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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

2010

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 2010, 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 change

Name of foundation

THE ORCHARD FOUNDATION
C/O BINGHAM MCCUTCHEN LLP

A Employer identification number

04-6660214

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

ONE FEDERAL ST, ATT: M.G. EHRLICH

Room/suite

B Telephone number

(617) 951-8000

City or town, state, and ZIP code

BOSTON, MA 02110

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: ☒ 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)

\$ 14,065,684. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____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 ☐

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

N/A

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

253,541.

253,541.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

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

-69,731.

b Gross sales price for all assets on line 6a

2,124,074.

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

0.

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)

11 Other income

3,644.

3,644.

STATEMENT 2

12 Total. Add lines 1 through 11

187,454.

257,185.

13 Compensation of officers, directors, trustees, etc.

45,000.

14,999.

30,001.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

950.

950.

0.

c Other professional fees

STMT 4

117,313.

117,313.

0.

17 Interest

222.

222.

0.

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

15,173.

9,006.

6,167.

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

178,658.

142,490.

36,168.

25 Contributions, gifts, grants paid

1,452,358.

1,452,358.

26 Total expenses and disbursements. Add lines 24 and 25

1,631,016.

142,490.

1,488,526.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-1,443,562.

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

114,695.

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

N/A

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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		21,918.	21,918.
	2 Savings and temporary cash investments	249,948.	58,714.	58,714.
	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 6	8,415,777.	7,709,301.	8,358,270.
	c Investments - corporate bonds			
Liabilities	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 7)	6,021,475.	5,449,527.	5,626,782.
	16 Total assets (to be completed by all filers)	14,687,200.	13,239,460.	14,065,684.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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)	4,178.	0.	
	23 Total liabilities (add lines 17 through 22)	4,178.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	14,683,022.	13,239,460.	
	30 Total net assets or fund balances	14,683,022.	13,239,460.	
	31 Total liabilities and net assets/fund balances	14,687,200.	13,239,460.	

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	14,683,022.
2 Enter amount from Part I, line 27a	2	-1,443,562.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,239,460.
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	13,239,460.

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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 WILMINGTON TRUST	P	VARIOUS	VARIOUS
b WILMINGTON TRUST	P	VARIOUS	VARIOUS
c SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	VARIOUS
d SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 139,063.		131,371.	7,692.
b 1,948,176.		2,036,114.	-87,938.
c			1,236.
d			-27,556.
e 36,835.			36,835.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,692.
b			-87,938.
c			1,236.
d			-27,556.
e			36,835.

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	-69,731.
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

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))
2009	1,365,836.	13,043,168.	.104717
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

2 Total of line 1, column (d)	2	.386608
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	.077322
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	13,669,575.
5 Multiply line 4 by line 3	5	1,056,959.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,147.
7 Add lines 5 and 6	7	1,058,106.
8 Enter qualifying distributions from Part XII, line 4	8	1,488,526.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,147.
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	1,147.
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	1,147.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	17,370.	
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	17,370.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,223.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☒ 16,223. Refunded ☒	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
b 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
c 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
b 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>		
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	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		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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.ORCHARDFOUNDATION.ORG</u>		X	
14	The books are in care of ► <u>M. GORDON EHRlich, TRUSTEE</u> Telephone no. ► <u>(617) 951-8000</u> Located at ► <u>BINGHAM MCCUTCHEN LLP, ONE FEDERAL ST., BOSTON, M</u> ZIP+4 ► <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year			
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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2010?		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? If "Yes," list the years ►	☐ Yes ☒ No	
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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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?

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?

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.
CARL P. LEHNER LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE	0.00	0.	0.
BRIGITTE L. KINGSBURY LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TR & EXEC DIR	20.00	45,000.	0.
HEIDI LEHNER LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE	0.00	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	13,486,501.
b	Average of monthly cash balances	1b	391,240.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,877,741.
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	13,877,741.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	208,166.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,669,575.
6	Minimum investment return. Enter 5% of line 5	6	683,479.

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	683,479.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,147.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,147.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	682,332.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	682,332.
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	682,332.

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	1,488,526.
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	1,488,526.
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	1,147.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,487,379.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				682,332.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	202,563.			
b From 2006	329,334.			
c From 2007	400,592.			
d From 2008	545,734.			
e From 2009	719,960.			
f Total of lines 3a through e	2,198,183.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$	1,488,526.			
a Applied to 2009, 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 2010 distributable amount				682,332.
e Remaining amount distributed out of corpus	806,194.			
5 Excess distributions carryover applied to 2010 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,004,377.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	202,563.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,801,814.			
10 Analysis of line 9:				
a Excess from 2006	329,334.			
b Excess from 2007	400,592.			
c Excess from 2008	545,734.			
d Excess from 2009	719,960.			
e Excess from 2010	806,194.			

$$\overline{N/\bar{A}}$$

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

SEE ATTACHED INFORMATION

- c** Any submission deadlines:

SEE ATTACHED INFORMATION

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

SEE ATTACHED INFORMATION

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

ORCHARD FOUNDATION GRANTS LIST 2010

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	350.00
American Rivers c/o Ms. Robbin Marks, Director of Foundation Relations 1101 14 th Street NW, Suite 1400 Washington DC 20005-5637	Restore NY Rivers through Hydropower Licensing	15,000.00
Appalachian Mountain Club c/o Ms. Georgia Murray, Staff Scientist Box 298, Route 16 Gorham, NH 03581	Northeast Mountain Climate & Clean Air Campaign	15,000.00
Appalachian Mountain Club c/o Mr. Jim Hamilton, Development Officer 5 Joy Street Boston, MA 02108	Spirit of Madison Campaign	10,000.00
Arthritis Foundation: Massachusetts Chapter c/o Mr. Bill Turner, President & CEO 29 Crafts Street, Suite 450 Newton, MA 02458-1275	General Operating Support	350.00
Association of Small Foundations c/o Mr. Tim Walter, Executive Director 1720 N Street, NW Washington DC 20036	General Operating Support	495.00
Association of State Wetland Managers c/o Ms. Jeanne Christie, Executive Director 2 Basin Road Windham, ME 04062	Advancing Environmental Advocacy for Wetlands/Aquatic Resources through State Legislation	15,000.00
Bell: Building Educated Leaders for Life c/o Mr. Orlando Watkins, Chief Development Officer 60 Clayton Street Dorchester, MA 02122	BELL Summer	20,000.00

Boston Health Care for the Homeless Program c/o Ms. Cheryl Kane, Development Director Jean Yawkey Place 780 Albany Street Boston, MA 02118	General Operating Support	3,000.00
Boston Preservation Alliance c/o Ms. Susan Park, Executive Director 45 School Street – Old City Hall Boston, MA 02108	Annual Appeal	400.00
Buckingham Browne & Nichols School c/o Mr. Sherwood C. Haskins, Jr., Assistant Head of School for External Affairs 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (1)	15,000.00
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
Center for Reproductive Rights c/o Ms. Jill Aragonas, Director of Foundation Relations 120 Wall Street, 14 th floor New York, NY 10005	U.S. Government Relations & Communications Program	20,000.00
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
Children's Shelter of the Upstate c/o Mr. Van Clark, Interim Chief Executive Officer PO Box 2663 Spartanburg, SC 29304	General Operating Support	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
Concord Academy c/o Ms. Elizabeth Z. Ginsberg, Director of Individual Giving 166 Main Street Concord, MA 01742	Senior Parents Gifts Program: Athletic Fields Project	25,000.00

