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 GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

A Employer identification number 20-0405627

Number and street (or P O box number if mail is not delivered to street address) C/O BRAVE WARRIOR CAPITAL INC 12 EAST 49TH STREET

Room/suite

B Telephone number (see instructions) (212) 421-9760

City or town, state, and ZIP code NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,481,515.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

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)	2,847,554.	ATCH 1		
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	53,260.	53,260.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,305,479.			
	b	Gross sales price for all assets on line 6a 5,209,293.				
	7	Capital gain net income (from Part IV, line 2)		2,305,479.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less· Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	5,206,293.	2,358,739.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 3	51,834.	450.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	250.			250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	52,084.	450.		250.
	25	Contributions, gifts, grants paid	1,979,250.			1,979,250.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,031,334.	450.		1,979,500.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,174,959.			
	b	**Net investment income** (if negative, enter -0-)		2,358,289.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	293,585.	753,821.	753,821.
	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 5	3,592,270.	4,652,883.	5,727,694.
	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)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,885,855.	5,406,704.	6,481,515.
Liabilities	17	Accounts payable and accrued expenses			
	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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	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)	3,885,855.	5,406,704.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,885,855.	5,406,704.	

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	3,885,855.
2	Enter amount from Part I, line 27a	2	3,174,959.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,060,814.
5	Decreases not included in line 2 (itemize) ▶ ATCH 6	5	1,654,110.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,406,704.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
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	2,305,479.
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	0

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	2,252,505.	4,527,987.	0.497463
2010	1,836,003.	4,072,933.	0.450782
2009	2,016,805.	4,084,239.	0.493802
2008	2,007,651.	6,674,325.	0.300802
2007	2,025,513.	7,854,605.	0.257876

2	**Total** of line 1, column (d)	2	2.000725
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	0.400145
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,461,789.
5	Multiply line 4 by line 3	5	2,185,508.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,583.
7	Add lines 5 and 6	7	2,209,091.
8	Enter qualifying distributions from Part XII, line 4	8	1,979,500.

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	47,166.
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	47,166.
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	47,166.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 49,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	49,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	128.
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	1,706.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,706. **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? *If "Yes," attach a detailed description of the activities*	2		X
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? *If "Yes," attach the statement required by General Instruction T.*	5	X	
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) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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

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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 ▶ BRAVE WARRIOR CAPITAL INC Telephone no ▶ 212-421-9760

Located at ▶ 12 EAST 49TH STREET, NEW YORK, NY ZIP+4 ▶ 10017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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		
	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

(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

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(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

(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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

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 7		0	0	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
NONE				

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

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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
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

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 N/A	
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	5,021,261.
b	Average of monthly cash balances	1b	523,702.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,544,963.
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	5,544,963.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	83,174.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,461,789.
6	**Minimum investment return.** Enter 5% of line 5	6	273,089.

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

1	Minimum investment return from Part X, line 6			1	273,089.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	47,166.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	47,166.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	225,923.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	225,923.
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	225,923.

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	1,979,500.
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	
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	1,979,500.
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	1,979,500.

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					225,923.
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	1,707,957.				
b	From 2008	1,649,733.				
c	From 2009	1,813,483.				
d	From 2010	1,637,850.				
e	From 2011	2,049,596.				
f	**Total** of lines 3a through e		8,858,619.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,979,500.					
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					225,923.
e	Remaining amount distributed out of corpus		1,753,577.			
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		10,612,196.			
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)		1,707,957.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		8,904,239.			
10	Analysis of line 9					
a	Excess from 2008	1,649,733.				
b	Excess from 2009	1,813,483.				
c	Excess from 2010	1,637,850.				
d	Excess from 2011	2,049,596.				
e	Excess from 2012	1,753,577.				

Form **990-PF** (2012)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 ☐ 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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
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 . .					
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).)

GLENN GREENBERG & LINDA VESTER

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 ▶ ☒ 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*				
SEE ATTACHED SCHEDULE	NONE		CHARITABLE	1,979,250.
Total . . . . ▶ **3a**				1,979,250.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	53,260.	
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	2,305,479.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,358,739.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 2,358,739.

(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)

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 of officer or trustee

Date 5/8/13

Title Pres.

