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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE ORCHARD FOUNDATION

C/O BINGHAM MCCUTCHEN LLP

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

ONE FEDERAL ST, ATT: M.G. EHRLICH

City or town, state, and ZIP code

BOSTON, MA 02110

A Employer identification number

04-6660214

B Telephone number

(617) 951-8000

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 ☐

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)

\$ 13,636,251.

(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).)(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

260,772.

260,772.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

178,294.

b Gross sales price for all
assets on line 6a 2,370,474.

7 Capital gain net income (from Part IV, line 2)

178,294.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

4,692.

4,692.

STATEMENT 2

11 Other income

443,758.

443,758.

12 Total. Add lines 1 through 11

45,000.

14,999.

30,001.

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

9,550.

9,550.

0.

c Other professional fees

STMT 4

92,903.

92,903.

0.

17 Interest

18 Taxes

STMT 5

9,967.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

17,902.

12,174.

5,728.

24 Total operating and administrative
expenses. Add lines 13 through 23

175,322.

129,626.

35,729.

25 Contributions, gifts, grants paid

1,333,248.

1,333,248.

26 Total expenses and disbursements.

Add lines 24 and 25

1,508,570.

129,626.

1,368,977.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,064,812.

b Net investment income (if negative, enter -0-)

314,132.

c Adjusted net income (if negative, enter -0-)

N/A

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,418.		
	2 Savings and temporary cash investments	1,051,327.	249,948.	249,948.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	8,412,327.	8,415,777.	8,055,204.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	6,273,762.	6,021,475.	5,331,099.	
16 Total assets (to be completed by all filers)	15,747,834.	14,687,200.	13,636,251.	
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			
	22 Other liabilities (describe ▶ CASH OVERDRAFT)	0.	4,178.	
23 Total liabilities (add lines 17 through 22)	0.	4,178.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,747,834.	14,683,022.	
30 Total net assets or fund balances	15,747,834.	14,683,022.		
31 Total liabilities and net assets/fund balances	15,747,834.	14,687,200.		

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	15,747,834.
2 Enter amount from Part I, line 27a	2	-1,064,812.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,683,022.
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	14,683,022.

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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				
b SEE ATTACHED STATEMENT				
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 2,370,474.		2,186,603.	178,294.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			178,294.	
2 Capital gain net income or (net capital loss)		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2 178,294.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div>		3 N/A

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 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))
2008	1,380,462.	17,085,327.	.080798
2007	1,317,176.	18,937,254.	.069555
2006	1,158,902.	16,954,453.	.068354
2005	918,915.	14,543,403.	.063184
2004	1,077,745.	15,360,056.	.070165
2 Total of line 1, column (d)			2 .352056
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 .070411
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 13,043,168.
5 Multiply line 4 by line 3			5 918,383.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,141.
7 Add lines 5 and 6			7 921,524.
8 Enter qualifying distributions from Part XII, line 4			8 1,368,977.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,141.
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	3,141.
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	3,141.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6a	20,511.
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	20,511.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	17,370.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 17,370. Refunded <input checked="" type="checkbox"/>		11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
8b 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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► HTTP://WWW.ORCHARDFOUNDATION.ORG

14 The books are in care of ► M. GORDON EHRLICH, TRUSTEE Telephone no. ► (617) 951-8000
 Located at ► BINGHAM MCCUTCHEN LLP, ONE FEDERAL ST., BOSTON, M ZIP+4 ► 02110

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 N/A

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1b	X
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	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. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009.) N/A	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 2009?	4b	X

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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)? ☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?

N/A

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.

(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
M. GORDON EHRLICH, BINGHAM MCCUTCHEN ONE FEDERAL STREET BOSTON, MA 02110	TRUSTEE 0.00	0.	0.	0.
CARL P. LEHNER LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE 0.00	0.	0.	0.
BRIGITTE L. KINGSBURY LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TR & EXEC DIR 20.00	45,000.	0.	0.
HEIDI LEHNER LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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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	12,365,656.
b	Average of monthly cash balances	1b	876,139.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,241,795.
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	13,241,795.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,627.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,043,168.
6	Minimum investment return. Enter 5% of line 5	6	652,158.

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	652,158.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,141.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,141.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	649,017.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	649,017.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	649,017.

