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

2011

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 2011 or tax year beginning

, and ending

Name of foundation THE ORCHARD FOUNDATION C/O LEIGH FIBERS INC.		A Employer identification number 04-6660214
Number and street (or P O box number if mail is not delivered to street address) 100 LEDGEWOOD PLACE, SUITE 103	Room/suite	B Telephone number 207-799-0686
City or town, state, and ZIP code ROCKLAND, MA 02370		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 11,678,617. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		217,164.	217,164.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		237,347.			
b Gross sales price for all assets on line 6a 3,340,544.					
7 Capital gain net income (from Part IV, line 2)			237,347.		
8 Net short-term capital gain					
9 Income from operations					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-50,624.	-50,624.		STATEMENT 2
12 Total. Add lines 1 through 11		403,887.	403,887.		
13 Compensation of officers, directors, trustees, etc		60,000.	19,998.		40,002.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		4,500.	4,500.		0.
c Other professional fees STMT 4		121,151.	121,151.		0.
17 Interest		516.	516.		0.
18 Taxes STMT 5		6,993.	6,993.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		8,032.	2,677.		5,355.
24 Total operating and administrative expenses. Add lines 13 through 23		201,192.	155,835.		45,357.
25 Contributions, gifts, grants paid		1,881,590.			1,881,590.
26 Total expenses and disbursements. Add lines 24 and 25		2,082,782.	155,835.		1,926,947.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,678,895.			
b Net investment income (if negative, enter -0-)			248,052.		
c Adjusted net income (if negative, enter -0-)				N/A	

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C/O LEIGH FIBERS INC.

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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.	15,423.	15,423.
	2 Savings and temporary cash investments	58,714.	81,263.	81,263.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	7,709,301.	6,586,581.	6,926,091.
	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 8)	5,449,527.	4,877,298.	4,655,840.
	16 Total assets (to be completed by all filers)	13,239,460.	11,560,565.	11,678,617.
	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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,239,460.	11,560,565.	
	30 Total net assets or fund balances	13,239,460.	11,560,565.	
	31 Total liabilities and net assets/fund balances	13,239,460.	11,560,565.	

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	13,239,460.
2 Enter amount from Part I, line 27a	2	-1,678,895.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,560,565.
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	11,560,565.

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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 SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	VARIOUS
b ISHARES S&P GSCI COMMODITY-INDEXED TRUST	P	VARIOUS	VARIOUS
c WILMINGTON TRUST	P	VARIOUS	VARIOUS
d WILMINGTON TRUST	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			86,948.
b			12.
c 324,528.		321,223.	3,305.
d 2,961,032.		2,868,934.	92,098.
e 54,984.			54,984.

(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			86,948.
b			12.
c			3,305.
d			92,098.
e			54,984.

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	237,347.
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))
2010	1,487,379.	13,669,575.	.108809
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

2 Total of line 1, column (d)	2	.432233
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	.086447
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	13,230,303.
5 Multiply line 4 by line 3	5	1,143,720.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,481.
7 Add lines 5 and 6	7	1,146,201.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,926,947.

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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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,481.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	2,481.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,481.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,223.	
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	16,223.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,742.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 13,742. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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) <input checked="" type="checkbox"/> MA		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► HTTP://WWW.ORCHARDFOUNDATION.ORG	13	X	
14	The books are in care of ► BRIGITTE LEHNER KINGSBURY, EXEC DIR Telephone no. ► 207-799-5976 Located at ► C/O LEIGH FIBERS, 100 LEDGEWOOD PL, ROCKLAND, MA ZIP+4 ► 02370			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	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 2011?		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
CARL P. LEHNER C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE 0.00	0.	0.	0.
BRIGITTE L. KINGSBURY C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TR & EXEC DIR 20.00	60,000.	0.	0.
HEIDI LEHNER C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE 0.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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Part 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."

[illegible]

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		
3	All other program-related investments. See instructions.	