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
Environmental Grantmakers Association c/o Ms. Rachel Leon, Executive Director 55 Exchange Street, Suite 405 New York, NY 10005-1954	General Operation Support	780.00
Environment Northeast c/o Mr. Daniel L. Sosland, Executive Director 8 Summer Street, POB 583 Rockport, ME 04856	Advancing Sustainable Transmission & Renewable Power in the Northeast	25,000.00
Friends of Casco Bay c/o Mr. Joseph E. Payne, Casco BayKeeper 43 Slocum Drive South Portland, ME 04106	Boat Campaign	10,000.00
Friends of the Children – Boston c/o Ms. Imari K. Paris Jeffries, Executive Director 555 Amory Street Boston, MA 02130	General Operating Support	2,400.00
Generations Incorporated c/o Ms. Tara Finnegan, Director of Resource Development 25 Kingston Street, 4 th floor Boston, MA 02111	Reading Coaches	15,000.00
Girls Write Now c/o Ms. Maya Nussbaum 520 Eighth Avenue, Suite 2020 New York, NY 10018	Mentoring Program: Professional Women Writers and Students	10,000.00
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
Habitat for Humanity of Spartanburg c/o Mr. Tom Webster, Executive Director 2270 South Pine Street Spartanburg, SC 29302	General Operating Support	2,000.00

Harvard University Center for the Environment c/o Mr. Daniel P. Schrag, Director 24 Oxford Street – 3rd floor Cambridge, MA 02108	General Operating Support	20,000.00
Harvard University Harvard College Fund c/o Ms. Denise Gorayeb, Deputy Director of Leadership Giving 124 Mount Auburn Street Cambridge, MA 02138-5762	Annual Fund	2,500.00
Harvard University Harvard Forest c/o Mr. David R. Foster, Director 324 North Main Street Petersham, MA 01366	Wildlands & Woodlands: A Vision for the New England Landscape	10,000.00
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 Rockefeller Center for Latin American Affairs c/o Professor Merilee S. Grindle, Director 1730 Cambridge Street Cambridge, MA 02138	General Operating Support (1)	10,000.00
Harvard University Rockefeller Center for Latin American Affairs c/o Professor Merilee S. Grindle, Director 1730 Cambridge Street Cambridge, MA 02138	General Operating Support (2)	10,000.00
Harvard University Rockefeller Center for Latin American Affairs c/o Professor Merilee S. Grindle, Director 1730 Cambridge Street Cambridge, MA 02138	2010 Chile Earthquake Relief Effort	500.00
Health Care Without Harm c/o Ms. Michelle Gottlieb, Regional Director, New England Healthy Food in Healthcare Program 1901 North Moore Street, Suite 509 Arlington, VA 22209	Healthy Food, Healthy Children, Healthy Communities Clinical Education Program	20,000.00

Hearth, Inc. c/o Ms. Gale Druga, Associate Director of Foundation & Corporate Relations 1640 Washington Street Boston, MA 02118	Towards the further development of Hearth at Olmstead Green	5,000.00
Himalayan Education Foundation c/o Mr. Jayant Hardikar, Founder 49 Pine Street Peterborough, NH 03458	General Operating Support	2,000.00
Hingham Historical Society c/o Mr. Michael H. Studley, President PO Box 434 Hingham, MA 02043	Fund for the Future	3,000.00
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	Annual Appeal	500.00
International Scholarship & Tuition Services, Inc. f/b/o The American Educational Assistance Foundation c/o Ms. Becky Sharpe, President/CEO 200 Crutchfield Avenue Nashville, TN 37210	Wattles Fellowship	25,000.00
Ipswich River Watershed Association c/o Ms. Kerry Mackin, Executive Director POB 576 - 143 County Road Ipswich, MA 01938	River Advocacy Campaign	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	250.00
Island Academy c/o Ms. Bernadette Sherman POB W1884 St. Johns, Antigua West Indies	Scholarship Fund	10,000.00
IslandWood c/o Mr. Ben Klasky, Executive Director 4450 Blakely Avenue, NE Bainbridge Island, WA 98110-2257	Maintenance Program & new bridge to the Treehouse	10,000.00

Kitchen Gardener International c/o Mr. Roger Doiron, Founding Director 3 Powderhorn Drive Scarborough, ME 04074	General Operating Support for Sustainable Food Systems	15,000.00
The Lahey Clinic Foundation c/o Mr. Seamus Collins, Philanthropy Office 41 Mall Road Burlington, MA 01805	Orthopedics, CarePages & Heart training	40,000.00
LEAP: Learning Through an Expanded Arts Program c/o Ms. Ila Lane Gross, Executive Director 441 West End Avenue, Suite 2G New York, NY 10024	Active Learning Leads to Literacy program	15,000.00
Legal Momentum c/o Ms. Amy Levine, Director of Institutional Relations 395 Hudson Street New York, NY 10014	Advocating for the Reauthorization of TANF	15,000.00
Maine Community Foundation f/b/o Environmental Funders Network c/o Ms. Ellen Pope 245 Main Street Ellsworth, ME 04605	From Vision to Action Quality of Place Fund	10,000.00
Maine Conservation Voters Education Fund c/o Ms. Maureen Drouin, Executive Director 295 Water Street, Suite 9 Augusta, ME 04330	Environmental Priorities Coalition	2,000.00
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	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 238 Main Street, Suite 200 Cambridge, MA 02142-1012	Mechanical Engineering Department	60,000.00

McLean Hospital Center for Neuroregeneration Laboratory c/o Ms. Lori Springer, Director of Development 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (1)	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 Research (2)	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 Research (3)	25,000.00
Middle Tyger Community Center c/o Ms. Wanda L. Fowler, Executive Director 84 Groce Road Lyman, SC 29365	General Operating Support	4,000.00
Middlebury College c/o Ms. Anne E. Crumb, Director of Development Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund	133,000.00
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
Miracle Hill Ministries c/o Mr. Frankie Powell, Vice President for Development POB 2546 Greenville, SC 29602	General Operating Support	2,000.00
Mobile Meals Service of Spartanburg County c/o Ms. Jayne McQueen, President & CEO 419 East Main Street Spartanburg, SC 29302	General Operating Support	3,000.00

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	400.00
National Wildlife Federation: Northeast Northeast Natural Resource Center c/o Ms. Catherine Bowes, Northeast Global Warming Program Manager 58 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 Council of Maine c/o Mr. Everett Carson, Executive Director 3 Wade Street Augusta, ME 04330	Securing a Conservation Future for Maine's Northern Forest	15,000.00
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
Natural Resources Defense Council c/o Mr. Robert Ferguson, Director of Foundation Relations 40 West 20 th Street New York, NY 10011	Patricia F. Sullivan International Research Fund	10,000.00
Old Road Fund c/o Mr. Bob Sherman PO Box 494 Antigua, West Indies	General Operating Support	3,000.00
Peer Health Exchange c/o Ms. Molly Greene, Boston Director One Beacon Street, 31-325 Boston, MA 02108	Expansion of Boston Program	20,000.00

Phillips Brooks House Association c/o Mr. Gene Corbin, Executive Director Harvard University Harvard Yard Cambridge, MA 02138	Read to Lead (Summer Urban Program)	10,000.00
Planned Parenthood of Northern New England c/o Ms. Sonia Solberg, Foundation Grants Manager 18 Low Avenue Concord, NH 03301	NH Grassroots Organizing Program	20,000.00
Queens Library Foundation c/o Ms. Ellen Young, Manager of Corporate & Foundation Grants 89-11 Merrick Boulevard Jamaica, NY 11432	Summer Reading Club	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	10,000.00
Reach the World c/o Ms. Heather Halstad, Executive Director 329 East 82 nd Street, second floor New York, NY 10028	GeoGames	10,000.00
Reading Reform Foundation of New York c/o Ms. Lauren Wedeles, Executive Director 333 West 57 th Street, Suite 1L New York, NY 10019	In-School Teacher Training Program	25,000.00
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	500.00
Safe Homes Rape Crisis Coalition c/o Ms. Heidi Anderson, Development Coordinator 236 Union Street Spartanburg, SC 29302	General Operating Support	2,000.00

