Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: The Orton Family Foundation, Inc.

A Employer identification number: 03-0346513

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

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

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

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 9,306,413.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)	2,648,117.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	2,219.	2,219.	2,219.	
4 Dividends and interest from securities	213,226.	213,226.	213,226.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	129,644.	L-6a Stmt		
b Gross sales price for all assets on line 6a 6,972,244.				
7 Capital gain net income (from Part IV, line 2)		1,037,054.		
8 Net short-term capital gain			0.	
9 Income modifications			0.	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt	18,862.	0.	3,993.	
12 **Total.** Add lines 1 through 11	3,012,068.	1,252,499.	219,438.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	438,870.	27,650.	27,650.	341,521.
14 Other employee salaries and wages	673,612.	1,502.	1,502.	669,106.
15 Pension plans, employee benefits	199,067.	393.	393.	197,887.
16a Legal fees (attach schedule) L-16a Stmt	2,680.	0.	0.	2,680.
b Accounting fees (attach sch) L-16b Stmt	9,485.	4,269.	4,269.	1,422.
c Other prof fees (attach sch) L-16c Stmt	61,045.	61,045.	0.	0.
17 Interest				
18 Taxes (attach schedule)(see instrs) Payroll Taxes	67,262.	1,139.	1,139.	63,846.
19 Depreciation (attach sch) and depletion	26,060.	577.	577.	
20 Occupancy	65,151.	1,140.	1,140.	61,731.
21 Travel, conferences, and meetings	226,687.	1,901.	1,901.	212,014.
22 Printing and publications	5,683.	8.	8.	5,659.
23 Other expenses (attach schedule) See Line 23 Stmt	697,582.	3,580.	3,580.	563,742.
24 **Total operating and administrative expenses.** Add lines 13 through 23	2,473,184.	103,204.	42,159.	2,119,608.
25 Contributions, gifts, grants paid				
26 **Total expenses and disbursements.** Add lines 24 and 25	2,473,184.	103,204.	42,159.	2,119,608.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	538,884.			
b **Net investment income** (if negative, enter -0-)		1,149,295.		
c **Adjusted net income** (if negative, enter -0-)			177,279.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	0.	0.	0.
	2 Savings and temporary cash investments	96,444.	93,407.	93,407.
	3 Accounts receivable ► 0.			
	Less: allowance for doubtful accounts ► 0.	150.	0.	0.
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	20,812.	20,443.	20,443.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) L-10b Stmt	4,279,363.	5,097,094.	5,097,094.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	2,872,643.	3,009,709.	3,009,709.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	896,628.	1,035,585.	1,035,585.
	14 Land, buildings, and equipment basis ► 170,234.			
	Less accumulated depreciation (attach schedule) L-14 Stmt ► 120,059.	72,536.	50,175.	50,175.
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	8,238,576.	9,306,413.	9,306,413.
LIABILITIES	17 Accounts payable and accrued expenses	180,143.	277,439.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	180,143.	277,439.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► X			
	24 Unrestricted	8,058,433.	9,028,974.	
	25 Temporarily restricted	0.	0.	
	26 Permanently restricted	0.	0.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	8,058,433.	9,028,974.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	8,238,576.	9,306,413.	

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	8,058,433.
2	Enter amount from Part I, line 27a	2	538,884.
3	Other increases not included in line 2 (itemize) ► Unrealized Gains on Investments	3	431,657.
4	Add lines 1, 2, and 3	4	9,028,974.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,028,974.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly Traded Securities	P	Various	Various
b	Publicly Traded Securities	D	Various	Various
c	Adjust Donated Stock to Donor Basis	D	Various	Various
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,447,140.	0.	4,279,483.	167,657.
b	2,525,104.	0.	2,563,117.	-38,013.
c	907,410.	0.	0.	907,410.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a	0.	0.	0.	167,657.
b				-38,013.
c	0.	0.	0.	907,410.
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 1,037,054.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — **3**

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	2,157,758.	7,258,153.	0.297287
2010	2,500,565.	8,477,404.	0.294968
2009	2,324,805.	8,067,293.	0.288177
2008	1,787,668.	10,469,915.	0.170743
2007	1,605,453.	9,843,403.	0.163099

2	**Total** of line 1, column (d)	2	1.214274
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.242855
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,834,749.
5	Multiply line 4 by line 3	5	1,902,708.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,493.
7	Add lines 5 and 6	7	1,914,201.
8	Enter qualifying distributions from Part XII, line 4	8	2,119,608.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	1	11,493.
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	11,493.
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	11,493.
6 Credits/Payments		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 14,040.		
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	14,040.
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	2,547.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 2,547. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VT - Vermont			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► www.orton.org

