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

2010

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation: The Orton Family Foundation, Inc.

A Employer identification number: 03-0346513

Number and street (or P O box number if mail is not delivered to street address): P.O. Box 111 | Room/suite

B Telephone number (see the instructions): (802) 388-6336

City or town: Middlebury | State: VT | ZIP code: 05753

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 ► [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ►$ 8,355,711.

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

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

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

	Line	(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 (att sch)	772,551.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,513.	2,513.	2,513.	
	4 Dividends and interest from securities	219,396.	219,396.	219,396.	
	5a Gross rents				
	b Net rental income or (loss)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	608,152.			
	b Gross sales price for all assets on line 6a 7,864,668.				
	7 Capital gain net income (from Part IV, line 2)		608,152.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Line 11 Stmt	57,809.	0.	0.	
	12 **Total.** Add lines 1 through 11	1,660,421.	830,061.	221,909.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	363,956.	20,769.	20,769.	287,528.
	14 Other employee salaries and wages	591,897.	772.	772.	589,581.
	15 Pension plans, employee benefits	189,242.	328.	328.	188,257.
	16a Legal fees (attach schedule) L-16a Stmt	2,001.	0.	0.	2,001.
	b Accounting fees (attach sch) L-16b Stmt	7,100.	4,615.	4,615.	1,065.
	c Other prof fees (attach sch) L-16c Stmt	59,264.	59,264.	0.	0.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	81,282.	1,003.	1,003.	63,072.
	19 Depreciation (attach sch) and depletion	19,020.	348.	348.	
	20 Occupancy	60,151.	894.	894.	57,470.
	21 Travel, conferences, and meetings	307,833.	3,076.	3,076.	281,328.
	22 Printing and publications	11,597.	10.	10.	11,566.
	23 Other expenses (attach schedule) See Line 23 Stmt	1,049,324.	3,392.	3,392.	1,026,053.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,742,667.	94,471.	35,207.	2,507,921.
	25 Contributions, gifts, grants paid	0.			0.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,742,667.	94,471.	35,207.	2,507,921.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-1,082,246.			
	b **Net investment income** (if negative, enter -0-)		735,590.		
	c **Adjusted net income** (if negative, enter -0-)			186,702.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS 1	Cash – non-interest-bearing	362,225.	80,389.	80,389.
2	Savings and temporary cash investments	0.	0.	0.
3	Accounts receivable ► 4,115.			
	Less allowance for doubtful accounts ► 0.	5,733.	4,115.	4,115.
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 the instructions)			
7	Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	20,122.	15,636.	15,636.
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) L-10b Stmt	9,027,667.	6,001,261.	6,001,261.
c	Investments – corporate bonds (attach schedule) L-10c Stmt	0.	1,773,697.	1,773,697.
11	Investments – land, buildings, and equipment: basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) L-13 Stmt	0.	389,811.	389,811.
14	Land, buildings, and equipment: basis ► 176,135.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 85,333.	18,490.	90,802.	90,802.
15	Other assets (describe ► L-15 Stmt)	6,568.	0.	0.
16	**Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	9,440,805.	8,355,711.	8,355,711.
LIABILITIES 17	Accounts payable and accrued expenses	209,379.	434,552.	
18	Grants payable			
19	Deferred revenue	3,516.	0.	
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	**Total liabilities** (add lines 17 through 22)	212,895.	434,552.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	9,227,910.	7,921,159.	
25	Temporarily restricted	0.	0.	
26	Permanently restricted	0.	0.	
	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, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see the instructions)	9,227,910.	7,921,159.	
31	**Total liabilities and net assets/fund balances** (see the instructions)	9,440,805.	8,355,711.	

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	9,227,910.
2	Enter amount from Part I, line 27a	2	-1,082,246.
3	Other increases not included in line 2 (itemize) ► Unrealized Gain on Investments	3	382,086.
4	Add lines 1, 2, and 3	4	8,527,750.
5	Decreases not included in line 2 (itemize) ► See Other Decreases Stmt	5	606,591.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,921,159.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly Traded Securities	P	Various	Various
b	Publicly Traded Securities	D	Various	Various
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	7,154,701.	0.	6,923,459.	231,242.
b	709,967.	0.	333,057.	376,910.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				231,242.
b				376,910.
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** 608,152.

