Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: GREENTREE FOUNDATION

A Employer identification number: 13-3132117

Number and street (or P O box number if mail is not delivered to street address): 220 COMMUNITY DRIVE

Room/suite:

B Telephone number (see instructions): (516) 684-2540

City or town, state, and ZIP code: MANHASSET, NY 11030

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 272,566,054.

J Accounting method: ☐ Cash ☐ Accrual [X] Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	405.	405.	405.	ATCH 1
	4 Dividends and interest from securities	3,819,750.	3,819,750.	3,819,750.	ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,699,786.			
	b Gross sales price for all assets on line 6a 25,208,658.				
	7 Capital gain net income (from Part IV, line 2)		5,702,286.		
	8 Net short-term capital gain			485,131.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	913,188.		913,188.	
	12 **Total.** Add lines 1 through 11	10,433,129.	9,522,441.	5,218,474.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	572,925.	28,646.	28,646.	544,279.
	14 Other employee salaries and wages	1,832,437.	17,061.	17,061.	1,815,376.
	15 Pension plans, employee benefits	1,058,294.	21,747.	21,747.	1,036,547.
	16a Legal fees (attach schedule) ATCH 4	723,193.	8,791.	8,791.	714,402.
	b Accounting fees (attach schedule) ATCH 5	74,428.	5,671.	5,671.	68,757.
	c Other professional fees (attach schedule) *	712,650.	398,554.	403,629.	309,021.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	145,000.			145,000.
	19 Depreciation (attach schedule) and depletion	2,095,263.			
	20 Occupancy	1,349,120.	134,912.	134,912.	1,214,208.
	21 Travel, conferences, and meetings	42,551.	1,451.	1,451.	41,100.
	22 Printing and publications	27,741.			27,741.
	23 Other expenses (attach schedule) ATCH 8	3,386,381.		674,769.	2,711,612.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,019,983.	616,833.	1,296,677.	8,628,043.
	25 Contributions, gifts, grants paid	392,762.			392,762.
	26 **Total expenses and disbursements.** Add lines 24 and 25	12,412,745.	616,833.	1,296,677.	9,020,805.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,979,616.			
	b **Net investment income** (if negative, enter -0-)		8,905,608.		
	c **Adjusted net income** (if negative, enter -0-)			3,921,797.	

*ATCH 6

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	327,180.	269,318.	269,318.
	2 Savings and temporary cash investments	4,596,641.	5,391,313.	5,391,313.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	136,474,463.	144,176,358.	144,176,358.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	24,802,738.	27,805,387.	27,805,387.
	14 Land, buildings, and equipment basis ▶ 107,721,095.			ATCH 11
	Less accumulated depreciation (attach schedule) ▶ 14,860,942.	92,897,851.	92,860,153.	92,860,153.
	15 Other assets (describe ▶ ATCH 12)	2,063,525.	2,063,525.	2,063,525.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	261,162,398.	272,566,054.	272,566,054.
Liabilities	17 Accounts payable and accrued expenses	13,454.	12,666.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	13,454.	12,666.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	261,148,944.	272,553,388.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	261,148,944.	272,553,388.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	261,162,398.	272,566,054.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	261,148,944.
2	Enter amount from Part I, line 27a	2	-1,979,616.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	13,384,060.
4	Add lines 1, 2, and 3	4	272,553,388.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	272,553,388.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	5,702,286.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	485,131.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	11,427,542.	174,063,239.	0.065652
2010	10,083,768.	166,749,722.	0.060472
2009	13,221,546.	152,038,641.	0.086962
2008	12,387,549.	192,127,393.	0.064476
2007	12,710,635.	225,232,238.	0.056433

