

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

**2003**

Department of the Treasury  
 Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2003, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type See Specific Instructions

Name of organization: **THE ORCHARD FOUNDATION**  
 C/O M. GORDON EHRLICH, TRUSTEE

Number and street (or P O box number if mail is not delivered to street address): **BINGHAM MCCUTCHEN LLP, 150 FEDERAL STRE**  
 Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **BOSTON, MA 02110**

A Employer identification number: **04-6660214**

B Telephone number: **(617) 951-8000**

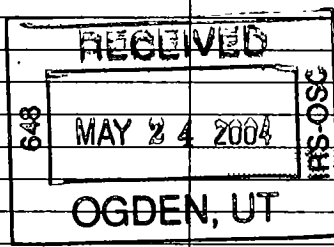
H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part I, col. (c), line 16): **\$ 15,332,080.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

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)
<b>1</b> Contributions, gifts, grants, etc., received Check <input type="checkbox"/> if the foundation is not required to attach Sch B	2,790,000.		N/A	
<b>2</b> Distributions from split-interest trusts				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	404,271.	378,242.		STATEMENT 2
<b>5a</b> Gross rents				
b (Net rental income or (loss))				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	940,950.			STATEMENT 1
b Gross sales price for all assets on line 6a	14,410,790.			
<b>7</b> Capital gain net income (from Part IV, line 2)		1,040,136.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
<b>11</b> Other income	-18,710.	-30,728.		STATEMENT 3
<b>12</b> Total. Add lines 1 through 11	4,116,511.	1,387,650.		
<b>13</b> Compensation of officers, directors, trustees, etc	40,000.	20,000.		20,000.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees STMT 4	6,925.	6,925.		0.
b Accounting fees STMT 5	9,507.	9,507.		0.
c Other professional fees STMT 6	85,472.	85,472.		0.
<b>17</b> Interest				
<b>18</b> Taxes STMT 7	21,368.	0.		0.
<b>19</b> Depreciation and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses STMT 8	10,343.	10,343.		0.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	173,615.	132,247.		20,000.
<b>25</b> Contributions, gifts, grants paid	1,103,202.			1,103,202.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	1,276,817.	132,247.		1,123,202.
<b>27</b> Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,839,694.			
b Net investment income (if negative, enter -0-)		1,255,403.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED MAY 27 '04

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,095.	37,638.	37,638.
	2 Savings and temporary cash investments	300,671.	875,100.	875,100.
	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 11	7,620,244.	6,244,022.	7,019,620.
	c Investments - corporate bonds STMT 12	3,686,651.	2,873,687.	2,875,435.
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 13)	27,036.	4,331,185.	4,524,287.	
16 Total assets (to be completed by all filers)	11,649,697.	14,361,632.	15,332,080.	
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	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	11,649,697.	14,361,632.		
30 Total net assets or fund balances	11,649,697.	14,361,632.		
31 Total liabilities and net assets/fund balances	11,649,697.	14,361,632.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,649,697.
2 Enter amount from Part I, line 27a	2	2,839,694.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	43,402.
4 Add lines 1, 2, and 3	4	14,532,793.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	171,161.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,361,632.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DONATED PROPERTY-SEE ATTACHED	D	VARIOUS	06/04/03
b ACQUIRED PROPERTY-SEE ATTACHED	P	VARIOUS	VARIOUS
c DAILEY & PARTNERS LP	P		
d LONG TERM CAP GAIN DIV	P		
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,993,125.		1,873,015.	120,110.
b 12,417,665.		11,517,479.	900,186.
c			-608.
d			20,448.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			120,110.
b			900,186.
c			-608.
d			20,448.
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	1,040,136.
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 organization liable for the section 4942 tax on the distributable amount of a 1 year in the base period?  Yes  No

If "Yes," the organization 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))
2002	924,202.	12,332,713.	.0749391
2001	939,027.	12,590,705.	.0745810
2000	1,029,777.	12,634,538.	.0815049
1999	1,014,385.	11,878,022.	.0854002
1998	1,000,163.	10,128,981.	.0987427

2 Total of line 1, column (d)	2	.4151679
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	.0830336
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5	4	13,301,208.
5 Multiply line 4 by line 3	5	1,104,447.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,554.
7 Add lines 5 and 6	7	1,117,001.
8 Enter qualifying distributions from Part XII, line 4	8	1,123,202.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	12,554.
c	All other domestic organizations 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	12,554.
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	12,554.
6	Credits/Payments		
a	2003 estimated tax payments and 2002 overpayment credited to 2003	6a	30,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	30,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,446.
11	Enter the amount of line 10 to be credited to 2004 estimated tax	11	17,446. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X
11	X	

1a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities.