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	13,309,344.
b	Average of monthly cash balances	1b	122,436.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,431,780.
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	13,431,780.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	201,477.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,230,303.
6	Minimum investment return. Enter 5% of line 5	6	661,515.

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	661,515.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,481.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	659,034.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	659,034.
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	659,034.

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	1,926,947.
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	1,926,947.
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	2,481.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,924,466.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				659,034.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	329,334.			
b From 2007	400,592.			
c From 2008	545,734.			
d From 2009	719,960.			
e From 2010	806,194.			
f Total of lines 3a through e	2,801,814.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 1,926,947.				
a Applied to 2010, 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 2011 distributable amount				659,034.
e Remaining amount distributed out of corpus	1,267,913.			
5 Excess distributions carryover applied to 2011 (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	4,069,727.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	329,334.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,740,393.			
10 Analysis of line 9:				
a Excess from 2007	400,592.			
b Excess from 2008	545,734.			
c Excess from 2009	719,960.			
d Excess from 2010	806,194.			
e Excess from 2011	1,267,913.			

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

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 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 9

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 ☐ 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:

SEE ATTACHED INFORMATION

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

THE ORCHARD FOUNDATION

Form 990-PF (2011)

C/O LEIGH FIBERS INC.

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALL RECIPIENTS ARE PUBLIC CHARITIES:				
SEE ATTACHED SCHEDULE (THERE ARE NO INDIVIDUAL RECIPIENTS)			SEE ATTACHED SCHEDULE	1,881,590.
Total			3a	1,881,590.
b Approved for future payment				
NONE				
Total			3b	0.

Form 990-PF (2011)

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.

2011.03050 THE ORCHARD FOUNDATION C/O 18642 Y1

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
ISHARES S&P GSCI COMMODITY-INDEXED TRUST SANDERSON INT'L VALUE TABACCO FREE FUND	28.	0.	28.	
WILMINGTON REALTY I, LLC	38,133.	0.	38,133.	
WILMINGTON TRUST	6,015.	0.	6,015.	
WILMINGTON TRUST - DIVIDENDS	54,984.	54,984.	0.	
WILMINGTON TRUST - INTEREST	172,878.	0.	172,878.	
	110.	0.	110.	
TOTAL TO FM 990-PF, PART I, LN 4	272,148.	54,984.	217,164.	

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	5,741.	5,741.		
WILMINGTON REALTY I LLC	-56,365.	-56,365.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-50,624.	-50,624.		

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	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	4,500.		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	107,173.	107,173.		0.	
TRUSTEE FEES	13,978.	13,978.		0.	
TO FORM 990-PF, PG 1, LN 16C	121,151.	121,151.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	6,993.	6,993.		0.	
TO FORM 990-PF, PG 1, LN 18	6,993.	6,993.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	2,891.	964.		1,927.	
TELEPHONE/INTERNET	1,260.	420.		840.	
STATE FILING FEES	125.	42.		83.	
CONFERENCES & MEETINGS	1,191.	397.		794.	
BANK FEES	100.	33.		67.	
POSTAGE	199.	66.		133.	
INSURANCE	2,266.	755.		1,511.	
TO FORM 990-PF, PG 1, LN 23	8,032.	2,677.		5,355.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	6,189,283.	6,267,397.
CORPORATE STOCK	397,298.	658,694.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,586,581.	6,926,091.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WILMINGTON REALTY I LLC	563,847.	505,063.	305,075.
SANDERSON INT'L TOBACCO FREE FUND	1,085,680.	951,193.	977,963.
WEATHERLOW OFFSHORE FUND I LTD	2,400,000.	2,021,600.	2,043,633.
ARCHSTONE OFFSHORE FUND LTD	1,400,000.	1,400,000.	1,329,727.
ISHARES S&P GSCI			
COMMODITY-INDEXED TRUST	0.	-558.	-558.
TO FORM 990-PF, PART II, LINE 15	5,449,527.	4,877,298.	4,655,840.