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

Paid Preparer Use Only

Print/Type preparer's name Matthew Mullaney	Preparer's signature Matthew Mullaney	Date 5/8/13	Check ☐ if self-employed	PTIN P00182667
Firm's name ▶ ANCHIN BLOCK & ANCHIN LLP			Firm's EIN ▶ 13-0436940	
Firm's address ▶ 1375 BROADWAY NEW YORK, NY 10018-7001			Phone no. 212-840-3456	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number
20-0405627

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 68,085.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 102,827.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 68,085.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 30,307.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	$ 102,827.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 68,085.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC	20-0405627

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 102,827.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 68,085.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 286,814.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR, 12 EAST 49TH STREET NEW YORK, NY 10017	$ 465,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11	CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 20017	$ 102,827.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
12	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 926,835.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	$ 454,950.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
9	3,221 SHS OF LABORATORY CORP	$ 286,814.	04/13/2012
10	5,000 SHS OF LABORATORY CORP	$ 465,000.	07/10/2012
12	10,552 SHS OF LABORATORY CORP	$ 926,835.	08/01/2012
13	5,000 SHS OF LABORATORY CORP	$ 454,950.	09/14/2012
		$	
		$	

Name of organization	Employer identification number
GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC	20-0405627

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶$ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: GLENN GREENBERG AND LINDA VESTER FOUNDATION, INC

Employer identification number 20-0405627

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,305,479.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	2,305,479.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

JSA
2F1210 2 000

Part III **Summary of Parts I and II** **Caution:** *Read the instructions **before** completing this part.*		**(1)** Beneficiaries' (see instr.)	**(2)** Estate's or trust's	**(3)** Total
13 **Net short-term gain or (loss)**	13			2,305,479.
14 **Net long-term gain or (loss):**				
a Total for year	14a			
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			2,305,479.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** **b** $3,000 . . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

Schedule D (Form 1041) 2012

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)	
		PUBLICLY TRADED SECURITIES				P	VAR	VAR
		PROPERTY TYPE: SECURITIES						
5,209,293.		2,903,814.					2,305,479.	
TOTAL GAIN(LOSS)							2,305,479.	

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	02/17/2012	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	03/26/2012	102,827.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	05/17/2012	68,085.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	06/11/2012	30,307.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH ST NEW YORK, NY 10017	06/25/2012	102,827.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	08/17/2012	68,085.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1 (CONT'D)

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	09/25/2012	102,827.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	11/19/2012	68,085.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	04/13/2012	286,814.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR, 12 EAST 49TH STREET NEW YORK, NY 10017	07/10/2012	465,000.
CLAT W/REMAINDER TO GLENN GREENBERG C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 20017	12/16/2012	102,827.
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	08/01/2012	926,835.

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

ATTACHMENT 1 (CONT'D)

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
GLENN GREENBERG & LINDA VESTER C/O BRAVE WARRIOR 12 EAST 49TH STREET NEW YORK, NY 10017	09/14/2012	454,950.
TOTAL CONTRIBUTION AMOUNTS		2,847,554.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		29,663.	29,663.
INTEREST		23,597.	23,597.
	TOTAL	53,260.	53,260.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX		51,384.	
FOREIGN TAX W/HELD		450.	450.
	TOTALS	51,834.	450.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FILING FEE		250.	250.
	TOTALS	250.	250.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		3,592,270.	4,652,883.	5,727,694.
	TOTALS	3,592,270.	4,652,883.	5,727,694.

ATTACHMENT 6

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

DESCRIPTION	AMOUNT
EXCESS OF FMV OVER COST OF SECURITIES RECEIVED	1,654,110.
TOTAL	1,654,110.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GLENN H. GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	SECY/TREAS/DIR 3.00	0	0	0
LINDA J. VESTER 12 EAST 49TH STREET NEW YORK, NY 10017	PRES/DIR 3.00	0	0	0
SPENCER GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	DIR	0	0	0
GREGORY GREENBERG 12 EAST 49TH STREET NEW YORK, NY 10017	DIR	0	0	0
	GRAND TOTALS	0	0	0

Pershing Advisor Solutions, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

[redacted]