The Salvation Army c/o Mr. Major William H. Bode, Divisional Commander 25 Shawmut Road Canton, MA 02021	General Operating Support	5,000.00
Scenic Hudson c/o Mr. Ned Sullivan, Executive Director 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	10,000.00
Scenic Hudson c/o Mr. Ned Sullivan, Executive Director 9 Vasser Street Poughkeepsie, NY 12601-3091	Fighting GE in the battle to remove PCBs from the Hudson	20,000.00
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	2,500.00
Society of Architectural Historians c/o Ms. Pauline Saliga, Director 1365 North Astor Street Chicago, IL 60610-2144	Annual Appeal	2,500.00
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
Spartanburg Area Conservancy c/o Ms. Amanda Kilbourne, Development Director 100 East Main Street, Suite 7 Spartanburg, SC 29306	General Operating Support	2,000.00
Squam Lakes Association c/o Mr. Christopher P. Devine, Executive Director PO Box 204 Holderness, NH 03245	Youth Activity Barn	5,000.00
Squam Lakes Conservation Society c/o Ms. Alicia Abbott, Administrator PO Box 696 Holderness, NH 03245	Project to Place Squam on the National Register of Historic Places	5,000.00
St. Paul's Parish c/o Reverend Father James F. Rafferty, Pastor 147 North Street Hingham, MA 02043	General Operating Support	7,000.00

TOTAL Ministries of Spartanburg County c/o Mr. Paul Clay, Executive Director 420 Union Street Spartanburg, SC 20304	General Operating Support	2,000.00
Trustees of Hampshire College c/o Ms. Beth Ward, Director of Development Hampshire College Amherst, MA 01002	Writing Program	10,000.00
The Trustees of Reservations c/o Mr. Andrew W. Kendall, Director 572 Essex Street Beverly, MA 01915-1530	Charles Eliot Society	1,000.00
Union of Concerned Scientists c/o Ms. Sarah A. Short, Development Officer 2 Brattle Square Cambridge, MA 02238	Federal Climate Work: Engaging Economists	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
Vanderbilt University College of Arts & Sciences c/o Ms. Emily Hicks Maggart, Associate Director, Development & Alumni Relations PMB 406014 2301 Vanderbilt Place Nashville, TN 32740-6014	Orchard Scholarship Fund	50,000.00
Waterkeeper Alliance c/o Ms. Kristine Stratton, Executive Director 50 South Buckhout, Suite 302 Irvington, NY 10533	General Operating Support	100,000.00
WBUR - Radio 90.9 FM c/o Ms. Ann Clinton Cavanaugh, Leadership Gifts Officer 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund/ GOS	1,000.00
The Well School c/o Mr. Ahkil Garland, Director 360 Middle Hancock Road Peterborough, NH 03458	General Operating Support	10,000.00

Wellspring Multi-Service Center c/o Ms. Monica McKenney, Development Director 814 Nantasket Ave Hull, MA 02045	General Operating Support	5,000.00
Wellspring Multi-Service Center c/o Ms. Monica McKenney, Development Director 814 Nantasket Ave Hull, MA 02045	Reason to Believe: Career Development & Small Business Program	15,000.00
Western Mountains Charitable Foundation dba Maine Huts & Trails c/o Mr. David Herring, Executive Director 375 North Main Street Kingfield, ME 04947	Building Support	5,000.00
WGBH - Channel 2 c/o Ms. Zena Lum, Director 125 Western Avenue Boston, MA 02134	General Operating Support	1,500.00
The Wilderness Society c/o Ms. Amanda Eisen, Senior Manager, Foundation & Corporate Relations 1615 M Street, NW Washington DC 20036	Eastern Forest Program	15,000.00
Zamorano c/o Ms. Mary Ellen Flather, Director of Institutional Development 9300 Lee Highway, ste G130 Fairfax, VA 22031	Women's Leadership Endowed Fund	1,000.00
	Total 2010 Contributions:	\$ 1,452,358.00

Orchard Foundation

Program Areas: (Current for 2010)

Environment - The foundation funds in the following areas: air quality, global climate change, biodiversity, fresh and coastal waters and forests.

Advocacy, principally legal, governmental agencies, and administrative process participation advocacy projects, are strongly encouraged and given preference.

The Orchard Foundation favors organizations with a demonstrated competency in specific skills, such as litigation, technology, scientific advocacy, or coalition building. The foundation favors groups with local and national ties, either through networks, chapters or other affiliations. Finally, the foundation favors organizations with a demonstrated strong base of citizen and activist support.

Areas not funded: Given that the Orchard Foundation is a very small foundation, it is impossible to fund all projects that fall into our primary environmental program areas. Thus it is easier to list some of the areas which the foundation board is *not* interested in funding. Those include: general citizen organizing and public awareness-building projects, environmental education projects (for adults or children), ocean fisheries, growth management and sprawl, toxic substances and pollution prevention (as previously funded by the foundation), animal rights, animal hospitals or rehabilitation centers, species specific projects, scientific research, and land acquisition. Please see Application Guidelines (available from the foundation) for more general program limitations.

Children, Youth and Families - The foundation funds in two primary areas.

Child & Family Advocacy supports projects that promote child welfare at local and state levels by addressing systemic issues, such as funding availability or rights, as opposed to direct service projects. We support projects advocating for reproductive rights for adolescents, in addition to projects aiming for comprehensive sexuality education for middle and high school students. By "advocacy projects" we include those programs that seek to change governmental policies or that educate people to advocate for children as a group. We do not fund projects in which individuals are taught to advocate for their own children.

Literacy supports programs designed to encourage and teach reading and make it convenient. Family Literacy projects will be considered however the foundation is primarily interested in funding projects specifically aimed at children. Projects that include a tutoring component, preferably using volunteer or peer tutors, are given preference. Funded projects will be more than book "give-away" programs.

Areas not funded: Given that the Orchard Foundation is a very small foundation, it is impossible to fund all projects that fall into the Children, Youth & Families category. Thus it is easier to list some of the areas which the foundation board is *not* interested in funding. These areas include: children enrichment projects (as previously funded by the foundation), adult literacy programs, parenting skills and support programs (as previously funded by the foundation), direct pregnancy prevention programs (as previously funded by the foundation), violence prevention, and or projects that focus on specific diseases or conditions. Please see Application Guidelines (available from the foundation) for more general program limitations.

A further note: Total funding available for these three program areas has been approximately \$475,000 annually. This figure can and will fluctuate greatly. Other monies disbursed by the foundation are done on a designated giving basis only. These are at the discretion of the trustees and no correspondence concerning them will be considered.

Executive Director
Orchard Foundation
P.O. Box 2587
So. Portland, ME 04116
phone: (207) 799-0686
orchard@maine.rr.com
www.orchardfoundation.org

Printed Application Guidelines (current for 2010) are also available.

ORCHARD FOUNDATION

APPLICATION GUIDELINES: (Current for 2010)

Types of Support: Generally the foundation makes only restricted grants, favoring requests supporting specific projects and programs. The foundation will (very) occasionally provide seed money, operating support, and start-up capital to smaller organizations. An average one-year grant ranges from \$5,000 to \$20,000. Requests for multi-year grants are considered and encouraged from previous grant recipients.

