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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE ORCHARD FOUNDATION
C/O LEIGH FIBERS INC.

A Employer identification number

04-6660214

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

100 LEDGEWOOD PLACE, SUITE 103

B Telephone number

207-799-0686

City or town, state or province, country, and ZIP or foreign postal code

ROCKLAND, MA 02370

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

\$ 13,059,609. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	270,094.	270,094.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	244,268.			
	b Gross sales price for all assets on line 6a	943,939.			
	7 Capital gain net income (from Part IV, line 2)		244,268.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	16,697.	16,697.		STATEMENT 2
	12 Total. Add lines 1 through 11	531,059.	531,059.		
	13 Compensation of officers, directors, trustees, etc	60,000.	19,998.		40,002.
	14 Other employee salaries and wages				
	15 Pension plans/employee benefits				
	16a Legal fees				
	b Accounting fees	4,500.	2,250.		0.
	c Other professional fees	111,875.	111,875.		0.
	17 Interest				
	18 Taxes	5,825.	5,825.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses	9,065.	2,992.		6,073.	
24 Total operating and administrative expenses. Add lines 13 through 23	191,265.	142,940.		46,075.	
25 Contributions, gifts, grants paid	610,790.			610,790.	
26 Total expenses and disbursements. Add lines 24 and 25	802,055.	142,940.		656,865.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-270,996.				
b Net investment income (if negative, enter -0-)		388,119.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			4,789.	8,295.	8,295.
	2 Savings and temporary cash investments			128,679.	110,255.	110,225.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 7			6,460,695.	6,357,701.	8,018,663.
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment; basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 8)			4,327,560.	4,174,476.	4,922,426.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			10,921,723.	10,650,727.	13,059,609.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			10,921,723.	10,650,727.	
30 Total net assets or fund balances			10,921,723.	10,650,727.		
31 Total liabilities and net assets/fund balances			10,921,723.	10,650,727.		

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	10,921,723.
2 Enter amount from Part I, line 27a	2	-270,996.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,650,727.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,650,727.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WILMINGTON TRUST	P	VARIOUS	12/31/13
b WILMINGTON TRUST - GENEVA	P	VARIOUS	12/31/13
c SANDERSON INT'L VALUE TOBACCO FREE FUND	P	VARIOUS	12/31/13
d WILMINGTON REALTY I LLC	P	VARIOUS	12/31/13
e ISHARES S&P GSCI COMMODITY-INDEXED FUND	P	VARIOUS	12/31/13

(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 625,000.		566,581.	58,419.
b 184,042.		125,433.	58,609.
c 126,238.			126,238.
d		7,657.	-7,657.
e 8,659.			8,659.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			58,419.
b			58,609.
c			126,238.
d			-7,657.
e			8,659.

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	244,268.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,016,788.	11,917,210.	.085321
2011	1,924,466.	13,230,303.	.145459
2010	1,487,379.	13,669,575.	.108809
2009	1,365,836.	13,043,168.	.104717
2008	1,380,462.	17,085,327.	.080798

2 Total of line 1, column (d)	2	.525104
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	.105021
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,429,984.
5 Multiply line 4 by line 3	5	1,305,409.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,881.
7 Add lines 5 and 6	7	1,309,290.
8 Enter qualifying distributions from Part XII, line 4	8	656,865.

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.

THE ORCHARD FOUNDATION

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C/O LEIGH FIBERS INC.

04-6660214

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	7,762.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7,762.
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	7,762.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,003.	
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	7,003.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	9.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	768.	
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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? Website address HTTP://WWW.ORCHARDFOUNDATION.ORG	13	X	
14	The books are in care of BRIGITTE LEHNER KINGSBURY, EXEC DIR Telephone no. 207-799-0686 Located at C/O LEIGH FIBERS, 100 LEDGEWOOD PL, ROCKLAND, MA ZIP+4 02370			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CARL P. LEHNER C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE	0.00	0.	0.
BRIGITTE L. KINGSBURY C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TR & EXEC DIR	20.00	0.	0.
HEIDI LEHNER C/O LEIGH FIBERS, 100 LEDGEWOOD PLACE ROCKLAND, MA 02370	TRUSTEE	0.00	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,487,871.
b	Average of monthly cash balances	1b	131,402.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,619,273.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,619,273.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,289.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,429,984.
6	Minimum investment return. Enter 5% of line 5	6	621,499.

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	621,499.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,762.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	613,737.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	613,737.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	613,737.