1c Did the organization file Form 1120-POL for this year?

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year  
(1) On the organization \$ 0. (2) On organization managers \$ 0.

e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$ 0.

2 Has the organization engaged in any activities that have not previously been reported to the IRS?  
If "Yes," attach a detailed description of the activities.

3 Has the organization 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

4a Did the organization have unrelated business gross income of \$1,000 or more during the year?

4b If "Yes," has it filed a tax return on Form 990-T for this year? N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
If "Yes," attach the statement required by General Instruction T

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?

7 Did the organization have at least \$5,000 in assets at any time during the year?  
If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) MASSACHUSETTS

8b If the answer is "Yes" to line 7, has the organization 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

9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?  
Web site address HTTP://WWW.ORCHARDFOUNDATION.ORG

12 The books are in care of M. GORDON EHRlich, TRUSTEE Telephone no (617) 951-8000  
Located at BINGHAM MCCUTCHEN LLP, 150 FEDERAL ST., BOSTON, MA ZIP+4 02110

13 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 N/A

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**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
<b>1a</b> During the year did the organization (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 organization 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>b</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 page 19 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>
<b>c</b> Did the organization 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 2003?		<input checked="" type="checkbox"/>
<b>2</b> Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
<b>a</b> At the end of tax year 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Are there any years listed in 2a for which the organization 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	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
<b>3a</b> Did the organization 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>b</b> If "Yes," did it have excess business holdings in 2003 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2003.)	N/A	
<b>4a</b> Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?		<input checked="" type="checkbox"/>
<b>b</b> Did the organization 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 2003?		<input checked="" type="checkbox"/>
<b>5a</b> During the year did the organization pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
<b>c</b> If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d)	N/A	
<b>6a</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>b</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870		<input checked="" type="checkbox"/>

**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
SEE STATEMENT 14		40,000.	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

**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	
<b>Total.</b> Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	11,903,369.
b Average of monthly cash balances	1b	1,600,395.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	13,503,764.
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	13,503,764.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,556.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,301,208.
6 Minimum investment return. Enter 5% of line 5	6	665,060.

**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	665,060.
2a Tax on investment income for 2003 from Part VI, line 5	2a	12,554.
b Income tax for 2003 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	12,554.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	652,506.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
b Income distributions from section 4947(a)(2) trusts	4b	0.
c Add lines 4a and 4b	4c	0.
5 Add lines 3 and 4c	5	652,506.
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	652,506.

**Part XII Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,123,202.
b Program-related investments - Total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,123,202.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	12,554.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,110,648.

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 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				652,506.
2 Undistributed income, if any, as of the end of 2002				
a Enter amount for 2002 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2003				
a From 1993	528,343.			
b From 1999	452,443.			
c From 2000	422,778.			
d From 2001	364,668.			
e From 2002	342,092.			
f Total of lines 3a through e	2,110,324.			
4 Qualifying distributions for 2003 from Part XII, line 4 ▶ \$ 1,123,202.				
a Applied to 2002, 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 2003 distributable amount				652,506.
e Remaining amount distributed out of corpus	470,696.			
5 Excess distributions carryover applied to 2003 (If an amount appears in column (d), the same amount must be shown in column (a))				0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,581,020.			
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 2002 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2003 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2004				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1998 not applied on line 5 or line 7	528,343.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	2,052,677.			
10 Analysis of line 9				
a Excess from 1999	452,443.			
b Excess from 2000	422,778.			
c Excess from 2001	364,668.			
d Excess from 2002	342,092.			
e Excess from 2003	470,696.			



