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 ,

The Orchard House Foundation
-A Nevada Non Profit Corporation
4795 Caughlin Parkway #100
Reno, NV 89519

A Employer identification number 88-0450156

B Telephone number (see the instructions) 775-333-0300

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 6,368,251.

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

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)	852,148.			
2 Ck ► ☐ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	50,273.	50,273.	50,273.	
4 Dividends and interest from securities	111,211.	111,211.	111,211.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	92,549.			
b Gross sales price for all assets on line 6a 1,117,814.				
7 Capital gain net income (from Part IV, line 2)		92,549.		
8 Net short-term capital gain			29,617.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	1,106,181.	254,033.	191,101.	
OPERATING AND ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees etc	54,012.	13,503.	13,503.	40,509.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	3,250.	1,625.	1,625.	1,625.
c Other prof fees (attach sch) See St 2	42,260.	38,805.	38,805.	3,455.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	5,846.	3,409.	3,409.	
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	16,982.	16,982.	16,982.	
24 **Total operating and administrative expenses.** Add lines 13 through 23	122,350.	74,324.	74,324.	45,589.
25 Contributions, gifts, grants paid Part XV	385,000.			385,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	507,350.	74,324.	74,324.	430,589.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	598,831.			
b **Net investment income** (if negative, enter -0-)		179,709.		
c **Adjusted net income** (if negative, enter -0-)			116,777.	

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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	(c) Fair Market Value
1	Cash – non-interest-bearing	5,911.	14,192.	14,192.
2	Savings and temporary cash investments	161,116.	222,475.	222,475.
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 (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			
10a	Investments – U S and state government obligations (attach schedule)	404,616.	437,401.	509,858.
b	Investments – corporate stock (attach schedule)	3,466,590.	3,898,055.	4,626,872.
c	Investments – corporate bonds (attach schedule)	600,263.	613,611.	640,451.
11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)	300,630.	352,223.	354,403.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,939,126.	5,537,957.	6,368,251.
17	Accounts payable and accrued expenses			
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)	0.	0.	
	Foundations that follow SFAS 117, check here ► [ ] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,128,301.	2,128,301.	
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,810,825.	3,409,656.	
30	**Total net assets or fund balances** (see instructions)	4,939,126.	5,537,957.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,939,126.	5,537,957.	

(Side labels: ASSETS — lines 1–16; LIABILITIES — lines 17–23; NET ASSETS OR FUND BALANCES — lines 24–31)

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	4,939,126.
2	Enter amount from Part I, line 27a	2	598,831.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,537,957.
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	5,537,957.

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)
1 a	See Attached Schedules	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,117,814.		1,025,265.	92,549.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than 0-) or Losses (from column (h))
	(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	
a				92,549.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	92,549.
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	29,617.

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	353,671.	4,951,280.	0.071430
2010	411,921.	4,373,509.	0.094185
2009	228,030.	3,170,486.	0.071923
2008	195,719.	2,656,138.	0.073686
2007	156,612.	1,889,235.	0.082897

2	**Total** of line 1, column (d)	2	0.394121
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	0.078824
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,641,132.
5	Multiply line 4 by line 3	5	444,657.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,797.
7	Add lines 5 and 6	7	446,454.
8	Enter qualifying distributions from Part XII, line 4	8	430,589.

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		1	3,594.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,594.
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	3,594.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 2,000.		
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	2,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	26.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	1,620.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
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) ► N/A			
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 ► N/A

14 The books are in care of ► Peckler, Kolling, et al., LLP Telephone no ► 415-394-6600

Located at ► 450 Sutter St., #920 San Francisco CA ZIP + 4 ► 94108

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

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	N/A	
	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?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see 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 ☒ No

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

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 (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
Carson A. Miller c/o 4795 Caughlin Parkway #100 Reno, NV 89519	Pres./Truste 15.00	54,012.	0.	0.
Annika Christensen c/o 4795 Caughlin Parkway #100 Reno, NV 89519	Trustee 15.00	0.	0.	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
None				

Total number of other employees paid over $50,000 ► 0

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
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 (see instructions)

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.

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	5,242,199.
b	Average of monthly cash balances	1b	178,871.
c	Fair market value of all other assets (see instructions)	1c	305,968.
d	**Total** (add lines 1a, b, and c)	1d	5,727,038.
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	5,727,038.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	85,906.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,641,132.
6	**Minimum investment return.** Enter 5% of line 5	6	282,057.

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	282,057.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 3,594.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	3,594.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	278,463.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	278,463.
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	278,463.

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	430,589.
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	
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	430,589.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	430,589.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				278,463.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010 238,219.				
e From 2011 353,671.				
f **Total** of lines 3a through e	591,890.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 430,589.				
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)	430,589.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	278,463.			278,463.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	744,016.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	744,016.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 313,427.				
e Excess from 2012 430,589.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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*				
See Statement 5				
Total			► **3a**	385,000.
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	50,273.	
4 Dividends and interest from securities			14	111,211.	
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					92,549.
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)				161,484.	92,549.
13 Total. Add line 12, columns (b), (d), and (e)				13	254,033.

(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)
N/A	

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	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
N/A			

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
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

Signature of officer or trustee: [signature] Date: 6/1/13 Title: Pres./Trustee

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
Mark E Kolling	Mark E Kolling	MAY 23 2013		P00022126

Firm's name ► Peckler, Kolling, Tompkins, & Woodul, LLP Firm's EIN ► 94-3088782

Firm's address ► 450 Sutter Street Suite 920 San Francisco, CA 94108-3911 Phone no (415) 394-6600

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 House Foundation -A Nevada Non Profit Corporation

Employer identification number 88-0450156

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 Orchard House Foundation

Employer identification number: 88-0450156

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	Maya P. Miller CLAT I 265 Scripps Court Palo Alto, CA 94306-4540	$ 426,074.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Maya P. Miller CLAT II 265 Scripps Court Palo Alto, CA 94306-4540	$ 426,074.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: The Orchard House Foundation

Employer identification number: 88-0450156

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
	N/A	$	
		$	
		$	
		$	
		$	
		$	

TEEA0703L 11/30/12

Name of organization: The Orchard House Foundation

Employer identification number: 88-0450156

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 total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A
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
	N/A		