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 the instructions) If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	2,324,805.	8,067,293.	0.288177
2008	1,787,668.	10,469,915.	0.170743
2007	1,605,453.	9,843,403.	0.163099
2006	1,874,108.	6,962,712.	0.269164
2005	1,868,826.	6,070,855.	0.307836

2	**Total** of line 1, column (d)	2	1.199019
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	0.239804
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,477,404.
5	Multiply line 4 by line 3	5	2,032,915.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,356.
7	Add lines 5 and 6	7	2,040,271.
8	Enter qualifying distributions from Part XII, line 4	8	2,507,921.

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 the instructions)

1 a 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 instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	7,356.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	7,356.
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	7,356.
6 Credits/Payments		
a 2010 estimated tax pmts and 2009 overpayment credited to 2010 — 6a		
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	
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	7,356.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ► — **Refunded** ►	11	

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► VT - Vermont			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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 ► www.orton.org

14 The books are in care of ► Carol Bertrand Telephone no. ► (802) 388-6336

Located at ► P.O. Box 111 Middlebury, VT ZIP + 4 ► 05753

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	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 the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 the 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 2010 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 2010)*	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 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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
Lyman Orton P.O. Box 111 Middlebury VT 05753	Chair 4.00	0.	0.	0.
Gary Severson P.O. Box 111 Middlebury VT 05753	Secretary/Treasurer 1.80	4,000.	0.	0.
Tom Daniels P.O. Box 111 Middlebury VT 05753	Trustee 2.20	5,300.	0.	0.
See Information about Officers, Directors, Trustees, Etc		288,270.	66,386.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Betsy Rosenbluth P.O. Box 111 Middlebury VT 05753	N.E. Proj. Dir. 40.00	100,000.	25,321.	0.
John Barstow P.O. Box 111 Middlebury VT 05753	Comm. Director 40.00	90,000.	26,606.	0.
John Carney P.O. Box 111 Middlebury VT 05753	Rocky Mts. Proj. Dir. 40.00	71,923.	22,786.	0.
Rebecca Stone P.O. Box 111 Middlebury VT 05753	Sr. Comm. Assoc. 40.00	60,625.	22,889.	0.
Ariana McBride P.O. Box 111 Middlebury VT 05753	Sr. Comm. Assoc. 40.00	60,000.	21,426.	0.

Total number of other employees paid over $50,000 ► 2

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
Placeways, LLC 1722 14th Street Suite #150 Boulder CO 80302	Software Consulting	322,300.
Echo Ditto One Davis Square Suite #302 Somerville MA 02144	Communications Consulting	132,950.
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 See attached description of "Project Activities"	1,354,278.
2 See attached description of "Communication Activies"	1,153,645.
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	8,510,667.
b Average of monthly cash balances		1b	95,835.
c Fair market value of all other assets (see instructions)		1c	0.
d **Total** (add lines 1a, b, and c)		1d	8,606,502.
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	8,606,502.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	129,098.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,477,404.
6 **Minimum investment return.** Enter 5% of line 5		6	423,870.

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

1 Minimum investment return from Part X, line 6		1	
2a Tax on investment income for 2010 from Part VI, line 5	2a		
b Income tax for 2010 (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	2,507,921.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	0.
b Cash distribution test (attach the required schedule)	3b	0.
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,507,921.
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	7,356.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,500,565.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4. ► $				
a Applied to 2009, 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 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 *(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 2009 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	186,702.	176,553.	3,144.	307,800.	674,199.
b 85% of line 2a	158,697.	150,070.	2,672.	261,630.	573,069.
c Qualifying distributions from Part XII, line 4 for each year listed	2,507,921.	2,328,778.	1,787,668.	1,605,453.	8,229,820.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	2,507,921.	2,328,778.	1,787,668.	1,605,453.	8,229,820.
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	282,580.	268,910.	348,997.	328,113.	1,228,600.
c 'Support' alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

Lyman Orton

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

None

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a Conference Revenue					38,246.
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,513.	
4 Dividends and interest from securities			14	219,396.	
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	608,152.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Royalty Income					19,563.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				830,061.	57,809.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 887,870.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions.)
1a	Admissions and related income from program-related conference.
11a	Royalties from program-related software.