THE ORCHARD FOUNDATION

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2003, enter the date of the ruling ▶

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) 2003	(b) 2002	(c) 2001	(d) 2000	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
3 Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 25 of the 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 15

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 organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization 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 of the person to whom applications should be addressed  
 SEE ATTACHED INFORMATION

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

c Any submission deadlines  
 SEE ATTACHED INFORMATION

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

THE ORCHARD FOUNDATION

Form 990-PF (2003)

C/O M. GORDON EHRLICH, TRUSTEE

04-6660214 Page 10

**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
<p>a <i>Paid during the year</i></p> <p>ALL RECIPIENTS ARE PUBLIC CHARITIES:</p> <p>SEE ATTACHED SCHEDULE (THERE ARE NO INDIVIDUAL RECIPIENTS)</p>			SEE ATTACHED SCHEDULE	1,103,202.
<b>Total</b>				▶ 3a 1,103,202.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>				▶ 3b 0.





**Schedule B**  
Form 990, 990-EZ, or  
990-PF

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary Information for  
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

**2003**

Name of organization

THE ORCHARD FOUNDATION  
C/O M. GORDON EHRlich, TRUSTEE

Employer identification number

04-6660214

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990 PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule-see instructions )

**General Rule-**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules-**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions  
for Form 990 and Form 990-EZ

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization <b>THE ORCHARD FOUNDATION</b> <b>C/O M. GORDON EHRLICH, TRUSTEE</b>	Employer identification number <b>04-6660214</b>
--	---

**Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEIGH FIBERS HOLDINGS, INC  100 LEDGEWOOD PLACE, SUITE 103, ROCKLAND, MA 02370	\$ 1,972,200.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	LEIGH FIBERS HOLDINGS, INC  100 LEDGEWOOD PLACE, SUITE 103, ROCKLAND, MA 02370	\$ 27,800.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	LEIGH FIBERS, INC  P.O. BOX 1132, SPARTANBURG, SC 29304	\$ 780,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	HANS SHERMAN  100 LEDGEWOOD PLACE, SUITE 103, ROCKLAND, MA 02370	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	LAUREN SHERMAN  100 LEDGEWOOD PLACE, SUITE 103, ROCKLAND, MA 02370	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE ORCHARD FOUNDATION</b> <b>C/O M. GORDON EHRLICH, TRUSTEE</b>	Employer identification number <b>04-6660214</b>
--	---

**Part II Noncash Property** (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	BONDS - CHARLESTON CNTY \$500,000, JACKSONVILLE FLA \$350,000, JORDAN UTAH \$400,000, LYNCHBURG VA \$250,000, MONTEGOMERY CNTY PA \$250,000	\$ 1,972,200.	05/05/03
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	
	_____ _____ _____	\$ _____	

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRlich, TRS

REALIZED GAIN/LOSS STATEMENT  
JANUARY 01, 2003 TO DECEMBER 31, 2003  
PAGE 103

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-- CAPITAL GAINS/LOSSES --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
A D C TELECOMMUNICATIONS INC COM					
33-6645-03 SOLD 01/10/03 1,000 SHS @ 2.6773 PER SHARE					
11/12/02 01/10/03	1,000.000	2,647.21	1,990.80-	656.41	
33-6645-03 SOLD 01/17/03 1,000 SHS @ 2.84 PER SHARE					
11/12/02 01/17/03	1,000.000	2,809.91	1,990.80-	819.11	
33-6645-03 SOLD 01/23/03 1,000 SHS @ 2.8083 PER SHARE					
11/12/02 01/23/03	1,000.000	2,778.21	1,990.80-	787.41	
33-6645-03 SOLD 09/29/03 1,100 SHS @ 2.39 PER SHARE					
11/12/02 09/29/03	1,100.000	2,562.87	2,189.88-	372.99	
AT&T WIRELESS SERVICES					
33-6645-00 SOLD 09/23/03 6,000 SHS @ 8.83 PER SHARE					
04/22/03 09/23/03	6,000.000	52,617.52	37,666.80-	14,950.72	
ABBOTT LABORATORIES COM					
33-6645-00 SOLD 09/23/03 1,200 SHS @ 42.7242 PER SHARE					
03/17/03 09/23/03	1,200.000	51,194.64	42,527.40-	8,667.24	
AETNA INC-NEW					
33-6645-03 SOLD 05/05/03 350 SHS @ 51.6306 PER SHARE					
11/08/02 05/05/03	350.000	18,047.11	14,209.40-	3,837.71	
33-6645-03 SOLD 06/12/03 350 SHS @ 65.0524 PER SHARE					
11/08/02 06/12/03	350.000	22,749.77	14,209.41-	8,540.36	

