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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 01-01-2012 , and ending 12-31-2012

Name of foundation Greenacres Foundation		A Employer identification number 31-1250075	
Number and street (or P O box number if mail is not delivered to street address) 8255 Spooky Hollow Road		B Telephone number (see instructions) (513) 891-4227	
City or town, state, and ZIP code Cincinnati, OH 45242		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) ☒ \$ 297,943,300		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	7,923,504			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41,874	41,874	41,874	
	4 Dividends and interest from securities.	7,589,556	7,589,556	7,589,556	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,055,057			
	b Gross sales price for all assets on line 6a _____ 51,872,564				
	7 Capital gain net income (from Part IV , line 2)		4,445,381		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	☒ 647,317	0	647,317	
	12 Total. Add lines 1 through 11	20,257,308	12,076,811	8,278,747	
	13 Compensation of officers, directors, trustees, etc	150,000	37,500	54,375	95,625
	14 Other employee salaries and wages	1,369,402	0	331,692	1,051,300
	15 Pension plans, employee benefits	339,506	24,948	50,902	288,604
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	☒ 1,153,604	1,025,827	1,025,858	127,746
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	☒ 468,696	94,484	115,593	177,103
	19 Depreciation (attach schedule) and depletion . . .	406,428	40,114	43,143	
	20 Occupancy				
	21 Travel, conferences, and meetings	26,522	405	6,270	20,252
	22 Printing and publications	2,513	0	0	0
	23 Other expenses (attach schedule)	☒ 1,396,385	85,580	221,364	948,706
	24 Total operating and administrative expenses. Add lines 13 through 23	5,313,056	1,308,858	1,849,197	2,709,336
	25 Contributions, gifts, grants paid	4,586,300			4,586,300
	26 Total expenses and disbursements. Add lines 24 and 25	9,899,356	1,308,858	1,849,197	7,295,636
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	10,357,952			
	b Net investment income (if negative, enter -0-)		10,767,953		
	c Adjusted net income (if negative, enter -0-)			6,429,550	

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	611,947	143,882	143,882
	3	Accounts receivable ▶ <u>2,580</u>			
		Less allowance for doubtful accounts ▶ _____	19,600	2,580	2,580
	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 page 15 of the 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	6,706	1,004	1,004
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	217,404,536	243,968,329	243,968,329
	c	Investments—corporate bonds (attach schedule).	3,629,009	893,253	893,253
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	22,459,937	14,674,957	14,674,957
	14	Land, buildings, and equipment basis ▶ <u>39,705,171</u>			
		Less accumulated depreciation (attach schedule) ▶ <u>1,445,876</u>	34,829,762	38,259,295	38,259,295
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	278,961,497	297,943,300	297,943,300
	17	Accounts payable and accrued expenses	4,253	6,203	
	18	Grants payable			
	19	Deferred revenue	63,750	26,000	
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	165,701	144,459	
	23	Total liabilities (add lines 17 through 22)	233,704	176,662	
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	13,782,477	17,459,216	
	25	Temporarily restricted	44,565,828	54,098,006	
	26	Permanently restricted	220,379,488	226,209,416	
		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 page 17 of the instructions)	278,727,793	297,766,638	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	278,961,497	297,943,300	

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	278,727,793
2	Enter amount from Part I, line 27a	2	10,357,952
3	Other increases not included in line 2 (itemize) ▶ _____	3	8,680,893
4	Add lines 1, 2, and 3	4	297,766,638
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	297,766,638

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 Additional Data Table				
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 See Additional Data Table			
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 See Additional Data Table			
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	4,445,381
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	-813,232

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 page 18 of 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	11,813,958	245,989,772	0 048026
2010	22,360,394	226,953,852	0 098524
2009	2,864,809	107,533,764	0 026641
2008	1,419,426	10,579,792	0 134164
2007	3,460,416	14,100,513	0 245411

2 Total of line 1, column (d).	2	0 552766
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 110553
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	246,662,047
5 Multiply line 4 by line 3.	5	27,269,229
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	107,680
7 Add lines 5 and 6.	7	27,376,909
8 Enter qualifying distributions from Part XII, line 4. 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	8	11,131,597

