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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.

2012

Open to public inspection

For calendar year 2012 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)

Room/suite

100 LEDGEWOOD PLACE, SUITE 103

B Telephone number

207-799-0686

City or town, state, and ZIP code

ROCKLAND, MA 02370

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 changeD 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 foundationE 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

J Accounting method: ☒ Cash ☐ Accrual

(from Part II, col. (c), line 16)

☐ Other (specify) _____

\$ 11,076,795. (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))(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	41,000.		N/A	
	2 Check <input 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	213,414.	213,414.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	292,851.			
	b Gross sales price for all assets on line 6a	292,873.			
	7 Capital gain net income (from Part IV, line 2)		292,851.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-46,771.	-46,771.		STATEMENT 2	
12 Total. Add lines 1 through 11	500,494.	459,494.			
Operating and Administrative Expenses	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	4,850.	4,850.		0.
	c Other professional fees	88,404.	88,404.		0.
	17 Interest	577.	577.		0.
	18 Taxes	5,872.	5,872.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	8,623.	2,847.		5,776.
	24 Total operating and administrative expenses. Add lines 13 through 23	168,326.	122,548.		45,778.
	25 Contributions, gifts, grants paid	971,010.			971,010.
26 Total expenses and disbursements. Add lines 24 and 25	1,139,336.	122,548.		1,016,788.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-638,842.				
b Net investment income (if negative, enter -0-)		336,946.			
c Adjusted net income (if negative, enter -0-)			N/A		

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THE ORCHARD FOUNDATION
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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	15,423.	4,789.	4,789.	
	2 Savings and temporary cash investments	81,263.	128,679.	128,679.	
	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	6,586,581.	6,460,695.	7,396,154.	
	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)	4,877,298.	4,327,560.	3,547,173.	
	16 Total assets (to be completed by all filers)	11,560,565.	10,921,723.	11,076,795.	
	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	11,560,565.	10,921,723.	
30 Total net assets or fund balances	11,560,565.	10,921,723.			
31 Total liabilities and net assets/fund balances	11,560,565.	10,921,723.			

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	11,560,565.
2 Enter amount from Part I, line 27a	2	-638,842.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,921,723.
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	10,921,723.

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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.)
a SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	12/31/12
b ISHARES S&P GSCI COMMODITY-INDEXED TRUST	P	VARIOUS	12/31/12
c WILMINGTON TRUST	P	VARIOUS	12/31/12
d WILMINGTON TRUST	P	VARIOUS	12/31/12
e CAPITAL GAIN DIVIDENDS	P		

(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 36,606.			36,606.
b		22.	-22.
c 136,059.			136,059.
d 101,879.			101,879.
e 18,329.			18,329.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			36,606.
b			-22.
c			136,059.
d			101,879.
e			18,329.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	292,851.
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 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 (col. (b) divided by col. (c))
2011	1,924,466.	13,230,303.	.145459
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

2 Total of line 1, column (d)	2	.509338
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	.101868
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,917,210.
5 Multiply line 4 by line 3	5	1,213,982.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,369.
7 Add lines 5 and 6	7	1,217,351.
8 Enter qualifying distributions from Part XII, line 4	8	1,016,788.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,739.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	6,739.
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	6,739.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	13,742.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,742.	
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	7,003.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 7,003. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 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 2012 or the taxable year beginning in 2012 (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 ► <u>HTTP://WWW.ORCHARDFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>BRIGITTE LEHNER KINGSBURY, EXEC DIR</u> Telephone no. ► <u>207-799-0686</u> Located at ► <u>C/O LEIGH FIBERS, 100 LEDGEWOOD PL, ROCKLAND, MA</u> ZIP+4 ► <u>02370</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? 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 2012?		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 ►	<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 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.)	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 2012?		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	TRUSTEE			
C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE				
ROCKLAND, MA 02370	0.00	0.	0.	0.
BRIGITTE L. KINGSBURY	TR & EXEC DIR			
C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE				
ROCKLAND, MA 02370	20.00	60,000.	0.	0.
HEIDI LEHNER	TRUSTEE			
C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE				
ROCKLAND, MA 02370	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."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,853,820.
b	Average of monthly cash balances	1b	244,870.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,098,690.
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	12,098,690.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	181,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,917,210.
6	Minimum investment return. Enter 5% of line 5	6	595,861.