BINGHAM  
LEGG LLC  
ADVISERS



TAX ID  
 ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
 -----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
ALLTEL CORP 33-6645-00 SOLD 09/23/03 700 SHS @ 46.03 PER SHARE 04/02/03 09/23/03	700.000	32,177.49	32,933.81-	756.32-	
ALTRIA GROUP INC 33-6645-03 SOLD 09/29/03 500 SHS @ 43.34 PER SHARE 11/08/02 09/29/03	500.000	21,638.98	21,503.45-	135.53	
AMERICAN ELECTRIC PWR CO INC COM 33-6645-03 SOLD 09/29/03 1,400 SHS @ 29.73 PER SHARE 11/08/02 09/29/03	1,400.000	41,536.05	35,875.15-	5,660.90	
AMERICAN INTL GROUP INC COM 33-6645-04 SOLD 09/29/03 1,525 SHS @ 57.6769 PER SHARE 11/08/02 09/29/03 12/30/02 09/29/03 07/14/03 09/29/03 TOTAL	900.000 325.000 300.000 1,525.000	51,852.78 18,724.61 17,284.26 87,861.65	58,114.98- 18,541.71- 17,452.29- 94,108.98-	6,262.20- 182.90 168.03- 6,247.33-	
AMGEN INC 33-6645-04 SOLD 09/29/03 1,300 SHS @ 64.43 PER SHARE 11/11/02 09/29/03 08/06/03 09/29/03 TOTAL	1,000.000 300.000 1,300.000	64,366.98 19,310.10 83,677.08	45,023.10- 19,822.44- 64,845.54-	19,343.88 512.34- 18,831.54	
AMOCO COMPANY 6.5% 8/1/2007 33-6645-00 SOLD 09/23/03 100,000 P V @ 112.236 PER SHARE 01/09/02 09/23/03	100,000.000	112,236.00	106,340.00-		

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

REALIZED GAIN/LOSS STATEMENT  
JANUARY 01, 2003 TO DECEMBER 31, 2003  
PAGE 105

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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
ANHEUSER BUSCH COS INC COM					
33-6645-00 SOLD 03/06/03 800 SHS @ 46.8408 PER SHARE					
01/14/00 03/06/03	150.000	7,016.91	5,591.02-		1,425.89
02/16/00 03/06/03	650.000	30,406.60	20,405.94-		10,000.66
TOTAL	800.000	37,423.51	25,996.96-		11,426.55
33-6645-04					
SOLD 09/25/03 500 SHS @ 50.9963 PER SHARE					
11/11/02 09/25/03	500.000	25,471.95	26,180.05-	708.10-	
APPLIED MATERIALS INC					
33-6645-04 SOLD 03/07/03 1,700 SHS @ 11.80 PER SHARE					
11/11/02 03/07/03	1,700.000	19,969.61	25,252.07-	5,282.46-	
ASSOCIATES CORP NA					
6.25% 11/01/2008 33-6645-00 SOLD 09/23/03 100,000 P V @ 111.105 PER SHARE					
03/18/02 09/23/03	100,000.000	111,105.00	101,557.00-		9,548.00
AVENTIS SPONSORED SDR					
33-6645-03 SOLD 09/29/03 175 SHS @ 52.90 PER SHARE					
07/03/03 09/29/03	175.000	9,246.56	9,447.50-	200.94-	
BJS WHOLESALE CLUB INC COM					
33-6645-00 SOLD 03/03/03 1,600 SHS @ 13.90 PER SHARE					
02/15/02 03/03/03	800.000	11,071.67	33,778.08-		22,706.41-
06/26/02 03/03/03	400.000	5,535.83	15,228.00-	9,692.17-	
08/29/02 03/03/03	400.000	5,535.83	9,975.12-	4,439.29-	
TOTAL	1,600.000	22,143.33	58,981.20-	14,131.46-	22,706.41-