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

(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

(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

Orchard House Foundation
Part IV-Gains and Losses for Tax on Investment Income
December 31, 2012

	Schedule	Proceeds	Cost	Gain/(Loss)	Short-Term Gain/(Loss)
Partnerships					
Boston Common Small Cap Social Fund, LLC	K-1	18,019 00	0 00	18,019 00	2,295 00
Brokers					
Boston Common Asset Management	R-1	945,658 12	843,600 09	102,058 03	28,441 52
Boston Common Asset Management - International	R-2	154,137 22	181,665 02	(27,527 80)	(1,119 62)
Total		1,117,814 34	1,025,265 11	92,549 23	29,616 90

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation

6821-7266

U.S. Large-Cap Core Balanced

From 01-01-12 Through 12-31-12

								Gain Or Loss	
Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
10-14-10	01-03-12	90 0000	atr	APTARGROUP INC COM	4,230 63		4,742 15		511 52
12-27-07	01-03-12	210 0000	bcr	BARD C R INC COM	19,839 25		18,149 13		-1,690 12
12-19-08	01-03-12	60 0000	bcr	BARD C R INC COM	4,809 97		5,185 46		375 49
04-30-09	01-03-12	15 0000	bcr	BARD C R INC COM	1,084 15		1,296 37		212 22
10-22-09	01-03-12	45 0000	bcr	BARD C R INC COM	3,421 26		3,889 10		467 84
10-17-11	01-03-12	35 0000	bcr	BARD C R INC COM	2,962 25		3,024 85	62 60	
12-27-07	01-03-12	55 0000	gww	GRAINGER W W INC COM	4,929 42		10,396 96		5,467.54
12-27-07	01-03-12	115.0000	px	PRAXAIR INC COM	10,437 20		12,492 98		2,055 78
12-04-08	01-19-12	20.0000	ibm	INTERNATIONAL BUSINESS MACHS COM	1,599 53		3,637.54		2,038 01
12-19-08	01-19-12	55 0000	ibm	INTERNATIONAL BUSINESS MACHS COM	4,620 43		10,003 25		5,382 82
01-11-10	01-20-12	190 0000	jci	JOHNSON CTLS INC COM	5,464 22		5,983 80		519 58
05-07-10	01-20-12	345 0000	jci	JOHNSON CTLS INC COM	10,157 83		10,865 32		707 49
12-04-09	02-22-12	835 0000	abb	ABB LTD SPONSORED ADR	15,687 10		17,304 19		1,617 09
01-11-10	02-22-12	515 0000	abb	ABB LTD SPONSORED ADR	10,643 70		10,672 64		28 94
10-17-11	02-22-12	105 0000	abb	ABB LTD SPONSORED ADR	1,999 65		2,175 98	176 33	
05-07-10	02-23-12	640 0000	jci	JOHNSON CTLS INC COM	18,843 51		21,349 39		2,505 88
10-17-11	02-23-12	175 0000	jci	JOHNSON CTLS INC COM	5,501 85		5,837 72	335 87	
01-11-10	02-24-12	205 0000	ne	NOBLE CORPORATION BAAR NAMEN -AKT	8,832 21		8,066 26		-765 95
01-23-09	03-15-12	30,000	46625han0	JPMORGAN CHASE & CO 6 625% Due 03-15-12	31,417 90	-1,417 90	30,000 00		0 00
10-30-09	03-15-12	25,000	46625han0	JPMORGAN CHASE & CO 6 625% Due 03-15-12	27,496 25	-2,496 25	25,000 00		0 00
06-07-11	03-26-12	475 0000	dlr	DIGITAL RLTY TR INC COM	29,696 45		34,571 38	4,874 93	
10-17-11	03-26-12	50 0000	dlr	DIGITAL RLTY TR INC COM	2,837 95		3,639 09	801 14	
08-26-09	03-26-12	345 0000	bbt	BB&T CORP COM	9,544 75		10,781 04		1,236 29
09-03-09	03-26-12	80 0000	bbt	BB&T CORP COM	2,101 16		2,499 95		398 79
10-13-10	04-19-12	105 0000	schn	SCHNITZER STL INDS CL A	5,326 80		4,214 26		-1,112 54
12-10-10	04-19-12	185 0000	schn	SCHNITZER STL INDS CL A	11,381 86		7,425 11		-3,956 75

The information contained in this report is subject to change We urge you to compare the information in this statement with statements and notices you receive from your custodian

R - 1

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation

6821-7266

U.S. Large-Cap Core Balanced

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-17-11	04-19-12	50 0000	schn	SCHNITZER STL INDS CL A	1,967 95		2,006 79	38 84	
07-19-11	04-20-12	190 0000	klac	KLA-TENCOR CORP COM	8,039 49		10,047 88	2,008 39	
11-08-10	04-20-12	25 0000	bhi	BAKER HUGHES INC COM	1,265 48		1,026 42		-239 06
11-22-10	04-20-12	545 0000	bhi	BAKER HUGHES INC COM	27,204 45		22,375 86		-4,828 59
10-17-11	04-20-12	95 0000	bhi	BAKER HUGHES INC COM	5,138.00		3,900 38	-1,237 62	
08-02-11	04-30-12	235 0000	gpro	GEN-PROBE INC NEW COM	14,491 81		19,171 37	4,679 56	
09-15-11	04-30-12	210 0000	gpro	GEN-PROBE INC NEW COM	12,615 86		17,131 86	4,516 00	
10-17-11	04-30-12	55 0000	gpro	GEN-PROBE INC NEW COM	3,098 30		4,486 91	1,388 61	
03-11-11	05-10-12	20.0000	aapl	APPLE INC COM	7,023 15		11,453 79		4,430 64
07-19-11	05-17-12	230.0000	klac	KLA-TENCOR CORP COM	9,732 01		10,750 42	1,018 41	
10-17-11	05-17-12	90 0000	klac	KLA-TENCOR CORP COM	3,894 25		4,206 69	312 44	
03-03-11	05-21-12	5.0000	cbe	COOPER INDUSTRIES PLC SHS	324 76		351.59		26.83
06-10-11	05-21-12	230.0000	cbe	COOPER INDUSTRIES PLC SHS	13,923 61		16,172.91	2,249 30	
10-17-11	05-21-12	50 0000	cbe	COOPER INDUSTRIES PLC SHS	2,512 95		3,515 85	1,002 90	
12-19-08	05-21-12	15 0000	ibm	INTERNATIONAL BUSINESS MACHS COM	1,260 12		2,963 23		1,703 11
04-30-09	05-21-12	25.0000	ibm	INTERNATIONAL BUSINESS MACHS COM	2,601 45		4,938 73		2,337 28
10-22-09	05-21-12	45 0000	ibm	INTERNATIONAL BUSINESS MACHS COM	5,509 14		8,889 70		3,380 56
02-08-11	06-01-12	85 0000	crr	CARBO CERAMICS INC COM	10,028 38		6,510 79		-3,517 59
10-17-11	06-01-12	25 0000	crr	CARBO CERAMICS INC COM	2,782 20		1,914 94	-867 26	
02-24-12	06-01-12	70 0000	crr	CARBO CERAMICS INC COM	6,548 63		5,361 83	-1,186 80	
12-16-11	06-01-12	320 0000	itw	ILLINOIS TOOL WKS INC COM	14,758 97		17,537 41	2,778 44	