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

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

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ 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)		2 b	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 ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? — [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? — [ ] Yes [X] No

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

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

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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — **6b** No: 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 [X] No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? — **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lyman Orton P.O. Box 111 Middlebury VT 05753	Chair 4.00	0.	0.	0.
Gary Severson P.O. Box 111 Middlebury VT 05753	Secretary/Treasurer 2.00	0.	0.	0.
Tom Daniels P.O. Box 111 Middlebury VT 05753	Trustee 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		267,000.	135,869.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Betsy Rosenbluth P.O. Box 111 Middlebury VT 05753	Dir. of Projects 40.00	140,331.	29,180.	0.
John Barstow P.O. Box 111 Middlebury VT 05753	Comm. Director 40.00	99,000.	29,548.	0.
Marjo Curgus P.O. Box 111 Middlebury VT 05753	Rocky Mts Assoc. Dir. 40.00	75,000.	15,761.	0.
Arianna McBride P.O. Box 111 Middlebury VT 05753	Sr. Proj. Assoc. 40.00	65,000.	26,226.	0.
Rebecca Stone P.O. Box 111 Middlebury VT 05753	Sr. Comm. Assoc. 40.00	65,000.	26,378.	0.

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Placeways, LLC 1722 14th Street Suite #150 Boulder CO 80302	Software Consulting	191,667.
Total number of others receiving over $50,000 for professional services ►		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 See attached description of "Project Activities"	1,333,259.
2 See attached description of "Communication Activities"	786,350.
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	7,849,002.
b	Average of monthly cash balances	1b	105,058.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	7,954,060.
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	7,954,060.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	119,311.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,834,749.
6	**Minimum investment return.** Enter 5% of line 5	6	391,737.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a:		
b	Income tax for 2012. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc — total from Part I, column (d), line 26	1a	2,119,608.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,119,608.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	11,493.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,108,115.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

NOT APPLICABLE - P.O.F. FOR ALL YEARS

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 2,119,608.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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	177,279.	155,127.	186,702.	176,553.	695,661.
b 85% of line 2a	150,687.	131,858.	158,697.	150,070.	591,312.
c Qualifying distributions from Part XII, line 4 for each year listed	2,119,608.	2,171,795.	2,507,921.	2,328,778.	9,128,102.
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,119,608.	2,171,795.	2,507,921.	2,328,778.	9,128,102.
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	261,158.	241,939.	282,580.	268,910.	1,054,587.
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))

Lyman Orton

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,219.	
4 Dividends and interest from securities			14	213,226.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	129,644.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Royalty Income					735.
b Other Program Service Revenue					3,258.
c Change in Excise Tax/Int Accrual			1	14,869.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				359,958.	3,993.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	363,951.

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

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

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

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

2 a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] 5/13/13 ▶ Executive Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Wallace W. Tapia, CPA	Wallace W. Tapia, CPA	May 9, 2013		P00070404

Firm's name ▶ Wallace W Tapia PC — Firm's EIN ▶ 03-0323274

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

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2012

Name of the organization	Employer identification number
The Orton Family Foundation, Inc.	03-0346513

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: The Orton Family Foundation, Inc.

Employer identification number: 03-0346513

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lyman K. Orton P.O. Box 775782 Steamboat Springs CO 80477	$ 2,563,117.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	The John S. & James L. Knight Foundation 200 South Biscayne Boulevard #3300 Miami FL 33131	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	The Vermont Community Foundation 3 Court Street Middlebury VT 05753	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Montana Community Foundation One North Last Chance Gulch #1 Helena MT 59601	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	LP Brown Foundation 505 Mountain View Road Boulder CO 80302	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Gates Family Foundation 3575 Cherry Creek North Drive #100 Denver CO 80209-3600	$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: The Orton Family Foundation, Inc.