BINGHAM  
LEGG  LLC  
ADVISERS

TAX ID  
 ACCOUNT 70-6645-00 ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
 -----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
BP AMOCO PLC 33-6645-00 SOLD 04/17/03 1,200 SHS @ 38.8607 PER SHARE 12/23/96 04/17/03	1,200.000	46,558.66	41,705.36-		4,853.30
BANK OF AMERICA CORPORATION 33-6645-03 SOLD 09/29/03 800 SHS @ 78.23 PER SHARE 11/08/02 09/29/03	800.000	62,533.07	53,814.32-	8,718.75	
BAXTER INTERNATIONAL INC COM 33-6645-00 SOLD 09/23/03 1,500 SHS @ 29.8513 PER SHARE 08/29/02 09/23/03 11/05/02 09/23/03 TOTAL	800.000 700.000 1,500.000	23,831.92 20,852.93 44,684.85	29,648.00- 17,717.00- 47,365.00-	3,135.93 3,135.93	5,816.08- 5,816.08-
BELLSOUTH CORP COM 33-6645-03 SOLD 09/18/03 1,100 SHS @ 25.75 PER SHARE 11/08/02 09/18/03	1,100.000	28,268.67	29,825.70-	1,557.03-	
BERKSHIRE HATHAWAY INC DEL CL A COM 33-6645-00 SOLD 09/23/03 5 SHS @ 75,800.00 PER SHARE 05/18/98 09/23/03	5.000	378,981.96	252.50-		378,729.46
BEST BUY COMPANY INC 33-6645-00 SOLD 03/03/03 1,800 SHS @ 29.50 PER SHARE 05/21/02 03/03/03 06/24/02 03/03/03 08/30/02 03/03/03 TOTAL	700.000 500.000 600.000 1,800.000	20,607.38 14,719.56 17,663.46 52,990.40	33,411.00- 17,907.75- 12,886.32- 64,205.07-	12,803.62- 3,188.19- 4,777.14 11,214.67-	

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

REALIZED GAIN/LOSS STATEMENT  
JANUARY 01, 2003 TO DECEMBER 31, 2003  
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-----  
-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
BIOMET INC					
33-6645-00					
SOLD 02/28/03 800 SHS					
@ 30.4547 PER SHARE					
03/26/02 02/28/03	300.000	9,118.14	7,958.70-	1,159.44	
04/08/02 02/28/03	500.000	15,196.89	13,195.00-	2,001.89	
TOTAL	800.000	24,315.03	21,153.70-	3,161.33	
BRISTOL MYERS SQUIBB CO					
33-6645-03					
SOLD 09/29/03 1,200 SHS					
@ 25.54 PER SHARE					
11/13/02 09/29/03	700.000	17,835.16	17,821.25-	13.91	
11/20/02 09/29/03	500.000	12,739.40	12,292.42-	446.98	
TOTAL	1,200.000	30,574.56	30,113.67-	460.89	
BURLINGTON NORTHERN SANTA FE CORP					
33-6645-03					
SOLD 09/29/03 1,400 SHS					
@ 28.95 PER SHARE					
11/08/02 09/29/03	1,400.000	40,444.10	37,708.99-	2,735.11	
CIGNA CORP COM					
33-6645-03					
SOLD 09/29/03 1,200 SHS					
@ 44.44 PER SHARE					
11/20/02 09/29/03	1,200.000	53,253.50	46,744.56-	6,508.94	
CSX CORP COM					
33-6645-03					
SOLD 09/29/03 1,300 SHS					
@ 29.63 PER SHARE					
11/08/02 09/29/03	1,300.000	38,439.19	38,240.16-	199.03	
CVS CORP COM					
33-6645-00					
SOLD 09/23/03 1,500 SHS					
@ 31.5127 PER SHARE					
01/14/00 09/23/03	500.000	15,725.61	17,875.20-		2,149.59-
02/16/00 09/23/03	250.000	7,862.81	9,696.88-		1,834.07
09/21/01 09/23/03	500.000	15,725.61	15,780.00-		5,945.61
06/24/02 09/23/03	250.000	7,862.80	7,950.00-		8,139.20
TOTAL	1,500.000	47,176.83	51,302.08-		4,125.75-