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	1,368,977.
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	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	1,368,977.
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	5	3,141.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,365,836.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				649,017.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	320,906.			
b From 2005	202,563.			
c From 2006	329,334.			
d From 2007	400,592.			
e From 2008	545,734.			
f Total of lines 3a through e	1,799,129.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	1,368,977.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				649,017.
e Remaining amount distributed out of corpus	719,960.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	2,519,089.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	320,906.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,198,183.			
10 Analysis of line 9:				
a Excess from 2005	202,563.			
b Excess from 2006	329,334.			
c Excess from 2007	400,592.			
d Excess from 2008	545,734.			
e Excess from 2009	719,960.			

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2009.04011 THE ORCHARD FOUNDATION C/O 18642_Y1

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 ALL RECIPIENTS ARE PUBLIC CHARITIES: SEE ATTACHED SCHEDULE (THERE ARE NO INDIVIDUAL RECIPIENTS)			SEE ATTACHED SCHEDULE	1,333,248.
Total				▶ 3a 1,333,248.
b Approved for future payment NONE				
Total				▶ 3b 0.

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	QUELLOS STRATEGIC MANAGEMENT	P	VARIOUS	01/01/09
b	DAILEY & PARTNERS, LP	P	VARIOUS	10/30/09
c	WILMINGTON REALTY I, LLC	P	VARIOUS	VARIOUS
d	SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	VARIOUS
e	SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	VARIOUS
f	WILMINGTON TRUST	P	VARIOUS	VARIOUS
g	WILMINGTON TRUST	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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	75,597.			75,597.
b	467,117.		342,500.	124,617.
c				-17,075.
d				7,287.
e				4,211.
f	11,237.		10,966.	271.
g	1,803,066.		1,833,137.	-30,071.
h	13,457.			13,457.
i				
j				
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			75,597.
b			124,617.
c			-17,075.
d			7,287.
e			4,211.
f			271.
g			-30,071.
h			13,457.
i			
j			
k			
l			
m			
n			
o			

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	178,294.
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). If (loss), enter "-0-" in Part I, line 8	}		3	N/A

2009 Tax Information Statement

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Ref: KAB

Recipient's Name and Address
ORCHARD FOUNDATION
ONE FEDERAL STREET
BOSTON, MA 02110

Account Number: 086730-000
Recipient's Tax ID number: 04-6660214
Payer's Federal ID number: 51-0055023
Questions? (302)651-1040

Payer's Name and Address
WILMINGTON TRUST COMPANY
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0900

☐ Corrected ☐ 2nd TIN notice

2009 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS are Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
(Box 5)	(Box 1b)	(Box 7)		(Box 1a)	(Box 2)			(Box 4)
Short Term Sales Reported on 1099-B								
75.0000	156782104	CERNER CORP COMMON	08/15/2008	06/02/2009	4,380.65	3,596.18	784.47	0.00
100.0000	451678104	IDEX CORP COMMON	VARIOUS	04/29/2009	2,417.24	3,812.34	-1,395.10	0.00
20.0000	863238105	STRAYER EDUCATION INC COMMON	VARIOUS	02/06/2009	4,438.67	3,557.14	881.53	0.00
Total Short Term Sales Reported on 1099-B						11,236.56	270.90	0.00
Long Term 15% Sales Reported on 1099-B								
300.0000	G02602103	AMDOCS LTD COMMON	12/30/2004	09/08/2009	7,565.62	7,917.00	-351.38	0.00
350.0000	G02602103	AMDOCS LTD COMMON	12/30/2004	09/09/2009	8,948.74	9,236.50	-287.76	0.00
45.0000	067383109	BARD C R INCORPORATED COMMON	VARIOUS	02/19/2009	3,881.85	3,939.21	-57.36	0.00
110.0000	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	VARIOUS	12/02/2009	4,981.28	4,295.38	685.90	0.00
80.0000	257651109	DONALDSON COMPANY INCORPORATED COMMON	12/30/2004	09/10/2009	2,850.99	2,623.20	227.79	0.00
100.0000	302130109	EXPEDITORS INTL OF WASHINGTON COMMON	12/30/2004	09/10/2009	3,433.82	2,786.85	646.97	0.00
50.0000	311900104	FASTENAL CO COMMON	12/30/2004	01/16/2009	1,656.99	1,546.75	110.24	0.00
35.0000	311900104	FASTENAL CO COMMON	12/30/2004	02/19/2009	1,147.96	1,082.72	65.24	0.00

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2009 Tax Information Statement

