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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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)
120 Graham Way

Room/suite

B Telephone number (see instructions)
(802) 495-0864

City or town, state or province, country, and ZIP or foreign postal code
Shelburne, VT 05482

C If exemption application is pending, check here

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)\$ 18,542,378

J Accounting method

Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,641	3,641	3,641	
	4 Dividends and interest from securities	359,862	359,862	359,862	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,266,599			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		1,266,599		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	1,458		1,458		
12 Total. Add lines 1 through 11	1,631,560	1,630,102	364,961		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	371,427	20,739	20,739	297,810
	14 Other employee salaries and wages	726,608	670	670	724,597
	15 Pension plans, employee benefits	173,327	120	120	172,967
	16a Legal fees (attach schedule)	1,320			1,320
	b Accounting fees (attach schedule)	11,750	5,287	5,287	1,763
	c Other professional fees (attach schedule)	61,286	61,286	61,286	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	115,239	1,155	1,155	81,072
	19 Depreciation (attach schedule) and depletion	24,012	398	398	
	20 Occupancy	68,542	1,105	1,105	65,226
	21 Travel, conferences, and meetings	362,555	2,430	2,430	344,042
	22 Printing and publications	484			483
	23 Other expenses (attach schedule)	469,135	4,127	4,127	470,960
	24 Total operating and administrative expenses. Add lines 13 through 23	2,385,685	97,317	97,317	2,160,240
	25 Contributions, gifts, grants paid	0			0
	26 Total expenses and disbursements. Add lines 24 and 25	2,385,685	97,317	97,317	2,160,240
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-754,125			
	b Net investment income (if negative, enter -0-)		1,532,785		
c Adjusted net income(if negative, enter -0-)			267,644		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2017)

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		88,410	163,093	163,093
	2	Savings and temporary cash investments			40,006	40,006
	3	Accounts receivable ▶ <u>6,792</u>				
		Less allowance for doubtful accounts ▶ _____		6,344	6,792	6,792
	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 schedule) ▶ _____				
		Less allowance for doubtful accounts ▶ _____		4		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		26,821	39,878	39,878
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		17,083,169	18,029,391	18,029,391
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		313,381	157,562	157,562	
14	Land, buildings, and equipment basis ▶ <u>177,623</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>72,997</u>		72,671	104,626	104,626	
15	Other assets (describe ▶ _____)		1,030	1,030	1,030	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		17,591,830	18,542,378	18,542,378	
Liabilities	17	Accounts payable and accrued expenses		96,966	94,933	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		96,966	94,933	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		17,494,864	18,447,445	
	25	Temporarily restricted				
	26	Permanently restricted				
	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, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		17,494,864	18,447,445	
	31	Total liabilities and net assets/fund balances (see instructions) .		17,591,830	18,542,378	

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	17,494,864
2	Enter amount from Part I, line 27a	2	-754,125
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,706,706
4	Add lines 1, 2, and 3	4	18,447,445
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	18,447,445

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)
1 a Publicly Traded Securities	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 7,820,204	0	6,553,605	1,266,599
b			
c			
d			
e			

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 0	0	0	1,266,599
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,266,599
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 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))
2016	1,669,396	16,176,933	0 103196
2015	1,716,157	14,055,419	0 122099
2014	1,910,842	11,924,116	0 160250
2013	2,389,617	10,311,515	0 231743
2012	2,108,115	7,834,749	0 269072
2 Total of line 1, column (d)			2 0 886360
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 177272
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 17,664,902
5 Multiply line 4 by line 3			5 3,131,493
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,328
7 Add lines 5 and 6			7 3,146,821
8 Enter qualifying distributions from Part XII, line 4			8 2,160,240

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)

1a	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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	30,656
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	30,656
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	30,656
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	33,260
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	33,260
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	11
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,593
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 2,593 Refunded ☐	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VT		
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? <i>If "No," attach explanation</i> .	8b	Yes
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.orton.org	13	Yes	
14	The books are in care of CAROL BERTRAND Telephone no (802) 495-0864			

Located at **120 Graham Way 126 Shelburne VT** ZIP+4 **05482**

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			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ 1b			No
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 2017? ☐ 1c			No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐ 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 ▶ 20____, 20____, 20____, 20____			
3a	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 2017 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 2017). ☐ Yes ☒ No 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a			No
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 2017? 4b			No

