GREENCROFT COMMUNITIES FOUNDATION HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PERPETUAL SOURCE OF SUPPORT TO PROGRAMS SUPPORTED BY ITS ENDOWMENTS WHILE SEEKING TO PRESERVE THE PURCHASING POWER OF THE ENDOWMENT ASSETS. THE PURPOSE OF THE ENDOWMENTS IS TO PROVIDE SUPPORT FOR THE CHARITABLE PROGRAMS OF GREENCROFT MIDDLEBURY, INC.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE INTERNAL REVENUE SERVICE HAS RULED THAT THE ORGANIZATIONS COMPRISING GREENCROFT RETIREMENT COMMUNITIES ARE EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE ORGANIZATION HAS BEEN DETERMINED TO BE A PUBLICLY SUPPORTED ORGANIZATION AND NOT A PRIVATE FOUNDATION. ACCORDINGLY, THE ORGANIZATION'S NET INVESTMENT INCOME IS NOT SUBJECT TO EXCISE TAX AND GIFTS MADE TO THE ORGANIZATION ARE DEDUCTIBLE ON THE PART OF DONORS, SUBJECT TO SPECIFIED LIMITATIONS FOR CHARITABLE CONTRIBUTIONS. ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND RECOGNIZE A TAX LIABILITY IF THE ORGANIZATION HAS TAKEN AN UNCERTAIN POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED UPON EXAMINATION BY THE IRS OR OTHER APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS ANALYZED THE TAX POSITIONS TAKEN BY THE ORGANIZATION AND HAS CONCLUDED THAT AS OF JUNE 30, 2012 AND 2011, THERE ARE NO UNCERTAIN POSITIONS TAKEN OR EXPECTED TO BE TAKEN THAT WOULD REQUIRE RECOGNITION OF A LIABILITY OR DISCLOSURE IN THE FINANCIAL STATEMENTS. THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS. MANAGEMENT BELIEVES IT IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS FOR YEARS PRIOR TO JUNE 30, 2009.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
GREENCROFT MIDDLEBURY INC

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

Employer identification number
30-0036865

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
(1) GREENCORFT COMMUNITIES FOUNDATION INCPO BOX 819 GOSHEN,IN 46527	23-7126990	501(C)(3)	8,775		N/A	N/A	TO SUPPORT OPERATIONS

2

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

1

3

Enter total number of other organizations listed in the line 1 table

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 THE ORGANIZATION MAKES GRANTS TO RELATED ORGANIZATIONS GRANTS MADE ARE UNRESTRICTED AND CAN BE USED IN ANY WAY THE RECIPIENT SEES FIT TO FURTHER ITS TAX-EXEMPT PURPOSE

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 GREENCROFT MIDDLEBURY INC	Employer identification number 30-0036865
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Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 3	THE ORGANIZATION IS UNDER A MANAGEMENT/AFFILIATION CONTRACT WITH GREENCROFT RETIREMENT COMMUNITIES, INC (GRC), A RELATED TAX-EXEMPT ORGANIZATION ACCORDING TO THE AGREEMENT, GRC HAS THE SOLE AND EXCLUSIVE RIGHT TO SUPERVISE, MANAGE, AND OPERATE THE ORGANIZATION'S FACILITY ("THE FACILITY") IN ADDITION, GRC HAS THE SOLE CONTROL AND DISCRETION WITH REGARD TO THE OPERATION AND MANAGEMENT OF THE FACILITY FOR ALL CUSTOMARY PURPOSES, AS WELL AS THE RIGHT TO DETERMINE ALL OPERATING POLICIES AFFECTING OR CONCERNING THE APPEARANCE AND MAINTENANCE STANDARDS OF OPERATION, AND ANY OTHER MATTER AFFECTING THE FACILITY OR THE OPERATION THEREOF THE AGREEMENT TERMINATES IN JUNE 2013, AND IS RENEWABLE ANNUALLY FOR ADDITIONAL ONE YEAR PERIODS