Geographical Limitations: The foundation funds in Massachusetts, Maine, New Hampshire, New York and Vermont (and very infrequently in Connecticut and Rhode Island).

Program Limitations: Grants are not made to individuals, or for endowments, annual or capital campaigns, museums, religious programs, any religion-affiliated organization, conference participation/travel unrelated to current foundation grant, scholarships, fellowships, building projects, equipment needs, or film and video projects. Loans are not made. Please see Program Area Guidelines (also available from the foundation) for further program limitations specific to the individual program areas.

Application Process: Please email a one-page Concept Letter describing your organization and its history, your project title, goal, means for accomplishing goal, and expected result. You can assume that the foundation is generally familiar with the subject areas that it funds and need not provide general background into the problem. Please include three figures: the total organization budget, the total project budget and the amount requested from the foundation. Please check that the letter includes a contact name, address, phone number, email address, organizational web site address, and **EIN number**. Previously funded organizations must also submit a Concept Letter for new or continuing projects.

Concept Letter Deadline: Concept Letters must be emailed by October 15th, 2010. Please do not expect a response to your Concept Letter until several weeks after the deadline. The following Concept Letter deadline is October 15th, 2011. **This letter MUST be submitted via email to orchard@maine.rr.com , either as a Word attachment, or a PDF document.**

If a Proposal is Invited: Should the foundation be interested, a proposal (with supplemental material) will be needed. Deadlines will be given when a proposal is requested. The proposal must include a problem statement (however, see above about assuming our general familiarity with the problems in the areas the foundation funds), the goals of the project, a plan of action, the qualifications of the organization to fulfill the plan and a method of evaluation. Please include the three top measurable results that your organization expects to accomplish if it receives a grant. This section should be **no longer** than four pages. Supplemental materials needed are a one-page project budget and a one-page operating budget. If available at your website please include a letter with direct web links to a board member list, a copy of the last annual financial statement, an annual report, and a list of foundation and corporate supporters for current and most recent

fiscal years. If any of these are NOT available at your website, please send with the proposal and budgets. **All materials MUST be submitted via email to orchard@maine.rr.com either as a Word attachment, a PDF document, or an Excel attachment.**

Application Restrictions: Grantees receiving one year support must wait until *after* the foundation receives the grantee's project report (see below) before submitting another Concept Letter. This requirement allows foundation board members to carefully evaluate the results of their grantmaking before considering further grants. **Please note that the foundation does not accept any unsolicited grant proposals.** Due to limited funds, an invitation to submit a proposal does not imply that a grant will be forthcoming.

Reporting Requirements: Funded organizations must submit via email to orchard@maine.rr.com a two-page narrative project assessment and a financial report within twelve months of the grant start date. The report deadline will be given when a project is funded. Grantees will be expected to report back on the three measurable goals listed in the proposal.

Mailing Guidelines: Please send all material via email to orchard@maine.rr.com. **Do not mail videos, CDs, DVDs, or cassettes.**

PLEASE READ! A few final notes: a part-time Executive Director staffs the office. Therefore, please assume an answering machine will answer your phone call; be prepared to leave a message. Better yet, send an email. If you are not sure whether your project fits within our guidelines, feel free to call or send an email with your question. While the foundation office is closed for most of June, July and August, we do check our phone and email messages from time to time, so we will eventually get to your queries. And finally, please be aware that the foundation guidelines can change so if you are reading a *printed copy* of these guidelines, please check the web site for updated information **before** sending in any material!

Executive Director
Orchard Foundation
P.O. Box 2587
So. Portland, ME 04116
Phone: (207) 799-0686
orchard@maine.rr.com
www.orchardfoundation.org

The Orchard Foundation is a member of the Association of Small Foundations, the Environmental Grantmakers Association, and the Maine Philanthropy Center.

Printed Program Areas Guidelines (current for 2010) are also available.

2010 Tax Information Statement

Page 8 of 30
Ref: KAB

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

☐ Corrected ☐ 2nd TIN notice

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

Recipient's Name and Address:
ORCHARD FOUNDATION
M GORDON EHRLICH BINGHAM MCCUTCHEM
ONE FEDERAL STREET
BOSTON, MA 02110

2010 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 (Box 1b)	Description (Box 7)	Date		Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
			Acquired	Date of Sale (Box 1a)				
Short Term Sales Reported on 1099-B								
45.0000	00971T101	AKAMAI TECHNOLOGIES INC COMMON	05/18/2010	05/19/2010	1,772.07	1,857.25	-85.18	0.00
100.0000	00971T101	AKAMAI TECHNOLOGIES INC COMMON	VARIOUS	10/22/2010	4,692.92	4,669.91	23.01	0.00
105.0000	013078100	ALBERTO-CULVER COMPANY	VARIOUS	04/01/2010	2,764.13	2,855.32	-91.19	0.00
50.0000	013078100	ALBERTO-CULVER COMPANY	VARIOUS	05/19/2010	1,390.48	1,352.75	37.73	0.00
145.0000	013078100	ALBERTO-CULVER COMPANY	VARIOUS	10/04/2010	5,459.79	4,554.94	904.85	0.00
20.0000	169556105	CHIPOTLE MEXICAN GRILL - CL A	02/09/2010	05/19/2010	2,767.95	1,992.24	775.71	0.00
30.0000	169556105	CHIPOTLE MEXICAN GRILL - CL A	VARIOUS	10/22/2010	6,077.89	2,968.16	3,109.73	0.00
15.0000	169556105	CHIPOTLE MEXICAN GRILL - CL A	01/11/2010	11/15/2010	3,479.39	1,433.54	2,045.85	0.00
10.0000	169556105	CHIPOTLE MEXICAN GRILL - CL A	01/11/2010	12/06/2010	2,392.01	955.69	1,436.32	0.00
60.0000	189754104	COACH INC COMMON	09/11/2009	05/19/2010	2,314.76	1,890.24	424.52	0.00
90.0000	189754104	COACH INC COMMON	05/25/2010	10/22/2010	4,013.93	3,425.32	588.61	0.00
50.0000	20605P101	CONCHO RESOURCES INC	09/08/2010	10/22/2010	3,396.94	3,199.72	197.22	0.00
55.0000	217204106	COPART INC COMMON	07/14/2009	05/19/2010	1,978.86	1,773.15	205.71	0.00
115.0000	217204106	COPART INC COMMON	VARIOUS	10/22/2010	3,875.92	3,860.23	15.69	0.00
60.0000	243537107	DECKERS OUTDOOR CORP COMMON	06/22/2010	10/22/2010	3,091.74	3,176.79	-85.05	0.00
50.0000	25659T107	DOLBY LABORATORIES INC	07/15/2010	10/22/2010	3,101.44	3,405.32	-303.88	0.00

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2010 Tax Information Statement