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 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	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?	☐ Yes ☐ No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
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	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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?		7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
ALECE MONTEZ-GRIEGO 126 Graham Way 126 Shelburne, VT 05482	Director of Programs 40 00	113,150	24,799	0
GABRIELLE RATTE SMITH 126 Graham Way 126 Shelburne, VT 05482	SR ASSOC FOR STRAT 40 00	81,600	17,891	0
ALEXIS HALBERT 126 Graham Way 126 Shelburne, VT 05482	SR ASSOC OF PROGRA 40 00	75,671	20,427	0
LEANNE TINGAY 126 Graham Way 126 Shelburne, VT 05482	SR ASSOC OF PROGRA 40 00	72,100	19,349	0
SARA LIGHTNER 126 Graham Way 126 Shelburne, VT 05482	SR ASSOC OF PROGRA 40 00	72,100	24,300	0

Total number of other employees paid over \$50,000. 4

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
Wilmington Trust Financial Advisors 1100 North Market Street Wilmington, DE 19890	InvestmentManagementServices	53,336

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 See Attached Statement	1,160,708
2 See Attached Statement	618,084
3 See Attached Statement	381,448
4	0

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	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	17,566,842
b	Average of monthly cash balances.	1b	367,069
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	17,933,911
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	17,933,911
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	269,009
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	17,664,902
6	Minimum investment return. Enter 5% of line 5.	6	883,245

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	
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	2,160,240
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,160,240
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,160,240

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, 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 2017 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. **1995-08-18**

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	267,644			596,206	863,850
b 85% of line 2a	227,497			506,775	734,272
c Qualifying distributions from Part XII, line 4 for each year listed	2,160,240	1,669,396	1,716,157	1,910,842	7,456,635
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,160,240	1,669,396	1,716,157	1,910,842	7,456,635
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	588,830	539,231	468,514	397,471	1,994,046
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization 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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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	3,641	
4 Dividends and interest from securities. . . .			14	359,862	
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	1,266,599	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>Miscellaneous Program Service Revenue</u>	900099				1,458
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .				1,630,102	1,458
13 Total. Add line 12, columns (b), (d), and (e).				13 1,630,102	1,631,560

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

[illegible]

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

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

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

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.		
	*****	2018-05-08	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	WILLIAM S HUCKABAY CPA				P00154308
	Firm's name ▶ Tapia & Huckabay PC				Firm's EIN ▶
	Firm's address ▶ PO Box 38 Vergennes, VT 05491				Phone no (802) 870-7086

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
LYMAN ORTON	Chair 4 00	0	0	0
126 Graham Way 126 Shelburne, VT 05482				
SUSAN KIRKPATRICK	Secretary/Treasurer 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
TOM DANIELS	Director 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
JARED DUVAL	Director 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
DR CAROLYN LUKENSMEYER	Director 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
JANICE IZZI	Director 2 00	0	0	0
126 Graham Way 126 Shelburne, VT 05482				
ED MCMAHON	Director 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
SCOT SPENCER	Director 2 00	4,000	0	0
126 Graham Way 126 Shelburne, VT 05482				
TONY WOOD	Director 2 00	4,500	0	0
126 Graham Way 126 Shelburne, VT 05482				
DAVID LECKEY	Executive Director 40 00	202,596	28,963	0
126 Graham Way 126 Shelburne, VT 05482				
CAROL BERTRAND	DIRECTOR OF FINANCE 40 00	90,126	21,242	0
126 Graham Way 126 Shelburne, VT 05482				

TY 2017 Accounting Fees Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VT Area CPA Firm Audit & Tax Preparation Services	11,750	5,287	5,287	1,763

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The Orton Family Foundation Inc

EIN: 03-0346513

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Leasehold Improvements		18,917	3,562	SL	7 00	2,684	44	44	
Office Equipment & Furnishings		108,750	53,020	SL	7 00	14,647	243	243	
Website		49,956	64,100	SL	5 00	6,681	111	111	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Gain/Loss from Sale of Other Assets Schedule

Name: The Orton Family Foundation Inc

EIN: 03-0346513

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly Traded Securities		Purchased		UNRELATED THIRD PARTIES	7,820,204	6,553,605	Cost		1,266,599	

TY 2017 General Explanation Attachment**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		Part IX-A Summary of Direct Charitable Activities / Lines 1 & 2	PROJECT ACTIVITIES - THE FOUNDATION WORKS TO DEVELOP AND IMPLEMENT THE "COMMUNITY HEART & SOUL" METHOD, INCLUDING WORK WITHIN HEART & SOUL COMMUNITIES, PARTNERSHIP IMPLEMENTATION PROJECTS, AND CURRICULUM AND TRAINING TARGETED TOWARD COMMUNITIES, PARTNERS AND "HEART & SOUL COACHES " COMMUNICATION ACTIVITIES - THE FOUNDATION WORKS TO IDENTIFY PRIORITY TARGET MARKETS, AND DEVELOP AND EXECUTE MARKETING STRATEGIES THAT WILL REACH AND PERSUADE THOSE TARGET AUDIENCES TO SUPPORT, FUND AND IMPLEMENT IT - SPREADING AWARENESS, ACCEPTANCE AND USE OF THE HEART & SOUL METHOD WITH PARTNERS AND STAKEHOLDERS