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	656,865.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	656,865.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	656,865.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				613,737.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	545,734.			
b From 2009	719,960.			
c From 2010	806,194.			
d From 2011	1,267,913.			
e From 2012	427,666.			
f Total of lines 3a through e	3,767,467.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	656,865.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				613,737.
e Remaining amount distributed out of corpus	43,128.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,810,595.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	545,734.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,264,861.			
10 Analysis of line 9:				
a Excess from 2009	719,960.			
b Excess from 2010	806,194.			
c Excess from 2011	1,267,913.			
d Excess from 2012	427,666.			
e Excess from 2013	43,128.			

N/A

▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

Prior 3 years

(4) Gross investment income

(c) 2011

(e) Total

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

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

NONE

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

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

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

SEE ATTACHED INFORMATION

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

SEE ATTACHED INFORMATION

c Any submission deadlines:

SEE ATTACHED INFORMATION

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

SEE ATTACHED INFORMATION

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				
ALL RECIPIENTS ARE PUBLIC CHARITIES:				
SEE ATTACHED SCHEDULE (THERE ARE NO INDIVIDUAL RECIPIENTS)			SEE ATTACHED SCHEDULE	610,790.
Total			▶ 3a	610,790.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Enter gross amounts unless otherwise indicated.

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

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).
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[illegible]

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash		X
(2)	Other assets		X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization		X
(2)	Purchases of assets from a noncharitable exempt organization		X
(3)	Rental of facilities, equipment, or other assets		X
(4)	Reimbursement arrangements		X
(5)	Loans or loan guarantees		X
(6)	Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Margaret L Kingbury</i>	Date 5/14/14	Title Executive Director		
Paid Preparer Use Only	Print/Type preparer's name LAURIE BENCAL	Preparer's signature <i>[Signature]</i>	Date 5/13/14	Check <input type="checkbox"/> if self-employed	PTIN P00354967
	Firm's name ▶ CBIZ TOFIAS			Firm's EIN ▶ 26-3753134	
	Firm's address ▶ 500 BOYLSTON STREET BOSTON, MA 02116			Phone no. 617-761-0600	

Form 990-PF (2013)

ORCHARD FOUNDATION GRANTS LIST 2013

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

Mailing address:
c/o Ms. Brigitte L. Kingsbury, Executive Director
PO Box 2587
So. Portland, ME 04116

<u>Recipient</u>	<u>Purpose</u>	<u>Amount (\$)</u>
(AFPCC) American Friends for the Preservation of Czech Culture P.O. Box 814 Dover, MA 02030	Museum	350.00
Arthritis Foundation: Massachusetts Chapter 29 Crafts Street, Suite 450 Newton, MA 02458-1275	General Operating Support	350.00
Association of Small Foundations 1720 N Street, NW Washington DC 20036	General Operating Support	725.00
Boston Preservation Alliance 45 School Street – Old City Hall Boston, MA 02108	Annual Appeal	400.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Senior Class Gift	25,000.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Opening Minds – The Campaign for BB&N	25,000.00
Buckingham Browne & Nichols School 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund	1,000.00
The Chewonki Foundation 485 Chewonki Neck Road Wiscasset, ME 04578	Pathway to the Future Campaign	10,000.00
Concord Academy 166 Main Street Concord, MA 01742	Annual Fund	2,000.00
Conservation Law Foundation 62 Summer Street Boston, MA 02110	General Operating Support for Maine Advocacy Office	10,000.00
Environmental Grantmakers Association 475 Riverside Drive, Suite 960 New York, NY 10115	General Operating Support	915.00

Fiddlehead Theatre Company 332 Congress Street Boston, MA 02210	General Operating Support	5,000.00
First Parish in Cohasset 23 North Main Street Cohasset, MA 02025	General Operating Support	10,000.00
Friends of Brooklyn New School Brooklyn New School 610 Henry Street Brooklyn, NY 11231	General Support	1,500.00
Glastonbury Abbey-Benedictine Monks 16 Hull Street Hingham, MA 02043	General Operating Support (1)	5,000.00
Glastonbury Abbey-Benedictine Monks 16 Hull Street Hingham, MA 02043	General Operating Support (2)	3,000.00
Grace Church 75 Main Street Hastings-on-Hudson, NY 10706	General Operating Support	10,000.00
Harvard University David Rockefeller Center for Latin American Affairs 1730 Cambridge Street Cambridge, MA 02138	General Operating Support	10,000.00
Harvard University Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138-5762	General Operating Support	2,500.00
Harvard University Harvard Institute for Learning in Retirement 124 Mount Auburn Street Cambridge, MA 02138-5795	General Operating Support (1)	10,000.00
Harvard University Harvard Institute for Learning in Retirement 124 Mount Auburn Street Cambridge, MA 02138-5795	General Operating Support (2)	1,000.00
Hearth, Inc. 1640 Washington Street Boston, MA 02118	General Operating Support	5,000.00
High Mountain Institute 531 County Road 5A Leadville, CO 80461	General Operating Support & Founders Fund	1,500.00