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	215,359
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	0
3		Add lines 1 and 2.		3	215,359
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	215,359
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	298,800	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	500,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	798,800
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	583,441
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 583,441	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ OH _____			
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	Yes	
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	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No		
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		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes			
Website address ▶ <u>www.green-acres.org</u>						
14	The books are in care of ▶ <u>Carter F Randolph Ph D</u> Telephone no ▶ <u>(513) 891-4227</u> Located at ▶ <u>8255 Spooky Hollow Road Cincinnati OH</u> ZIP +4 ▶ <u>45242</u>					
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 ▶ <table><tr><td>15</td><td></td></tr></table>	15				
15						
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		No		
See 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

No

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

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
See Additional Data Table				

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
Jackie Quay	Director of Arts Cen	100,000	18,348	0
8255 Spooky Hollow Road Cincinnati, OH 45242	40 00			
Beth Carroll	Special Events Mng	67,800	20,349	0
8255 Spooky Hollow Road Cincinnati, OH 45242	40 00			
Sally Schott	director of finance	63,656	20,574	0
8255 Spooky Hollow Road Cincinnati, OH 45242	40 00			
Andrew Delay	Director of Environm	62,939	18,495	0
8255 Spooky Hollow Road Cincinnati, OH 45242	40 00			
Stephen Schatz	Property Manager	51,231	17,345	0
8255 Spooky Hollow Road Cincinnati, OH 45242	40 00			
Total number of other employees paid over \$50,000.				1

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
Randolph Company Inc 4200 Malsbary Road Cincinnati, OH 45242	Investment Advisors	981,659
Wayne Buildings 6770 Kepler Road Cleveland, OH 45002	Construction	749,186
Daniel J Lysaght Inc 4030 Brown Farm Drive Hamilton, OH 45013	Construction	709,471
Total number of others receiving over \$50,000 for professional services.		0

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 The Foundation operates environmental education center for area school children. School children visit in classes. In 2012, 5855 children and 3787 adults visited the center. 182 people participated in camp activities.	815,239
2 The Foundation operates a Horsemanship Academy that teaches at-risk children and adults about horsemanship, from riding horses to grooming and feeding them. In 2012, 352 children, 24 adults participated in these programs. 60 people participated in camp activities.	286,106
3 The Foundation operates a farm using rotational grazing to preserve farmland and raise healthy cows, sheep, chickens and turkeys. The farm products are sold through the Farm store.	1,158,512
4 The foundation operates an art center which provides education in cultural, visual and musical arts. In 2012, 4028 children visited the center, and 119 people participated in camp activities.	308,052

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 N/A	0
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

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	236,771,520
b	Average of monthly cash balances.	1b	13,606,922
c	Fair market value of all other assets (see instructions).	1c	39,880
d	Total (add lines 1a, b, and c).	1d	250,418,322
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	250,418,322
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,756,275
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	246,662,047
6	Minimum investment return. Enter 5% of line 5.	6	12,333,102

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	
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	7,295,636
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	3,835,961
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	11,131,597
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	11,131,597
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____, 20____, 20____				
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				
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 XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
		6,429,550	5,587,384	9,168,925	2,297,924	23,483,783
b	85% of line 2a	5,465,118	4,749,276	7,793,586	1,953,235	19,961,216
c	Qualifying distributions from Part XII, line 4 for each year listed.	11,131,597	11,813,958	22,360,394	2,864,809	48,170,758
d	Amounts included in line 2c not used directly for active conduct of exempt activities.	4,586,300	4,558,856	4,256,161	0	13,401,317
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.	6,545,297	7,255,102	18,104,233	2,864,809	34,769,441
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	8,222,068	8,199,659	7,565,129	3,584,459	27,571,315
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).					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0

Part XVSupplementary Information (Complete this part only if the organization 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))

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

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 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

Form 990-PF (2012)

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,586,300
b Approved for future payment				
Total			3b	0

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 Summer Program Revenue						37,757
b Arts Center Revenue						66,048
c Horsemanship Academy						150,984
d Water Quality program						1,037
e Farm sales						117,249
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	41,874		
4 Dividends and interest from securities.			14	7,589,556		
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	4,055,057		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
Catering & food for Special	812900	65,339				29,639
11 Other revenue a Events						
b Special Events rental of Art Center	531190	123,264				
c Special events - grand tent rental	531190	56,000				
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).		244,603		11,686,487		402,714
13 Total. Add line 12, columns (b), (d), and (e).						12,333,804