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

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

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

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

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

William Rogers, Pres + CEO — 11/14/2011 — PRES + CEO

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if ☒ if self-employed	PTIN
Wallace W. Tapia	Wallace W. Tapia, CPA	Nov. 11, 2011		

Firm's name ▶ Wallace W Tapia PC — Firm's EIN ▶

Firm's address ▶ 131 Main St 8th Fl, Burlington VT 05401 — Phone no (802) 863-6370

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

2010

Name of the organization
The Orton Family Foundation, Inc.

Employer identification number
03-0346513

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
- [X] 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

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

Special Rules

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

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on 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: The Orton Family Foundation, Inc.

Employer identification number: 03-0346513

Part I **Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Lyman K. Orton P.O. Box 775782 Steamboat Springs CO 80477	$ 706,451.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
2	L.P. Brown Foundation 505 Mountain View Road Boulder CO 80302	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	Middlebury College 14 Old Chapel Road Middlebury VT 05753	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	George B. Storer Foundation P.O. Box 1270 Saratoga WY 82331	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Surdna Foundation 330 Madison Avenue 30th Floor New York NY 10017	$ 10,000.	Person [X] 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	Employer identification number
The Orton Family Foundation, Inc.	03-0346513

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	9,700 shares of Anadarko Petroleum Corporation	$ 706,451.	03/31/10

(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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2010

Name: The Orton Family Foundation, Inc.

Employer Identification Number: 03-0346513

Asset Information:

Description of Property: Publicly Traded Securities - Purchased
Date Acquired: Various   How Acquired: Purchased
Date Sold: Various   Name of Buyer: Various Unrelated Third Parties
Sales Price: 7,154,701.   Cost or other basis (do not reduce by depreciation): 6,923,459.
Sales Expense: 0.   Valuation Method: Fair Market Value
Total Gain (Loss): 231,242.   Accumulation Depreciation:

Description of Property: Publicly Traded Securities - Donated
Date Acquired: Various   How Acquired: Donated
Date Sold: Various   Name of Buyer: Various Unrelated Third Parties
Sales Price: 709,967.   Cost or other basis (do not reduce by depreciation): 333,057.
Sales Expense: 0.   Valuation Method: Cost
Total Gain (Loss): 376,910.   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss):   Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Conference Revenue	38,246.	0.	0.
Royalty Income	19,563.	0.	0.
Total	57,809.	0.	0.

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	66,082.	1,003.	1,003.	63,072.
Excise Taxes & Related Interest	15,200.	0.	0.	0.
Total	81,282.	1,003.	1,003.	63,072.

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising & promotion	6,183.	0.	0.	6,183.
Bank, credit & payroll fees	5,293.	97.	97.	5,002.
Consultants & subcontractors	902,517.	2,668.	2,668.	894,512.
Dues & subscriptions	11,104.	166.	166.	10,606.
Equipment costs	46,545.	92.	92.	46,270.
Insurance	9,705.	178.	178.	9,172.
Postage	6,729.	65.	65.	6,533.
Supplies	30,158.	50.	50.	30,009.
Telephone & internet	31,090.	76.	76.	30,862.
Less Change in Accruals:	0.	0.	0.	-13,096.
Total	1,049,324.	3,392.	3,392.	1,026,053.

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

Book versus Tax Basis of Donated Securities	373,394.
Prior Period Adjustment:	
Estimated Liability for Excise Taxes & Related Interest	233,197.
Total	606,591.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Jared Duval P.O. Box 111 Middlebury VT 05753	Trustee 2.00	5,000.	0.	0.
Person [X] Business [ ] Susan Kirkpatrick P.O. Box 111 Middlebury VT 05753	Trustee 0.80	2,000.	0.	0.
Person [X] Business [ ] Dr. Carolyn Lukensmeyer P.O. Box 111 Middlebury VT 05753	Trustee 0.80	1,000.	0.	0.
Person [X] Business [ ] Susan Lykes P.O. Box 111 Middlebury VT 05753	Trustee 2.00	5,000.	0.	0.
Person [X] Business [ ] Ed McMahon P.O. Box 111 Middlebury VT 05753	Trustee 2.50	6,000.	0.	0.
Person [X] Business [ ] Anthony Wood P.O. Box 111 Middlebury VT 05753	Trustee 2.50	6,000.	0.	0.
Person [X] Business [ ] William Roper P.O. Box 111 Middlebury VT 05753	President & CEO 40.00	195,270.	42,146.	0.
Person [X] Business [ ] Carol Bertrand P.O. Box 111 Middlebury VT 05753	Dir. of Finance & 40.00	68,000.	24,240.	0.
Total		288,270.	66,386.	0.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paul, Frank & Collins	Legal Services	1,914.	0.	0.	1,914.
Gravel & Shea	Legal Services	87.	0.	0.	87.
Total		2,001.	0.	0.	2,001.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
O'Brien, Shortle, Re	Accounting Services	7,100.	4,615.	4,615.	1,065.
Total		7,100.	4,615.	4,615.	1,065.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wilimington Trust	Investment Mangement S	59,264.	59,264.	0.	0.
Total		59,264.	59,264.	0.	0.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attachment	6,001,261.	6,001,261.
Total	6,001,261.	6,001,261.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
250,000 IBM Corporation Senior Debt	284,920.	284,920.
250,000 AT&T Corporation Senior Debt	284,043.	284,043.
250,000 American Express Corporation Senior Debt	284,808.	284,808.
250,000 Verizon Communications Senior Debt	326,455.	326,455.
1,300 IShares Barclays Tips Bond Fund	139,776.	139,776.
42,126 Vanguard Fixed Income Fund	453,695.	453,695.
Total	1,773,697.	1,773,697.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Cash & Money Funds	389,811.	389,811.
Total	389,811.	389,811.