2	**Total** of line 1, column (d)	2	0.333995
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.066799
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	171,334,618.
5	Multiply line 4 by line 3	5	11,444,981.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	89,056.
7	Add lines 5 and 6	7	11,534,037.
8	Enter qualifying distributions from Part XII, line 4	8	11,081,670.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	178,112.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	178,112.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	178,112.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	81,452.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	181,452.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,340.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 3,340. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEW YORK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GREENTREE FOUNDATION Telephone no. ▶ 516-684-2540
Located at ▶ 220 COMMUNITY DRIVE MANHASSET, NY ZIP+4 ▶ 11030

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [ ] No [X]			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	Yes [ ] No [X]			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	Yes [ ] No [X]			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	Yes [ ] No [X]			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	Yes [ ] No [ ]			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes [ ] No [X]			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		572,925.	103,904.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		757,864.	187,191.	0
Total number of other employees paid over $50,000 ▶				9

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 16		2,781,581.
Total number of others receiving over $50,000 for professional services ▶		10

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHMENT 16A	10,688,908.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	140,923,901.
b	Average of monthly cash balances	1b	6,954,895.
c	Fair market value of all other assets (see instructions)	1c	26,064,979.
d	**Total** (add lines 1a, b, and c)	1d	173,943,775.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	173,943,775.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,609,157.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	171,334,618.
6	**Minimum investment return.** Enter 5% of line 5	6	8,566,731.

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

1	Minimum investment return from Part X, line 6		1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	
3	Distributable amount before adjustments Subtract line 2c from line 1		3	
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,020,805.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	2,060,865.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	11,081,670.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,081,670.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,921,797.	5,245,105.	4,767,119.	3,366,219.	17,300,240.
b 85% of line 2a	3,333,527.	4,458,339.	4,052,051.	2,861,286.	14,705,203.
c Qualifying distributions from Part XII, line 4 for each year listed	11,081,670.	11,427,542.	10,083,768.	13,255,220.	45,848,200.
d Amounts included in line 2c not used directly for active conduct of exempt activities	392,762.	643,297.	434,933.	614,601.	2,085,593.
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	10,688,908.	10,784,245.	9,648,835.	12,640,619.	43,762,607.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	5,711,154.	5,802,108.	5,558,352.	5,067,955.	22,139,569.
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total ▶ **3a**				392,762.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	405.	
4 Dividends and interest from securities			14	3,819,750.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,699,786.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18					913,188.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				9,519,941.	913,188.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 10,433,129.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11	CONFERENCE FEES FOR MEETINGS HELD AT GREENTREE WITH RESPECT
	TO WORLD PEACE, HUMAN RIGHTS, AND INTERNATIONAL
	COOPERATION.
11	SETTLEMENT ON POOL WINDOWS LITIGATION.
11	INCOME FROM SALES MADE FOLLOWING CUTTING DONE SOLELY FOR
	CONSERVATION PURPOSES.
11	MISCELLANEOUS INCOME.

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] | 11-4-2013 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
J. REILLY	[signature]	OCT 30 2013		P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L | Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 | Phone no 212-661-7777

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICALLY TRADED SECURITIES - LONG TERM				P		
		PROPERTY TYPE: SECURITIES						
22331798.		17114643.					5,217,155.	
		PUBLICALLY TRADED SECURITIES - SHORT TER				P		
		PROPERTY TYPE: SECURITIES						
1,726,216.		1,241,085.					485,131.	
		HIRTLE CALLAGHAN PRIVATE EQUITY VI				P		
		PROPERTY TYPE: OTHER						
962,050.		962,050.						
		HIRTLE CALLAGHAN PRIVATE EQUITY VII				P		
		PROPERTY TYPE: OTHER						
182,878.		182,878.						
		HIRTLE CALLAGHAN PRIVATE EQUITY VIII				P		
		PROPERTY TYPE: OTHER						
5,716.		5,716.						
TOTAL GAIN(LOSS)							5,702,286.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST INCOME		405.	405.	405.
	TOTAL	405.	405.	405.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
DIVIDEND INCOME ON SECURITIES	3,819,750.	3,819,750.	3,819,750.
TOTAL	3,819,750.	3,819,750.	3,819,750.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
CHARITABLE AND EDUCATIONAL CONFERENCES	674,769.	674,769.
SETTLEMENT - POOL WINDOWS	220,000.	220,000.
TIMBER SALES AS A RESULT OF CONSERVATION OBJECTIVES	16,419.	16,419.
MISCELLANEOUS INCOME	2,000.	2,000.
TOTALS	913,188.	913,188.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PATTERSON BELKNAP WEBB & TYLER LLP	175,826.	8,791.	8,791.	167,035.
FORCHELLI, CURTO, DEEGAN, SCHWARTZ,MINEO,COHN & TERRANA, LLP	511,916.			511,916.
MENAKER & HERRMANN, LLP	22,579.			22,579.
ALEXANDER & VANN, LLP	12,872.			12,872.
TOTALS	723,193.	8,791.	8,791.	714,402.