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R - 1

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation

6821-7266

U.S. Large-Cap Core Balanced

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-22-09	06-20-12	40 0000	ibm	INTERNATIONAL BUSINESS MACHS COM	4,897 01		7,902 53		3,005 52
10-17-11	06-20-12	55 0000	ibm	INTERNATIONAL BUSINESS MACHS COM	10,304 40		10,865 98	561 58	
11-03-10	07-02-12	665 0000	adp	AUTOMATIC DATA PROCESSING INC COM	29,992 80		36,871 82		6,879 02
10-17-11	07-02-12	45 0000	adp	AUTOMATIC DATA PROCESSING INC COM	2,309 35		2,495 09	185 74	
12-16-11	07-02-12	335 0000	itw	ILLINOIS TOOL WKS INC COM	15,450 79		17,374 21	1,923 42	
12-03-09	07-13-12	270 0000	pnc	PNC FINL SVCS GROUP INC COM	14,446 94		16,463 81		2,016 87
12-27-07	07-13-12	180 0000	px	PRAXAIR INC COM	16,336 48		19,299 33		2,962 85
12-03-09	07-17-12	630 0000	syy	SYSCO CORP COM	17,752 23		18,243 63		491 40
01-11-10	08-17-12	400.0000	ne	NOBLE CORPORATION BAAR NAMEN -AKT	17,177 87		15,399 46		-1,778 41
11-08-10	08-17-12	175 0000	ne	NOBLE CORPORATION BAAR NAMEN -AKT	6,354 98		6,737 27		382 29
10-17-11	08-17-12	65 0000	ne	NOBLE CORPORATION BAAR NAMEN -AKT	2,021 75		2,502 41	480 66	
09-30-09	08-17-12	75 0000	nke	NIKE INC CL B	4,848 23		7,211 52		2,363 29
10-22-09	08-17-12	55 0000	nke	NIKE INC CL B	3,593 30		5,288.45		1,695 15
03-18-10	08-17-12	35 0000	nke	NIKE INC CL B	2,625 62		3,365 37		739 75
03-18-10	09-24-12	280 0000	hd	HOME DEPOT INC COM	9,069 02		16,631 22		7,562 20
08-10-10	09-24-12	380.0000	t	AT&T INC COM	10,206 38		14,537 54		4,331 16
12-09-11	09-24-12	180 0000	blk	BLACKROCK INC COM	30,870 53		32,652 31	1,781 78	
10-17-11	09-24-12	70.0000	emr	EMERSON ELEC CO COM	3,231 75		3,502 87	271 12	
11-28-11	09-24-12	60 0000	emr	EMERSON ELEC CO COM	2,944 16		3,002.46	58 30	
03-17-08	11-15-12	100,000	91324pba9	UNITEDHEALTH GROUP INC 5 500% Due 11-15-12	106,105 00	-6,105 00	100,000 00		0 00
03-18-10	11-19-12	280 0000	hd	HOME DEPOT INC COM	9,069 02		17,608 34		8,539 32
07-19-11	11-19-12	215 0000	gild	GILEAD SCIENCES INC COM	9,006 33		16,010 34		7,004 01
10-17-11	11-19-12	50.0000	de	DEERE & CO COM	3,493 45		4,295 17		801.72
09-24-12	11-19-12	100 0000	de	DEERE & CO COM	8,325 65		8,590 33	264 68	
11-13-12	11-19-12	50 0000	de	DEERE & CO COM	4,333 00		4,295 16	-37 84	
07-05-11	12-03-12	3 0000	goog	GOOGLE INC CL A	1,596 02		2,093 73		497 71
07-19-11	12-03-12	7 0000	goog	GOOGLE INC CL A	4,221 49		4,885 36		663 87

The information contained in this report is subject to change We urge you to compare the information in this statement with statements and notices you receive from your custodian

R-1

Boston Common Asset Management

REALIZED GAINS AND LOSSES

- *Orchard House Foundation*

6821-7266

U.S. Large-Cap Core Balanced

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
07-19-11	12-03-12	120 0000	v	VISA INC COM CL A STK	10,696 08		17,957 53		7,261 45
03-25-11	12-14-12	560 0000	hsp	HOSPIRA INC COM	30,293 19		17,736 39		-12,556 80
10-17-11	12-14-12	55 0000	hsp	HOSPIRA INC COM	2,080 80		1,741 97		-338 83
09-13-10	12-14-12	180 0000	mkc	MCCORMICK & CO INC COM NON VTG	7,357.21		11,588 55		4,231 34
04-08-11	12-14-12	285 0000	nvs	NOVARTIS A G SPONSORED ADR	15,855 98		18,017 19		2,161 21
05-07-10	12-14-12	140 0000	twc	TIME WARNER CABLE INC COM	6,890 35		13,211 19		6,320 84
10-17-11	12-26-12	495 0000	wgl	WGL HLDGS INC COM	20,273 85		19,360 32		-913 53
TOTAL GAINS								31,771 04	105,314 67
TOTAL LOSSES								-3,329 52	-31,698 17
					853,619.24	**-10,019.15**	**945,658.12**	**28,441.52**	**73,616.51**
TOTAL REALIZED GAIN/LOSS				102,058 03					