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

CARL P. LEHNER
BRIGITTE L. KINGSBURY
HEIDI LEHNER

ORCHARD FOUNDATION

APPLICATION GUIDELINES:

(Current for grant year 2012)

Deadlines have changed! Concept Letters are due December 1st, 2011 – please read below

Types of Support: Generally the foundation makes only restricted grants, favoring requests supporting specific projects and programs. The foundation will on rare occasions provide seed money and operating support to smaller organizations. An average one-year grant ranges from \$10,000 to \$25,000. Requests for multi-year grants are considered and strongly encouraged from previous grant recipients.

Geographical Limitations: The foundation funds in Massachusetts, Maine, New Hampshire, New York and Vermont.

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**. Organizations previously funded by the foundation must also submit a Concept Letter for new or continuing projects.

Concept Letter Deadline: Concept Letters are due on December 1st, 2011. Please do not expect a response to your Concept Letter until several weeks after the deadline. The following Concept Letter deadline is December 1st, 2012. There is only one Concept Letter deadline per year. **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 due on March 1st. Grant awards are made in May. 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. The entire proposal body 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 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 in your email cover note. 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. Please submit proposals, budgets and supplemental material in separate attachments.

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 a two-page narrative project assessment and a one-page financial report of how the grant moneys were expended. The report deadline will be given when a project is funded and is generally within 13 months of the grant award. This report must be submitted via email to orchard@maine.rr.com. Grantees will be expected to report back on the three measurable goals listed in the proposal.

Application Restrictions: Grantees receiving one year support must wait until *after* the foundation receives the grantee's project report (see above) before submitting another Concept Letter. This requirement allows foundation board members to carefully evaluate the results of their grantmaking before considering further grants. Except in the case of multi-year grants this implies that organizations cannot be continuously funded by the foundation. One or two years between grants awarded is the norm.

Final notes: a part-time Executive Director staffs the office. Please assume an answering machine will answer your phone call and 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 send an email or call with your question. While the foundation office is closed for 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** emailing 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 grant year 2012) are also available.

ORCHARD FOUNDATION

Program Areas:

(Current for grant year 2012; see Program Guidelines for deadlines)

Please read carefully: the Children, Youth & Family program area has changed.

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. Therefore 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 one area.

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.

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. Therefore it is easier to list some of the areas which the foundation board is *not* interested in funding. These areas include: child literacy, children enrichment projects, parenting skills and support programs, direct pregnancy prevention programs (all previously funded by the foundation), adult literacy programs, 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.

Funding limitations: Total funding available for these two 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. Grants lists at this website include awards made by the process described in the Program Areas and Application Guidelines brochures. The complete grants list can be found at www.guidestar.org by examining the latest PF 990 tax return.

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 grant year 2012) are also available.

ORCHARD FOUNDATION **GRANTS LIST 2011**

Legal address:
c/o Leigh Fibers
100 Ledgewood Place, Suite 103
Rockland, MA 02370

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 P.O. Box 814 Dover, MA 02030	Museum	350.00
Appalachian Mountain Club Box 298, Route 16 Gorham, NH 03581	Northeast Mountain Climate & Clean Air Campaign	15,000.00
Arthritis Foundation: Massachusetts Chapter 29 Crafts Street, Suite 450 Newton, MA 02458-1275	General Operating Support	350.00
Association of Small Foundations 1720 N Street, NW Washington DC 20036	General Operating Support	695.00
Boston Partners in Education 44 Farnsworth Street Boston, MA 02010	Math Rules! project	15,000.00
Boston Preservation Alliance 45 School Street – Old City Hall Boston, MA 02108	Annual Appeal	400.00
Breakthrough Manchester at The Derryfield School 2108 River Road Manchester, NH 03104	Summer Literacy Program	10,000.00
The Brearley School 610 East 83 rd Street New York, NY 10028	Math initiative	500,000.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Opening Minds – The Campaign for BB&N	25,000.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (1)	15,000.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (2)	10,000.00

Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund (3)	500.00
Cape Elizabeth Land Trust 299 Ocean House Road Cape Elizabeth, ME 04107	Robinson Woods II project	5,000.00
Charles River Watershed Association 190 Park Rd. Weston, MA 02493	Massachusetts Streamflow Standards	15,000 00
The Chewonki Foundation 485 Chewonki Neck Road Wiscasset, ME 04578	Pathway to the Future Campaign	10,000 00
Commonweal f/b/o Collaborative on Health & Environment 415 Mesa Road – PO Box 316 Bollinas, CA 94924	Healthy Aging & the Environment Initiative	20,000 00
Concord Academy 166 Main Street Concord, MA 01742	Annual Fund	5,000 00
Conservation Law Foundation 62 Summer Street Boston, MA 02110	General Operating Support for Maine Advocacy Office	15,000 00
Conservation Law Foundation 62 Summer Street Boston, MA 02110	New England Clean Water Initiative	15,000.00
Environmental Advocates 353 Hamilton Street Albany, NY 12210	Regional Greenhouse Gas Initiative project	15,000.00
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115	General Operating Support	845.00
Environment Northeast 8 Summer Street, POB 583 Rockport, ME 04856	Advancing Sustainable Transmission & Renewable Power in the Northeast	25,000.00
First Parish in Cohasset 23 North Main Street Cohasset, MA 02025	General Operating Support	10,000.00
First Parish in Cohasset 23 North Main Street Cohasset, MA 02025	Church Repairs Fund	35,000.00

Forest Service Employees for Environmental Ethics POB 11615 Eugene, OR 97440	Reform the National Forest Management Act Planning Rules	15,000.00
Friends of Casco Bay 43 Slocum Drive South Portland, ME 04106	Regulating Nitrogen Pollution in Maine's Coastal Waters	10,000.00
Friends of Casco Bay 43 Slocum Drive South Portland, ME 04106	Boat Campaign	10,000.00
Gems of Hope USA 49 Margin Street Cohasset, MA 02025	General Fund	5,000 00
Grace Church 75 Main Street Hastings-on-Hudson, NY 10706	General Operating Support	10,000.00
Glastonbury Abbey-Benedictine Monks 16 Hull Street Hingham, MA 02043	General Operating Support	4,000.00
Harvard College – Harvard Medical School Center for Health and the Global Environment 401 Park Drive, Second Floor East Boston, MA 02215	"How our health depends on biodiversity" booklet	5,000.00
Harvard University Center for the Environment 24 Oxford Street – 3rd floor Cambridge, MA 02108	General Operating Support	20,000.00
Harvard University David Rockefeller Center for Latin American Affairs 1730 Cambridge Street Cambridge, MA 02138	General Operating Support (1)	5,000 00
Harvard University David Rockefeller Center for Latin American Affairs 1730 Cambridge Street Cambridge, MA 02138	General Operating Support (2)	10,000.00
Harvard University Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138-5762	Annual Fund (65 th Reunion Gift)	10,000 00
Harvard University Harvard Institute for Learning in Retirement 124 Mount Auburn Street Cambridge, MA 02138-5795	Friday Lecture Series	500 00