Page 9 of 30
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
M GORDON EHRLICH BINGHAM MCCUTCHEM
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	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)
75.0000	302130109	EXPEDITORS INTL OF WASHINGTON COMMON	12/17/2009	05/19/2010	2,946.70	2,579.93	366.77	0.00
40.0000	302130109	EXPEDITORS INTL OF WASHINGTON COMMON	12/17/2009	10/22/2010	1,967.16	1,375.96	591.20	0.00
40.0000	315616102	F5 NETWORKS INC COMMON	08/11/2010	10/22/2010	3,898.73	3,554.24	344.49	0.00
30.0000	315616102	F5 NETWORKS INC COMMON	VARIOUS	12/03/2010	4,169.16	2,219.93	1,949.23	0.00
50.0000	303075105	FACTSET RESEARCH SYSTEMS INC COMMON	10/06/2010	10/22/2010	4,410.42	4,088.97	321.45	0.00
45.0000	34354P105	FLOWSERVE CORPORATION COMMON	10/07/2010	10/22/2010	5,126.31	5,006.98	119.33	0.00
135.0000	302941109	FTI CONSULTING INC COMMON	VARIOUS	03/09/2010	4,890.80	6,791.42	-1,900.62	0.00
120.0000	302941109	FTI CONSULTING INC COMMON	VARIOUS	03/10/2010	4,360.27	5,683.08	-1,322.81	0.00
65.0000	451734107	IHS INC-CLASS A	VARIOUS	10/22/2010	4,679.27	4,460.90	218.37	0.00
15.0000	45865V100	INTERCONTINENTALEXCHANGE INC	02/16/2010	05/19/2010	1,677.12	1,546.49	130.63	0.00
25.0000	45865V100	INTERCONTINENTALEXCHANGE INC	02/16/2010	10/22/2010	2,962.19	2,577.47	384.72	0.00
70.0000	499064103	KNIGHT TRANSPORTATION INC COMMON	04/26/2010	05/19/2010	1,483.28	1,544.96	-61.68	0.00
145.0000	499064103	KNIGHT TRANSPORTATION INC COMMON	VARIOUS	10/22/2010	2,618.74	3,192.73	-573.99	0.00
165.0000	501889208	LKQ CORP COMMON	05/25/2010	10/22/2010	3,610.13	2,962.52	647.61	0.00
25.0000	675232102	OCEANEERING INTERNATIONAL COMMON	03/12/2010	05/19/2010	1,346.47	1,609.33	-262.86	0.00

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2010 Tax Information Statement

Page 10 of 30
Ref: KAB

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

☐ Corrected ☐ 2nd TIN notice

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

Recipient's Name and Address:
ORCHARD FOUNDATION
M GORDON EHRLICH BINGHAM MCCUTCHEM
ONE FEDERAL STREET
BOSTON, MA 02110

Number of shares	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)
50.0000	675232102	OCEANEERING INTERNATIONAL COMMON	VARIOUS	10/22/2010	2,640.46	3,216.46	-576.01	0.00
30.0000	678026105	OIL STATES INTERNATIONAL INC COMMON	VARIOUS	05/19/2010	1,237.32	1,414.63	-177.31	0.00
70.0000	678026105	OIL STATES INTERNATIONAL INC COMMON	03/16/2010	10/22/2010	3,517.44	3,251.54	265.90	0.00
50.0000	75281A109	RANGE RESOURCES CORP COMMON	10/27/2009	05/19/2010	2,224.96	2,687.56	-462.60	0.00
75.0000	75281A109	RANGE RESOURCES CORP COMMON	10/27/2009	10/22/2010	2,760.70	4,031.35	-1,270.65	0.00
45.0000	758577102	RED HAT INC COMMON	10/01/2010	10/22/2010	1,800.41	1,855.89	-55.48	0.00
35.0000	825552101	SIGMA-ALDRICH CORP COMMON	10/29/2009	05/19/2010	1,839.91	1,858.86	-18.95	0.00
65.0000	825552101	SIGMA-ALDRICH CORP COMMON	VARIOUS	10/22/2010	4,024.08	3,974.81	49.27	0.00
95.0000	832110100	SMITH INTERNATIONAL COMMON	06/01/2009	02/24/2010	3,858.20	2,936.84	921.36	0.00
70.0000	858912108	STERICYCLE INC COMMON	VARIOUS	10/22/2010	5,035.01	5,024.57	10.44	0.00
50.0000	78505P100	SXC HEALTH SOLUTIONS CORPORATION	08/13/2010	10/22/2010	1,894.46	1,909.63	-15.17	0.00
55.0000	917047102	URBAN OUTFITTERS INC COMMON	04/05/2010	05/19/2010	1,913.97	2,126.96	-212.99	0.00
120.0000	917047102	URBAN OUTFITTERS INC COMMON	VARIOUS	10/22/2010	3,598.73	4,516.33	-917.60	0.00
Total Short Term Sales Reported on 1099-B					139,062.62	131,370.91	7,691.70	0.00
Long Term 15% Sales Reported on 1099-B								
80.0000	00724F101	ADOBE SYSTEMS COMMON	12/30/2004	05/19/2010	2,619.15	2,535.12	84.03	0.00
370.0000	00724F101	ADOBE SYSTEMS COMMON	12/30/2004	07/12/2010	9,994.05	11,724.93	-1,730.88	0.00

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2010 Tax Information Statement

Page 11 of 30
Ref: KAB

Account Number: 086730-000
 Recipient's Tax ID Number: 04-6660214
 Payer's Federal ID Number: 51-0055023
 Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 ORCHARD FOUNDATION
 M GORDON EHRlich BINGHAM MCCUTCHEM
 ONE FEDERAL STREET
 BOSTON, MA 02110

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

Number of shares	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)
90.0000	00724F101	ADOBE SYSTEMS COMMON	12/30/2004	07/13/2010	2,476.48	2,852.01	-375.55	0.00
30.0000	008252108	AFFILIATED MANAGERS GROUP INC COMMON	02/03/2006	05/19/2010	2,209.76	2,761.17	-551.41	0.00
45.0000	008252108	AFFILIATED MANAGERS GROUP INC COMMON	VARIOUS	10/22/2010	3,823.76	4,077.82	-254.06	0.00
335.0000	013078100	ALBERTO-CULVER COMPANY	VARIOUS	10/04/2010	12,614.00	7,645.43	4,968.57	0.00
60.0000	031100100	AMETEK INC COMMON NEW	12/04/2007	05/19/2010	2,477.35	2,722.07	-244.72	0.00
95.0000	031100100	AMETEK INC COMMON NEW	VARIOUS	10/22/2010	4,720.48	4,264.31	456.17	0.00
65.0000	031100100	AMETEK INC COMMON NEW	VARIOUS	12/06/2010	3,911.83	2,905.87	1,005.96	0.00
35.0000	032095101	AMPHENOL CORP CLASS A COMMON NEW	10/27/2006	02/09/2010	1,381.30	1,219.04	162.26	0.00
65.0000	032095101	AMPHENOL CORP CLASS A COMMON NEW	10/27/2006	05/19/2010	2,772.20	2,263.92	508.28	0.00
110.0000	032095101	AMPHENOL CORP CLASS A COMMON NEW	10/27/2006	10/22/2010	5,383.30	3,831.25	1,552.05	0.00
25.0000	03662Q105	ANSYS INC COMMON	05/11/2007	02/09/2010	1,018.48	700.73	317.75	0.00
65.0000	03662Q105	ANSYS INC COMMON	VARIOUS	05/19/2010	2,846.30	1,821.67	1,024.63	0.00
110.0000	03662Q105	ANSYS INC COMMON	05/10/2007	10/22/2010	5,001.61	3,080.74	1,920.87	0.00
300000.0000	99M750CX3	ARCHSTONE OFFSHORE FUND LTD.		01/07/2010	300,000.00	300,000.00	0.00	0.00
35.0000	067383109	BARD C R INCORPORATED COMMON	VARIOUS	04/05/2010	2,958.94	2,929.52	29.42	0.00
20.0000	067383109	BARD C R INCORPORATED COMMON	02/08/2007	05/19/2010	1,658.57	1,641.16	17.41	0.00
35.0000	067383109	BARD C R INCORPORATED COMMON	02/08/2007	10/22/2010	2,915.90	2,868.14	47.76	0.00