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY LLP	35,428.	1,771.	1,771.	33,657.
MARKS PANETH & SHRON LLP	39,000.	3,900.	3,900.	35,100.
TOTALS	74,428.	5,671.	5,671.	68,757.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT CUSTODIAN FEES	397,484.	397,484.	397,484.	
CHARITABLE PROGRAM CONSULTANT	37,500.			37,500.
PAYROLL SERVICE	10,696.	1,070.	1,070.	9,626.
ARCHIVE & DATABASE CONSULTANT	75,000.			75,000.
TIMBER CONSULTANT	5,075.		5,075.	
SECURITY CONSULTANT	10,992.			10,992.
ENGINEERING CONSULTANTS	16,442.			16,442.
INFORMATION TECH CONSULTANTS	14,866.			14,866.
HERBICIDE CONSULTANT	26,464.			26,464.
PROFESSIONAL WRITING CONSULTANT	22,581.			22,581.
401(K) PLAN SPONSOR FEES	8,680.			8,680.
SURVEYOR - BIG WOODS	8,665.			8,665.
HEALTH & SAFETY CONSULTANT	6,750.			6,750.
FORESTRY CONSULTANT	33,975.			33,975.
TREE HEALTH ASSESSMENT SURVEYOR	24,776.			24,776.
NATIVE GRASSES CONSULTANT	4,575.			4,575.
TREE & WILDLIFE	4,364.			4,364.
OTHER	3,765.			3,765.
TOTALS	712,650.	398,554.	403,629.	309,021.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
EXCISE TAXES	145,000.	145,000.
TOTALS	145,000.	145,000.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME	CHARITABLE PURPOSES
POSTAGE AND SHIPPING	6,017.		6,017.
OFFICE AND GENERAL SUPPLIES	53,470.		53,470.
FOOD AND GRATUITIES	66,883.		66,883.
REPAIRS, REPLACEMENTS & MAINTENANCE	696,603.		696,603.
SECURITY	820,591.		820,591.
CONFERENCE EXPENSES	890,702.	674,769.	215,933.
INSURANCE	528,431.		528,431.
MISCELLANEOUS	500.		500.
EMPLOYEE DEVELOPMENT	33,600.		33,600.
OFFICE/COMPUTER EQUIPMENT PURCHASE & RENTALS	57,008.		57,008.
AUTO LEASES	19,500.		19,500.
DSL & CABLE SERVICE	27,782.		27,782.
FUEL (GAS & DIESEL)	68,226.		68,226.
PROGRAM DEVELOPMENT	16,440.		16,440.
UNIFORMS	11,938.		11,938.
LAND MANAGEMENT SUPPLIES	85,773.		85,773.
AUTO REGISTRATION	2,917.		2,917.
TOTALS	3,386,381.	674,769.	2,711,612.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	144,176,358.	144,176,358.
TOTALS	144,176,358.	144,176,358.