Page 9 of 19
Ref: KAB

Account Number: 086730-000
Recipient's Tax ID number: 04-6660214
Payer's Federal ID number: 51-0055023
Questions? (302)651-1040

Recipient's Name and Address
ORCHARD FOUNDATION
ONE FEDERAL STREET
BOSTON, MA 02110

Payer's Name and Address
WILMINGTON TRUST COMPANY
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0900

☐ Corrected ☐ 2nd TIN notice

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
420000.0000	60934N682	FEDERATED US TREASURY CASH RSV FD CLI		05/13/2009	✓ 420,000.00	420,000.00	0.00	0.00
385000.0000	60934N682	FEDERATED US TREASURY CASH RSV FD CLI		11/30/2009	✓ 385,000.00	385,000.00	0.00	0.00
40.0000	447462102	HURON CONSULTING GROUP INC COMMON	VARIOUS	06/01/2009	1,868.25	3,240.81	-1,372.56	0.00
140.0000	447462102	HURON CONSULTING GROUP INC COMMON	VARIOUS	06/02/2009	6,544.16	9,686.36	-3,142.20	0.00
50.0000	447462102	HURON CONSULTING GROUP INC COMMON	10/31/2007	06/03/2009	2,323.99	3,147.21	-823.22	0.00
55.0000	45167R104	IDEX CORP COMMON	05/10/2007	04/29/2009	1,329.48	1,982.22	-652.74	0.00
25.0000	533900106	LINCOLN ELECTRIC HOLDING INC COMMON	VARIOUS	10/27/2009	1,128.95	1,872.19	-743.24	0.00
40.0000	533900106	LINCOLN ELECTRIC HOLDING INC COMMON	06/15/2007	10/28/2009	1,750.25	2,991.39	-1,241.14	0.00
35.0000	533900106	LINCOLN ELECTRIC HOLDING INC COMMON	VARIOUS	10/29/2009	1,527.96	2,616.04	-1,088.08	0.00
100.0000	56418H100	MANPOWER WISCONSIN COMMON	VARIOUS	07/13/2009	3,973.20	7,249.24	-3,276.04	0.00
25.0000	56418H100	MANPOWER WISCONSIN COMMON	10/29/2007	07/14/2009	983.21	1,744.01	-760.80	0.00
140.0000	686091109	O'REILLY AUTOMOTIVE INC	12/30/2004	04/06/2009	5,033.12	3,151.26	1,881.86	0.00
25075.2260	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTITUTIONAL CLASS	VARIOUS	03/05/2009	✓ 250,000.00	272,316.95	-22,316.95	0.00
24015.3700	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTITUTIONAL CLASS	VARIOUS	06/04/2009	✓ 250,000.00	260,693.28	-10,693.28	0.00

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2009 Tax Information Statement

Page 10 of 19
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Account Number: 086730-000
Recipient's Tax ID number: 04-6660214
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ONE FEDERAL STREET
BOSTON, MA 02110

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WILMINGTON TRUST COMPANY
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0900

☐ Corrected ☐ 2nd TIN notice

Number of shares (Box 5)	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
23191 0950	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTITUTIONAL CLASS	09/24/2003	09/04/2009	250,000.00	250,927.65	-927.65	0.00
13374.2050	693390700	PIMCO FUNDS TOTAL RETURN FUND INSTITUTIONAL CLASS	09/24/2003	12/08/2009	147,250.00	144,708.89	2,541.11	0.00
85.0000	845467109	SOUTHWESTERN ENERGY CO COMMON	01/03/2008	06/04/2009	3,603.02	2,507.04	1,095.98	0.00
90.0000	845467109	SOUTHWESTERN ENERGY CO COMMON	01/03/2008	10/27/2009	4,239.11	2,654.51	1,584.60	0.00
285.0000	863667101	STRYKER CORP COMMON	12/30/2004	06/01/2009	11,130.58	13,779.75	-2,649.17	0.00
75.0000	98385X106	XTO ENERGY INC COMMON	12/30/2004	10/27/2009	3,262.46	1,584.00	1,678.46	0.00
372.0000	98385X106	XTO ENERGY INC COMMON	12/30/2004	12/16/2009	17,651.16	7,856.66	9,794.50	0.00
Total Long Term 15% Sales Reported on 1099-B						1,833,137.07	-30,070.92	0.00

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ORCHARD FOUNDATION GRANTS LIST 2009

