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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 2013, and ending

Name of foundation The Orton Family Foundation, Inc.		A Employer identification number 03-0346513
Number and street (or P.O. box number if mail is not delivered to street address) P.O. Box 111		B Telephone number (see the instructions) (802) 388-6336
City or town, state or province, country, and ZIP or foreign postal code Middlebury VT 05753		C If exemption application is pending, check here. ☐
G Check all that apply.	☐ Initial return ☐ Final return ☐ Address change	☐ Initial Return of a former public charity ☐ Amended return ☐ 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		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 11,100,512.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	2,667,976.			
	2 Ck ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,918.	2,918.	2,918.	
	4 Dividends and interest from securities	283,277.	283,277.	283,277.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	782,713.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	10,057,151.			
	7 Capital gain net income (from Part IV, line 2)		1,676,974.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (all sch)					
11 Other income (attach schedule)					
Miscellaneous Income	384.	0.	384.		
12 Total. Add lines 1 through 11.	3,737,268.	1,963,169.	286,579.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	366,165.	20,883.	20,883.	290,617.
	14 Other employee salaries and wages	643,800.	764.	764.	641,508.
	15 Pension plans, employee benefits	181,897.	149.	149.	181,450.
	16a Legal fees (attach schedule). L-16a Stmt.	1,355.	0.	0.	0.
	b Accounting fees (attach sch). L-16b Stmt.	11,008.	4,955.	4,955.	1,650.
	c Other prof fees (attach sch) . L-16c Stmt.	72,596.	72,596.	72,596.	0.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	97,839.	1,005.	1,005.	64,940.
	19 Depreciation (attach sch) and depletion	22,133.	378.	378.	
	20 Occupancy	65,848.	935.	935.	63,042.
	21 Travel, conferences, and meetings	261,552.	2,472.	2,472.	240,433.
	22 Printing and publications	3,716.	3.	3.	3,706.
	23 Other expenses (attach schedule) See Line 23 Stmt	793,881.	4,027.	4,027.	902,271.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,521,790.	108,167.	108,167.	2,389,617.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	2,521,790.	108,167.	108,167.	2,389,617.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,215,478.				
b Net investment income (if negative, enter -0-)		1,855,002.			
c Adjusted net income (if negative, enter -0-)			178,412.		

4 616

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	0.	0.	0.
	2 Savings and temporary cash investments	93,407.	88,288.	88,288.
	3 Accounts receivable	0.		
	Less: allowance for doubtful accounts	0.	0.	0.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	20,443.	21,095.	21,095.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule). L-10b. Stmt	5,097,094.	9,946,377.	9,946,377.
	c Investments — corporate bonds (attach schedule). L-10c. Stmt	3,009,709.	860,864.	860,864.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule). L-13. Stmt	1,035,585.	138,558.	138,558.	
14 Land, buildings, and equipment: basis	170,256.			
Less: accumulated depreciation (attach schedule). L-14. Stmt	124,926.	50,175.	45,330.	
15 Other assets (describe)				
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	9,306,413.	11,100,512.	11,100,512.	
LIABILITIES	17 Accounts payable and accrued expenses	277,439.	178,531.	
	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)	277,439.	178,531.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☒		
	24 Unrestricted		9,028,974.	10,921,981.
	25 Temporarily restricted		0.	0.
	26 Permanently restricted		0.	0.
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☐		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)		9,028,974.	10,921,981.
	31 Total liabilities and net assets/fund balances (see instructions)		9,306,413.	11,100,512.

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	9,028,974.
2 Enter amount from Part I, line 27a	2	1,215,478.
3 Other increases not included in line 2 (itemize) <u>Unrealized Gains on Investments</u>	3	677,529.
4 Add lines 1, 2, and 3	4	10,921,981.
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	10,921,981.

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 Publicly Traded Securities	P		
b Publicly Traded Securities	D		
c Adjust Donated Stock to Donor's Basis	D	Various	Various
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,481,945.	0.	6,694,811.	787,134.
b 2,575,206.	0.	2,579,627.	-4,421.
c 894,261.	0.	0.	894,261.
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			787,134.
b			-4,421.
c			894,261.
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7

2

1,676,974.