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	THE ORGANIZATION HAS ONE MEMBER, GREENCROFT RETIREMENT COMMUNITIES, INC (GRC), WHO IS ALSO A RELATED TAX-EXEMPT ORGANIZATION THE RESERVED POWERS OF THE SOLE MEMBER ARE AS FOLLOWS 1 APPROVAL TO ANY CHANGES IN CORPORATE MISSION, WHICH MAY BE PROPOSED BY THE ORGANIZATION, BUT WHICH SHALL BECOME EFFECTIVE ONLY UPON APPROVAL OF GRC 2 APPROVAL OF NOMINATED CANDIDATES TO SERVE AS DIRECTOR OF THE ORGANIZATION 3 THE CREATION OR DISCONTINUATION OF PROGRAMS OR SERVICES OFFERED BY THE ORGANIZATION 4 AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION 5 APPROVAL OR THE ADOPTION OF THE ANNUAL BUDGET 6 APPROVAL OF NON-BUDGETED CONTRACTS AND/OR NON-BUDGETED PURCHASES OF OVER \$50,000 7 THE INCURRENCE OF INDEBTEDNESS OF OVER \$500,000 8 THE SALE OF REAL ESTATE 9 THE DONATION OR TRANSFER OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S ASSETS 10 ANY MERGER OR CONSOLIDATION WITH ANY OTHER ORGANIZATION, OR THE PARTIAL OR TOTAL DISSOLUTION OF THE ORGANIZATION 11 THE CREATION OF SUBSIDIARY CORPORATIONS, LLCs, PARTNERSHIPS, OR OTHER ENTERPRISES 12 THE ACQUISITION OF CONTROLLING INTERESTS IN ANOTHER ENTITY 13 THE APPOINTMENT OF THE PRESIDENT/CEO, CFO, SECRETARY, AND TREASURER OF THE CORPORATION (BUT NOT THE OFFICERS OF THE BOARD OF DIRECTORS) 14 THE REMOVAL OF THE CHAIR OF THE BOARD OF DIRECTORS, WITH OR WITHOUT CAUSE 15 THE REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS, WITH OR WITHOUT CAUSE NOTWITHSTANDING THESE RESERVED POWERS, THE MEMBER HAS NO FINANCIAL OBLIGATIONS OR RESPONSIBILITIES FOR ANY ACTIONS OF THE ORGANIZATION BY REASON OF SERVING AS A MEMBER

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7A	SEE NARRATIVE FOR PART VI, SECTION A, LINE 6

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 7B	SEE NARRATIVE FOR PART VI, SECTION A, LINE 6