Form 990-PF, Page 2, Part II, Line 14
L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Property, plant & equipment	176,135.	85,333.	90,802.
Total	176,135.	85,333.	90,802.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Deposit (as per Original Return)	6,568.	0.	0.
Total	6,568.	0.	0.

Common Stock & Equity Mutual Funds / Part II Line 10 b	Shares	Market Value
Chevron Corp Common	1,191.0	$108,678.75
Conoco Phillips	384.0	26,150.40
Enbridge, Inc.	874.0	49,293.60
Exxon Mobil Corp Common	925.0	67,636.00
Spectra Energy Corp	1,962 0	49,030 38
Total SA Sponsored ADR	576 0	30,804 48
Altria Group Inc Common	1,226.0	30,184.12
Anheuser Busch	403 0	23,007.27
Coca-Cola Company Common	627 0	41,237 79
Colgate Palmolive Co Common	312.0	25,075.44
Heinz HJ Company Common	740 0	36,600 40
Kraft Foods Inc	1,721.0	54,228 71
Philip Morris International Inc.	653 0	38,220 09
Proctor & Gamble Co Common	566 0	36,410 78
Supervalu Inc	1,992 0	19,182 96
Sysco Corp Common	2,402 0	70,618.80
Unilever PLC Sponsored	1,734 0	53,545.92
Unilever N V N Y	1,117.0	35,073 80
Bard C R Incorporated	551.0	50,565 27
Baxter International	695 0	35,180 90
Bristol-Myers Squibb Co	1,291 0	34,185 68
Johnson & Johnson Co	1,519.0	93,950 15
Lilly Eli & Cmopany Common	1,409 0	49,371.36
Merck & Co Common	1,385 0	49,915.40
Novartis AG Sponsored ADR	711.0	41,913.45
St. Jude Medical	804 0	34,371 00
Lowe's Companies Common	2,237 0	56,103 96
Mattel Common	1,460 0	37,127 80
Omnicom Group Common	892 0	40,853 60
Target Corp Common	704 0	42,331 52
V F Corp Common	310.0	26,715 80
Boeing Company Common	723 0	47,182 98
Caterpillar	390 0	36,527 40
FedEx Corporation Common	471 0	43,807 71
General Dynamics Corp	830.0	58,896 80
Gentex Corp Common	851.0	25,155 56
Jacobs Engineering Group Common	683.0	31,315 55
United Parcel Service	395 0	28,669 10
United Technologies Corp Common	444 0	34,951 68
Waste Management Inc	1,020 0	37,607 40
Adobe Systems Common	1,108.0	34,104 24
American Tower Corp Class A	1,484 0	76,633 76
CISCO Systems Common	1,547 0	31,295 81
Google Inc	44 0	26,134 68
Hewlett-Packard	1,081 0	45,510 10
Intel Corp Common	3,178 0	66,833 34
Maxim Integrated Products	1,669 0	39,421 78
Microsoft Corp Common	2,196 0	61,290.36
Microchip Technology Inc.	906 0	30,994 26
Oracle	1,653 0	51,738.90
Paychex Common	2,525.0	78,047.75
Qualcomm	717 0	35,484.33
SEI Investments Co	1,064 0	25,312 56
Taiwan Semiconductor Manufacturing	1,586 0	19,888 44
Thermo Fisher Scientific Inc	800.0	44,288 00
EI Dupont De Nemours & Co	1,332 0	66,440.16
Innophos Holdings	715 0	25,797.20
PPG Industries Common	249 0	20,933 43
Packaging Corp of America	666 0	17,209 44
Praxair Common	397.0	37,901 59
RPM International	2,499.0	55,227 90