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

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

3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	2,108,115.	7,834,749.	0.269072
2011	2,157,758.	7,258,153.	0.297287
2010	2,500,565.	8,477,404.	0.294968
2009	2,324,805.	8,067,293.	0.288177
2008	1,787,668.	10,469,915.	0.170743

2 Total of line 1, column (d)

2

1.320247

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

0.264049

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.

4

10,311,515.

5 Multiply line 4 by line 3

5

2,722,745.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

18,550.

7 Add lines 5 and 6.

7

2,741,295.

8 Enter qualifying distributions from Part XII, line 4

8

2,389,617.

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	37,100.
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	37,100.
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	37,100.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a 11,520.		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c 27,000.		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	38,520.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,420.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 1,420. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a 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?	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		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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VT - Vermont		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	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 2013 or the taxable year beginning in 2013 (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

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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?	13	X	
Website address <u>www.orton.org</u>				
14	The books are in care of <u>Carol Bertrand</u> Telephone no <u>(802) 388-6336</u> Located at <u>P.O. Box 111</u> <u>Middlebury</u> <u>VT</u> ZIP + 4 <u>05753</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 2013, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country				

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

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

		Yes	No
1 a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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 2013 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 2013)	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 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b** N / AOrganizations 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)

6 a 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?**6 b** X

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b** N / A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lyman Orton P.O. Box 111 Middlebury VT 05753	Chair 4.00	0.	0.	0.
Susan Kirkpatrick P.O. Box 111 Middlebury VT 05753	Secretary/Treasurer 2.00	5,000.	0.	0.
Tom Daniels P.O. Box 111 Middlebury VT 05753	Trustee 2.00	5,000.	0.	0.
See Information about Officers, Directors, Trustees, Etc		281,384.	74,780.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Betsy Rosenbluth P.O. Box 111 Middlebury VT 05753	Dir. of Projects 40.00	107,833.	27,894.	0.
John Barstow P.O. Box 111 Middlebury VT 05753	Comm. Director 40.00	99,000.	31,564.	0.
Marjo Curgus P.O. Box 111 Middlebury VT 05753	Rocky Mts Assoc. Dir 40.00	75,000.	16,955.	0.
Alece Montez P.O. Box 111 Middlebury VT 05753	Sr. Proj. Assoc. 40.00	65,000.	27,184.	0.
Ariana McBride P.O. Box 111 Middlebury VT 05753	Sr. Proj. Assoc. 40.00	62,923.	26,331.	0.

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

2

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Placeways, LLC 1722 14th Street Suite #150 Boulder CO 80302	Software Consulting	120,833.
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 See attached description of "Project Activities"	1,541,418.
2 See attached description of "Communication Activities"	848,198.
3	
4	

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

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

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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	1 a	10,373,650.
b Average of monthly cash balances	1 b	94,893.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	10,468,543.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	10,468,543.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	157,028.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,311,515.
6 Minimum investment return. Enter 5% of line 5	6	515,576.

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	
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	
b Income tax for 2013. (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	2,389,617.
b Program-related investments — total from Part IX-B.	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	0.
b Cash distribution test (attach the required schedule)	3 b	0.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,389,617.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,389,617.

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

Part XIII Undistributed Income (see instructions) **NOT APPLICABLE - PRIVATE OPERATING FOUNDATION FOR ALL YEARS**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions).				
c Treated as distributions out of corpus (Election required — see instructions).				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount — see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (2013)

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2013, 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)
---	-------------------------------------

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

Tax year	Prior 3 years			
(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
178,412.	177,279.	155,127.	186,702.	697,520.
151,650.	150,687.	131,858.	158,697.	592,892.
2,389,617.	2,119,608.	2,171,795.	2,507,921.	9,188,941.
2,389,617.	2,119,608.	2,171,795.	2,507,921.	9,188,941.
343,717.	261,158.	241,939.	282,580.	1,129,394.

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

1 Information Regarding Foundation Managers:

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

Lyman Orton

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

None

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

Check here ☒ 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	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
Name and address (home or business)				
a Paid during the year				
Total				3 a
b Approved for future payment				
Total				3 b

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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,918.	
4 Dividends and interest from securities			14	283,277.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . .			18	782,713.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Miscellaneous Revenue					384.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,068,908.	384.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,069,292.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

The Orton Family Foundation, Inc.

Employer identification number

03-0346513

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA 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) (2013)

Name of organization

Employer identification number

The Orton Family Foundation, Inc.