High Mountain Institute 531 County Road 5A Leadville, CO 80461	Founders Fund	10,000.00
Himalayan Education Foundation 49 Pine Street Peterborough, NH 03458	General Operating Support	2,000.00
Hingham Historical Society PO Box 434 Hingham, MA 02043	General Operating Support	1,500.00
Hingham Land Conservation Trust P.O. Box 10 Hingham, MA 02043	General Operating Support	2,000.00
Historic New England 141 Cambridge Street Boston, MA 02114	Annual Appeal	300.00
Isabella Stewart Gardner Museum Two Palace Road Boston, MA 02115-9767	Annual Fund	200.00
Island Academy POB W1884 St. Johns, Antigua, West Indies	Scholarship Fund	10,000.00
IslandWood 4450 Blakely Avenue, NE Bainbridge Island, WA 98110-2257	Maintenance Program	5,000.00
The Lahey Clinic Foundation 41 Mall Road Burlington, MA 01805	Orthopaedic Department & Cardiothoracic Residency Training Program	20,000.00
Maine Conservation Alliance 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support (1)	6,000.00
Maine Conservation Alliance 295 Water Street, Suite 9 Augusta, ME 04330	General Operating Support (2)	4,000.00
Maine Philanthropy Center P.O. Box 9301 - USM Glickman Family Library Portland, ME 04104-9301	General Operating Support	700.00
Maine Philanthropy Center P.O. Box 9301 - USM Glickman Family Library Portland, ME 04104-9301	Fund in honor of Janet Henry	1,000.00

Massachusetts Institute of Technology 238 Main Street, Suite 200 Cambridge, MA 02142-1012	Mechanical Engineering Department	70,000.00
MCAC Artificial Reef Fund 4174 SE Oakland Street Oakland, FL 34997	General Operating Support	10,000.00
The McDowell Colony 163 East 81 st Street New York, NY 10028	General Operating Support	5,500.00
McLean Hospital Neuroregeneration Research Institute 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (1)	10,000.00
McLean Hospital Neuroregeneration Research Institute 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (2)	5,000 00
McLean Hospital Neuroregeneration Research Institute 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (3)	25,000.00
McLean Hospital Neuroregeneration Research Institute 115 Mill Street Belmont, MA 02478	Parkinson's Disease Research (4)	5,000 00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (1)	5,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (2)	25,000.00
Middlebury College Office of College Advancement Munford House Middlebury, VT 05753	Environmental Program Fund (3)	25,000.00
Milton Academy 170 Centre Street Milton, MA 02186	Annual Fund	400.00
The Monadnock Conservancy POB 337 Keene, NH 03431	Easement Support	10,000.00

The Monadnock Conservancy POB 337 Keene, NH 03431	New Staff Support	5,000.00
Museum of Fine Arts 465 Huntington Avenue Boston, MA 02115	General Purposes	30,000.00
Museum of Fine Arts 465 Huntington Avenue Boston, MA 02115	General Operating Support	300.00
Natural Resources Council of Maine 3 Wade Street Augusta, ME 04330	General Operating Support	5,000.00
Natural Resources Defense Council 40 West 20 th Street New York, NY 10011	General Operating Support (1)	25,000.00
Natural Resources Defense Council 40 West 20 th Street New York, NY 10011	General Operating Support (2)	25,000.00
Northwestern Memorial Foundation 251 East Huron Street, Galter 3-200 Chicago, IL 60610	PAC Clinic	2,000.00
Rachel's Network 1200 18 th Street NW, Suite 310 Washington DC 20036	General Operating Support	5,000.00
Rainforest Alliance 665 Broadway, Suite 500 New York, NY 10012	General Operating Support	10,000.00
Resurrection Parish 1057 Main Street Hingham, MA 02043-3960	General Operating Support	300.00
Robert Treat Paine Historic Trust 100 Robert Treat Paine Drive Waltham, MA 02452	General Operating Support	100.00
The Salvation Army 25 Shawmut Road Canton, MA 02021	General Operating Support	5,000.00
Scenic Hudson 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	20,000.00