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	595,861.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,739.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,739.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	589,122.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	589,122.
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	589,122.

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	1,016,788.
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	1,016,788.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,016,788.

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.

Form **990-PF** (2012)

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

Form 990-PF (2012)

04-6660214 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				589,122.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	400,592.			
b From 2008	545,734.			
c From 2009	719,960.			
d From 2010	806,194.			
e From 2011	1,267,913.			
f Total of lines 3a through e	3,740,393.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,016,788.				
a Applied to 2011, 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 2012 distributable amount				589,122.
e Remaining amount distributed out of corpus	427,666.			
5 Excess distributions carryover applied to 2012 (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	4,168,059.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	400,592.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,767,467.			
10 Analysis of line 9:				
a Excess from 2008	545,734.			
b Excess from 2009	719,960.			
c Excess from 2010	806,194.			
d Excess from 2011	1,267,913.			
e Excess from 2012	427,666.			

N/A

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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(i)(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.)
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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 or e-mail 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
C/O LEIGH FIBERS INC.

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	971,010.
Total			▶ 3a	971,010.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
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						
4 Dividends and interest from securities				14	213,414.	
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				14	-46,771.	
8 Gain or (loss) from sales of assets other than inventory				18	292,851.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		459,494.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 459,494.	

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

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

[illegible]

Part XVII


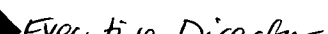

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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					May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		7/26/13 Date		 Executive Director Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAURIE BENCAL				7/24/13		P00354967
	Firm's name ▶ CBIZ TOFIAS					Firm's EIN ▶ 26-3753134	
	Firm's address ▶ 500 BOYLSTON STREET BOSTON, MA 02116					Phone no. 617-761-0600	

Form **990-PF** (2012)

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

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

Employer identification number

04-6660214

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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

Employer identification number

04-6660214

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HEIDI LEHNER 21 BEAVER PLACE BOSTON, MA 02108	\$ 41,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

Employer identification number

04-6660214

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

04-6660214

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ORCHARD FOUNDATION **GRANTS LIST 2012**

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
Androscoggin River Alliance PO Box 177 Lewiston, ME 04240	Holding Maine State Regulators Accountable	12,000.00
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 Preservation Alliance 45 School Street – Old City Hall Boston, MA 02108	Annual Appeal	400.00
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	500.00
Cape Elizabeth Land Trust 299 Ocean House Road Cape Elizabeth, ME 04107	Robinson Woods II project	5,000.00
Center for Reproduction Rights 120 Wall Street, 14 th floor New York, NY 10005	U.S. Program for Reproductive Rights	25,000.00
Charles River Watershed Association 190 Park Rd Weston, MA 02493	Massachusetts Streamflow Standards	10,000.00
The Chewonki Foundation 485 Chewonki Neck Road Wiscasset, ME 04578	Pathway to the Future Campaign	10,000.00

Clean Water Fund 262 Washington Street, Suite 601 Boston, MA 02108	Waste Policies for Reducing Climate Emissions	25,000.00
Concord Academy 166 Main Street Concord, MA 01742	Annual Fund	3,000 00
Conservation Law Foundation 62 Summer Street Boston, MA 02110	General Operating Support for Maine Advocacy Office	10,000.00
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	915 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	General Operating Support	5,000 00
Friends of Casco Bay 43 Slocum Drive South Portland, ME 04106	Boat Campaign	10,000.00
Glastonbury Abbey-Benedictine Monks 16 Hull Street Hingham, MA 02043	General Operating Support	3,000 00
Grace Church 75 Main Street Hastings-on-Hudson, NY 10706	General Operating Support	10,000.00
Harvard University Center for the Environment 24 Oxford Street – 3rd floor Cambridge, MA 02108	General Operating Support	25,000.00
Harvard University David Rockefeller Center for Latin American Affairs 1730 Cambridge Street Cambridge, MA 02138	General Operating Support	10,000.00