Legal address:
c/o Mr. M. Gordon Ehrlich, Trustee
Bingham McCutchen LLP, One Federal Street
Boston, MA 02110

Mailing address:
c/o Ms. Brigitte L. Kingsbury, Executive Director
PO Box 2587
So. Portland, ME 04116

<u>Recipient</u>	<u>Purpose</u>	<u>Amount (\$)</u>
(AFPCC) American Friends for the Preservation of Czech Culture c/o Ms. Brooks Lobkowicz P.O. Box 814 Dover, MA 02030	Museum	500.00
The Androscoggin River Alliance c/o Mr. Neil A. Ward, Program Director PO Box 177 Lewiston, ME 04240	Improving Access to Historic Spawning Habitat on the Little River	7,000.00
Arthritis Foundation Massachusetts Chapter c/o Mr. Bill Turner, President & CEO 29 Crafts Street, Suite 450 Newton, MA 02458-1275	General Operating Support	500.00
Association of Small Foundations c/o Mr. Tim Walter, Executive Director 4905 Del Ray Avenue, Suite 308 Bethesda, MD 20814	General Operating Support	495.00
Boston Partners in Education c/o Ms. Pamela Civins, Program Director 44 Farnsworth Street Boston, MA 02010	Math Initiative	15,000.00
Boston Preservation Alliance c/o Ms. Sarah D. Kelly, Executive Director 45 School Street - Old City Hall Boston, MA 02108	Annual Appeal	500.00
Buckingham Browne & Nichols School c/o Ms. Jo-Ann Lovejoy, Director of Annual Giving 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (1)	12,000.00
Buckingham Browne & Nichols School c/o Ms. Jo-Ann Lovejoy, Director of Annual Giving 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (2)	500.00
Buckingham Browne & Nichols School c/o Ms. Jo-Ann Lovejoy, Director of Annual Giving 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (3)	7,500.00

Center for Biological Diversity c/o Ms. Mollie Matteson, Northeast Conservation Advocate PO Box 710 Tucson, AZ 58702	White Mountain National Forest Project	15,000.00
Charles River Watershed Association c/o Mr. Robert Zimmerman, Jr., Executive Director 190 Park Rd Weston, MA 02493	Legal Precedent Work on the Massachusetts Water Management Act	10,000.00
The Chewonki Foundation c/o Ms. Lucy Hull, Director of Development 485 Chewonki Neck Road Wiscasset, ME 04578	Pathway to the Future Campaign	10,000.00
Children's Literacy Foundation c/o Mr. Duncan McDougall, Executive Director 1536 Loomis Hill Rd Waterbury, VT 05677	Writing Workshops in NH	10,000.00
The Children's Village c/o Ms. Linda Stutz, Vice President for Institutional Advancement Echo Hills Dobbs Ferry, NY 10522	General Operating Support	5,000.00
Choral Art Society c/o Mr. Robert Goettel, President 50 Monument Square, 2 nd floor Portland, ME 04101	General Operating Support (1)	2,000.00
Choral Art Society c/o Mr. Robert Goettel, President 50 Monument Square, 2 nd floor Portland, ME 04101	General Operating Support (2)	3,000.00
Common Hope c/o Ms. Peg Fourre, Development Director POB 14298 St. Paul, MN 55114-0298	Common Hope Clinic in Antigua, Guatemala	5,000.00
Conservation Law Foundation c/o Mr. Chris Kilian, Vice President 62 Summer Street Boston, MA 02110	Clean Water Initiative	15,000.00
Conservation Law Foundation c/o Mr. Tim Harwood, Director of Development 62 Summer Street Boston, MA 02110	General Operating Support for Maine Advocacy Office	7,000.00
Dana Farber Cancer Institute c/o Ms. Nancy Downer, Assistant Director, Principal & Major Gifts, Division of Development and the Jimmy Fund 10 Brookline Place West Brookline, MA 02445-7226	Fund for Pediatric Support Services	33,333.00