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R-1

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation (International)

4012-8686

International Equity

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
04-30-08	01-09-12	13.0000	ts	TENARIS S A SPONSORED ADR	684 50		498 36		-186 14
12-22-08	01-09-12	80 0000	ts	TENARIS S A SPONSORED ADR	1,647 11		3,066 83		1,419 72
10-22-10	01-09-12	135 0000	ts	TENARIS S A SPONSORED ADR	5,591.20		5,175 28		-415 92
10-18-11	01-09-12	45.0000	ts	TENARIS S A SPONSORED ADR	1,321 60		1,725 09	403 49	
12-22-08	01-09-12	35 0000	vws dc_US	VESTAS WIND SYS	1,898 72		345.05		-1,553.67
10-22-10	01-09-12	70.0000	vws dc_US	VESTAS WIND SYS	2,633 95		690 10		-1,943 85
04-30-08	·03-14-12	110.0000	amx	AMERICA MOVIL SAB DE CV SPON ADR L SHS	3,215 37		2,609 76		-605 61
12-19-08	03-14-12	130.0000	amx	AMERICA MOVIL SAB DE CV SPON ADR L SHS	2,131 14		3,084 26		953 12
10-22-10	03-14-12	170 0000	amx	AMERICA MOVIL SAB DE CV SPON ADR L SHS	4,866 28		4,033.25		-833 03
02-25-11	03-14-12	100 0000	amx	AMERICA MOVIL SAB DE CV SPON ADR L SHS	2,793 95		2,372.51		-421 44
10-18-11	03-14-12	90 0000	amx	AMERICA MOVIL SAB DE CV SPON ADR L SHS	2,092 45		2,135.25	42 80	
12-23-10	03-27-12	530.0000	gfa	GAFISA S A SPONS ADR	7,324.81		2,807.57		-4,517.24
02-15-11	03-27-12	180.0000	gfa	GAFISA S A SPONS ADR	2,285 95		953 51		-1,332 44
06-01-11	04-05-12	25.0000	umi bb_US	UMICORE SA	1,397 80		1,308 55	-89 25	
05-06-08	04-05-12	90.0000	abg sm_US	ABENGOA SA	2,909 95		1,402 22		-1,507 73
12-19-08	04-05-12	60.0000	abg sm_US	ABENGOA SA	1,019 95		934 81		-85 14
10-25-10	04-05-12	105.0000	abg sm_US	ABENGOA SA	2,964 70		1,635 91		-1,328 79
10-19-11	04-05-12	45 0000	abg sm_US	ABENGOA SA	1,028 20		701 11	-327 09	
10-22-10	04-16-12	105.0000	cig	COMPANHIA ENERGETICA DE MINAS SP ADR N-V PFD	1,815 61		2,604 87		789 26
10-18-11	04-16-12	70.0000	cig	COMPANHIA ENERGETICA DE MINAS SP ADR N-V PFD	1,064 03		1,736 58	672 55	
10-22-10	05-02-12	205 0000	abb	ABB LTD SPONSORED ADR	4,588 55		3,696 46		-892 09
10-20-09	05-02-12	30.0000	abb	ABB LTD SPONSORED ADR	639.59		540.94		-98 65
04-30-08	05-14-12	5 0000	pso	PEARSON PLC SPONSORED ADR	65.77		93 28		27 51

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R-2

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation (International)

4012-8686

International Equity

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-22-10	05-14-12	70 0000	pso	PEARSON PLC SPONSORED ADR	1,074 56		1,305 95		231 39
10-18-11	05-14-12	130.0000	pso	PEARSON PLC SPONSORED ADR	2,382 36		2,425 33	42 97	
10-22-10	05-16-12	135.0000	tsm	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	1,431 98		2,016 81		584 83
10-18-11	05-16-12	135 0000	tsm	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	1,642 41		2,016 81	374 40	
12-20-11	05-16-12	150 0000	tsm	TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	1,916 80		2,240 91	324 11	
10-18-11	05-16-12	0 2500	cig	COMPANHIA ENERGETICA DE MINAS SP ADR N-V PFD	3 04		4 26	1 22	
10-20-11	06-07-12	100 0000	6869 jp_US	SYSMEX CORP	3,313 95		3,802 84	488 89	
10-20-09	06-07-12	25.0000	6869 jp_US	SYSMEX CORP	541.74		950 71		408 97
02-02-10	06-08-12	315.0000	5214 jp	NIPPON ELECTRIC GLASS CO	4,418 95		1,841 40		-2,577 55
05-23-11	06-08-12	600 0000	5214 jp	NIPPON ELECTRIC GLASS CO	8,351.95		3,507 42		-4,844 53
10-26-10	06-12-12	400 0000	kbank-r_US	KASIKORNBANK PUBLIC CO LTD DP RCT NON VTG	1,590 56		1,935.53		344 97
10-19-11	06-12-12	400 0000	kbank-r_US	KASIKORNBANK PUBLIC CO LTD DP RCT NON VTG	1,537 97		1,935 52	397 55	
10-25-10	06-26-12	15.0000	adddf	ADIDAS AG	1,008 21		1,042 52		34 31
10-18-11	06-26-12	30 0000	adddf	ADIDAS AG	2,042 95		2,085 03	42 08	
10-22-10	07-02-12	0 3001	aiquy	AIR LIQUIDE ADR	7 28		6 91		-0 37
12-09-08	07-06-12	46.0000	hbc	HSBC HLDGS PLC SPON ADR NEW	2,598 39		2,020 54		-577 85
10-09-09	07-06-12	35.0000	hbc	HSBC HLDGS PLC SPON ADR NEW	2,002 80		1,537 37		-465 43
10-22-10	07-06-12	14.0000	hbc	HSBC HLDGS PLC SPON ADR NEW	733 00		614 95		-118 05
05-14-09	07-18-12	200 0000	edu	NEW ORIENTAL ED & TECH GRP INC SPON ADR	2,680 89		2,303 90		-376 99

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R-2

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation (International)