03-0346513

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Lyman K. Orton P.O. Box 775782 Steamboat Springs CO 80477	\$ 2,579,627.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	The John S. & James L. Knight Foundation 200 South Biscayne Boulevard #3300 Miami FL 33131	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	The Vermont Community Foundation 3 Court Street Middlebury VT 05753	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	Montana Community Foundation One North Last Chance Gulch #1 Helena MT 59601	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	LP Brown Foundation 505 Mountain View Road Boulder CO 80302	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6	Gates Family Foundation 3575 Cherry Creek North Drive #100 Denver CO 80209-3600	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

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

Asset Information:

Description of Property <u>Publicly Traded Securities</u>	
Date Acquired . . . <u>Various</u>	How Acquired . . . <u>Purchased</u>
Date Sold: . . . <u>Various</u>	Name of Buyer: . . . <u>Unrelated Third Parties</u>
Sales Price: . . . <u>7,481,945.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>6,694,811.</u>
Sales Expense . . . _____	Valuation Method _____
Total Gain (Loss) . . . <u>787,134.</u>	Accumulation Depreciation . . . _____

Description of Property <u>Donated Publicly Traded Securities</u>	
Date Acquired . . . <u>Various</u>	How Acquired . . . <u>Donated</u>
Date Sold: . . . <u>Various</u>	Name of Buyer . . . <u>Unrelated Third Parties</u>
Sales Price: . . . <u>2,575,206.</u>	Cost or other basis (do not reduce by depreciation) . . . <u>2,579,627.</u>
Sales Expense . . . _____	Valuation Method _____
Total Gain (Loss): . . . <u>-4,421.</u>	Accumulation Depreciation: . . . _____

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

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

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

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

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

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

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	67,955.	1,005.	1,005.	64,940.
Excise Taxes	29,884.	0.	0.	0.
Total	97,839.	1,005.	1,005.	64,940.

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Advertising & promotion	17,195.	16.	16.	17,148.
Bank, credit & payroll fees	2,542.	43.	43.	2,412.
Consultants & subcontractors	662,566.	3,216.	3,216.	652,917.
Dues & subscriptions	21,304.	184.	184.	20,753.
Equipment costs	10,896.	128.	128.	10,513.
Insurance	8,575.	146.	146.	8,136.
Postage	5,231.	46.	46.	5,094.
Professional development	9,336.	159.	159.	8,858.
Supplies	22,328.	30.	30.	22,239.
Telephone & internet	33,908.	59.	59.	33,730.
Plus Accrual to Cash Change:	0.	0.	0.	120,471.
Total	793,881.	4,027.	4,027.	902,271.

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

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person.. ☒ Business . ☐ Jared Duval P.O. Box 111 Middlebury VT 05753	Trustee 2.00	5,000.	0.	0.
Person.. ☒ Business . ☐ Gary Severson P.O. Box 111 Middlebury VT 05753	Trustee 2.00	2,000.	0.	0.
Person.. ☒ Business . ☐ Dr. Carolyn Lukensmeyer P.O. Box 111 Middlebury VT 05753	Trustee 2.00	5,000.	0.	0.
Person.. ☒ Business . ☐ Edward McMahon P.O. Box 111 Middlebury VT 05753	Trustee 2.00	4,250.	0.	0.

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

Continued

Information about Officers, Directors, Trustees, Etc.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Person.. ☒ Business . ☐ Anthony Wood P.O. Box 111 Middlebury VT 05753	Trustee 2.50	6,000.	0.	0.
Person.. ☒ Business . ☐ David Leckey P.O. Box 111 Middlebury VT 05753	Executive Director 40.00	181,442.	39,891.	0.
Person.. ☒ Business . ☐ Carol Bertrand P.O. Box 111 Middlebury VT 05753	Dir. of Finance & HR 40.00	77,692.	34,889.	0.

Total

281,384. 74,780. 0.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
English, Carroll & Boe	Legal Services	1,355.	0.	0.	0.
Total		1,355.	0.	0.	0.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wallace W. Tapia, P.C.	Accounting Services	11,008.	4,955.	4,955.	1,650.
Total		11,008.	4,955.	4,955.	1,650.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Wilmington Trust	Investment Management Services	68,257.	68,257.	68,257.	0.
Victory Capital Management	Investment Management Services	4,339.	4,339.	4,339.	0.
Total		<u>72,596.</u>	<u>72,596.</u>	<u>72,596.</u>	<u>0.</u>

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attachment	9,946,377.	9,946,377.
Total	<u>9,946,377.</u>	<u>9,946,377.</u>

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
50,775 Ridgeworth SEIX Floating Rate High Income Fund I	460,017.	460,017.
43,328 DWS Floating Rate Fund Institutional Class	400,847.	400,847.
Total	<u>860,864.</u>	<u>860,864.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Cash & Money Funds (in investment portfolio)	138,558.	138,558.
Total	<u>138,558.</u>	<u>138,558.</u>

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

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Property, plant & equipment	170,256.	124,926.	45,330.