BRAVE WARRIOR ADVISORS

CORESTONE
ACCOUNT™

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 88.00% of Portfolio								
Common Stocks								
VISTAPRINT NV SHS CUSIP: N93540107 Dividend Option: Cash			**Security Identifier:** VPRT					
317 000	11/10/11*	33.2630	10,544.40	32.8600	10,416 62	-127 78		
42.000	11/15/11*	33.5100	1,407.40	32.8600	1,380.12	-27.28		
252 000	11/16/11*	33.4990	8,441.67	32 8600	8,280.72	-160.95		
528 000	11/17/11*	33 4450	17,658.96	32 8600	17,350.08	-308.88		
1,337 000	11/18/11*	33.6180	44,946.86	32.8600	43,933 82	-1,013.04		
1,269.000	11/22/11*	32.1160	40,754.57	32.8600	41,699.34	944.77		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
VISTAPRINT NV SHS *(continued)*								
140.000	12/21/11*	30.7130	4,299.85	32.8600	4,600.40	300.55		
761.000	12/22/11*	31.1950	23,739.62	32.8600	25,006.46	1,266.84		
825.000	12/27/11*	31.8610	26,285.49	32.8600	27,109.50	824.01		
1,374.000	12/28/11*	31.4130	43,160.78	32.8600	45,149.64	1,988.86		
688.000	12/29/11*	31.0700	21,376.37	32.8600	22,607.68	1,231.31		
7,533.000	**Total Noncovered**		**242,615.97**		**247,534.38**	**4,918.41**		
1,034.000	01/05/12	30.7320	31,776.68	32.8600	33,977.24	2,200.56		
217.000	01/06/12	31.3330	6,799.26	32.8600	7,130.62	331.36		
1,104.000	01/10/12	29.9140	33,025.06	32.8600	36,277.44	3,252.38		
1,002.000	01/11/12	29.8120	29,871.92	32.8600	32,925.72	3,053.80		
282.000	01/12/12	29.3780	8,284.54	32.8600	9,266.52	981.98		
79.000	01/13/12	29.4130	2,323.66	32.8600	2,595.94	272.28		
715.000	01/18/12	29.1770	20,861.48	32.8600	23,494.90	2,633.42		
274.000	06/14/12	30 8240	8,445.69	32.8600	9,003 64	557.95		
1,500.000	08/03/12	35.8000	53,700.00	32.8600	49,290.00	-4,410.00		
1,973.000	09/27/12	34.6500	68,363.66	32.8600	64,832 78	-3,530.88		
230 000	10/10/12	34.2650	7,880 97	32.8600	7,557 80	-323.17		
500.000	10/31/12	29.9100	14,955 00	32.8600	16,430 00	1,475.00		
8,910.000	**Total Covered**		**286,287.92**		**292,782.60**	**6,494.68**		
16,443.000	**Total**		**$528,903.89**		**$540,316.98**	**$11,413.09**	**$0.00**	
ADOBE SYS INC COM			**Security Identifier:** ADBE					
CUSIP. 00724F101								
Dividend Option: Cash								
3,720.000	12/13/11*	27.1160	100,872.63	37.6800	140,169.60	39,296.97		
1,183.000	12/14/11*	26.6180	31,489.09	37.6800	44,575.44	13,086.35		
4,903.000	**Total Noncovered**		**132,361.72**		**184,745.04**	**52,383.32**		
1,659.000	05/14/12	32.3550	53,676.12	37.6800	62,511.12	8,835.00		
1,000.000	08/03/12	31.3800	31,380.00	37.6800	37,680 00	6,300.00		
2,659.000	**Total Covered**		**85,056.12**		**100,191.12**	**15,135.00**		
7,562.000	**Total**		**$217,417.84**		**$284,936.16**	**$67,518.32**	**$0.00**	