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	A FINAL DRAFT OF THE FULL FORM 990, INCLUDING ALL APPLICABLE SCHEDULES, IS PRESENTED BY OUR TAX ADVISORS TO THE ORGANIZATION'S AUDIT COMMITTEE AT A REGULARLY SCHEDULED MEETING. A COPY OF THE FINAL DRAFT IS THEN PROVIDED TO EACH BOARD MEMBER PRIOR TO ITS FILING. THIS ALLOWS THE BOARD OF DIRECTORS AND MANAGEMENT TO REVIEW AND PROVIDE COMMENTS AND EXPLANATIONS REGARDING THE FORM.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	BOARD MEMBERS AND OFFICERS ARE REQUIRED TO ANNUALLY DISCLOSE ANY CONFLICTS OF INTEREST THEY MAY HAVE WITH THE ORGANIZATION. THE TREASURER REVIEWS EACH POLICY STATEMENT SIGNED BY THESE INDIVIDUALS TO DETERMINE IF ANY CONFLICTS HAVE OCCURRED AND NEED TO BE BROUGHT TO THE ATTENTION OF THE BOARD. IF A CONFLICT ARISES, THE RESPECTIVE BOARD MEMBER WILL ABSTAIN HIM/HERSELF FROM ANY RELATED DISCUSSION, VOTE OR SIMILAR ACTION ON THE MATTER.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	GREENCROFT MIDDLEBURY'S (GM) PHILOSOPHY IS TO COMPENSATE TEAM MEMBERS IN A FAIR MANNER FOR THE WORTH OF WORK PROVIDED WITHIN THE CURRENT MARKET VALUE RANGE FOR EACH POSITION IN THE ORGANIZATION. GM CONDUCTS PERIODIC REVIEW OF THE MARKET TO DEVELOP AVERAGE WAGES FOR POSITIONS WITHIN GREENCROFT MIDDLEBURY. GREENCROFT MIDDLEBURY STARTS EMPLOYEES THAT MEET THE MINIMUM REQUIREMENTS FOR THE POSITION AT/OR NEAR THE STARTING WAGE. WE MAKE ADJUSTMENTS TO THE STARTING WAGE BASED ON YEARS OF EXPERIENCE IN THAT SPECIFIC POSITION. OUR COMPENSATION PHILOSOPHY FOR STAFF OF OUR ORGANIZATION IS BASED ON VARIOUS TIERS. THE FIRST TIER IS GENERAL STAFF. WE HAVE HIRED AN OUTSIDE CONSULTANT TO DEVELOP A COMPENSATION SYSTEM FOR ALL OF GREENCROFT MIDDLEBURY'S POSITIONS. THE CONSULTANTS DEVELOPED A SYSTEM WITH WAGE SCALES THAT USE THE MARKETPLACE AVERAGE FOR KEY POSITIONS AS THE STARTING POINT FOR THE SCALES. THE WAGES SCALES HAVE A MINIMUM, A 25TH PERCENTILE, A 50TH PERCENTILE (AVERAGE), A 75TH PERCENTILE, AND A MAXIMUM. WE STRIVE TO KEEP OUR AVERAGE FOR POSITIONS AT THE MID-POINT OF A RANGE DEVELOPED BY OUR CONSULTANTS. PERIODICALLY WE HIRE A CONSULTANT TO UPDATE THE MARKETPLACE AVERAGE FOR SEVERAL KEY POSITIONS. THE CONSULTANT WILL USE AREA MARKETPLACE DATA, AAHSA DATA, AND OTHER INDUSTRY DATA TO DEVELOP THE AVERAGE. OUR COMPENSATION PHILOSOPHY FOR MANAGEMENT AND EXECUTIVE STAFF (DIRECTORS AND VICE PRESIDENT) OF OUR ORGANIZATION IS SLIGHTLY DIFFERENT. THE SECOND TIER IS MANAGEMENT STAFF. THE WAGE SCALE SYSTEM IS THE SAME FOR OUR STAFF. HOWEVER, OUR POLICY STATES THAT DIRECTORS ARE LIKE OTHER STAFF AND CAN EARN UP TO THE 100TH PERCENTILE OF THE RANGE FOR THEIR POSITION. OUR THIRD TIER IS VICE PRESIDENT STAFF. THE WAGE SCALE SYSTEM IS THE SAME FOR OUR STAFF. HOWEVER, THERE IS ONE DIFFERENCE. THE POLICY STATES THAT VICE PRESIDENTS CAN EARN UP TO THE 85TH PERCENTILE OF THE RANGE FOR THEIR POSITION. THE RANGE USES THE MEDIAN AS THE MID-POINT NOT THE AVERAGE. GENERALLY THE MEDIAN IS BELOW THE AVERAGE. THE OVERALL COMPENSATION POLICY AND THE VP COMPENSATION POLICY ARE APPROVED BY THE GREENCROFT COMMUNITIES (GC) BOARD OF DIRECTORS. THE GREENCROFT MIDDLEBURY (GM) BOARD REVIEWS THE COMPENSATION POLICIES. ANNUALLY THE GC BOARD AND THE GM BOARD REVIEW THE COMPENSATION OF THE EXECUTIVE TEAM. THEY COMPARE CURRENT WAGES WITH NATIONAL DATA PROVIDED BY AMERICAN ASSOCIATION OF HOMES AND SERVICES FOR THE AGING (AAHSA). THE BOARDS REVIEW THE CURRENT WAGE, THE PERCENTILE RANKING OF THE EMPLOYEE IN HIS/HER RESPECTIVE RANGE AND THE MEDIAN OF THE MARKETPLACE COMPARED TO THE MID-POINT OF THE EMPLOYEE'S RANGE. THE BOARDS DOCUMENT THESE MEETINGS AND ACTIONS TAKEN IN THEIR BOARD MINUTES. THE GM BOARD HAS REVIEWED THE BASE WAGE AND THE VARIABLE PAY FOR THE PRESIDENT OF GREENCROFT MIDDLEBURY. IN THE FISCAL YEAR 2012 THIS POSITION WAS BELOW THE 50TH PERCENTILE OF THE RANGE FOR THIS POSITION IN BASE COMPENSATION. THIS PROCESS WAS LAST PERFORMED IN FISCAL YEAR 2012.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, FINANCIAL STATEMENTS, AND CONFLICT OF INTEREST POLICIES ARE NOT REQUIRED DISCLOSURES PURSUANT TO INTERNAL REVENUE CODE (IRC) SECTION 6104 THESE DOCUMENTS ARE NOT AVAILABLE TO THE PUBLIC AT THIS TIME