Eastwind Foundation c/o Mr William G. Porter Voyrs, Sater, Seymour and Pease LLP 52 East Gay Street Columbus, OH 43209	Camp Wabun Scholarship	5,000 00
Environmental Grantmakers Association c/o Ms. Rachel Leon, Executive Director 55 Exchange Street, Suite 405 New York, NY 10005-1954	General Operation Support	720.00
The Fessenden School c/o Ms. Elizabeth Sewall, Director of Institutional Advancement 250 Waltham Street West Newton, MA 02465	Annual Fund	1,000.00
First Parish in Cohasset c/o Ms. Jan Carlsson-Bull 23 North Main Street Cohasset, MA 02025	General Operating Support	15,000.00
Friends of Casco Bay c/o Mr Joseph E Payne, Casco BayKeeper 43 Slocum Drive South Portland, ME 04106	Nitrogen Pollution Initiative	15,000 00
Friends of Excel Academy c/o Ms Audra Peek, Director of Resource Development 1150 Saratoga Street East Boston, MA 02128	1.1 Million Words Plus Program & DEAR	7,000 00
Friends of the Presumpscot River c/o Ms Dusti Faucher, Director PO Box 223 South Windham, ME 04082	Presumpscot River Renewal Initiative	10,000.00
Gems of Hope USA c/o Ms. Leah Taylor-Roy, Co-Chair 49 Margin Street Cohasset, MA 02025	General Fund	5,000 00
Giving Monadnock c/o Ms Marilyn Soper, Executive Director POB 404 Keene, NH 03431	General Operating Support	2,000 00
Glastonbury Abbey-Benedictine Monks c/o Brother Dan Walters, O.S.B., Subprior 16 Hull Street Hingham, MA 02043	General Operating Support	5,000.00
Greater Boston Physicians for Social Responsibility c/o Ms. Maria Valenti, Program Director 66 Union Square, Suite 204 Somerville, MA 02143	Environmental Threats to Aging Project – Policy Initiatives	20,000.00

Harvard University Harvard Institute for Learning in Retirement c/o Ms. Denise Gorayeb, Recording Secretary 124 Mount Auburn Street Cambridge, MA 02138-5795	Friday Lecture Series	5,000 00
Harvard University Harvard College Fund c/o Ms Denise Gorayeb, Recording Secretary 124 Mount Auburn Street Cambridge, MA 02138-5795	Annual Fund	5,000 00
Harvard University c/o Mr Joe Donovan, Alumni Office 124 Mount Auburn Street Cambridge, MA 02138-5795	Rockefeller Center for Latin American Studies	50,000 00
Harvard University Harvard College Fund c/o Ms Denise Gorayeb, Recording Secretary 124 Mount Auburn Street Cambridge, MA 02138-5795	Parents Fund	10,000.00
Hearth, Inc c/o Ms Gale Druga, Associate Director of Foundation & Corporate Relations 1640 Washington Street Boston, MA 02118	Acquisition of new facilities	5,000 00
Hingham Historical Society c/o Mr. Michael Studley, President PO Box 434 Hingham, MA 02043	General Operating Support	2,000 00
Hingham Land Conservation Trust c/o Ms Katherine Reardon, President P O Box 10 Hingham, MA 02043	General Operating Support	2,500.00
Historic New England c/o Mr Carl Nold, President 141 Cambridge Street Boston, MA 02114-2702	Annual Fund	500.00
Hubbard Brook Research Foundation c/o Ms Judy F Brown, Acting Executive Director 16 Buck Road Hanover, NH 03755	Climate Change in the Northeast. Carbon Mitigation & Sequestration Strategies at the Local Level	15,000.00
Isabella Stewart Gardner Museum c/o Ms. Maureen O'Brien, Annual Giving Manager Two Palace Road Boston, MA 02115-9767	Annual Fund	350.00

IslandWood c/o Mr. Ben Klasky, Executive Director 4450 Blakely Avenue, NE Bainbridge Island, WA 98110-2257	Maintenance & Furniture Needs	10,000.00
The Lahey Clinic Foundation c/o Mr. Seamus Collins, Philanthropy Office 41 Mall Road Burlington, MA 01805	Department of Orthopedics and CarePages	40,000 00
The M.I.S.S. Incorporated of the Treasure Coast c/o Ms. Schonna Green, Executive Director 3820 S.E. Dixie Hwy Stuart, FL 34997	General Operating Support	10,000 00
The MacDowell Colony c/o Ms. Wendy Belser, Director of Development 100 High Street Peterborough, NH 03458	General Operating Support	2,000.00
Maine Audubon Society c/o Ms. Sally Stockwell, Director of Conservation 20 Gilsland Farm Rd Falmouth, ME 04105	Supporting New Public Policy on Climate Change Impacts to Wildlife	20,000.00
Maine Conservation Voters Education Fund c/o Ms. Maureen Drouin, Executive Director 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support	3,000.00
Maine Philanthropy Center c/o Ms. Janet Henry, Director USM Glickman Family Library P.O. Box 9301 Portland, ME 04104-9301	F/B/O Environmental Funders Network	2,500.00
Maine Philanthropy Center c/o Ms. Janet Henry, Director USM Glickman Family Library P.O. Box 9301 Portland, ME 04104-9301	General Operating Support	600.00
Massachusetts Institute of Technology c/o Ms. Beth Ogar, Recording Secretary 600 Memorial Drive, 3 rd floor Cambridge, MA 02139-4819	Mechanical Engineering Department	50,000.00
McLean Hospital Center for Neuroregeneration Laboratory c/o Ms. Lori Springer, Director of Development 115 Mill Street Belmont, MA 02478	Parkinson's Disease Challenge Grant	100,000.00