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
COMCAST CORP NEW CL A SPL CUSIP. 20030N200 Dividend Option Cash			**Security Identifier:** CMCSK					
9,075.000	11/10/05*	17.7010	[3]160,632 95	35.9200	325,974.00	165,341.05	5,898.75	1.80%
1,610 000	12/01/05*	17.7290	[3]28,544.12	35.9200	57,831.20	29,287.08	1,046.50	1 80%
905.000	07/19/11*	23.7090	21,457.01	35.9200	32,507 60	11,050.59	588.25	1.80%
11,590.000	**Total Noncovered**		**210,634.08**		**416,312.80**	**205,678.72**	**7,533.50**	
11,590.000	**Total**		**$210,634.08**		**$416,312.80**	**$205,678.72**	**$7,533.50**	
EXPRESS SCRIPTS HLDG CO COM CUSIP· 30219G108 Dividend Option: Cash			**Security Identifier:** ESRX					
2,163.000	11/14/12	50.2780	108,751.31	54.0000	116,802.00	8,050.69		
1,086.000	11/15/12	50 8110	55,180.53	54.0000	58,644.00	3,463 47		
1,088 000	11/16/12	51.6510	56,195 85	54.0000	58,752.00	2,556 15		
1,418.000	11/27/12	52 0300	73,777 97	54.0000	76,572.00	2,794.03		
5,755.000	**Total Covered**		**293,905.66**		**310,770.00**	**16,864.34**		
5,755.000	**Total**		**$293,905.66**		**$310,770.00**	**$16,864.34**	**$0.00**	
FISERV INC COM CUSIP: 337738108 Dividend Option: Cash			**Security Identifier:** FISV					
885 000	06/11/10*	47.2900	[3]41,851.73	79 0300	69,941.55	26,089 82		
1,686.000	06/14/10*	47.9940	[3]80,918.05	79.0300	133,244.58	52,326.53		
1,895.000	08/05/10*	50.7280	[3]96.129.56	79 0300	149,761.85	53,632.29		
142.000	08/16/10*	50.0360	[3]7,105.14	79.0300	11,222.26	4,117.12		
472.000	10/06/10*	54 1830	[3,12]25,574.28	79.0300	37,302.16	11,727.88		
5,080.000	**Total Noncovered**		**251,578.76**		**401,472.40**	**149,893.64**		
5,080.000	**Total**		**$251,578.76**		**$401,472.40**	**$149,893.64**	**$0.00**	
GOOGLE INC CL A CUSIP: 38259P508 Dividend Option: Cash			**Security Identifier:** GOOG					
95.000	04/27/10*	530.9750	[3,12]50,442.59	707.3800	67,201.10	16,758.51		
109.000	05/21/10*	469.8300	[3]51,211.43	707.3800	77,104.42	25,892 99		
48.000	07/30/10*	482.8100	[3]23,174.87	707 3800	33,954.24	10,779 37		
55.000	05/25/11*	521.9450	28,706.98	707.3800	38,905.90	10,198.92		
35.000	06/02/11*	525.0550	18,376.91	707.3800	24,758 30	6,381.39		
39.000	06/13/11*	505.0850	19,698 32	707.3800	27,587 82	7,889.50		
35 000	06/14/11*	512.0430	17,921.49	707 3800	24,758.30	6,836.81		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
GOOGLE INC CL A *(continued)*								
8.000	06/22/11*	490.4690	3,923 75	707.3800	5,659.04	1,735.29		
51.000	06/27/11*	477.6010	24,357.67	707.3800	36,076.38	11,718.71		
227.000	06/30/11*	502.3330	114,029.52	707.3800	160,575.26	46,545.74		
702.000	**Total Noncovered**		**351,843.53**		**496,580.76**	**144,737.23**		
200.000	01/31/12	583.2140	116,642.80	707.3800	141,476.00	24,833.20		
90.000	06/13/12	564.3230	50,789.09	707.3800	63,664.20	12,875.11		
290.000	**Total Covered**		**167,431.89**		**205,140.20**	**37,708.31**		
992.000	**Total**		**$519,275.42**		**$701,720.96**	**$182,445.54**	**$0.00**	
HIGHER ONE HLDGS INC COM CUSIP: 42983D104 Dividend Option: Cash			**Security Identifier:** ONE					
6,209.000	02/08/12	15.0860	93,667.73	10.5400	65,442.86	-28,224.87		
2,055.000	02/09/12	15.0990	31,029.27	10.5400	21,659.70	-9,369.57		
1,694.000	02/10/12	15.0610	25,513.00	10.5400	17,854.76	-7,658.24		
1,977.000	02/16/12	15.0960	29,844.59	10.5400	20,837.58	-9,007.01		
1,389.000	02/17/12	15.1370	21,025.43	10.5400	14,640.06	-6,385.37		
1,002.000	02/23/12	15.1890	15,219.18	10.5400	10,561.08	-4,658 10		
1,510.000	02/27/12	15.2180	22,978.88	10.5400	15,915.40	-7,063.48		
1,143.000	03/01/12	15.1640	17,331.99	10.5400	12,047.22	-5,284.77		
687.000	03/02/12	15.2060	10,446.73	10.5400	7,240.98	-3,205.75		
688.000	06/06/12	11.2170	7,717.30	10.5400	7,251.52	-465.78		
290.000	06/07/12	11.3280	3,285.00	10.5400	3,056.60	-228.40		
1,516.000	06/14/12	10.1170	15,337.98	10.5400	15,978.64	640.66		
3,000.000	08/03/12	12.1810	36,543.82	10.5400	31,620.00	-4,923.82		
419.000	08/06/12	11.5660	4,846.15	10.5400	4,416.26	-429.89		
1,895.000	08/08/12	11.1420	21,113.33	10.5400	19,973.30	-1,140.03		
25,474.000	**Total Covered**		**355,900.38**		**268,495.96**	**-87,404.42**		
25,474.000	**Total**		**$355,900.38**		**$268,495.96**	**-$87,404.42**	**$0.00**	