Hearth, Inc 1640 Washington Street Boston, MA 02118	General Operating Support	5,000.00
Himalayan Education Foundation 49 Pine Street Peterborough, NH 03458	General Operating Support	2,000.00
Hingham Historical Society PO Box 434 Hingham, MA 02043	General Operating Support	2,000.00
Hingham Land Conservation Trust P.O. Box 10 Hingham, MA 02043	General Operating Support	2,000.00
Historic New England 141 Cambridge Street Boston, MA 02114	Annual Appeal	300.00
Hunger Free Vermont 38 Eastwood Drive, Suite 100 South Burlington, VT 05403	Early Childhood Nutrition Outreach Project	10,000.00
Isabella Stewart Gardner Museum Two Palace Road Boston, MA 02115-9767	Annual Fund	200.00
Island Academy POB W1884 St. Johns, Antigua, West Indies	Scholarship Fund	10,000.00
IslandWood 4450 Blakely Avenue, NE Bainbridge Island, WA 98110-2257	Maintenance Program	10,000.00
The Lahey Clinic Foundation 41 Mall Road Burlington, MA 01805	Department of Orthopedics, and CarePages	20,000.00
Maine Audubon Society 20 Gilsland Farm Rd Falmouth, ME 04105	Wind Power Siting project	15,000.00
Maine Congress of Lake Associations PO Box 426 Belgrade, ME 04917	Public Policy project	5,000.00
Maine Conservation Voters Education Fund 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support	5,000.00

Maine Philanthropy Center P.O. Box 9301 - USM Glickman Family Library Portland, ME 04104-9301	General Operating Support	700.00
Maine Reads 503 Woodford Street Portland, ME 04104	Literacy Partners	1,500.00
Mainely Girls PO Box 793 Rockport, ME 04856	A Girl's Point of View Book Club	5,000.00
Massachusetts Alliance on Teen Pregnancy 105 Chauncey Street, 8th floor Boston, MA 02111	Working with Schools to Address Teen Pregnancy	15,000.00
Massachusetts Institute of Technology 238 Main Street, Suite 200 Cambridge, MA 02142-1012	Mechanical Engineering Department	60,000.00
Massachusetts Rivers Alliance 14 Beacon Street, Suite 706 Boston, MA 02108	Protecting Stream Flow in Massachusetts	10,000.00
McLean Hospital Center for Neuroregeneration Laboratory 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (1)	40,000.00
McLean Hospital Center for Neuroregeneration Laboratory 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (2)	30,000.00
McLean Hospital Center for Neuroregeneration Laboratory 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (3)	25,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund	133,000.00
Middlebury College Middlebury Solar Decathlon Harris Farmhouse Middlebury, VT 05753	Middlebury Solar Decathlon project	10,000.00
Milton Academy 170 Centre Street Milton, MA 02186	Annual Fund	400.00

The M.I.S.S. Incorporated of the Treasure Coast 3820 S.E. Dixie Hwy Stuart, FL 34997	General Operating Support	25,000.00
The Monadnock Conservancy POB 337 Keene, NH 03431	Easement Support	10,000.00
Museum of Fine Arts 465 Huntington Avenue Boston, MA 02115	General Operating Support	300.00
Natural Resources Council of Maine 3 Wade Street Augusta, ME 04330	Securing a Conservation Future for Maine's Northern Forest	15,000.00
Natural Resources Council of Maine 3 Wade Street Augusta, ME 04330	General Operating Support	5,000.00
Natural Resources Defense Council 40 West 20 th Street New York, NY 10011	Hingham Fund	100,000.00
Peer Health Exchange One Beacon Street, 31-325 Boston, MA 02108	Expansion of Boston Program	20,000.00
Physicians for Reproductive Choice and Health 55 West 39th Street, Suite 1001 New York, NY 10018	Adolescent Reproductive & Sexual Health Education Project	20,000.00
Queens Library Foundation 89-11 Merrick Boulevard Jamaica, NY 11432	Summer Reading Club for 2011 and 2012	40,000.00
Rachel's Network 1200 18 th Street NW, Suite 310 Washington DC 20036	General Operating Support	5,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012	General Operating Support	10,000.00
Reach Out and Read of Greater New York 30 East 33rd Street, 6th floor New York, NY 10016	General Operating Support	15,000.00
READ Alliance 80 Maiden Lane, 11th floor New York, NY 10038	School Year and Summer Reading Programs	10,000.00