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

***** 2013-10-18 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00014949
	Jane E Pfeifer	Jane E Pfeifer	2013-10-18		
	Firm's name ☐	CLARK SCHAEFER HACKETT AND CO		Firm's EIN ☐ 31-0800053	
		ONE EAST FOURTH ST SUITE 1200			
	Firm's address ☐	CINCINNATI, OH 45202		Phone no (513) 241-3111	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
tda -cam 11397	P		
tda -cam 11397	P		
TDA - Johnson - 022539	P		
tDA - Johnson - 022539	P		
tda - GAF - 680670	P		
tda - GAF - 680670	P		
tda - ldn - 30718	P		
tda - ldn - 30718	P		
tda - ldn - 30718	D		
tda - GAF - 680670	D		
tda - GAF - 680670	D		
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,965		1,920	45
251,275		217,213	34,062
229,610		209,172	20,438
947,834		818,254	129,580
17,274,247		17,736,161	-461,914
15,502,865		11,873,778	3,629,087
7,399,835		7,772,985	-373,150
7,923,566		7,149,948	773,618
2,316,543		1,625,718	690,825
14,775		13,426	1,349
9,950		8,608	1,342
99			99

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			45
			34,062
			20,438
			129,580
			-461,914
			3,629,087
			-373,150
			773,618
			690,825
			1,349
			1,342
			99

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Lawrence Kyte	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mr Guy Randolph	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mrs Jane Randolph	Exec VP 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Dr Carter Randolph	President 30 00	150,000	19,426	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mrs Helen Black	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mr Marty Cooper	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mr Brad Lindner	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Dr Jill Louv	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Mrs Nancy Walker	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				
Ms Geraldine Warner	Trustee 1 00	0	0	0
8 255 Spooky Hollow Road Cincinnati, OH 45242				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CET 1223 central Parkway Cincinnati, OH 45214	none	public charity	unrestricted charitable contribution	100,000
Cincinnati Ballet 1555 Central Parkway Cincinnati, OH 45214	none	public charity	unrestricted charitable contribution	228,520
Cincinnati Boychoir 4501 Allison Street Cincinnati, OH 45212	none	public charity	unrestricted charitable contribution	17,500
Cincinnati May Festival 1241 Elm Street Cincinnati, OH 45202	none	public charity	unrestricted charitable contribution	135,000
Cincinnati Chamber Orchestra 105 W 4th Street 810 Cincinnati, OH 45202	none	public charity	unrestricted charitable contribution	10,000
Cincinnati Opera 1241 Elm Street Cincinnati, OH 45202	none	public charity	unrestricted charitable contribution	548,448
Cincinnati Symphony Orchestra 1241 Elm Street Cincinnati, OH 45202	none	public charity	unrestricted charitable contribution	3,427,798
Cincinnati Children's choir - UC 2600 Clifton Avenue Cincinnati, OH 45221	none	Public charity	Unrestricted charitable contribution	20,000
Holy Trinity Lutheran Church 1825 Glendale Avenue Toledo, OH 43614	none	public charity	unrestricted charitable contribution	100
Hatmaker Foundation 644 Linn Street Suite 200 Cincinnati, OH 45052	none	Public charity	Unrestricted charitable contribution	30,136
Southern Gateway Chorus 28236 Cedar Creek Dr Sunman, IN 47041	none	public charity	unrestricted charitable contribution	28,848
Vocal Arts Ensemble P O Box 8404 Cincinnati, OH 45208	none	public charity	unrestricted charitable contribution	17,500
University of Cincinnati Foundation M Emery Hall 4255 PO Box 21003 Cincinnati, OH 45221	none	Public charity	Unrestricted charitable contribution	22,000
Ohio Valley Forestry Fellowship 3434 Darwin Avenue Cincinnati, OH 45211	none	Public charity	Unrestricted charitable contribution	450
Total  3a				4,586,300

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization Greenacres Foundation	Employer identification number 31-1250075
---	--

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 33¹/₃% 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).