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
MOTOROLA SOLUTIONS INC COM NEW CUSIP: 620076307 Dividend Option: Cash			**Security Identifier:** MSI					
4,277.000	07/15/11*	43 8960	187,742.76	55.6800	238,143.36	50,400.60	4,448.08	1.86%
1,818.000	07/18/11*	43.6350	79,329.16	55.6800	101,226.24	21,897.08	1,890.72	1.86%
192.000	07/22/11*	44 4680	8,537.93	55.6800	10,690.56	2,152.63	199.68	1.86%
6,287.000	**Total Noncovered**		**275,609.85**		**350,060.16**	**74,450.31**	**6,538.48**	
500 000	08/03/12	47.7000	23,850.00	55 6800	27,840.00	3,990.00	520.00	1.86%
500.000	**Total Covered**		**23,850.00**		**27,840.00**	**3,990.00**	**520.00**	
6,787.000	**Total**		**$299,459.85**		**$377,900.16**	**$78,440.31**	**$7,058.48**	
ORACLE CORP COM CUSIP: 68389X105 Dividend Option: Cash			**Security Identifier:** ORCL					
1,935.000	12/21/11*	25.2530	48,864.75	33.3200	64,474.20	15,609.45	464.40	0 72%
1,935.000	**Total Noncovered**		**48,864.75**		**64,474.20**	**15,609.45**	**464.40**	
4,893.000	02/27/12	29.1820	142,785.08	33.3200	163,034.76	20,249.68	1,174.32	0.72%
748.000	04/09/12	29.2620	21,887.83	33.3200	24,923.36	3,035.53	179.52	0 72%
886.000	04/12/12	28.5160	25,264.82	33.3200	29,521.52	4,256.70	212.64	0.72%
972.000	05/14/12	27.0490	26,291.53	33.3200	32,387.04	6,095.51	233.28	0.72%
946.000	05/15/12	27.3110	25,835.92	33.3200	31,520.72	5,684.80	227.04	0.72%
1,181.000	05/21/12	25.8480	30,526.13	33.3200	39,350.92	8,824.79	283.44	0.72%
1,254.000	06/27/12	28.2790	35,462.24	33.3200	41,783.28	6,321.04	300.96	0.72%
1,200.000	08/03/12	30.5800	36,696 00	33.3200	39,984.00	3,288.00	288.00	0.72%
12,080.000	**Total Covered**		**344,749.55**		**402,505.60**	**57,756.05**	**2,899.20**	
14,015.000	**Total**		**$393,614.30**		**$466,979.80**	**$73,365.50**	**$3,363.60**	
PALADIN LABS INC COM ISIN#CA6959421026 CUSIP: 695942102 Dividend Option: Cash			**Security Identifier:** PLDLF					
264.000	09/07/11*	34.0250	8,982.60	41.9127	11,064 97	2,082.37		
207.000	09/07/11*	33 6350	6,962.45	41.9127	8,675 95	1,713.50		
25.000	09/23/11*	35.9930	899.83	41.9127	1,047.82	147.99		
496.000	**Total Noncovered**		**16,844.88**		**20,788.74**	**3,943.86**		
496.000	**Total**		**$16,844.88**		**$20,788.74**	**$3,943.86**	**$0.00**	
PRIMERICA INC COM CUSIP: 74164M108 Dividend Option: Cash			**Security Identifier:** PRI					
458.000	09/20/11*	20.1360	9,222 24	30 0100	13,744.58	4,522.34	164.88	1 19%
1,496.000	09/21/11*	20.1330	30,118.82	30.0100	44,894.96	14,776.14	538.56	1.19%