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

Continued

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Total	<u>170,256.</u>	<u>124,926.</u>	<u>45,330.</u>

The Orton Family Foundation, Inc.
#03-0346513
Attachment to 2013 Form 990-PF

Common Stock & Equity Mutual Funds / Part II Line 10 b	Shares	Market Value
Altira Group Inc.	1,743.0	\$66,914
Apple Inc.	87.0	48,809
AT&T Inc	2,072.0	72,852
Blackstone Mtg REIT	1,430.0	38,796
Bristol-Myers Squibb Co	2,019.0	107,310
CenturyLink Incorporated	2,634.0	83,893
Chevron Corp Common	1,060.0	132,405
Clorox Company	422.0	39,145
Conoco Phillips	500.0	35,325
Darden Restaurants	723.0	39,310
Digital Realty Trust, Inc.	950.0	46,664
Dominion Resources Inc	604.0	39,073
El DuPont De Nemours & Co	1,912.0	124,223
Ente Nazionale Idrocarburi Spons ADR	1,111.0	53,872
Gallagher Arthur J & Co Common	2,036.0	95,549
General Electric Co	5,114.0	143,345
Harbor Fund International	26,993.9	1,916,839
Home Loan Servicing Solution	2,932.0	67,348
Intel Corp Common	1,912.0	49,626
Johnson & Johnson Co	1,201.0	110,000
JPMorgan Chase & Co	2,100.0	122,808
Leggett & Platt, Inc.	1,285.0	39,758
Lilly Eli & Company Common	2,210.0	112,710
Lockheed Martin Corporation	515.0	76,560
Mattel Common	2,148.0	102,202
Maxim Integrated	1,085.0	30,271
MDC Holdings	2,390.0	77,054
Merck & Co Common	2,325.0	116,366
MFS International New Discovery Fund Institutional Class	18,142.2	528,120
Microchip Technology Inc.	1,226.0	54,864
Morgan Stanley Focus Growth Fund	37,990.5	2,050,346
Nextera Energy Inc.	543.0	46,492
Occidental Petroleum Corporation	602.0	57,250
Old Republic International	5,854.0	101,098
Onebeacon Insurance Group	3,506.0	55,465
Paychex Common	1,887.0	85,915
Peoples United Financial	7,709.0	116,560
Pfizer Inc.	3,014.0	92,319
Philip Morris International Inc	872.0	75,977
Royal Dutch Shell	649.0	46,254
RPM International	2,972.0	123,368
Sonoco Products Company Common	1,293.0	53,944
Southern Company Common	1,305.0	53,649
SPDR S&P 500 ETF	6,533.0	1,206,580
Spectra Energy Corp	2,637.0	93,930
Starwood Property Trust	2,927.0	81,078
Sysco Corp Common	1,243.0	44,872
Umpqua Holdings Corporation	4,481.0	85,766
Unilever PLC Sponsored	2,499.0	102,959
United Parcel Service	607.0	63,783
Waste Management Inc	1,513.0	67,888
Wells Fargo & Company	1,780.0	80,812
Westar Energy Inc Common	1,080.0	34,743
Wisdomtree Emerging Markets	10,843.0	553,318
		\$9,946,377

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No. 1545-1709

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	The Orton Family Foundation, Inc.		03-0346513
	Number, street, and room or suite number. If a P.O. box, see instructions		Social security number (SSN)
	P.O. Box 111		
File by the due date for filing your return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	Middlebury VT 05753		

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► Carol Bertrand

Telephone No. ► (802) 388-6336 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 Aug 15, 20 14, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 13 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3 a	\$ 38,520.
b If this application is for Forms 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.	3 b	\$ 11,520.
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.	3 c	\$ 27,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**Form **8868** (Rev. 1-2014)

FIF0501 12/31/13