The Orton Famıly Foundatıon, Inc
#03-0346513
Attachment to 2010 Form 990-PF

Common Stock & Equıty Mutual Funds / Part II Lıne 10 b	Shares	Market Value
Sonoco Products Company Common	806 0	27,138 02
Amerıcan Campus Communıtıes	1,137 0	36,111 12
Berkshıre Hathaway, Inc	677 0	54,234 47
Corelogıc	1,015 0	18,797.80
Equity Residentıal	856 0	44,469.20
First Amerıcan Corporatıon CA	2,770.0	41,383 80
Gallagher Arthur J & Co Common	1,373 0	39,926.84
JPMorgan Chase & Co	1,385 0	58,751 70
Legg Mason Common	1,052 0	38,156 04
Lender Processıng Servıces	1,328 0	39,202 56
Morgan Stanley Common	579 0	15,754.59
New York Communıty Bankcorp Inc	3,020.0	56,927 00
Peoples United Fınancıal	2,673 0	37,448 73
Vısa Inc	321.0	22,591 98
Wells Fargo & Co New Common	542 0	16,796 58
CenturyTel Inc	1,673 0	77,242.41
Verizon	1,093 0	39,107.54
Dominion Resources Inc	409.0	17,472 48
Duke Energy Corp	1,734 0	30,882 54
Nextrera Energy Inc	343.0	17,832.57
Southern Company Common	1,518.0	58,033 14
Westar Energy Inc Common	733.0	18,442 28
Energy Select Sector SPDR	3,000 0	204,750.00
Ipath S&P 500	4,000 0	150,440 00
Harbor Fund Internatıonal	29,979 4	1,815,253 70
Wells Fargo Advantage	48,661 8	401,946 47
		$6,001,261 35

The Orton Family Foundation, Inc.
#03-0346513
Attachment to 2010 Form 990-PF

Part IX-A / Summary of Direct Charitable Activities

Project Activities:

The Foundation is working with demonstration communities to develop with the Foundation an innovative, Heart and Soul Community Planning approach to engagement and community planning in small cities and towns in the Northeast and Rocky Mountain West. The Foundation works with consultants to develop discrete pieces of this work.

Communication Activities:

The Foundation works with its demonstration projects to communicate more clearly with its residents. At a higher level, the Foundation seeks to influence the field of land use planning. To this end, it uses its website and social media to broadcast lessons and successes. In 2010, it hosted a national conference in Denver to highlight its work (and others') and offer skill building workshops. The Foundation holds targeted "convenings" on discrete topics and evaluates its work for purpose of learning, disseminating case studies, providing training and producing publications.

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization The Orton Family Foundation, Inc.	**Employer identification number** 03-0346513
	Number, street, and room or suite number If a P O box, see instructions P.O. Box 111	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Middlebury VT 05753	

Enter the Return code for the return that this application is for (file a separate application for each return) [04]

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

- The books are in the care of ► Carol Bertrand

Telephone No ► (802) 388-6087 FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for
► [X] calendar year 20 10 or
► [ ] tax year beginning ________, 20 ___, and ending ________, 20 ___.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 15,682.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 15,682.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 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

- 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	Employer identification number
The Orton Family Foundation, Inc.	03-0346513
Number, street, and room or suite number If a P O box, see instructions	
P.O. Box 111	
City, town or post office, state, and ZIP code For a foreign address, see instructions	
Middlebury VT 05753	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of ► Carol Bertrand
  Telephone No ► (802) 388-6336 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) N/A 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 Nov 15, 20 11

5 For calendar year 2010, or other tax year beginning ______, 20__, and ending ______, 20__

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

7 State in detail why you need the extension Additional time is required in order to compile all of the information necessary to prepare a complete and accurate tax 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	$ 15,682.
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	$ 15,682.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

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 ► Wallace N. Rogers Title ► CPA/AGENT Date ► August 6, 2011