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Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
PRIMERICA INC COM *(continued)*								
1,786.000	09/22/11*	20.0230	35,760.54	30.0100	53,597.86	17,837.32	642.96	1.19%
520.000	09/23/11*	20.2300	10,519.76	30.0100	15,605.20	5,085.44	187.20	1.19%
129.000	09/26/11*	20.5020	2,644.73	30.0100	3,871.29	1,226.56	46.44	1.19%
1,468.000	12/14/11*	21.7420	31,917.40	30.0100	44,054.68	12,137.28	528.48	1.19%
5,857.000	**Total Noncovered**		**120,183.49**		**175,768.57**	**55,585.08**	**2,108.52**	
4,000.000	08/03/12	27.5500	110,198.45	30.0100	120,040.00	9,841.55	1,440.00	1.19%
127.000	10/12/12	28.3810	3,604.39	30.0100	3,811.27	206.88	45.72	1.19%
378.000	10/22/12	27.6900	10,466.97	30.0100	11,343.78	876.81	136.08	1.19%
189.000	10/23/12	27.7620	5,247.02	30.0100	5,671.89	424.87	68.04	1.19%
47.000	10/24/12	27.8980	1,311.21	30.0100	1,410.47	99.26	16.92	1.19%
22.000	10/25/12	28.1170	618.58	30.0100	660.22	41.64	7.92	1.19%
4,763.000	**Total Covered**		**131,446.62**		**142,937.63**	**11,491.01**	**1,714.68**	
10,620.000	**Total**		**$251,630.11**		**$318,706.20**	**$67,076.09**	**$3,823.20**	
SCHWAB CHARLES CORP NEW COM		**Security Identifier:** SCHW						
CUSIP: 808513105								
Dividend Option. Cash								
4,251.000	08/30/12	13.4630	57,229.94	14.3600	61,044.36	3,814.42	1,020.24	1.67%
3,522.000	08/31/12	13.5470	47,711.83	14.3600	50,575.92	2,864.09	845.28	1.67%
3,459.000	09/20/12	13.5560	46,888.82	14.3600	49,671.24	2,782.42	830.16	1.67%
1,664.000	09/20/12	13.4770	22,425.56	14.3600	23,895.04	1,469.48	399.36	1.67%
2,623.000	09/21/12	13.5220	35,467.42	14.3600	37,666.28	2,198.86	629.52	1.67%
5,297.000	09/25/12	13.3760	70,854.26	14.3600	76,064.92	5,210.66	1,271.28	1.67%
4,033.000	10/15/12	12.9700	52,308.41	14.3600	57,913.88	5,605.47	967.92	1.67%
24,849.000	**Total Covered**		**332,886.24**		**356,831.64**	**23,945.40**	**5,963.76**	
24,849.000	**Total**		**$332,886.24**		**$356,831.64**	**$23,945.40**	**$5,963.76**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
VALEANT PHARMACEUTICALS INTL INC CDA COM ISIN#CA91911K1021 CUSIP 91911K102 Dividend Option. Cash			**Security Identifier:** VRX					
279.000	03/10/11*	39.4020	10,993.10	59.7700	16,675 83	5,682.73		
991 000	03/11/11*	39.6430	39,286 01	59.7700	59,232.08	19,946 07		
466.000	03/14/11*	40.1170	18,694.48	59.7700	27,852.81	9,158.33		
339 000	03/15/11*	39.6670	13,447.28	59 7700	20,262 03	6,814 75		
511.000	03/16/11*	39.6070	20,239 43	59.7700	30,542 46	10,303 03		
2,228.000	03/18/11*	39.8890	88,872.69	59.7700	133,167.57	44,294.88		
934.000	03/21/11*	41.2290	38,507.79	59.7700	55,825 18	17,317.39		
879 000	03/22/11*	41 9850	36,904 46	59 7700	52,537.83	15,633.37		
402 000	03/23/11*	43 6210	17,535 80	59 7700	24,027.54	6,491.74		
603.000	03/24/11*	44.7140	26,962.42	59.7700	36,041 31	9,078.89		
62.000	04/12/11*	52 5380	3,257 33	59.7700	3,705 74	448 41		
407.000	04/28/11*	52.5030	21,368 56	59.7700	24,326.39	2,957.83		
1,908.000	05/02/11*	48.2360	92,034.10	59.7700	114,041.15	22,007.05		
431.000	08/18/11*	53.9980	23,272 98	59.7700	25,760.86	2,487.88		
			119 day(s) added to your holding period as a result of a wash sale.					
19.000	08/18/11*	53.8620	1,023 37	59 7700	1,135.64	112.27		
			103 day(s) added to your holding period as a result of a wash sale.					
936.000	08/18/11*	40.2280	37,653.51	59 7700	55,944 73	18,291 22		
1,075.000	09/21/11*	38 2920	41,164.22	59 7700	64,252.75	23,088.53		
426.000	11/15/11*	43 2670	18,431 91	59 7700	25,462.01	7,030 10		
12,896.000	**Total Noncovered**		**549,649.44**		**770,793.91**	**221,144.47**		
430 000	05/17/12	48.8710	21,014 53	59 7700	25,701.10	4,686.57		
640.000	05/22/12	47 6980	30,526.72	59.7700	38,252.80	7,726 08		
2,000.000	08/03/12	48 5600	97,120 00	59.7700	119,540 00	22,420.00		
1,138.000	08/15/12	51.1580	58,218 37	59.7700	68,018.26	9,799.89		
2,000.000	09/17/12	56.0710	112,142 60	59 7700	119,540 00	7,397 40		
832.000	09/24/12	54 9650	45,730 80	59 7700	49,726.64	3,997.84		
1,186.000	09/25/12	56 0110	66,428 57	59.7700	70,887 23	4,458 66		
8,226.000	**Total Covered**		**431,181.59**		**491,668.03**	**60,486.44**		
21,122.000	**Total**		**$980,831.03**		**$1,262,461.94**	**$281,630.91**	**$0.00**	
Total Common Stocks			**$4,652,882.44**		**$5,727,693.74**	**$1,074,811.30**	**$27,742.54**	
Total Equities			**$4,652,882.44**		**$5,727,693.74**	**$1,074,811.30**	**$27,742.54**	