Employer identification number: 03-0346513

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,840sh Spirit Airline	$ 99,849.	05/31/12
1	2,730sh Valmont 6,580sh Continental Resources	$ 817,477.	08/13/12
1	1,950sh Phillips 66 7,200sh Crown Castle	$ 580,935.	11/08/12
1	1,946sh Apple Inc.	$ 1,064,856.	12/07/12
		$	
		$	

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
The Orton Family Foundation, Inc.	03-0346513

Asset Information:

Description of Property: Publicly Traded Securities (Purchased)
Date Acquired: Various — How Acquired: Purchased
Date Sold: Various — Name of Buyer: Unrelated Third Parties
Sales Price: 4,447,140. — Cost or other basis (do not reduce by depreciation): 4,279,483.
Sales Expense: — Valuation Method: Cost
Total Gain (Loss): 167,657. — Accumulation Depreciation:

Description of Property: Publicly Traded Securities (Donated)
Date Acquired: Various — How Acquired: Donated
Date Sold: Various — Name of Buyer: Unrelated Third Party
Sales Price: 2,525,104. — Cost or other basis (do not reduce by depreciation): 2,563,117.
Sales Expense: — Valuation Method: Fair Market Value
Total Gain (Loss): -38,013. — Accumulation Depreciation:

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

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

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

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

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

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

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

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Royalty Income	735.	0.	735.
Miscellaneous Program Service Re	3,258.	0.	3,258.
Change in Excise Tax/Int Accrual	14,869.	0.	0.
Total	18,862.	0.	3,993.

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

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising & promotion	12,071.	3.	3.	12,061.
Bank, credit & payroll fees	2,496.	55.	55.	2,330.
Consultants & subcontractors	544,387.	1,939.	1,939.	538,570.
Dues & subscriptions	16,112.	224.	224.	15,439.
Equipment costs	11,453.	75.	75.	11,229.
Insurance	9,185.	203.	203.	8,575.
Postage	6,276.	81.	81.	6,034.
Professional development	35,038.	775.	775.	32,712.
Supplies	25,828.	90.	90.	25,559.
Telephone & internet	34,736.	135.	135.	34,332.
Plus Accrual to Cash Change:	0.	0.	0.	-123,099.
Total	697,582.	3,580.	3,580.	563,742.

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person [X] Business [ ] Jared Duval P.O. Box 111 Middlebury VT 05753	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Susan Kirkpatrick P.O. Box 111 Middlebury VT 05753	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Dr. Carolyn Lukensmeyer P.O. Box 111 Middlebury VT 05753	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Ed McMahon P.O. Box 111 Middlebury VT 05753	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Anthony Wood P.O. Box 111 Middlebury VT 05753	Trustee 2.50	0.	0.	0.

Form 990-PF, Page 6, Part VIII, Line 1 Continued

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation **(If not paid, enter -0-)**	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person [X] Business [ ] William Roper P.O. Box 111 Middlebury VT 05753	President & CEO 40.00	197,000.	105,213.	0.
Person [X] Business [ ] Carol Bertrand P.O. Box 111 Middlebury VT 05753	Dir. of Finance & 40.00	70,000.	30,656.	0.
Total		267,000.	135,869.	0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merchants Counsel LLC	Legal Services	2,500.	0.	0.	2,500.
English, Caroll & Boe	Legal Services	180.	0.	0.	180.
Total		2,680.	0.	0.	2,680.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wallace W Tapia, P.	Accounting Services	9,485.	4,269.	4,269.	1,422.
Total		9,485.	4,269.	4,269.	1,422.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wilimington Trust	Investment Mangement S	56,745.	56,745.	0.	0.
Victory Capital Mana	Investment Management	4,300.	4,300.	0.	0.

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

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		61,045.	61,045.	0.	0.

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

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
See Attachment	5,097,094.	5,097,094.
Total	5,097,094.	5,097,094.

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

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
24,898 MFS Emerging Markets Debt Fund - I	406,577.	406,577.
42,591 Ridgeworth SEIX Floating Rate High Income Fund I	382,463.	382,463.
156,892 Vanguard Short-Term Investment Grand Admiral Class	1,699,141.	1,699,141.
46,497 Wells Fargo Adv Short Term High Yield Bond Fund	385,458.	385,458.
98,000 Verizon Communications 8.75% 11/1/18	136,070.	136,070.
Total	3,009,709.	3,009,709.

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

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Cash & Money Funds (in investment portfolio)	1,035,585.	1,035,585.
Total	1,035,585.	1,035,585.

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

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Property, plant & equipment	170,234.	120,059.	50,175.

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

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Total	170,234.	120,059.	50,175.