Name of organization Greenacres Foundation	Employer identification number 31-1250075
--	---

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
_____	See Additional Data Table _____ _____ _____	\$ _____	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)
_____	_____ _____ _____	\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Greenacres Foundation	Employer identification number 31-1250075
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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
1	75000 shares of Procter & Gamble common stock	\$ 5,259,375	2012-12-14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Track of land 8221 spooky hollow	\$ 2,340,000	2012-12-12
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	Publicly traded stock	\$ 160,247	2012-05-01
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization Greenacres Foundation	Employer identification number 31-1250075
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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 <i>exclusively</i> 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

Additional Data

Software ID:
Software Version:
EIN: 31-1250075
Name: Greenacres Foundation

Form 990 Schedule B, 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
<u>1</u>	Estate of Louise D Nippert 8255 Spooky Hollow Road Cincinnati, OH 45242	\$ 5,259,375	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>2</u>	L L Nippert trust 8255 Spooky Hollow Road Cincinnati, OH 45242	\$ 2,340,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	Louise D Nippert CRUT 8255 Spooky Hollow Road Cincinnati, OH 45242	\$ 160,247	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>4</u>	Louise D Nippert CRUT 8255 Spooky Hollow Road Cincinnati, OH 45242	\$ 66,440	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>5</u>	Raymond A Dankel 73 sterling Avenue Ft Thomas, KY 41075	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>6</u>	Susan K Black Foundation p O Box 235 756 Crystal Peak Drive Lake George, CO 80827	\$ 6,278	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>7</u>	Cincinnati Reds 100 Joe Nuxhall Way Cincinnati, OH 45202	\$ 5,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

**TY 2012 Investments Corporate
Bonds Schedule****Name:** Greenacres Foundation**EIN:** 31-1250075

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate bond	893,253	893,253

TY 2012 Investments Corporate Stock Schedule

Name: Greenacres Foundation

EIN: 31-1250075

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate stock	243,968,329	243,968,329

TY 2012 Investments - Other Schedule**Name:** Greenacres Foundation**EIN:** 31-1250075

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
money market funds	AT COST	10,221,885	10,221,885
terra nitrogen company l.p.	AT COST	4,453,072	4,453,072

TY 2012 Other Expenses Schedule

Name: Greenacres Foundation

EIN: 31-1250075

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Continuing education	1,578	0	413	1,165
Operating supplies	269,372	0	75,110	194,262
Meals & entertainment	33,406	1,920	5,571	27,835
Repairs & maintenance	283,785	28,010	37,041	246,745
Insurance	119,330	11,778	19,981	99,349
Telephone	37,003	3,652	4,372	32,631
Utilities	123,055	12,146	20,405	102,650
Contracted services	136,181	13,441	30,749	105,436
License & permits	32,469	3,205	3,205	29,264
miscellaneous expenses	38,141	3,747	11,839	26,302
dues & subscriptions	3,356	319	1,009	4,860
supplies	19,904	1,965	2,191	17,713
advertising	34,047	3,360	3,360	30,687
mileage	15,279	0	4,080	11,199
computer services	20,646	2,037	2,038	18,608
other expenses	228,833	0	0	0

TY 2012 Other Income Schedule**Name:** Greenacres Foundation**EIN:** 31-1250075

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Summer Program Revenue	37,757		37,757
Arts Center Revenue	66,048		66,048
Horsemanship Academy	150,984		150,984
Water Quality program	1,037		1,037
Farm sales	117,249		117,249
Catering & food for Special Events	94,978		94,978
Special Events rental of Art Center	123,264		123,264
Special events - grand tent rental	56,000		56,000

TY 2012 Other Increases Schedule

Name: Greenacres Foundation

EIN: 31-1250075

Description	Amount
Unrealized appreciation of securities under SFAS 124	8,680,893

TY 2012 Other Liabilities Schedule**Name:** Greenacres Foundation**EIN:** 31-1250075

Description	Beginning of Year - Book Value	End of Year - Book Value
Accrued payroll & Payroll taxes	46,020	1,221
SEP payable	119,681	143,238

TY 2012 Other Professional Fees Schedule**Name:** Greenacres Foundation**EIN:** 31-1250075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other professional fees	141,770	13,993	14,024	127,746
Investment management fees	1,011,834	1,011,834	1,011,834	0

TY 2012 Taxes Schedule**Name:** Greenacres Foundation**EIN:** 31-1250075

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll taxes	117,714	10,573	16,359	101,355
OH filing fee	200	0	0	200
Foreign tax	73,960	73,960	73,960	0
property taxes	100,822	9,951	25,274	75,548
Federal tax	176,000	0	0	0