Identifier	Return Reference	Explanation
	FORM 990, PART VII, SECTION A	PATRICIA FORD, SECRETARY , DEVOTES APPROXIMATELY 40 HOURS PER WEEK TO GREENCROFT RETIREMENT COMMUNITIES, INC , A RELATED TAX-EXEMPT ORGANIZATION SHE ALSO DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE FOLLOWING RELATED ORGANIZATIONS GREENCROFT COMMUNITIES FOUNDATION, INC GREENCROFT GOSHEN, INC GREENCROFT CENTRAL MANOR, INC GREENCROFT MANOR II, INC GREENCROFT MANOR III, INC GREENCROFT HOME HEALTH SERVICES, INC GREENCROFT MANAGEMENT, INC TANE ADAMS, SECRETARY , DEVOTES APPROXIMATELY 40 HOURS PER WEEK TO GREENCROFT RETIREMENT COMMUNITIES, INC , A RELATED TAX-EXEMPT ORGANIZATION SHE ALSO DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE FOLLOWING RELATED ORGANIZATIONS GREENCROFT COMMUNITIES FOUNDATION, INC GREENCROFT GOSHEN, INC GREENCROFT CENTRAL MANOR, INC GREENCROFT MANOR II, INC GREENCROFT MANOR III, INC GREENCROFT HOME HEALTH SERVICES, INC GREENCROFT MANAGEMENT, INC DALE SHENK, TREASURER, DEVOTES APPROXIMATELY 40 HOURS PER WEEK TO GREENCROFT RETIREMENT COMMUNITIES, INC , A RELATED TAX-EXEMPT ORGANIZATION HE ALSO DEVOTES APPROXIMATELY ONE HOUR PER WEEK TO THE FOLLOWING RELATED ORGANIZATIONS CHICAGO TRAIL VILLAGE, INC GREENCROFT COMMUNITIES FOUNDATION, INC GREENCROFT GOSHEN, INC GREENCROFT CENTRAL MANOR, INC GREENCROFT MANOR II, INC GREENCROFT MANOR III, INC GREENCROFT HOME HEALTH SERVICES, INC SOUTHFIELD VILLAGE, INC HAVEN HUBBARD HOMES, INC D/B/A HAMILTON GROVE HAMILTON FOUNDATION WALNUT HILLS RETIREMENT COMMUNITIES, INC OAK GROVE CHRISTIAN RETIREMENT VILLAGE, INC GREENCROFT MANAGEMENT, INC VARIOUS BOARD MEMBERS ALSO CONTRIBUTE TIME TO OTHER RELATED ORGANIZATIONS REPORTED IN SCHEDULE R