The Orton Family Foundation, Inc
#03-0346513
Attachment to 2012 Form 990-PF

Common Stock & Equity Mutual Funds / Part II Line 10 b	Shares	Market Value
Affiliated Managers Group	258 0	$33,579
Alexion Pharmaceuticals	486 0	45,558
Allergan	356 0	32,656
Altria Group Inc Common	1,226 0	38,545
Amazon Com Inc	197 0	49,421
American Campus Communities	1,137 0	52,450
Apple Inc	149 0	79,294
Biogen Idec Inc	235 0	34,397
Bristol-Myers Squibb Co	1,506.0	49,081
Cameron International Corp	703 0	39,691
Caterpillar	334 0	29,929
CenturyTel Inc	1,942.0	75,971
Cerner Corp	423 0	32,787
Chevron Corp Common	779 0	84,241
Chipotle Mexican Grill	86 0	25,582
Citrix Systems Inc	657 0	43,112
Clorox Company	305 0	22,332
Cognizant Tech Solutions	558.0	41,226
Conoco Phillips	384.0	22,268
Darden Restaurants	426 0	19,200
Dominion Resources Inc	409 0	21,186
EI Dupont De Nemours & Co	1,375 0	61,845
Ebay Inc	965 0	49,213
EMC Corp MA	1,344 0	34,003
Enbridge, Inc	1,816.0	78,669
Express Scripts Inc	492.0	26,568
Fastenal Co	669 0	31,209
Gallagher Arthur J & Co Common	1,373 0	47,574
General Electric Co	3,187 0	66,895
Glacier Bancorp Inc	2,161 0	31,788
H&R Block	1,339 0	24,865
Harbor Fund International	11,272 8	700,266
Heinz HJ Company Common	740 0	42,683
Intel Corp Common	1,347 0	27,775
JB Hunt Transport Svcs	374.0	22,332
Johnson & Johnson Co	891.0	62,459
JPMorgan Chase & Co	1,552 0	68,240
Kraft Foods Inc	1,096 0	49,835
Leggett & Platt	931 0	25,342
Lilly Eli & Company Common	1,635 0	80,638
Linkedin Corporation	152.0	17,453
Lululemon Athletica Inc	324 0	24,699
Mattel Common	1,460 0	53,465
Maxim Integrated	783.0	23,020
MDC Holdings	824 0	30,290
Merck & Co Common	1,721 0	70,458
Microchip Technology Inc	906 0	29,527
Monsanto Company	526 0	49,786
New York Community Bankcorp Inc	3,993 0	52,308
Nextera Energy Inc	343.0	23,732
Old Republic International	4,189 0	44,613
Onebeacon Insurance Group	2,370 0	32,943
Packaging Corp of America	666 0	25,621
Paychex Common	1,345 0	41,830
Peoples United Financial	3,915 0	47,332
Perrigo Co	269 0	27,984
Philip Morris International Inc	653.0	54,617
Pricelinecom Inc New Common	54.0	33,501
Qualcomm	679 0	42,003
Royal Dutch Shell	468 0	32,269
RPM International	2,592 0	76,101

The Orton Family Foundation, Inc
#03-0346513
Attachment to 2012 Form 990-PF

Common Stock & Equity Mutual Funds / Part II Line 10 b	Shares	Market Value
Schlumberger Limited	543 0	37,629
Sonoco Products Company Common	806.0	23,962
Southern Company Common	921.0	39,428
Southern Copper Corp	1,024 0	38,769
SPDR	4,000 0	569,640
Spectra Energy Corp	1,962 0	53,720
Starbucks	717 0	38,453
Starwood Property Trust	1,427 0	32,764
Sysco Corp Common	838 0	26,531
Teradata Corp	469 0	29,026
Tractor Supply Co	330 0	29,159
Unilever PLC Sponsored	1,800.0	69,696
Union Pacific	322 0	40,482
United Parcel Service	395 0	29,123
Verizon	1,093 0	47,294
Vertex Pharmaceuticals	417 0	17,472
VISA Inc Class A Shares	328 0	49,718
Waste Management Inc	1,020 0	34,415
Westar Energy Inc Common	733 0	20,978
Wisdomtree Emerging Markets	11,026 0	630,577
		$5,097,094

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Part IX-A / Summary of Direct Charitable Activities

Project Activities:

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

Communication Activities:

The Foundation works with its demonstration projects to communicate more clearly with its residents. At a higher level, the Foundation seeks to influence the field of land use planning. To this end, it uses its website and social media to broadcast lessons and successes. In 2012, the Foundation held targeted "convenings" on discrete topics and evaluates its work for purpose of learning, disseminating case studies, providing training and producing publications.