Resurrection Parish 1057 Main Street Hingham, MA 02043-3960	General Operating Support	300.00
Robert Treat Paine Historic Trust 100 Robert Treat Paine Drive Waltham, MA 02452	General Operating Support	250.00
Rockefeller Philanthropy Advisors f/b/o Carbon Disclosure Project 6 West 48th Street, 10th floor New York, NY 10036	Low-Carbon Economy project	15,000.00
The Salvation Army 25 Shawmut Road Canton, MA 02021	General Operating Support	5,000.00
Scenic Hudson 9 Vasser Street Poughkeepsie, NY 12601-3091	Fighting GE in the battle to remove PCBs from the Hudson	20,000.00
Scenic Hudson 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	10,000.00
Smith College Alumnae Fund 33 Elm Street Northampton, MA 01063-0024	Annual Fund and the Ada Comstock Scholars Program	1,500.00
Social and Environmental Entrepreneurs f/b/o Environmental Paper Network 16 Eagle Street, Suite 200 Asheville, NC 28801	Federal Policies project	15,000.00
Society of Architectural Historians 1365 North Astor Street Chicago, IL 60610-2144	Annual Appeal	500.00
South Shore Hospital Charitable Foundation 55 Fogg Road South Weymouth, MA 02190-2455	General Campaign (1)	10,000.00
South Shore Hospital Charitable Foundation 55 Fogg Road South Weymouth, MA 02190-2455	General Campaign (2)	20,000.00
The Spartanburg County Foundation 424 E Kennedy Street Spartanburg, SC 29302	Ellis-Lehner Fund	50,000.00
St Mark's School 25 Marlboro Rd - PO Box 9105 Southborough, MA 01772	Annual Fund 2011	2,500.00

St. Paul's Parish 147 North Street Hingham, MA 02043	General Operating Support	7,000.00
Toxics Action Center 44 Winter Street, 4 th floor Boston, MA 02108	Massachusetts Zero Waste Campaign	15,000.00
The Trevor Project 8704 Santa Monica Blvd, Ste 200 West Hollywood, CA 90069	General Operating Support (1)	10,000.00
The Trevor Project 8704 Santa Monica Blvd, Ste 200 West Hollywood, CA 90069	General Operating Support (2)	5,000.00
Trustees of Columbia University f/b/o Columbia Law School 435 West 116th Street New York, NY 10027	Center for Climate Change Law	15,000.00
Trustees of Hampshire College Institutional Advancement, Hampshire College 893 West Street Amherst, MA 01002	Writing Program (1)	15,000.00
Trustees of Hampshire College Institutional Advancement, Hampshire College 893 West Street Amherst, MA 01002	Writing Program (2)	10,000.00
The Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	General Operating Support	500.00
Union of Concerned Scientists 2 Brattle Square Cambridge, MA 02238	Federal Climate Work: Engaging Economists	15,000.00
Vanderbilt University College of Arts & Sciences 2301 Vanderbilt Place - PMB 406014 Nashville, TN 37240-6014	Orchard Scholarship Fund (1)	50,000.00
Vanderbilt University College of Arts & Sciences 2301 Vanderbilt Place - PMB 406014 Nashville, TN 37240-6014	Orchard Scholarship Fund (2)	2,000.00
WBUR - Radio 90.9 FM 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund/ General Operating Support	1,000.00

The Well School 360 Middle Hancock Road Peterborough, NH 03458	General Operating Support	10,000.00
Wellspring Multi-Service Center 814 Nantasket Ave Hull, MA 02045	General Operating Support	5,000.00
Western Mountains Charitable Foundation dba Maine Huts & Trails 375 North Main Street Kingfield, ME 04947	Building Support	5,000 00
WGBH - Channel 2 125 Western Avenue Boston, MA 02134	General Operating Support	1,000 00
World Media Foundation f/b/o Living on Earth 20 Holland Street, Suite 408 Somerville, MA 02144-2749	General Operating Support	5,000 00
	Total 2011 Contributions:	\$ 1,881,590.00