Middlebury College c/o Ms Anne E Crumb, Director of Development Office of College Advancement Munford House Middlebury, VT 05753	Crew Program	3,000.00
Middlebury College c/o Ms. Anne E. Crumb, Director of Development Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund	134,000.00
Middlebury College c/o Ms Anne E. Crumb, Director of Development Office of College Advancement Munford House Middlebury, VT 05753	Snow Bowl Chair Lift Project	5,000.00
Milton Academy c/o Ms Stephanie Truesdell, Director of Development 170 Centre Street Milton, MA 02186	Annual Fund	500.00
The Monadnock Conservancy c/o Mr. Ryan Owens, Executive Director POB 337 Keene, NH 03431	Monadnock Tomorrow Capital Campaign	5,000 00
Museum of Fine Arts c/o MFA Fund Officer 465 Huntington Avenue Boston, MA 02115	General Operating Support	500 00
National Wildlife Federation Northeast Northeast Natural Resource Center c/o Ms. Catherine Bowes, Northeast Global Warming Program Manager 149 State Street, Suite 1 Montpelier, VT 05602	Northeast Global Warming Campaign	15,000 00
Natural Resources Council of Maine c/o Mr Everett Carson, Executive Director 3 Wade Street Augusta, ME 04330	General Operating Support	5,000.00
Natural Resources Defense Council c/o Mr Robert Ferguson, Director of Foundation Relations 40 West 20 th Street New York, NY 10011	General Operating Support	5,000.00
Natural Resources Defense Council c/o Mr Robert Ferguson, Director of Foundation Relations 40 West 20 th Street New York, NY 10011	Hingham Fund	100,000.00

Old Road Fund c/o Mr. Bob Sherman PO Box 494 Antigua, West Indies	General Operating Support	3,000.00
The Pacific Forest Trust c/o Mr. Steve Van Landingham, Development Director 1001-A O'Rielly Avenue San Francisco, CA 94129	Working Forests. Winning Climate in the RGGI Process Project	15,000.00
PEN American Center c/o Ms. Linda Morgan, Development Director 588 Broadway, Suite 303 New York, NY 10012	General Operating Support	5,000 00
Phillips Brooks House Association c/o Mr. Gene Corbin, Executive Director Harvard University Cambridge, MA 02138	Read to Lead (Summer Urban Program)	10,000 00
Physicians for Reproductive Choice and Health c/o Ms. Ann Mitchell, Director of Development and Membership 55 West 39 th Street, Suite 1001 New York, NY 10018	Strengthening Federal Advocacy Work –Opening a DC office	20,000 00
Planned Parenthood League of Massachusetts c/o Ms. Laura Katz, Grants and Foundation Coordinator 1055 Commonwealth Ave Boston, MA 02215	Sexuality Education Advocacy Initiative	12,000.00
Queens Library Foundation c/o Ms. Ellen Young, Manager of Corporate & Foundation Grants 89-11 Merrick Boulevard Jamaica, NY 11432	Summer Reading Club for 2009	15,000.00
Rachel's Network c/o Ms. Lisa Renstrom, President 1200 18 th Street NW, Suite 310 Washington, DC 20036	General Operating Support	5,000 00
Rainforest Alliance c/o Ms. Tensie Whelan, Executive Director 665 Broadway, Suite 500 New York, NY 10012	General Operating Support	25,000 00
Reach Out and Read of Greater New York c/o Ms. Traci Lester, Executive Director 30 East 33 rd Street, 6 th floor New York, NY 10016	Outreach to Spanish-speaking families	15,000 00
READ Reading Excellence & Discovery Foundation c/o Ms. Irene Camp, Development Manager 80 Maiden Lane, 11 th floor New York, NY 10038	School Year and Summer Reading Programs	10,000.00