Smith College Alumnae Fund 33 Elm Street Northampton, MA 01063-0024	Annual Fund and the Ada Comstock Scholars Program	1,500.00
Society of Architectural Historians 1365 North Astor Street Chicago, IL 60610-2144	Annual Appeal	500.00
South Shore Hospital Charitable Foundation 55 Fogg Road South Weymouth, MA 02190-2455	Campaign for Healing, Caring and Comforting	20,000.00
Squam Lakes Natural Science Center P.O. Box 173 Holderness, NH 03245	Nature Matters Campaign	10,000.00
St. Paul's Parish 147 North Street Hingham, MA 02043	General Operating Support	6,000.00
Toxics Action Center 44 Winter Street, 4 th floor Boston, MA 02108	Massachusetts Zero Waste Campaign	15,000.00
Trustees of Hampshire College Institutional Advancement, Hampshire College 893 West Street Amherst, MA 01002	Writing Program	7,000.00
The Trustees of Reservations 572 Essex Street Beverly, MA 01915-1530	General Operating Support	1,500.00
WBUR - Radio 90.9 FM 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund/ General Operating Support	1,250.00
Wellspring Multi-Service Center 814 Nantasket Ave Hull, MA 02045	General Operating Support	5,000.00
WGBH - Channel 2 125 Western Avenue Boston, MA 02134	General Operating Support	1,500.00
Zamorano 1701 Pennsylvania Ave., NW, Suite 300 Washington DC 20006	Renewable Energy Center	10,000.00
	Total 2013 Contributions:	\$ 610,790

ORCHARD FOUNDATION
P.O. BOX 2587
SOUTH PORTLAND, ME 04116

APPLICATION GUIDELINES:

Foundation Update: The Orchard Foundation will no longer accept unsolicited Concept Letters, Letters of Inquiry, or Proposals. All funding in the future will be done on a Pre-Selected Organization (PSO) basis only. Occasionally, Request for Proposals (RFPs) may be sent to a select number of organizations.

If a Request for Proposal is sent to your organization, please read the following information:

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

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

Program Limitations: Grants are not made to individuals, or for endowments, annual or capital campaigns, museums, religious programs, any religion-affiliated organization, conference participation/travel unrelated to current foundation grant, scholarships, fellowships, building projects, equipment needs, or film and video projects. Loans are not made. Please see Program Area Guidelines (also available from the foundation) for further program limitations specific to the individual program areas.

If a Proposal is Invited: Please submit a letter that includes a problem statement, the goals of the project, a plan of action, the qualifications of the organization to fulfill the plan and a method of evaluation. You can assume that the foundation is generally familiar with the subject areas

that it funds and need not provide general background into the problem. The entire proposal body should be **no longer** than two pages. Supplemental materials needed are a one-page project budget and a one-page operating budget. If available at your website please include direct web links to a board member list, a copy of the last annual financial statement, an annual report, and a list of foundation and corporate supporters for current and most recent fiscal years in your email cover note. If any of these are NOT available at your website, please send with the proposal and budgets. All materials **MUST** be submitted via email to orchard@maine.rr.com either as a Word attachment, a PDF document, or an Excel attachment. Please submit proposals, budgets and supplemental material in separate attachments. Please check that the letter includes a contact name, address, phone number, email address, organizational web site address, and **EIN number**.

Reporting Requirements: Funded organizations must submit a two-page narrative project assessment and a one-page financial report of how the grant moneys were expended. The report deadline will be given when a project is funded and is generally within 13 months of the grant award. This report must be submitted via email to orchard@maine.rr.com.

Executive Director
Orchard Foundation
P.O. Box 2587
So. Portland, ME 04116
Phone: (207) 799-0686
orchard@maine.rr.com
www.orchardfoundation.org

The Orchard Foundation is a member of the Association of Small Foundations, the Environmental Grantmakers Association and the Maine Philanthropy Center.

ORCHARD FOUNDATION

PO Box 2587

South Portland, Maine 04116

IMPORTANT update for September 2013:

The Orchard Foundation will no longer accept unsolicited Concept Letters, Letters of Inquiry or Proposals. All funding in the future will be done on a Pre-Selected Organization (PSO) basis only. Occasionally, Request for Proposals (RFPs) may be sent to a select number of organizations.

The Orchard Foundation is a private charitable foundation, founded in 1990, that makes grants to non-profit organizations focused on environmental advocacy and reproductive rights in addition to a wide variety of additional pre-selected programs.