4012-8686

International Equity

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-18-11	07-18-12	35 0000	edu	NEW ORIENTAL ED & TECH GRP INC SPON ADR	914 75		403 18	-511.57	
04-16-12	07-18-12	110 0000	edu	NEW ORIENTAL ED & TECH GRP INC SPON ADR	2,948 94		1,267.15	-1,681 79	
10-22-10	07-24-12	70 0000	asml	ASML HOLDING N V N Y REGISTRY SHS	2,257 82		3,823 21		1,565 39
08-15-08	08-10-12	0.5909	jmpld	JOHNSON MATTHEY PLC	37.00		41 40		4.40
10-18-11	08-16-12	140.0000	sto	STATOIL ASA SPONSORED ADR	3,480.81		3,498.95	18 14	
07-07-11	09-04-12	55.0000	saxpf	SAMPO OYJ	1,800 57		1,564 05		-236 52
10-20-09	09-05-12	105 0000	ssmxf	SYSMEX CORP	2,275 33		4,642 89		2,367 56
03-17-11	09-05-12	100.0000	trumf	TERUMO CORP	5,308 95		4,329 54		-979 41
10-20-11	09-05-12	20.0000	trumf	TERUMO CORP	1,042 79		865 91	-176 88	
06-16-11	09-05-12	35 0000	saxpf	SAMPO OYJ	1,098 25		1,001 04		-97 21
07-07-11	09-05-12	10.0000	saxpf	SAMPO OYJ	327 38		286 01		-41 37
04-30-08	09-18-12	160.0000	phg	KONINKLIJKE PHILIPS ELECTRS NV NY REG SH NEW	6,017.75		3,947.14		-2,070 61
04-28-10	09-18-12	7 0000	phg	KONINKLIJKE PHILIPS ELECTRS NV NY REG SH NEW	233.80		172 69		-61 11
10-22-10	09-18-12	133 0000	phg	KONINKLIJKE PHILIPS ELECTRS NV NY REG SH NEW	4,202 63		3,281.05		-921 58
10-25-10	09-26-12	5 0000	sonvf	SONOVA HOLDING AG NAMEN AKT	607 25		494 26		-112 99
08-02-11	09-26-12	30.0000	sonvf	SONOVA HOLDING AG NAMEN AKT	2,718 78		2,965.56		246 78
02-11-10	09-27-12	190.0000	ngkif	NGK INSULATORS	4,312 45		2,261 38		-2,051 07
08-04-10	09-27-12	125 0000	ngkif	NGK INSULATORS	2,178 93		1,487 75		-691 18
12-07-10	09-27-12	300.0000	ngkif	NGK INSULATORS	4,853 95		3,570 60		-1,283 35
10-22-10	10-19-12	60 0000	baerlf	JULIUS BAER GROUP LRD - RTS EXP 10/17/2012	46 66		56 26		9.60
10-18-11	10-19-12	55 0000	baerlf	JULIUS BAER GROUP LRD - RTS EXP 10/17/2012	41 73		51 57		9 84
11-10-09	10-19-12	110.0000	baerlf	JULIUS BAER GROUP LRD - RTS EXP 10/17/2012	80 04		103 14		23 10
11-17-09	10-19-12	65 0000	baerlf	JULIUS BAER GROUP LRD - RTS EXP 10/17/2012	45 65		60 95		15 30

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R - 2

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation (International)

4012-8686

International Equity

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-26-10	10-19-12	65.0000	baerlf	JULIUS BAER GROUP LRD - RTS EXP 10/17/2012	44 38		60 94		16 56
10-18-11	11-06-12	655 0000	bclyf	BARCLAYS PLC	1,828 72		2,517 28		688 56
10-22-12	11-06-12	655.0000	bclyf	BARCLAYS PLC	2,530 70		2,517 27	-13 43	
11-17-08	11-27-12	40.0000	sonvf	SONOVA HOLDING AG NAMEN AKT	1,798 03		4,396 59		2,598 56
12-23-08	11-27-12	25 0000	sonvf	SONOVA HOLDING AG NAMEN AKT	1,456 25		2,747 87		1,291 62
08-02-11	11-27-12	10 0000	sonvf	SONOVA HOLDING AG NAMEN AKT	906 26		1,099 15		192 89
10-18-11	11-27-12	20.0000	sonvf	SONOVA HOLDING AG NAMEN AKT	1,698 99		2,198 29		499 30
10-19-12	11-27-12	10.0000	sonvf	SONOVA HOLDING AG NAMEN AKT	1,057.45		1,099 15	41 70	
03-08-10	11-29-12	20.0000	smtgf	SMA SOLAR TECHNOLOGY AG	2,319 95		417 89		-1,902 06
10-25-10	11-29-12	15.0000	smtgf	SMA SOLAR TECHNOLOGY AG	1,748 95		313 42		-1,435 53
10-31-11	11-29-12	29 0000	smtgf	SMA SOLAR TECHNOLOGY AG	1,730 10		605 95		-1,124 15
11-01-11	11-29-12	21 0000	smtgf	SMA SOLAR TECHNOLOGY AG	1,121 95		438 79		-683 16
10-18-12	11-30-12	0.8000	asml	ASML HOLDING N V N Y REGISTRY SHS	53 99		49 80	-4 19	
01-19-11	12-19-12	1,400 0000	olmif	OLAM INTERNATIONAL LTD	3,536 95		1,705 80		-1,831 15
05-23-11	12-19-12	1,800.0000	olmif	OLAM INTERNATIONAL LTD	4,163 35		2,193 17		-1,970 18
01-10-12	12-19-12	1,500 0000	olmif	OLAM INTERNATIONAL LTD	2,618 95		1,827 65	-791 30	
10-19-12	12-19-12	1,000.0000	olmif	OLAM INTERNATIONAL LTD	1,698 95		1,218 43	-480 52	
11-19-10	12-20-12	2,000.0000	clldf	CAPITALAND LTD	6,048 40		5,868 00		-180 40
06-13-08	12-20-12	300 0000	kpcuf	KASIKORNBANK PUBLIC CO LTD DP RCT NON VTG	694 61		1,852 44		1,157 83
10-19-11	12-20-12	200 0000	kpcuf	KASIKORNBANK PUBLIC CO LTD DP RCT NON VTG	768 98		1,234 96		465 98

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R-2

Boston Common Asset Management

REALIZED GAINS AND LOSSES

Orchard House Foundation (International)