Glenn Greenberg & Linda Vester Foundation, Inc

Contributions Made

December 31, 2012

DATE		Amount
1/20/2012	The Brick Church School	25,000 00
2/14/2012	The Film Society of Lincoln Center	15,000.00
3/13/2012	Robin Hood Foundation	200,000.00
3/22/2012	The Film Society of Lincoln Center	20,000.00
4/3/2012	The Museum of Modern Art	5,000.00
4/5/2012	The Nature Conservancy	5,000.00
4/13/2012	Beginning with Children Foundation	10,000 00
4/13/2012	Classroom, Inc	10,000.00
4/13/2012	Department of OB/GYN, NY Presbetyrian	50,000.00
4/13/2012	Facing History and Ourselves	200,000.00
4/16/2012	The Urban Assembly Bronx Studio for Writers and Artists	5,000.00
5/3/2012	The Urban Assembly Bronx Studio for Writers and Artists	5,000.00
5/15/2012	Ursuline Academy	55,750.00
5/31/2012	Department of Pain Medicine	1,000.00
6/13/2012	Memorial Sloane Kettering Cancer Center	5,000.00
6/13/2012	The Public Theater	5,000.00
6/13/2012	Columbia Business School	100,000.00
6/28/2012	The Film Society of Lincoln Center	50,000.00
7/19/2012	Institute of International Research	25,000.00
7/19/2012	Yale University	600,000.00
7/24/2012	North Salem Open Land Foundation	10,000.00
7/24/2012	Institute of International Research	12,500.00
8/14/2012	The Ridgefiled Library	15,000.00
9/10/2012	Trinity School	400,000.00
9/19/2012	Robin Hood Foundation	100,000.00
9/19/2012	Common Good	50,000.00
		1,979,250.00

Distribution of Assets in Complete Liquidation, Termination, or Substantial Contraction

Statement Attached to and Made Part of Form 990-PF, Part VII – A, Item 5

Glenn Greenberg and Linda Vester Foundation, Inc.
Fed ID #: 20-0405627
Tax Year Ended: December 31, 2012

During the current year, the Foundation made the following distributions in substantial contraction.

Recipient's Name & Address	Assets Distributed	FMV
See attached	$1,979,250 (cash)	$1,979,250