Please note that a part-time Executive Director staffs the office. Therefore, please assume an answering machine will answer your phone call; be prepared to leave a message. Better yet, if you have a question, send an email. While the foundation office is closed for July and August, we do check our phone and email messages from time to time, so we will eventually get to your queries. Thank you!

Executive Director
Orchard Foundation
P.O. Box 2587
So. Portland, ME 04116
(207) 799-0686
orchard@maine.rr.com
www.orchardfoundation.org

ORCHARD FOUNDATION

Program Areas:

Foundation Update: The Orchard Foundation will no longer accept unsolicited Concept Letters, Letters of inquiry, or Proposals. All funding in the future will be done on a Pre-Selected Organization (PSO) basis only. Occasionally, Request for Proposals (RFPs) may be sent to a select number of organizations.

If a Request for Proposal is sent to your organization, please read the following information:

Environment - The foundation funds in the following areas: air quality, global climate change, fresh and coastal waters and forests. The Orchard Foundation favors advocacy (principally legal, governmental agencies, and administrative process participation advocacy) projects.

Areas not funded: Given that the Orchard Foundation is a very small foundation, it is impossible to fund all projects that fall into our primary environmental program areas. Therefore it is easier to list some of the areas which the foundation board is *not* interested in funding. We *will not* be sending out RFPs for the following areas: general citizen organizing and public awareness-building projects, environmental education projects (for adults or children), ocean fisheries, growth management and sprawl, toxic substances and pollution prevention, animal rights, animal hospitals or rehabilitation centers, species specific projects, scientific research, and land acquisition.

Reproductive Rights - The foundation funds projects advocating for reproductive rights for adolescents, in addition to projects aiming for comprehensive sexuality education for middle and high school students.

Funding limitations: Most funding disbursed by the foundation is done on a designated giving basis only. These grants are at the discretion of the trustees and no correspondence concerning them will be considered. The complete grants list can be found at www.guidestar.org by examining the latest PF 990 tax return.

Executive Director
Orchard Foundation
P.O. Box 2587
So. Portland, ME 04116
Phone: (207) 799-0686
orchard@maine.rr.com
www.orchardfoundation.org

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GENEVA DIVIDEND ISHARES S&P GSCI COMMODITY-INDEXED TRUST	2,874.	0.	2,874.	2,874.	
SANDERSON INT'L VALUE TABACCO FREE FUND	140.	0.	140.	140.	
WILMINGTON REALTY I, LLC	37,741.	0.	37,741.	37,741.	
WILMINGTON TRUST - DIVIDENDS	6,907.	0.	6,907.	6,907.	
	222,432.	0.	222,432.	222,432.	
TO PART I, LINE 4	270,094.	0.	270,094.	270,094.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SANDERSON INT'L VALUE TOBACCO FREE FUND	16,696.	16,696.	
GENEVA CORPORATE ACTIONS	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	16,697.	16,697.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND ACCOUNTING FEES	4,500.	2,250.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	2,250.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	111,875.	111,875.			0.
TO FORM 990-PF, PG 1, LN 16C	111,875.	111,875.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	5,825.	5,825.			0.
TO FORM 990-PF, PG 1, LN 18	5,825.	5,825.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	2,976.	982.			1,994.
TELEPHONE/INTERNET	1,392.	459.			933.
STATE FILING FEES	70.	23.			47.
CONFERENCES & MEETINGS	447.	148.			299.
BANK FEES	100.	33.			67.
POSTAGE	124.	41.			83.
INSURANCE	2,266.	748.			1,518.
DUES AND PUBLICATIONS	132.	44.			88.
MISCELLANEOUS EXPENSE	983.	324.			659.
INTEREST EXPENSE	575.	190.			385.
TO FORM 990-PF, PG 1, LN 23	9,065.	2,992.			6,073.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	5,974,036.	7,514,576.	
CORPORATE STOCK	383,665.	504,087.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,357,701.	8,018,663.	

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WILMINGTON REALTY I LLC	464,268.	459,798.	100,082.
SANDERSON INT'L TOBACCO FREE FUND	957,903.	873,287.	1,186,718.
WEATHERLOW OFFSHORE FUND I LTD	1,663,167.	1,592,167.	1,972,432.
ARCHSTONE OFFSHORE FUND LTD	1,200,000.	1,200,000.	1,425,889.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	42,222.	49,224.	237,305.
TO FORM 990-PF, PART II, LINE 15	4,327,560.	4,174,476.	4,922,426.

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

CARL P. LEHNER
BRIGITTE L. KINGSBURY
HEIDI LEHNER