4012-8686

International Equity

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-22-12	12-20-12	300 0000	kpcuf	KASIKORNBANK PUBLIC CO LTD DP RCT NON VTG	1,745 95		1,852 44	106 49	
TOTAL GAINS								2,956 40	15,947 35
TOTAL LOSSES								-4,076.02	-42,355 53
					181,665.02	**0.00**	**154,137.22**	**-1,119.62**	**-26,408.18**
TOTAL REALIZED GAIN/LOSS				-27,527 80					

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R - 2

Federal Statements
The Orchard House Foundation
December 31, 2012

Form 990 PF - Part II, Line 10b
Investments - Corporate Stocks

	Valuation Method	Beginning of year Book **Value**	End of Year Book **Value**	End of year Fair Market Value
Other Current Assets				
Equity Investments				
ABB Ltd ADR	Cost	48,504	16,734	17,671 50
Abengoa S A	Cost	7,923	0	0
Adidas AG	Cost	12,604	11,307	16,420.79
AFLAC, Inc.	Cost	0	38,162	41,434
AIR Luquide ADR	Cost	19,783	22,311	26,137.15
Altera Corporation	Cost	21,460	53,098	53,133
America Movil	Cost	15,099	0	0
AMP Limited	Cost	13,271	14,888	14,482.02
AON Incorporated	Cost	32,282	34,571	36,981
Apache Corp	Cost	65,600	69,082	56,128
Aptargroup Inc.	Cost	31,791	27,561	27,916
Apple Inc.	Cost	71,073	89,356	191,582
ASML Holding	Cost	8,575	4,714	11,847.76
Atlas Copco	Cost	0	11,650	13,972.50
AT&T	Cost	48,480	38,274	46,014
Automtic Data Processing	Cost	32,302	0	0
AXA Sponsored ADR	Cost	18,208	21,968	20,770.80
Baker Hughes Inc.	Cost	33,608	0	0
Barclay's PLC	Cost	12,581	12,975	20,917.37
Bard CR Inc.	Cost	32,117	0	0
Baxter International	Cost	0	36,263	36,663
Bayerischie Motoren	Cost	0	9,447	10,701.90
B B & T Corporation	Cost	39,334	30,656	34,495
BG Group PLC	Cost	0	95,878	74,926
BK Rakyat	Cost	0	4,944	4,732.00
Blackrock Inc	Cost	30,871	0	0
Bristol Myers Squibb	Cost	0	18,711	18,250
Capitaland Ltd	Cost	11,692	8,332	9,087.30
Carbo Ceramics Inc.	Cost	12,811	0	0
Casino Guichard	Cost	17,274	18,639	19,962.03
Check Point Software	Cost	35,366	67,473	68,840
CH Robinson Worldwide	Cost	0	27,776	29,713
CIA Ener De Minas ADR	Cost	8,733	6,767	7,775.76
Cognizant Tech Sol	Cost	0	28,851	34,725
Colgate-Palmolive	Cost	28,726	31,453	41,816
Cooper Industries	Cost	16,761	0	0
Costco Wholesale Corp.	Cost	22,066	24,689	37,517
Cree Inc.	Cost	29,168	44,141	32,791
Cummins Inc.	Cost	15,366	17,838	38,464
Danone Ord	Cost	7,666	7,666	8,224.40
Deere & Co	Cost	22,020	26,326	44,938
Digital Realty Trust	Cost	32,534	0	0
Disney Walt	Cost	36,734	41,202	68,710

Federal Statements
The Orchard House Foundation
December 31, 2012

	Valuation Method	Beginning of year Book **Value**	End of Year Book **Value**	End of year Fair Market Value
East West Bancorp	Cost	28,477	30,925	39,219
EDP Renovais SA	Cost	8,097	10,533	8,688.41
EMC Corp Mass	Cost	29,474	31,712	36,179
Emerson Electric	Cost	36,460	30,284	40,779
Express Scripts Holding	Cost	0	59,756	58,590
EOG Resources	Cost	32,279	32,279	38,049
Fanuc Ltd	Cost	4,067	7,356	14,820.00
First Republic Bank	Cost	0	35,271	35,566
Franklin Resources, Inc.	Cost	44,931	47,595	61,593
Gafisa SA ADR	Cost	9,611	0	0
Gen Probe Inc.	Cost	30,206	0	0
Gilead Sciences Inc	Cost	33,335	41,561	69,778
Glaxxosmithkline PLC	Cost	0	17,543	17,170.65
Google Inc.	Cost	67,804	79,591	109,644
Golden Agri Res	Cost	0	13,106	12,770.40
Grainger WW Inc.	Cost	35,101	39,141	76,293
Grupo Fin Banorte	Cost	0	4,531	6,426.20
Hang Seng Bank	Cost	16,072	19,169	19,908.72
Henkel AG & Co ADR	Cost	15,128	18,134	29,562.50
Home Depot	Cost	39,836	21,698	38,656
HSBC Holdings PLC	Cost	18,307	14,727	17,353.89
Honda Motor Corp	Cost	15,952	17,565	19,578.20
Hospira	Cost	32,374	0	0
Illinois Tool Works Inc.	Cost	30,210	0	0
Intl Business Machines	Cost	30,792	0	0
Johnson Controls, Inc.	Cost	39,967	0	0
Johnson & Johnson	Cost	62,219	79,002	88,677
Johnson Matthey PLC ADR	Cost	8,929	10,389	15,386.00
JP Morgan Chase & Co.	Cost	81,868	102,747	121,003
Julius Baker Group	Cost	13,117	17,078	16,993.44
Kasikornbankd PCL	Cost	8,326	3,734	12,854.40
KAO Corp ADR	Cost	12,273	13,679	13,844.82
Keyence Corp	Cost	0	9,444	11,000.00
KLA Tencor Corp	Cost	21,666	0	0
KON Phillips	Cost	18,057	8,623	10,536.38
K & S AG	Cost	0	12,926	11,832.00
Kraft Foods Inc.	Cost	40,958	14,160	18,870
Kubota Corp ADR	Cost	16,472	19,023	26,217.10
Kuehne & Nagel	Cost	0	9,773	10,238.72
Lowes Companies	Cost	0	39,515	43,334
Mc Kormick & Co	Cost	28,508	24,399	35,577
Merck & Co	Cost	0	61,486	59,158
Metlife Inc	Cost	45,491	48,025	40,846
Microsoft Corp.	Cost	74,277	89,988	94,152
Mitsui Fudosan Co	Cost	7,454	7,454	10,923.98
Mondelez Int.	Cost	0	26,798	31,689
Morgan Stanley	Cost	0	35,812	36,137
Naspers Ltd	Cost	7,650	8,920	11,844.33
National Oil Well	Cost	32,658	68,720	63,224