Greentree Foundation
EIN # 13-3132117
December 31, 2012

Mutual Funds	Balance @ 12/31/12 Shares	Cost	Market
Vanguard Fixed Income Inflation Protec.	924,867	9,242,973	10,748,111
Hirtle Callaghan TR	213,536	1,937,676	1,748,860
Hirtle Callaghan High Yield Bond Fund	1,425,885	9,729,873	10,751,173
Hirtle Callaghan Large Cap Growth Fund	1,446,864	17,790,561	19,605,005
Hirtle Callaghan Large Cap Value fund	1,586,781	19,384,340	19,929,967
Hirtle Callaghan Small Cap Equity Portfolio	256,135	2,825,551	3,667,855
Hirtle Callaghan Trust International Equity Portfolio	3,751,290	35,574,884	39,651,137
State Street Global Advisors Emerging Markets	652,484	11,760,215	12,938,758
Hirtle Callaghan Commodities	683,595	7,587,065	7,430,681
Hirtle Callaghan Corporate Fixed Income Portfolio	522,992	5,255,938	5,522,795
Hirtle Callaghan ABS Portfolio	597,959	5,988,451	6,069,286
Hirtle Callaghan - Government Portfolio	599,875	5,997,674	6,112,730
Total Mutual Funds		133,075,201	144,176,358

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HIRTLE CALLAGHAN TOTAL RETURN FUND	11,263,796.	11,263,796.
HIRTLE CALLAGHAN ABSOLUTE RETURN OFFSHORE FUND	6,415,179.	6,415,179.
HIRTLE CALLAGHAN PRIV. EQ. VI	5,794,653.	5,794,653.
HIRTLE CALLAGHAN PRIV. EQ. VII	3,142,727.	3,142,727.
HIRTLE CALLAGHAN PRIV. EQ VIII	1,101,017.	1,101,017.
HIRTLE CALLAGHAN PRIV. EQ IX	88,015.	88,015.
TOTALS	27,805,387.	27,805,387.

CLIENT: GREENTREE FOUNDATION
EIN: 13-3132117
FOR THE YEAR ENDED: 12/31/12

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

Asset Description	ASSETS: BEGINNING BALANCE	ADDITIONS	TRANSFERS	RETIREMENTS(R) SALE(S)	ENDING BALANCE	ACCUMULATED DEPRECIATION: ALLOWED (OR ALLOWABLE) IN PRIOR YEARS	DEPRECIATION CLAIMED THIS YEAR	DEDUCTIONS RETIREMENTS(R) SALES(S)	ENDING BALANCE
Estate Properties (Not held for investment)	38,895,910			(3,300)	38,892,610				
Building Improvements	60,644,685	439,411	1,356,351		62,440,447	8,975,417	1,736,813		10,712,230
Construction in Progress	783,878	608,381	(1,356,351)		35,908	-			-
Furniture & Fixtures	5,032,237	854,304		(194,552)	5,691,989	3,645,419	277,703	(194,552)	3,728,570
Vehicles	305,759	26,339		(215,308)	116,790	300,549	10,478	(215,308)	95,719
Farm Equipment	427,835	132,430		(16,914)	543,351	271,068	70,269	(16,914)	324,423
TOTAL	106,090,304	2,060,865	0	(430,074)	107,721,095	13,192,453	2,095,263	(426,774)	14,860,942

ATTACHMENT 11

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARTWORK USED FOR CHARITABLE PURPOSE	1,879,080.	1,879,080.
TANGIBLES USED FOR CHARITABLE PURPOSE	184,445.	184,445.
TOTALS	2,063,525.	2,063,525.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NET UNREALIZED GAIN ON INVESTMENTS		13,384,060.
	TOTAL	13,384,060.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD SCHAFFER 220 COMMUNITY DRIVE MANHASSET, NY 11030	PRESIDENT 40.00	395,286.	57,581.	0
MICHELE COTIGNOLA 220 COMMUNITY DRIVE MANHASSET, NY 11030	VICE PRESIDENT FOR FINANCE 40.00	177,639.	46,323.	0
ROBERT CARSWELL, ESQ. 220 COMMUNITY DRIVE MANHASSET, NY 11030	TREASURER & TRUSTEE 4.00	0	0	0
LAURA E. BUTZEL, ESQ ** 220 COMMUNITY DRIVE MANHASSET, NY 11030	SECRETARY 4.00	0	0	0

** LAURA E. BUTZEL IS A PARTNER IN PATTERSON BELKNAP WEBB & TYLER LLP
WHICH PROVIDES LEGAL SERVICES TO THE FOUNDATION (SEE STATEMENT 4).