Resurrection Parish c/o Reverend Kenneth B Quinn, Pastor 1057 Main Street Hingham, MA 02043-3960	General Operating Support	500.00
Robert Treat Paine Historic Trust c/o Mr. Richard A. Willis, Treasurer 100 Robert Treat Paine Drive Waltham, MA 02452	General Operating Support	750 00
The Salvation Army c/o Major William Bode, Divisional Commander 147 Berkeley Street Boston, MA 02116	General Operating Support	5,000.00
Sauti Yetu Center for African Women c/o Ms. Asmaa Donahue, Senior Program Officer POB 3112 Bronx, NY 10163	The African Immigrant Girls' Health Project	10,000.00
Scenic Hudson c/o Mr. Ned Sullivan, Executive Director 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	12,000.00
Smith College Alumnae Fund c/o Ms Laurie Benoit, Assistant to Director of Alumnae Fund 33 Elm Street Northampton, MA 01063-0024	Annual Fund and the Ada Comstock Scholars Program	3,000.00
Society of Architectural Historians c/o Ms. Pauline Saliga, Director 1365 North Astor Street Chicago, IL 60610-2144	Annual Appeal	3,500 00
South Shore Health & Education Foundation c/o Mr. Kevin Courtney, Executive Director 55 Fogg Road South Weymouth, MA 02190-2455	General Campaign	10,000 00
Squam Lakes Conservation Society c/o Ms Alicia Abbott, Administrator PO Box 696 Holderness, NH 03245	Dane Forest Parcel	\$10,000 00
The Spartanburg County Foundation c/o Mr John H. Dargan, Executive Director & CEO 424 E Kennedy Street Spartanburg, SC 29302	Ellis-Lehner Fund	170,000 00
St. Mark's School c/o Mr Chip Norris, Director of Development 25 Marlborough Rd POB 9105 Southborough, MA 01772	Annual Fund	2,500.00

St Paul's Parish c/o Reverend Father James F Rafferty, Pastor 147 North Street Hingham, MA 02043	General Operating Support	7,000 00
Toxics Action Center c/o Ms. Meredith Small, Executive Director 141 Main Street, Suite 6 Montpelier, VT 05602	Zero Waste Campaign	10,000 00
Trustees of Hampshire College c/o Ms. Beth Ward, Secretary of the College Hampshire College Amherst, MA 01002	Writing Program	10,000.00
The Trustees of Reservations c/o Mr. Andrew W Kendall, President 572 Essex Street Beverly, MA 01915-1530	Charles Eliot Society	1,500.00
The Trust for Public Land, New England c/o Mr. Peter Jones, Director of Development, New England Regional Office 33 Union Street, 4 th floor Boston, MA 02108	Connecticut River Leadership Initiative	15,000.00
University of Vermont f/b/o Gund Institute for Ecological Economics, Rubenstein School of Environment & Natural Resources c/o Dr. Gary Flomenhoft, Research Associate 617 Main Street Burlington, VT 04301	Vermont Green Tax & Common Assets Project	15,000 00
Vermont Campaign to End Childhood Hunger c/o Ms. Maisie Howard, Development Associate 180 Flynn Avenue Burlington, VT 05401	Early Childhood Nutrition Outreach Project	10,000.00
Waterkeeper Alliance c/o Ms. Kristine Stratton, Executive Director 50 South Buckhout, Suite 302 Irvington, NY 10533	General Operating Support	24,000 00
WBUR - Radio 90.9 FM c/o Ms Ann Clinton Cavanaugh, Leadership Gift Officer 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund/ GOS	1,500 00
The Well School c/o Mr. Ahkil Garland, Director 360 Middle Hancock Road Peterborough, NH 03458	General Operating Support	1,000.00
Wellspring Multi-Service Center c/o Ms Monica McKenney, Development Director 814 Nantasket Ave Hull, MA 02045	General Fund	10,000 00