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2010 Tax Information Statement

Page 12 of 30
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
M GORDON EHRlich BINGHAM MCCUTCHEM
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	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
40.0000	12541W209	C H ROBINSON WORLDWIDE INC NEW	12/30/2004	05/19/2010	2,355.56	1,124.34	1,231.22	0.00
80.0000	12541W209	C H ROBINSON WORLDWIDE INC NEW	12/30/2004	10/22/2010	5,779.10	2,248.68	3,530.42	0.00
20.0000	156782104	CERNER CORP COMMON	08/15/2008	02/09/2010	1,558.85	958.98	599.87	0.00
30.0000	156782104	CERNER CORP COMMON	VARIOUS	05/19/2010	2,488.15	1,414.82	1,073.33	0.00
55.0000	156782104	CERNER CORP COMMON	02/01/2006	10/06/2010	4,732.06	2,572.15	2,159.91	0.00
60.0000	156782104	CERNER CORP COMMON	02/01/2006	10/22/2010	5,265.51	2,805.98	2,459.53	0.00
45.0000	171340102	CHURCH & DWIGHT COMMON	VARIOUS	05/19/2010	2,991.77	2,360.25	631.52	0.00
60.0000	171340102	CHURCH & DWIGHT COMMON	VARIOUS	10/22/2010	4,064.33	2,886.83	1,177.50	0.00
120.0000	177376100	CITRIX SYSTEMS INC COMMON	12/30/2004	01/11/2010	5,111.15	2,988.96	2,122.19	0.00
75.0000	177376100	CITRIX SYSTEMS INC COMMON	12/30/2004	05/19/2010	3,355.44	1,868.10	1,487.34	0.00
115.0000	177376100	CITRIX SYSTEMS INC COMMON	12/30/2004	10/01/2010	7,841.28	2,864.42	4,976.86	0.00
80.0000	177376100	CITRIX SYSTEMS INC COMMON	12/30/2004	10/22/2010	4,903.91	1,992.64	2,911.27	0.00
20.0000	189754104	COACH INC COMMON	09/11/2009	10/22/2010	891.98	630.08	261.90	0.00
25.0000	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	06/01/2007	02/09/2010	1,132.48	976.21	156.27	0.00
60.0000	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	VARIOUS	05/19/2010	2,885.95	2,012.43	873.52	0.00
80.0000	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	VARIOUS	08/05/2010	4,870.85	2,407.37	2,463.48	0.00
100.0000	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	12/30/2004	10/22/2010	6,803.88	2,124.90	4,678.98	0.00

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2010 Tax Information Statement

Page 13 of 30
Ref: KAB

Recipient's Name and Address:

ORCHARD FOUNDATION
M GORDON EHRlich BINGHAM MCCUTCHEM
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

☐ Corrected ☐ 2nd TIN notice

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

Number of shares	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
45.0000	222816100	COVANCE INC COMMON	10/26/2006	05/19/2010	2,381.35	2,685.38	-304.03	0.00
115.0000	222816100	COVANCE INC COMMON	VARIOUS	08/02/2010	4,523.32	6,797.42	-2,274.10	0.00
140.0000	222816100	COVANCE INC COMMON	VARIOUS	08/10/2010	5,751.17	8,252.32	-2,501.15	0.00
80.0000	249030107	DENTSPLY INTERNATIONAL INC NEW COMMON	04/11/2007	05/19/2010	2,714.35	2,642.22	72.13	0.00
150.0000	249030107	DENTSPLY INTERNATIONAL INC NEW COMMON	VARIOUS	08/24/2010	4,326.38	4,950.19	-623.82	0.00
80.0000	249030107	DENTSPLY INTERNATIONAL INC NEW COMMON	VARIOUS	10/22/2010	2,599.15	2,590.57	8.58	0.00
50.0000	253393102	DICK'S SPORTING GOODS INC COMMON	12/30/2004	02/09/2010	1,140.98	880.25	260.73	0.00
90.0000	253393102	DICK'S SPORTING GOODS INC COMMON	12/30/2004	05/19/2010	2,442.56	1,584.45	858.11	0.00
180.0000	253393102	DICK'S SPORTING GOODS INC COMMON	12/30/2004	10/22/2010	5,192.91	3,168.90	2,024.01	0.00
4446.7070	256206103	DODGE & COX FUNDS INTERNATIONAL STOCK FUND	VARIOUS	05/19/2010	131,000.00	214,211.24	-83,211.24	0.00
3378.3780	256206103	DODGE & COX FUNDS INTERNATIONAL STOCK FUND	05/24/2007	10/18/2010	120,000.00	162,668.90	-42,668.90	0.00
160.0000	257651109	DONALDSON COMPANY INCORPORATED COMMON	12/30/2004	04/21/2010	7,343.73	5,246.40	2,097.33	0.00
110.0000	257651109	DONALDSON COMPANY INCORPORATED COMMON	12/30/2004	04/22/2010	5,056.61	3,606.90	1,449.71	0.00

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2010 Tax Information Statement

Page 14 of 30
Ref: KAB

Recipient's Name and Address:

ORCHARD FOUNDATION
M GORDON EHRlich BINGHAM MCCUTCHEM
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

☐ Corrected ☐ 2nd TIN notice

Payer's Name and Address:

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

Number of shares	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)
55.0000	278265103	EATON VANCE CORP COMMON NON-VOTING	05/22/2007	05/19/2010	1,763.82	2,226.00	-462.18	0.00
80.0000	278265103	EATON VANCE CORP COMMON NON-VOTING	VARIOUS	10/22/2010	2,384.80	3,087.67	-722.87	0.00
30.0000	303075105	FACTSET RESEARCH SYSTEMS INC COMMON	12/30/2004	05/19/2010	2,139.26	1,173.80	965.46	0.00
70.0000	311900104	FASTENAL CO COMMON	12/30/2004	05/19/2010	3,627.33	2,165.45	1,461.88	0.00
95.0000	311900104	FASTENAL CO COMMON	12/30/2004	10/22/2010	5,013.08	2,938.83	2,074.25	0.00
194986.0000	60934N682	FEDERATED US TREASURY CASH RSV FD CLI		05/18/2010	194,986.00	194,986.00	0.00	0.00
120.0000	337738108	FISERV COMMON	12/30/2004	05/18/2010	5,961.60	4,847.88	1,113.72	0.00
35.0000	337738108	FISERV COMMON	12/30/2004	05/19/2010	1,697.12	1,413.97	283.15	0.00
55.0000	337738108	FISERV COMMON	12/30/2004	10/22/2010	3,044.20	2,221.94	822.26	0.00
90.0000	302445101	FLIR SYSTEMS INC COMMON	VARIOUS	05/19/2010	2,612.65	2,675.64	-62.99	0.00
120.0000	302445101	FLIR SYSTEMS INC COMMON	08/17/2007	10/22/2010	3,195.54	3,115.48	80.06	0.00
100.0000	343498101	FLOWERS FOOD INC COMMON	08/14/2008	05/19/2010	2,662.95	2,793.77	-130.82	0.00
225.0000	343498101	FLOWERS FOOD INC COMMON	08/14/2008	07/27/2010	5,557.40	6,285.99	-728.59	0.00
80.0000	343498101	FLOWERS FOOD INC COMMON	VARIOUS	10/04/2010	2,012.49	2,205.03	-192.54	0.00
225.0000	343498101	FLOWERS FOOD INC COMMON	VARIOUS	10/05/2010	5,699.26	5,449.10	250.16	0.00
65.0000	343498101	FLOWERS FOOD INC COMMON	VARIOUS	10/06/2010	1,656.90	1,405.32	251.58	0.00
25.0000	34354P105	FLOWERVE CORP COMMON	02/13/2008	05/19/2010	2,449.45	2,483.99	-34.54	0.00