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
FRANKLIN A. THOMAS 220 COMMUNITY DRIVE MANHASSET, NY 11030	TRUSTEE 4.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KATE R. WHITNEY 220 COMMUNITY DRIVE MANHASSET, NY 11030	VICE PRESIDENT & TRUSTEE 4.00	0	0	0
RONALD A. WILFORD 220 COMMUNITY DRIVE MANHASSET, NY 11030	TRUSTEE 4.00	0	0	0
SARA R. WILFORD 220 COMMUNITY DRIVE MANHASSET, NY 11030	VICE PRESIDENT & TRUSTEE 4.00	0	0	0
	GRAND TOTALS	572,925.	103,904.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
GEORGE PATTERSON 220 COMMUNITY DRIVE MANHASSET, NY 11030	GRANT MANAGER 40.00	210,389.	23,202.	0
AHMAD DAWWAS 220 COMMUNITY DRIVE MANHASSET, NY 11030	GM FOR MEETING SVCS 40.00	187,949.	47,134.	0
LUIS PEREIRA 220 COMMUNITY DRIVE MANHASSET, NY 11030	HEAD OF MAINTENANCE 40.00	128,737.	30,969.	0
STEPHEN CHUMAS 220 COMMUNITY DRIVE MANHASSET, NY 11030	SUPERINTENDANT 40.00	123,986.	43,435.	0
JORGE CLEMENTE 220 COMMUNITY DRIVE MANHASSET, NY 11030	EXECUTIVE CHEF 40.00	106,803.	42,451.	0
	TOTAL COMPENSATION	757,864.	187,191.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ALLIED BARTON SECURITY SERVICES 3606 HORIZON DRIVE KING OF PRUSSIA, PA 19406	SECURITY	874,034.
NICHOLSON & GALLOWAY, INC. 2610 GLEN HEAD ROAD GLEN HEAD, NY 11545	CONSTRUCTION MGMT	465,883.
FIVE STAR OUTSOURCE STAFFING SERVICES 48-02 25TH AVENUE, SUITE 304B ASTORIA, NY 11103	TEMPORARY STAFFING	227,075.
GORDON L SEAMAN, INC. 29 OLD DOCK ROAD YAPHANK, NY 11980	CONSTRUCTION MGMT	702,673.
FORCHELLI,CURTO,DEEGAN,SCHWARTZ,MINEO, COHN,& TERRANA, 333 EARLE OVINGTON BLVD. UNIONDALE, NY 11553	TAX ATTORNEY	511,916.
	TOTAL COMPENSATION	2,781,581.

ATTACHMENT TO PART IX-A
Summary of Direct Charitable Activities

1. International Meetings

Greentree, the former Whitney family home in Manhasset, New York, is being preserved, and actively managed in an environmentally responsible manner, and to serve as a place for programs and high-level international meetings devoted to the furtherance of peace, human rights, and international cooperation. Since 2000, the United Nations, public charities, governmental entities and other international, philanthropic organizations devoted to these issues have been meeting at Greentree. In addition, the Foundation has designed and held meetings regarding such issues as maternal and child health and the U N.'s Millenium Development Goals

2. Long Island

The Foundation hosts meetings at Greentree for several Long Island philanthropies. Many of the meetings bring donors together to collaborate on issues of concern in the community.