WGBH - Channel 2 c/o Ms. Winifred Lenihan, Vice President for Development 1 Guest Street Boston, MA 02135	General Operating Support	2,500 00
The Woods Hole Research Center c/o Ms Mary Loftus, Director of Development 149 Woods Hole Road Falmouth, MA 02540	Mapping Rapid Land Cover Change in Southern Maine, Phase II	5,000 00
World Wildlife Fund c/o Ms. Ann Krumme, Regional Gift Officer 1250 24 th Street NW Washington DC 20037	Global Conservation Effort	5,000 00
Zamorano c/o Ms Mary Ellen Flather, Director of Institutional Development 9300 Lee Highway, ste G130 Fairfax, VA 22031-6051	Women's Leadership Endowed Fund	2,000.00
	total	1,333,248.00

Total Orchard Foundation 2009 Grants:
\$1,333,248.00

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
SANDERSON INT'L VALUE TABACCO FREE FUND	32,991.	0.	32,991.	
WILMINGTON REALTY I, LLC	1,342.	0.	1,342.	
WILMINGTON TRUST	226,439.	0.	226,439.	
WILMINGTON TRUST	13,457.	13,457.	0.	
TOTAL TO FM 990-PF, PART I, LN 4	274,229.	13,457.	260,772.	

FORM 990-PF	OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
SANDERSON INT'L VALUE TOBACCO FREE FUND	4,692.	4,692.		
TOTAL TO FORM 990-PF, PART I, LINE 11	4,692.	4,692.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND ACCOUNTING FEES	9,550.	9,550.		0.
TO FORM 990-PF, PG 1, LN 16B	9,550.	9,550.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	92,903.	92,903.		0.	
TO FORM 990-PF, PG 1, LN 16C	92,903.	92,903.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX ON INVESTMENT INCOME	9,967.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	9,967.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	2,340.	780.		1,560.	
TELEPHONE/INTERNET	1,193.	398.		795.	
STATE FILING FEES	125.	125.		0.	
FOREIGN TAXES	4,606.	4,606.		0.	
CONFERENCES & MEETINGS	2,773.	924.		1,849.	
BANK FEES	52.	17.		35.	
POSTAGE	131.	44.		87.	
WILMINGTON REALTY I LLC					
PORTFOLIO DEDUCTIONS	4,579.	4,579.		0.	
INSURANCE	2,103.	701.		1,402.	
TO FORM 990-PF, PG 1, LN 23	17,902.	12,174.		5,728.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	7,634,349.	7,074,627.	
CORPORATE STOCK	781,428.	980,577.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,415,777.	8,055,204.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DAILEY & PARTNERS LP	-75,597.	0.	0.
QUELLOS STRATEGIC PARTNERS INC	342,500.	0.	0.
WILMINGTON REALTY I LLC	578,671.	558,373.	336,428.
SANDERSON INT'L TOBACCO FREE FUND	1,328,188.	1,363,102.	1,367,965.
WEATHERLOW OFFSHORE FUND I LTD	2,400,000.	2,400,000.	2,327,964.
ARCHSTONE OFFSHORE FUND LTD	1,700,000.	1,700,000.	1,298,742.
TO FORM 990-PF, PART II, LINE 15	6,273,762.	6,021,475.	5,331,099.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

CARL P. LEHNER
BRIGITTE L. KINGSBURY
HEIDI LEHNER

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	THE ORCHARD FOUNDATION C/O M. GORDON EHRLICH, TRUSTEE	04-6660214
	Number, street, and room or suite no. If a P.O. box, see instructions	
	BINGHAM MCCUTCHEN LLP, ONE FEDERAL STREE	
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BOSTON, MA 02110	

Check type of return to be filed (file a separate application for each return).

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

M. GORDON EHRLICH, TRUSTEE - BINGHAM MCCUTCHEN LLP, ONE

- The books are in the care of ► **FEDERAL ST. - BOSTON, MA 02110**
Telephone No ► **(617) 951-8000** FAX No ► ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE ORCHARD FOUNDATION C/O M. GORDON EHRLICH, TRUSTEE
	Employer identification number 04-6660214
	Number, street, and room or suite no. If a P.O. box, see instructions. BINGHAM MCCUTCHEN LLP, ONE FEDERAL STREE
	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110

Check type of return to be filed (File a separate application for each return):

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

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

M. GORDON EHRLICH, TRUSTEE - BINGHAM MCCUTCHEN LLP, ONE

• The books are in the care of **FEDERAL ST. - BOSTON, MA 02110**

Telephone No. **(617) 951-8000**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**

5 For calendar year **2009**, or other tax year beginning , and ending .

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification

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

Signature

Title

CPA

Date

8/9/10

Form 8868 (Rev 4-2009)