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2010 Tax Information Statement

Page 15 of 30
Ref: KAB

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	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
5.0000	34354P105	FLOWERVE CORP COMMON	02/13/2008	10/22/2010	569.59	496.80	72.79	0.00
55.0000	30249U101	FMC TECHNOLOGIES INC COMMON	VARIOUS	05/19/2010	3,215.79	2,065.76	1,150.03	0.00
80.0000	30249U101	FMC TECHNOLOGIES INC COMMON	VARIOUS	10/22/2010	5,808.70	2,839.55	2,969.15	0.00
50.0000	30249U101	FMC TECHNOLOGIES INC COMMON	06/12/2007	12/01/2010	4,346.94	1,771.78	2,575.16	0.00
50.0000	37940X102	GLOBAL PAYMENTS INC W/I COMMON	06/03/2005	02/09/2010	2,262.94	1,782.34	480.60	0.00
65.0000	37940X102	GLOBAL PAYMENTS INC W/I COMMON	06/03/2005	02/12/2010	2,883.95	2,317.04	566.91	0.00
40.0000	37940X102	GLOBAL PAYMENTS INC W/I COMMON	06/03/2005	05/19/2010	1,677.17	1,425.87	251.30	0.00
60.0000	37940X102	GLOBAL PAYMENTS INC W/I COMMON	06/03/2005	06/08/2010	2,396.00	2,138.81	257.19	0.00
210.0000	37940X102	GLOBAL PAYMENTS INC W/I COMMON	VARIOUS	06/21/2010	8,165.12	7,362.31	802.81	0.00
60.0000	45167R104	IDEX CORP COMMON	VARIOUS	05/19/2010	1,885.16	2,129.28	-244.12	0.00
80.0000	45167R104	IDEX CORP COMMON	03/30/2007	10/22/2010	2,911.95	2,727.23	184.72	0.00
25.0000	45168D104	IDEX LABS COMMON	12/30/2004	02/09/2010	1,242.98	685.28	557.70	0.00
35.0000	45168D104	IDEX LABS COMMON	12/30/2004	05/19/2010	2,221.06	959.39	1,261.67	0.00
80.0000	45168D104	IDEX LABS COMMON	12/30/2004	10/22/2010	5,035.11	2,192.90	2,842.21	0.00
40.0000	451734107	IHS INC-CLASS A	07/08/2008	05/19/2010	2,046.76	2,677.02	-630.26	0.00
5.0000	451734107	IHS INC-CLASS A	07/08/2008	10/22/2010	359.94	334.63	25.31	0.00
5.0000	45865V100	INTERCONTINENTAL EXCHANGE INC	09/16/2009	10/22/2010	592.44	467.00	125.44	0.00
95.0000	461202103	INTUIT COMMON	VARIOUS	05/19/2010	3,399.07	2,513.45	885.62	0.00
130.0000	461202103	INTUIT COMMON	12/30/2004	10/22/2010	6,079.18	2,897.64	3,181.54	0.00

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2010 Tax Information Statement

Page 16 of 30
Ref: KAB

Account Number: 086730-000
Recipient's Tax ID Number: 04-6660214
Payer's Federal ID Number: 51-0055023
Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

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

Recipient's Name and Address:
ORCHARD FOUNDATION
M GORDON EHRlich BINGHAM MCCUTCHEM
ONE FEDERAL STREET
BOSTON, MA 02110

Number of shares	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)
35.0000	502424104	L-3 COMMUNICATIONS HOLDINGS INC COMMON	12/30/2004	04/21/2010	3,403.62	2,572.15	831.47	0.00
30.0000	502424104	L-3 COMMUNICATIONS HOLDINGS INC COMMON	12/30/2004	05/19/2010	2,574.25	2,204.70	369.55	0.00
60.0000	502424104	L-3 COMMUNICATIONS HOLDINGS INC COMMON	12/30/2004	07/13/2010	4,338.61	4,409.40	-70.79	0.00
60.0000	502424104	L-3 COMMUNICATIONS HOLDINGS INC COMMON	12/30/2004	10/04/2010	4,194.68	4,409.40	-214.72	0.00
70.0000	502424104	L-3 COMMUNICATIONS HOLDINGS INC COMMON	12/30/2004	10/05/2010	4,938.31	5,144.30	-205.99	0.00
30.0000	533900106	LINCOLN ELECTRIC HOLDING INC COMMON	VARIOUS	05/19/2010	1,608.58	2,240.82	-632.26	0.00
35.0000	533900106	LINCOLN ELECTRIC HOLDING INC COMMON	VARIOUS	10/22/2010	2,122.36	2,488.25	-365.89	0.00
220.0000	501889208	LKQ CORP COMMON	VARIOUS	04/01/2010	4,460.55	3,239.84	1,220.71	0.00
65.0000	501889208	LKQ CORP COMMON	04/05/2007	04/05/2010	1,307.78	726.28	581.50	0.00
75.0000	501889208	LKQ CORP COMMON	04/05/2007	05/19/2010	1,352.30	838.02	514.28	0.00
70.0000	579064106	MCAFEES INC COMMON	08/15/2008	05/19/2010	2,286.87	2,719.44	-432.57	0.00
330.0000	579064106	MCAFEES INC COMMON	VARIOUS	05/24/2010	10,611.11	11,420.78	-809.67	0.00
110.0000	579064106	MCAFEES INC COMMON	VARIOUS	05/25/2010	3,448.03	3,209.51	238.52	0.00
95.0000	594901100	MICROS SYSTEMS COMMON	VARIOUS	05/19/2010	3,219.49	3,424.04	-204.55	0.00
130.0000	594901100	MICROS SYSTEMS COMMON	02/12/2008	10/22/2010	5,758.90	4,579.60	1,179.30	0.00

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2010 Tax Information Statement

Page 17 of 30
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
M GORDON EHRICH BINGHAM MCCUTCHEM
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	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale	Stocks, Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
35.0000	617700109	MORNINGSTAR INC	06/16/2008	05/19/2010	1,648.12	2,585.20	-937.08	0.00
5.0000	617700109	MORNINGSTAR INC	06/16/2008	08/31/2010	204.66	369.31	-164.65	0.00
160.0000	617700109	MORNINGSTAR INC	VARIOUS	09/01/2010	6,533.32	9,985.70	-3,452.38	0.00
10.0000	617700109	MORNINGSTAR INC	12/24/2008	09/02/2010	409.78	329.94	79.84	0.00
15.0000	617700109	MORNINGSTAR INC	12/24/2008	09/03/2010	612.70	494.91	117.79	0.00
30.0000	617700109	MORNINGSTAR INC	12/24/2008	09/07/2010	1,217.13	989.83	227.30	0.00
80.0000	686091109	O'REILLY AUTOMOTIVE INC	12/30/2004	05/19/2010	3,867.14	1,800.72	2,066.42	0.00
115.0000	686091109	O'REILLY AUTOMOTIVE INC	12/30/2004	10/22/2010	6,163.74	2,588.53	3,575.21	0.00
25.0000	69840W108	PANERA BREAD COMPANY CLASS A COMMON	01/10/2005	01/11/2010	1,681.43	1,181.54	499.89	0.00
45.0000	69840W108	PANERA BREAD COMPANY CLASS A COMMON	12/30/2004	05/19/2010	3,433.89	1,843.97	1,589.92	0.00
65.0000	69840W108	PANERA BREAD COMPANY CLASS A COMMON	12/30/2004	10/22/2010	6,072.19	2,663.51	3,408.68	0.00
55.0000	761152107	RESMED INC COMMON	02/06/2009	05/19/2010	3,529.29	2,330.55	1,198.74	0.00
155.0000	761152107	RESMED INC COMMON	VARIOUS	10/22/2010	4,899.55	3,134.98	1,754.67	0.00
25.0000	776696106	ROPER INDUSTRIES NEW COMMON	05/18/2006	02/09/2010	1,306.48	1,153.90	152.58	0.00
35.0000	776696106	ROPER INDUSTRIES NEW COMMON	05/18/2006	05/19/2010	2,042.91	1,615.46	427.45	0.00
80.0000	776696106	ROPER INDUSTRIES NEW COMMON	VARIOUS	10/22/2010	5,521.50	3,683.97	1,837.53	0.00
275000.0000	99S757356	SANDERSON INTERNATIONAL VALUE TOBACCO FREE FUND		11/01/2010	275,000.00	275,000.00	0.00	0.00