3. Ecological Approach to Land and Wildlife Management

The Greentree Foundation practices environmentally sensitive land management, leaving roughly 80 percent of Greentree in its natural state. With 400 acres of rolling hills, gardens and woodlands, Greentree is one of Nassau County's largest open spaces, and it helps sustain the aquifer that provides fresh water for much of the region.

During 2012, the Foundation expanded its environmental work and established a Teacher's Ecology Workshop for teachers who seek to strengthen their knowledge and skills to teach basic science principles. The Foundations is also undertaking research on wildlife at Greentree.

The 5,000-acre Greenwood Plantation in Thomasville, Georgia, includes a unique long leaf pine and wiregrass forest. The Foundation's mission is the preservation and good stewardship of Greenwood's ecological environment, a well as the cultural, historical, and archeological aspects of the property. Scientific research groups and other philanthropies visit Greenwood for research and educational programs.

Grand Total	$10,688,908

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE	NONE PUBLIC CHARITIES	SEE SCHEDULE ATTACHED.	392,762.
		TOTAL CONTRIBUTIONS PAID	392,762.

Greentree Foundation Grants 2012

Name of Organization	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of Grant	Grant Amount
Center for Developmental Disabilities 72 South Woods Road Woodbury, New York 11797	N/A	Public Charity	*Support for the Annual Dinner Dance, honoring Jeffrey Forchelli.*	$500
ERASE Racism 6800 Jericho Turnpike, Suite 109W Syosset, New York 11791-4401	N/A	Public Charity	*Support for the Annual Spring Benefit.*	$1,500
Friends of Hempstead Plains @ Nassau Community College 1 Education Drive Garden City, New York 11530	N/A	Public Charity	*General Support.*	$2,000
Interfaith Nutrition Network 211 Fulton Avenue Hempstead, New York 11550	N/A	Public Charity	*For their Youth Board Initiatives.*	$1,000
Long Island Community Foundation @ Nassau Hall 1864 Muttontown Road Syosset, New York 11791	N/A	Public Charity	*Continued support for the charities and organizations that respond to the needs of communities in Nassau and Suffolk Counties.*	$185,000
Manhasset Community Fund PO Box 322 Manhasset, New York 11030	N/A	Public Charity	*Continued support for the charities and organizations that benefit the communities of the Town of North Hempstead.*	$185,000
Nassau County Detectives P.O Box 262 Oyster Bay, New York 11771	N/A	Public Charity	*General Support.*	$500
Welfare Fund, aux. Co. #1 & 2, Inc. PO Box 412 Manhasset, New York 11030	N/A	Public Charity	*General Support.*	$2,000
Yale University Library 130 Wall Street New Haven, CT 06511	N/A	Public Charity	*General Support.*	$15,262
Total Grant Amount			**Total # of Grants: 9**	**$392,762**

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CHARITABLE AND EDUCATIONAL CONFERENCES					674,769.
SETTLEMENT - POOL WINDOWS					220,000.
TIMBER SALES AS A RESULT OF CONSERVATION OBJECTIVES					16,419.
MISCELLANEOUS INCOME					2,000.
TOTALS					913,188.

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions GREENTREE FOUNDATION	Employer identification number (EIN) or 13-3132117
	Number, street, and room or suite no If a P O box, see instructions 220 COMMUNITY DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MANHASSET, NY 11030	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ GREENTREE FOUNDATION

Telephone No ▶ 516 684-2540 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, 20___, and ending ______, 20___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 181,472
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 81,472
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 100,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions GREENTREE FOUNDATION	Employer identification number (EIN) or 13-3132117
	Number, street, and room or suite no If a P O box, see instructions 220 COMMUNITY DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MANHASSET, NY 11030	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ GREENTREE FOUNDATION

  Telephone No ▶ 516 684-2540 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 181,472
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 181,472
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ -0-

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Accountants Authorized To Sign Returns Date ▶ AUG 12, 2013

Condon O'Meara McGinty & Donnelly LLP
One Battery Park Plaza, 7th Floor
New York, NY 10004