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		Part IX-A Summary of Direct Charitable Activities / Line 3	STRATEGIC PARTNERSHIPS ACTIVITIES - THE FOUNDATION IDENTIFIES, STRENGTHENS AND BUILDS RELATIONSHIPS THAT WILL SPREAD AWARENESS AND SUPPORT OF THE COMMUNITY HEART & SOUL PHILOSOPHY AND PROCESS WITH THE ASSISTANCE OF INDEPENDENT "CHAMPIONS", THE FOUNDATION IS BUILDING A COALITION OF NATIONAL, REGIONAL AND LOCAL RESOURCES TO HELP COMMUNITIES TO IMPLEMENT THE COMMUNITY HEART & SOUL MODEL

TY 2017 Investments Corporate Stock Schedule

Name: The Orton Family Foundation Inc
EIN: 03-0346513

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,247sh Abbvie, Inc.	120,597	120,597
340sh Alaska Air Group, Inc.	24,993	24,993
1,108sh Altria Group, Inc.	79,122	79,122
731sh American Electric Power Company, Inc.	53,780	53,780
130sh American Tower Corporation	18,547	18,547
354sh Amgen Inc.	61,561	61,561
151sh Apple Inc.	25,554	25,554
317sh Aptiv PLC	26,891	26,891
2,818sh AT&T Inc.	109,564	109,564
423sh Avangrid Inc.	21,395	21,395
194sh Avery Dennison Corporation	22,283	22,283
1,076sh Bank of America Corporation	31,764	31,764
428sh Baxter International	27,666	27,666
310sh Berry Global Group, Inc.	18,188	18,188
447sh Best Buy Company Inc.	30,606	30,606
1,867sh Blackstone Mortgage Trust Inc.	60,080	60,080
1,877ah BP PLC Spons	78,890	78,890
653sh Bristol Myers Squibb Company	40,016	40,016
100sh Broadcom Limited	25,690	25,690
308sh Broadridge Financial Solutions Inc.	27,899	27,899
1,478sh CA Inc.	49,188	49,188
22,398sh Cambiar International Equity Fund	637,889	637,889
394sh CDW Corporation	27,379	27,379
1,043sh Chevron Corporation	130,573	130,573
179sh Chubb Limited	26,157	26,157
3,385sh Cisco Systems Inc.	129,645	129,645
770sh Citizens Financial Group Inc.	32,325	32,325
1,027sh Coca Cola Company	47,119	47,119
110sh Coherent Inc.	31,044	31,044
330sh Cyrusone Inc.	19,645	19,645