Federal Statements
The Orchard House Foundation
December 31, 2012

	Valuation Method	Beginning of year Book **Value**	End of Year Book **Value**	End of year Fair Market Value
New Oriental ADR	Cost	3,596	0	0
NGK Insulators	Cost	11,345	0	0
Nike Inc. Class B	Cost	25,068	14,001	18,576
Nippon Electric Glass	Cost	12,771	0	0
Nordstrom Inc.	Cost	28,971	31,134	33,973
Novartis AG Spon ADR	Cost	82,439	74,169	80,454
Noble Corp	Cost	34,597	0	0
Novo-Nordisk ADR	Cost	16,603	16,603	22,033
Olam International	Cost	7,700	0	0
Oracle Corporation	Cost	75,465	80,492	88,798
Origin Energy Ltd	Cost	11,337	12,546	11,460.80
Parker Hannifin Corp	Cost	11,362	33,813	41,254
Pearson PLC ADR	Cost	10,636	8,497	13,189.50
Pepsico Inc.	Cost	58,413	61,928	67,061
PNC Financial Services Inc.	Cost	58,248	48,004	47,231
Praxair Inc.	Cost	63,412	41,936	64,028
Pricelene.com	Cost	0	56,683	55,835
Proctor & Gamble Co.	Cost	80,299	87,638	111,000
Qualcomm	Cost	58,199	62,991	77,634
Rakuten Inc.	Cost	0	16,664	14,130.62
Roche Holding ADR	Cost	22,270	95,649	113,322
Sampo Insurance Co	Cost	16,479	14,859	15,568.50
SSE PLC ADRA	Cost	13,323	14,960	16,165.70
Singapore Tele New	Cost	7,785	14,339	15,669.28
SAP Aktiengesell ADR	Cost	10,343	12,141	20,496.90
Schnitzer STL Inds A	Cost	18,677	0	0
Sims Group LTD ADR	Cost	15,287	16,412	9,367.00
SMA Solar Tech	Cost	6,921	0	0
Smith & Nephew ADR	Cost	10,844	11,912	14,958.00
Sonova Holding	Cost	9,348	0	0
Spectra Energy Corp	Cost	48,269	50,373	49,832
Spirax-Sarco Engin ORD	Cost	7,791	9,720	11,055.12
Standard Bank Group	Cost	8,300	9,463	9,878.18
Statoil Hydro ASA ADR	Cost	76,987	80,251	93,399
Std Charter Bank	Cost	17,607	18,573	18,409.90
SPDR Gold Trust	Cost	42,764	47,768	77,770
Subsea 7 Inc. ADR	Cost	10,404	12,009	17,552.25
Sysco Corporation	Cost	43,054	28,168	30,869
Sysmex Corp	Cost	11,763	5,632	12,312.00
Taiwan Semiconductor	Cost	10,173	6,201	11,171.16
Television Broadcast	Cost	0	6,126	6,723.09
Tenaris SA ADR	Cost	9,244	0	0
Terumo Corporation	Cost	20,642	16,045	12,655.78
Tinghy Cayman Islands Holding C	Cost	8,388	11,773	11,955.29
3M Company	Cost	46,793	50,430	61,281
TIM Participacoes	Cost	0	14,158	10,801.90
Time Warner	Cost	44,259	43,607	86,888
Toray Industries	Cost	5,797	6,674	7,098.95
Umicores SA	Cost	13,365	13,290	14,565.59

Federal Statements
The Orchard House Foundation
December 31, 2012

	Valuation Method	Beginning of year Book **Value**	End of Year Book **Value**	End of year Fair Market Value
Unilever NV	Cost	15,595	17,822	23,171.50
UB Bancorp Pfd	Cost	0	20,047	19,841
UB Bancorp Pfd	Cost	0	19,743	19,762
Visa Inc.	Cost	43,136	32,439	53,811
Vestas Wind Sys New	Cost	4,533	0	0
VF Corporation	Cost	0	29,049	30,194
Vodafone Group New ADR	Cost	75,696	81,937	78,215
Vossloh A	Cost	5,446	6,931	5,907.43
Waters Corp	Cost	31,079	33,198	38,768
WGL Holdings	Cost	55,056	38,874	43,501
Worley Parsons	Cost	13,068	14,352	10,913.63
Zimmer Holdings, Inc.	Cost	44,857	48,155	53,661
Total Equity Investments		3,466,590	3,898,055	4,626,872

Form 990 PF - Part II, Line 10c
Investments - Corporate bonds

Fixed Income Investments				
AFLAC Inc. 3.45% 15	Cost	0	42,718	42,631
AT & T Inc 5.625% 16	Cost	79,886	77,748	80,424
Calvert Social Investment 2% 17	Cost	0	100,000	100,000
General Mills 5.7% 17	Cost	88,215	85,739	88,236
Hershey Foods 4.85% 15	Cost	53,016	52,214	55,152
Hewlett Packard 4.5% 13	Cost	56,076	55,151	55,285
IBM 5.7% 17	Cost	31,319	31,113	36,187
JP Morgan Chase & Co 6.625% 12	Cost	55,317	0	0
Morgan Stanley 6 % 15	Cost	0	36,431	38,023
PNC Bank 6.875% 18	Cost	87,591	85,767	93,815
Time Warner 9.15% 23	Cost	47,612	46,730	50,698
United Health Group 5.5% 12	Cost	101,232	0	0
		600,263	613,611	640,451

Form 990 PF - Part II, Line 10a
Investments - U.S. and State Government Obligations