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE AUDIT PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR

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
GREENCROFT MIDDLEBURY INC

Employer identification number
30-0036865

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

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	No
See Additional Data Table							

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) Disproportionate 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) GREENCROFT MANAGEMENT INC PO BOX 819 GOSHEN, IN 46527 27-0259652	MANAGEMENT SERVICES	IN	N/A	C			

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

1

During the tax year, did the organization 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

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

Yes

Yes

Yes

No

No

No

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) GREENCROFT GOSHEN INC	L	94,340	ACTUAL COST
(2) GREENCROFT RETIREMENT COMMUNITIES INC	L	51,805	ACTUAL COST
(3) GREENCROFT GOSHEN INC	E	2,000,000	CASH VALUE
(4) GREENCROFT RETIREMENT COMMUNITIES INC	E	1,000,000	CASH VALUE
(5)			
(6)			

Schedule R (Form 990) 2011

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

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

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--

Software ID:

Software Version:

EIN: 30-0036865

Name: GREENCROFT MIDDLEBURY INC

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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 501(c) (3))	(f) Direct Controlling Entity	(g) Section 512 (b)(13) controlled organization	
GREENCROFT COMMUNITIES FOUNDATION INC PO BOX 819 GOSHEN, IN 46527 23-7126990	FUNDRAISING	IN	501(C) (3)	LINE 7	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT GOSHEN INC PO BOX 819 GOSHEN, IN 46527 35-1270709	HEALTHCARE	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT MANOR III INC PO BOX 819 GOSHEN, IN 46527 35-1431475	HOUSING	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT MANOR II INC PO BOX 819 GOSHEN, IN 46527 35-1377430	HOUSING	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT CENTRAL MANOR INC PO BOX 819 GOSHEN, IN 46527 35-6047318	HOUSING	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT RETIREMENT COMMUNITIES INC PO BOX 819 GOSHEN, IN 46527 30-0036587	MANAGEMENT	IN	501(C) (3)	LINE 11C, III-FI	N/A		No
HAVEN HUBBARD HOMES INC DBA HAMILTON GROVE 31869 CHICAGO TRAIL NEW CARLISLE, IN 46552 35-0870110	HEALTHCARE	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
OAK GROVE CHRISTIAN RETIREMENT VILLAGE INC 221 WEST DIVISION ROAD DEMOTTE, IN 46310 35-1986767	HEALTHCARE	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
SOUTHFIELD VILLAGE INC 6450 MIAMI CIRCLE SOUTH BEND, IN 46614 35-1866553	HEALTHCARE	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
WALNUT HILLS RETIREMENT COMMUNITIES INC PO BOX 129 WALNUT CREEK, OH 44687 35-1317338	HEALTHCARE	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
GREENCROFT HOME HEALTH SERVICES INC PO BOX 819 GOSHEN, IN 46527 35-1606010	HOME HEALTH	IN	501(C) (3)	LINE 9	GREENCROFT RETIREMENT COMMUNITIES INC	Yes	
HAMILTON FOUNDATION INC 31869 CHICAGO TRAIL NEW CARLISLE, IN 46552 35-1764275	FUNDRAISING	IN	501(C) (3)	LINE 11A,I	HAVEN HUBBARD HOMES INC DBA HAMILTON GROVE	Yes	
CHICAGO TRAIL VILLAGE INC 31869 CHICAGO TRAIL NEW CARLISLE, IN 46552 31-0990629	HOUSING	IN	501(C) (3)	LINE 9	HAVEN HUBBARD HOMES INC DBA HAMILTON GROVE	Yes	
MENNONITE HEALTH SERVICES 234 S MAIN STREET SUITE A GOSHEN, IN 46526 23-1421919	HEALTHCARE	IN	501(C) (3)	LINE 9	N/A		No