Name of Stock	End of Year Book Value	End of Year Fair Market Value
767sh DR Horton Inc.	39,171	39,171
578sh Darden Restaurants Inc.	55,500	55,500
376sh Deluxe Corporation	28,892	28,892
249sh Dr. Pepper Snapple Group Inc.	24,168	24,168
556sh Duke Energy Holding Corporation	46,765	46,765
930sh Eaton Corporation	73,479	73,479
1,077sh Emerson Electric Company	75,056	75,056
543sh Exelon Corporation	21,400	21,400
1,895sh Extended Stay America Inc.	36,005	36,005
620sh Exxon Mobil Corporation	51,857	51,857
146sh Facebook Inc.	25,763	25,763
1,651sh Firstenergy Corporation	50,554	50,554
406sh General Mills Inc.	24,072	24,072
624sh Halliburton Holdings Company	30,495	30,495
247sh Hasbro Common	22,450	22,450
165sh Home Depot Inc.	31,272	31,272
175sh Ingredion Inc.	24,465	24,465
663sh Intel Corporation	30,604	30,604
1,724sh Invesco Limited	62,995	62,995
9,716sh IShares Core MSCI ETF	642,130	642,130
14,650sh ISHares Core MSCI Emerging Markets	833,585	833,585
4,935sh IShares Russell 1000 Value ETF	613,618	613,618
6,061sh IShares Russell 1000 Growth ETF	816,295	816,295
12,704sh IShares Russell 2000 ETF	1,936,852	1,936,852
898sh Johnson & Johnson	125,469	125,469
1,331sh JPMorgan Chase & Company	142,337	142,337
902sh Juniper Networks Inc.	25,707	25,707
180sh Kimberly Clark Corporation	21,719	21,719
138sh Lam Research Corporation	25,402	25,402
264sh Lockheed Martin Corporation	84,757	84,757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
41,832sh LSV Value Equity Fund Strategy	1,211,046	1,211,046
723sh LyonDellBasell Industries NV	79,761	79,761
1,196sh Main Street Capital Corporation	47,517	47,517
1,353sh Maxim Integrated Products Inc.	70,735	70,735
276sh McDonald's Corporation	47,505	47,505
1,579sh Merck & Company Inc.	88,850	88,850
1,088sh Metlife Inc.	55,009	55,009
337sh Microsoft Corporation	28,827	28,827
574sh Morgan Stanley Group Inc.	30,118	30,118
24,599sh Morgan Stanley Institutional Funds Inc. Growth Portfolio	1,030,440	1,030,440
383sh Nextera Energy Inc.	59,821	59,821
1,059sh Occidental Petroleum Corporation	78,006	78,006
3,170sh Old Republic International Corporation	67,775	67,775
456sh Oneok Inc.	24,373	24,373
357sh Owens Corning Inc.	32,823	32,823
1,478sh PacWest Bancorp	74,491	74,491
1,523sh Park Hotels & Resorts Inc.	43,786	43,786
165sh Parker Hannifin Corporation	32,931	32,931
2,743sh Peoples United Financial Inc.	51,294	51,294
2,429sh Pfizer Inc.	87,978	87,978
616sh Philip Morris International Inc.	65,080	65,080
757sh Procter & Gamble Company	69,553	69,553
252sh Prudential Financial Inc.	28,975	28,975
200sh PVH Corporation	27,442	27,442
1,293sh Qualcomm Inc.	82,778	82,778
233sh Quest Diagnostics Inc.	22,948	22,948
769sh Schlumberger Limited	51,823	51,823
322sh Simon Property Group Inc.	55,300	55,300
9,564sh SPDR S&P 500 ETF	2,552,249	2,552,249
188sh Stanley Black & Decker Inc.	31,902	31,902

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,164sh Starwood Property Trust Inc.	24,851	24,851
186sh Stryker Corporation	28,800	28,800
1,083sh Sun Life Financial Inc.	44,689	44,689
2,177sh Suncor Energy Inc.	79,939	79,939
412sh Sysco Corporation	25,021	25,021
226sh T-Mobile US Inc.	14,353	14,353
1,216sh Tapestry Inc.	53,784	53,784
1,056sh Targa Resources Corporation	51,132	51,132
315sh TE Connectivity Limited	29,938	29,938
1,555sh The Toronto-Dominion Bank	91,092	91,092
3,166sh Umpqua Holdings Corporation	65,853	65,853
614sh Unilever PLC Spons	33,979	33,979
1,704sh United Bankshares Inc.	59,214	59,214
376sh United Parcel Service	44,800	44,800
130sh Unitedhealth Group Inc.	28,660	28,660
351sh Valero Energy Corporation	32,260	32,260
234sh VMWare Incorporated	29,325	29,325
40,956sh WCM Focused International Growth Fund	644,653	644,653
1,257sh Wells Fargo & Company	76,261	76,261
2,189sh Weyerhaeuser Company	77,183	77,183
211,085sh Wilmington International Fund Institutional Shares	1,941,982	1,941,982
11,853sh Wilmington Large-Cap Strategy Fund Institutional Funds	261,602	261,602

TY 2017 Investments - Other Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Cash & Money Market Funds in Investment Portfolio		157,562	157,562

TY 2017 Legal Fees Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NE Area Attorney Program Contract Services	1,320			1,320

TY 2017 Other Expenses Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Advertising & Promotion	1,165			1,165
Bank & Credit Card Fees	2,876	48	48	2,733
Consultants & Subcontractors	330,334	2,999	2,999	321,338
Dues & Subscriptions	14,482	147	147	14,041
Equipment Costs	26,581	210	210	25,950
Insurance	11,800	196	196	11,213
Miscellaneous	707	66	66	509
Postage	4,651	47	47	4,510
Professional Development	19,776	328	328	18,792
Supplies	28,862	48	48	28,717

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone & Internet	27,901	38	38	27,788
ADD Accrual to Cash Change				14,204

TY 2017 Other Income Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Miscellaneous Program Service Revenue	1,458		1,458

TY 2017 Other Increases Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513

Description	Amount
Unrealized Gain on Investments	1,706,705
Rounding	1

TY 2017 Other Professional Fees Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Inv Manager #1 Investment Management Services	53,336	53,336	53,336	
Inv Manager #2 Investment Management Services	7,950	7,950	7,950	

TY 2017 Taxes Schedule**Name:** The Orton Family Foundation Inc**EIN:** 03-0346513

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	84,539	1,155	1,155	81,072
Federal Excise Taxes	30,700			