Harvard University Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138-5762	General Operating Support	2,500 00
Harvard University Harvard Institute for Learning in Retirement 124 Mount Auburn Street Cambridge, MA 02138-5795	Friday Lecture Series	1,000 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	1,500 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
Ipswich River Watershed Association PO Box 576 Ipswich, MA 01938	Advocacy to Use of Rivers Safely and Sustainably	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	5,000 00
The Lahey Clinic Foundation 41 Mall Road Burlington, MA 01805	Orthopaedic Department & Cardiothoracic Residency Training Program	20,000.00
Legal Momentum 395 Hudson Street, 5 th floor New York, NY 10014	National Campaign to Protect & Improve the Safety Net for Low- income Families	25,000 00

Maine Conservation Alliance 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support (1)	6,000.00
Maine Conservation Alliance 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support (2)	4,000.00
Maine Philanthropy Center P.O. Box 9301 - USM Glickman Family Library Portland, ME 04104-9301	General Operating Support	700.00
Manomet Center for Conservation Sciences 14 Maine Street, Suite 410 Brunswick, ME 04011	Managing for a Healthy Forest in a Changing Climate	25,000.00
Massachusetts Institute of Technology 238 Main Street, Suite 200 Cambridge, MA 02142-1012	Mechanical Engineering Department	60,000.00
The McDowell Colony 163 East 81 st Street New York, NY 10028	General Operating Support	2,000.00
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)	25,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (1)	5,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (2)	25,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (3)	25,000.00
Middlebury College Middlebury Solar Decathlon Harris Farmhouse Middlebury, VT 05753	Middlebury Solar Decathlon project	5,000.00

Middle Tyger Community Center 84 Groce Road Lyman, SC 29365	General Operating Support	4,000.00
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	10,000.00
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
National Wildlife Federation Northeast 149 State Street, Suite 1 Montpelier, VT 05602	Northeast Campaign for Atlantic Offshore Wind	20,000.00
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
Old Road Fund PO Box 494 Saint John's, Antigua West Indies	Financial Aid Scholarship	6,000.00
Planned Parenthood Hudson Peconic 4 Skyline Drive Hawthorne, NY 10532	Strategies for Combating Attacks on PP's Sexuality Education Programs	20,000.00
Planned Parenthood League of Massachusetts 1055 Commonwealth Avenue Boston, MA 02215	Get Real. Comprehensive Sex Education That Works	15,000.00
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

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	100.00
The Salvation Army 25 Shawmut Road Canton, MA 02021	General Operating Support	5,000.00
Scenic Hudson 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	10,000.00
Scituate Animal Shelter 780 Chief Justice Cushing Highway Scituate, MA 02066	General Operating Support	5,000.00
Smith College Alumnae Fund 33 Elm Street Northampton, MA 01063-0024	Annual Fund and the Ada Comstock Scholars Program	1,500.00
Society of Architectural Historians 1365 North Astor Street Chicago, IL 60610-2144	Annual Appeal	500.00
Society for the Protection of New Hampshire Forests 54 Portsmouth Street Concord, NH 03301	The Reasonable Use Project: Northern Pass	20,000.00
Society for the Protection of New Hampshire Forests 54 Portsmouth Street Concord, NH 03301	Northern Pass Project	5,000.00
South Shore Hospital Charitable Foundation 55 Fogg Road South Weymouth, MA 02190-2455	Campaign for Healing, Caring and Comforting	20,000.00
St. Paul's Parish 147 North Street Hingham, MA 02043	General Operating Support	6,000.00
Toxics Action Center 44 Winter Street, 4 th floor Boston, MA 02108	Massachusetts Zero Waste Campaign	15,000.00
Trustees of Hampshire College Institutional Advancement, Hampshire College 893 West Street Amherst, MA 01002	Writing Program	10,000.00

The Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	General Operating Support	1,000.00
University of Florida Proton Radiation Therapy Institute 2015 N. Jefferson Street Jacksonville, FL 32206	Brotherhood of the Balloon for the Children Fund	10,000 00
Vermont Law School Environmental & Natural Resources Law Clinic PO Box 96 South Royalton, VT 05068	Connecticut River Stormwater Enforcement	10,000.00
Vermont Natural Resources Council 9 Bailey Avenue Montpelier, VT 05602	Bringing Sound River Science to the People	15,000.00
Waterkeeper Alliance 17 Battery Place, Suite 1329 New York, NY 10004	General Operating Support	50,000 00
WBUR - Radio 90.9 FM 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund/ General Operating Support	1,250 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	1,250 00
Zamorano 1701 Pennsylvania Ave., NW, Suite 300 Washington DC 20006	Renewable Energy Center (1)	10,000.00
Zamorano 1701 Pennsylvania Ave , NW, Suite 300 Washington DC 20006	Renewable Energy Center (2)	10,000.00
	Total 2012 Contributions:	\$ 971,010.00

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.

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Printed Application Guidelines (current for grant year 2012) are also available.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GENEVA DIVIDEND	4,098.	0.	4,098.
ISHARES S&P GSCI			
COMMODITY-INDEXED TRUST	166.	0.	166.
SANDERSON INT'L VALUE TABACCO			
FREE FUND	37,108.	0.	37,108.
WILMINGTON REALTY I, LLC	5,774.	0.	5,774.
WILMINGTON TRUST - DIVIDENDS	166,208.	0.	166,208.
WILMINGTON TRUST - INTEREST	60.	0.	60.
TOTAL TO FM 990-PF, PART I, LN 4	213,414.	0.	213,414.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SANDERSON INT'L VALUE TOBACCO FREE			
FUND	-3,630.	-3,630.	
WILMINGTON REALTY I LLC	-43,141.	-43,141.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-46,771.	-46,771.	

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	4,850.	4,850.			0.
TO FORM 990-PF, PG 1, LN 16B	4,850.	4,850.			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	76,408.	76,408.			0.
TRUSTEE FEES	11,996.	11,996.			0.
TO FORM 990-PF, PG 1, LN 16C	88,404.	88,404.			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	5,872.	5,872.			0.
TO FORM 990-PF, PG 1, LN 18	5,872.	5,872.			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	3,187.	1,052.			2,135.
TELEPHONE/INTERNET	1,372.	453.			919.
STATE FILING FEES	70.	23.			47.
CONFERENCES & MEETINGS	1,409.	465.			944.
BANK FEES	130.	43.			87.
POSTAGE	150.	50.			100.
INSURANCE	2,266.	748.			1,518.
DUES AND PUBLICATIONS	39.	13.			26.
TO FORM 990-PF, PG 1, LN 23	8,623.	2,847.			5,776.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	6,129,817.	6,820,956.	
CORPORATE STOCK	330,878.	575,198.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,460,695.	7,396,154.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WILMINGTON REALTY I LLC	505,063.	464,268.	139,258.
SANDERSON INT'L TOBACCO FREE FUND	951,193.	957,903.	126,358.
WEATHERLOW OFFSHORE FUND I LTD	2,021,600.	1,663,167.	1,809,694.
ARCHSTONE OFFSHORE FUND LTD	1,400,000.	1,200,000.	1,229,470.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	-558.	42,222.	242,393.
TO FORM 990-PF, PART II, LINE 15	4,877,298.	4,327,560.	3,547,173.

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

CARL P. LEHNER
BRIGITTE L. KINGSBURY
HEIDI LEHNER

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE ORCHARD FOUNDATION C/O LEIGH FIBERS INC.	Employer identification number (EIN) or 04-6660214
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 LEDGEWOOD PLACE, SUITE 103	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ROCKLAND, MA 02370	

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

0 4

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

BRIGITTE LEHNER KINGSBURY, EXEC DIRECTOR

- The books are in the care of ► **C/O LEIGH FIBERS, 100 LEDGEWOOD PL - ROCKLAND, MA 02370**
Telephone No. ► **207-799-0686** FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 7,908.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 13,742.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

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

Form **8868** (Rev. 1-2013)