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2010 Tax Information Statement

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Ref: KAB

Account Number: 086730-000
 Recipient's Tax ID Number: 04-6660214
 Payer's Federal ID Number: 51-0055023
 Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:

ORCHARD FOUNDATION
 M GORDON EHRLICH BINGHAM MCCUTCHEM
 ONE FEDERAL STREET
 BOSTON, MA 02110

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

Number of shares	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)
360.0000	832110100	SMITH INTERNATIONAL COMMON	12/30/2004	02/24/2010	14,620.57	9,801.00	4,819.57	0.00
65.0000	845467109	SOUTHWESTERN ENERGY CO COMMON	01/03/2008	05/19/2010	2,423.15	1,917.15	506.00	0.00
315.0000	845467109	SOUTHWESTERN ENERGY CO COMMON	VARIOUS	09/07/2010	10,428.43	8,703.19	1,725.24	0.00
85.0000	845467109	SOUTHWESTERN ENERGY CO COMMON	01/18/2008	09/08/2010	2,807.45	2,137.06	670.39	0.00
25.0000	858912108	STERICYCLE INC COMMON	12/30/2004	02/09/2010	1,283.73	581.25	702.48	0.00
20.0000	858912108	STERICYCLE INC COMMON	12/30/2004	04/05/2010	1,099.21	465.00	634.21	0.00
25.0000	858912108	STERICYCLE INC COMMON	12/30/2004	04/06/2010	1,374.75	581.25	793.50	0.00
45.0000	858912108	STERICYCLE INC COMMON	12/30/2004	05/19/2010	2,615.35	1,046.25	1,569.10	0.00
10.0000	858912108	STERICYCLE INC COMMON	12/30/2004	10/22/2010	719.29	232.50	486.79	0.00
10.0000	863236105	STRAYER EDUCATION INC COMMON	04/29/2009	05/19/2010	2,423.55	1,795.14	628.41	0.00
20.0000	863236105	STRAYER EDUCATION INC COMMON	VARIOUS	10/22/2010	2,611.36	3,259.17	-647.82	0.00
25.0000	892356106	TRACTOR SUPPLY CO COMMON	07/17/2006	02/09/2010	1,257.78	1,215.51	42.27	0.00
30.0000	892356106	TRACTOR SUPPLY CO COMMON	07/17/2006	05/19/2010	1,991.96	1,458.62	533.34	0.00
155.0000	892356106	TRACTOR SUPPLY CO COMMON	VARIOUS	10/22/2010	5,885.25	3,727.70	2,157.55	0.00
90.0000	896239100	TRIMBLE NAVIGATION LTD COMMON	VARIOUS	05/19/2010	2,700.85	3,366.02	-665.17	0.00
125.0000	896239100	TRIMBLE NAVIGATION LTD COMMON	VARIOUS	10/22/2010	4,481.17	4,398.99	82.18	0.00
4282.5300	922908496	VANGUARD 500 INDEX FUND-SIGNAL CLASS	12/08/2005	06/15/2010	365,000.00	410,845.00	-45,845.00	0.00
1165.9090	922908496	VANGUARD 500 INDEX FUND-SIGNAL CLASS	12/08/2005	08/05/2010	100,000.00	111,851.61	-11,851.61	0.00

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2010 Tax Information Statement

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Ref: KAB

Account Number: 086730-000
 Recipient's Tax ID Number: 04-6660214
 Payer's Federal ID Number: 51-0055023
 Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:

ORCHARD FOUNDATION
 M GORDON EHRLICH BINGHAM MCCUTCHEN
 ONE FEDERAL STREET
 BOSTON, MA 02110

Payer's Name and Address:

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

Number of shares	CUSIP (Box 1b)	Description (Box 7)	Date Acquired	Date of Sale (Box 1a)	Stocks, etc. Bonds, etc. (Box 2)	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
65.0000	92220P105	VARIAN MEDICAL SYSTEMS INC COMMON	12/30/2004	05/19/2010	3,379.95	2,820.35	559.60	0.00
90.0000	92220P105	VARIAN MEDICAL SYSTEMS INC COMMON	12/30/2004	10/22/2010	5,480.90	3,905.10	1,575.80	0.00
Total Long Term 15% Sales Reported on 1099-B						1,948,175.97	2,036,113.53	-87,937.60

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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	37,029.	0.	37,029.	
WILMINGTON REALTY I, LLC	7,846.	0.	7,846.	
WILMINGTON TRUST	36,835.	36,835.	0.	
WILMINGTON TRUST - DIVIDENDS	208,098.	0.	208,098.	
WILMINGTON TRUST - INTEREST	568.	0.	568.	
TOTAL TO FM 990-PF, PART I, LN 4	290,376.	36,835.	253,541.	

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	3,644.	3,644.		
TOTAL TO FORM 990-PF, PART I, LINE 11	3,644.	3,644.		

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	950.	950.		0.
TO FORM 990-PF, PG 1, LN 16B	950.	950.		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	103,515.	103,515.			0.
TRUSTEE FEES	13,798.	13,798.			0.
TO FORM 990-PF, PG 1, LN 16C	117,313.	117,313.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	3,138.	1,046.			2,092.
TELEPHONE/INTERNET	1,393.	464.			929.
DUES AND PUBLICATIONS	179.	60.			119.
STATE FILING FEES	125.	125.			0.
FOREIGN TAXES	5,796.	5,796.			0.
CONFERENCES & MEETINGS	1,852.	618.			1,234.
BANK FEES	120.	40.			80.
POSTAGE	467.	156.			311.
INSURANCE	2,103.	701.			1,402.
TO FORM 990-PF, PG 1, LN 23	15,173.	9,006.			6,167.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
MUTUAL FUNDS	7,190,235.	7,506,787.		
CORPORATE STOCK	519,066.	851,483.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,709,301.	8,358,270.		

FORM 990-PF	OTHER ASSETS	STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WILMINGTON REALTY I LLC	558,373.	563,847.	320,935.
SANDERSON INT'L TOBACCO FREE FUND	1,363,102.	1,085,680.	1,362,428.
WEATHERLOW OFFSHORE FUND I LTD	2,400,000.	2,400,000.	2,554,579.
ARCHSTONE OFFSHORE FUND LTD	1,700,000.	1,400,000.	1,388,840.
TO FORM 990-PF, PART II, LINE 15	6,021,475.	5,449,527.	5,626,782.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	8
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NAME OF MANAGER

CARL P. LEHNER
BRIGITTE L. KINGSBURY
HEIDI LEHNER