CA State GO 7.5% 34	Cost	105,830	105,814	145,646
Federal National mtg 4.875% 16	Cost	46,793	46,458	52,452
Federal National Mtg 4.375% 13	Cost	50,654	50,233	51,139
Federal National Mtg 5% 15	Cost	0	32,993	33,015
FedHome Ln Mtg 5% 14	Cost	36,992	36,044	36,802
US Inflation Index 2%16	Cost	68,552	69,256	77,522
US Inflation Index 2.375% 17	Cost	95,796	96,603	113,282
Total Fixed Income Investments		404,616	437,401	509,858

Form 990 PF - Part II, Line 13
Investments - other

Boston Cap Small Cap Fund LLC	Cost	300,630	352,223	354,403

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 3,250.	$ 1,625.	$ 1,625.	$ 1,625.
Total	$ 3,250.	$ 1,625.	$ 1,625.	$ 1,625.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Broker Fees	$ 505.	$ 505.	$ 505.	
Investment Management Fees	34,845.	34,845.	34,845.	
Outside Services	6,910.	3,455.	3,455.	$ 3,455.
Total	$ 42,260.	$ 38,805.	$ 38,805.	$ 3,455.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	$ 2,437.			
Foreign Taxes	3,409.	$ 3,409.	$ 3,409.	
Total	$ 5,846.	$ 3,409.	$ 3,409.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank Service Charges	$ 110.	$ 110.	$ 110.	
Bond Amortization/Accretion	16,872.	16,872.	16,872.	
Total	$ 16,982.	$ 16,982.	$ 16,982.	$ 0.

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Asian Immigrnts Womns Advocates 318 - 8th Street #301 Oakland, CA 94607		Public	General Purpose Grants	$ 10,000.
Middle East Children's Allianc 905 Parker Street Berkely, CA 94710		Public	General Purpose Grants	10,000.
Global Exchange 2017 Mission Street San Francisco, CA 94110, CA 94110		Public	General Purpose Grants	30,000.
Planned Parenthood 455 W. Fifth Street Reno, NV 89503, NV 89503		Public	General Purpose Grants	15,000.
Great Basin Outdoor School P.O. Box 10100 Reno, NV 89520		Public	General Purpose Grants	10,000.
Food Bank Northern Nevada 994 Packer Way Sparks, NV 89431		Public	General Purpose Grants	5,000.
Progressive Leadership Alliance 1101 Riverside Drive Reno, NV 89509		Public	General Purpose Grants	37,000.
Shared Interest Society Ltd 121 W. 27th Street New York, NY 10117		Public	General Purpose Grants	25,000.
Federation of Child Care Cente PO Box 214 Montgomery, AL 36101		Public	General Purpose Grant	10,000.
Diabetic Youth Foundation 5167 Clayton Road, Sutie F Concord, CA 94521		Public	General Purpose Grant	10,000.
Data Center 1904 Franklin Street, Suite 900 Oakland, CA 94612		Public	General Purpose	12,500.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Community Alliance For Learning PO Box 6098 Albany, CA 94706		Public	General Purpose	$ 5,000.
Women Donor's Network 565 Commercial Street, Suite 300 San Francisco, CA 94111		Public	General Purpose	13,000.
Feed The Hunger Foundation 211 Clipper Street San Francisco, CA 94114		Public	General Purpose	7,500.
Somos Mayfair 370 B S. King Road San Jose, CA 95116		Public	General Purpose	12,500.
Bill Lane Center for the American West 473 Via Ortega, 3rd Floor Stanford, CA 94305		Public	General Purpose	5,000.
High Country News Foundation 19 Grand Avenue Paonia, CO 81428		Public	General Purpose	7,500.
Mosaic Project 580 Grand Avenue Oakland, CA 94610		Public	General Purpose	10,000.
National Domestic Workers Alliance 2783 E. 12th Street, Suite 201 Oakland, CA 94601		Public	General Purpose	20,000.
Puente 300 Lakeside Drive, 7th Floor Oakland, CA 94612		Public	General Purpose	5,000.
Urgent Action Fund for Womens Human Rts. 333 Valencia Street, Suite 250 San Francisco, CA 94103		Public	General Purpose	5,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Wilma Mankiller Foundation 7030 Souht Yale Avenue, Suite 60 Tulsa, OK 74136		Public	General Purpose	$ 5,000.
American Youth Understanding Diabetes 1700 N. Moore Street, Suite 2000 Arlington, VA 22209		Public	General Purpose	10,000.
Center for Social Innovation 200 Reservoir St., Suite 202 Needham, MA 02494		Public	General Purpose	1,500.
Community Chest, Inc. P.O. Box 980 Virginia City, NV 89440		Public	General Purpose	7,500.
Community Initiatives Enriching Lives 150 Locust Avenue Larkspur, CA 94939		Public	General Purpose	10,000.
Greenmeadow Community Scholarship Fdn 4257 Mackay Drive Palo Alto, CA 94306		Public	General Purpose	3,000.
Gunn High School 780 Arastraderp Road Palo Alto, CA 94306		Public	General Purpose	5,000.
Women Together 511 Cynthia Street Mc Allen, TX 78501		Public	General Purpose	10,000.
Native American Women's Health Education P.O. Box 572 Lake Andes, SC 57356		Public	General Purpose	20,000.
Christian Community Development Assoc. 3827 W. Ogden Avenue Chicago, IL 60623		Public	General Purpose	10,000.
Pacific News Service 275 9th Street San Francisco, CA 94103		Public	General Purpose	5,000.

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
San Francisco Film Society 39 Mesa Street, Suite 110 San Francisco, CA 94129		Public	General Purpose	$ 5,000.
Women on the Border P.O. Box 303338 Austin, TX 78703		Public	General Purpose	10,000.
Amigos de las Americas P.O. Box 1319 Menlo Park, CA 94026		Public	General Purpose	5,000.
Arhoolie Foundation 10341 San Pablo Avenue El Cerrito, CA 94530		Public	General Purpose	3,000.
University of Nevada Reno 162 Morill Hall Reno , NV 89557		Public	General Purpose	10,000.
			Total	$ 385,000.

ELECTION TO TREAT QUALIFYING DISTRIBUTIONS FOR 2012 OUT OF CORPUS --
Regulation SEC 53.4942(A)-3(D)(2).

The Orchard House Foundation elects to treat $278,463 of excess distributions from the 2007, 2008, 2009, 2010 and 2011 tax years as its 2012 qualifying distribution.