BINGHAM  
LEGG LLC  
ADVISERS

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

REALIZED GAIN/LOSS STATEMENT  
JANUARY 01, 2003 TO DECEMBER 31, 2003  
PAGE 108

-----  
-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
CARDINAL HEALTH INC COM 33-6645-04 SOLD 06/02/03 300 SHS @ 58.44 PER SHARE 11/14/02 06/02/03	300.000	17,516.17	20,238.63-	2,722.46-	
33-6645-04 SOLD 07/16/03 600 SHS @ 64.6662 PER SHARE 11/14/02 07/16/03	600.000	38,767.90	40,477.26-	1,709.36-	
CENDANT CORP COM 33-6645-00 SOLD 09/23/03 2,500 SHS @ 18.9512 PER SHARE 04/03/03 09/23/03	2,500.000	47,225.78	32,978.50-	14,247.28	
CENTEX CORP 33-6645-03 SOLD 01/30/03 475 SHS @ 54.1185 PER SHARE 11/08/02 01/30/03 11/19/02 01/30/03 TOTAL	300.000 175.000 475.000	16,215.56 9,459.07 25,674.63	13,340.76- 7,877.94- 21,218.70-	2,874.80 1,581.13 4,455.93	
CHARLESTON CNTY S C SCH DIST REF-SER B 5% 2/01/2008 33-6645-00 SOLD 06/04/03 500,000 P V @ 112.10 PER SHARE 02/21/02 06/04/03	500,000.000	560,500.00	535,965.00-		24,535.00
CHARTER ONE FINL INC 33-6645-00 SOLD 09/23/03 1,575 SHS @ 31.1535 PER SHARE 01/10/02 09/23/03 02/13/02 09/23/03 TOTAL	1,312.000 263.000 1,575.000	40,792.75 8,177.21 48,969.96	34,252.88- 7,262.50- 41,515.38-		6,539.87 914.71 7,454.58

*DONATED FROM  
LFH!*

*D*

BINGHAM  
LEGG LLC  
ADVISERS

TAX ID  
 ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

==  
 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
 ==

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
CHEVRONTEXACO CORP					
33-6645-00					
SOLD 03/05/03 600 SHS					
@ 65.18 PER SHARE					
01/16/02 03/05/03	400.000	26,047.21	35,144.00-		9,096.79-
02/13/02 03/05/03	200.000	13,023.61	16,355.30-		3,331.69-
TOTAL	600.000	39,070.82	51,499.30-		12,428.48-
CHUBB CORP COM					
33-6645-03					
SOLD 10/01/03 1,000 SHS					
@ 66.29 PER SHARE					
11/08/02 10/01/03	1,000.000	66,226.89	54,870.40-	11,356.49	
CINERGY CORP					
33-6645-03					
SOLD 05/27/03 250 SHS					
@ 38.4032 PER SHARE					
11/08/02 05/27/03	250.000	9,584.15	7,512.43-	2,071.72	
CISCO SYSTEMS INC					
33-6645-03					
SOLD 09/29/03 1,800 SHS					
@ 20.11 PER SHARE					
11/08/02 09/29/03	1,800.000	36,088.30	22,866.47-	13,221.83	
33-6645-04					
SOLD 09/29/03 2,200 SHS					
@ 20.07 PER SHARE					
12/30/02 09/29/03	2,200.000	44,019.93	28,765.35-	15,254.58	
CITIGROUP INC					
33-6645-00					
SOLD 04/21/03 1,500 SHS					
@ 38.604 PER SHARE					
09/18/01 04/21/03	500.000	19,271.10	18,332.76-		938.34
01/10/02 04/21/03	250.000	9,635.55	11,706.97-		2,071.42-
04/08/02 04/21/03	250.000	9,635.55	11,251.99-		1,616.44-
06/06/02 04/21/03	500.000	19,271.09	19,507.81-	236.72-	
TOTAL	1,500.000	57,813.29	60,799.53-	236.72-	2,748.52-

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ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
33-6645-04 SOLD 09/29/03 2,500 SHS @ 45.7796 PER SHARE 11/08/02 09/29/03	2,500.000	114,293.64	92,389.50-	21,904.14	
CITIGROUP INC 6.5% 01/18/2011 33-6645-00 SOLD 09/23/03 100,000 P V @ 112.004 PER SHARE 04/16/02 09/23/03	100,000.000	112,004.00	102,825.00-		9,179.00
COCA-COLA CO 4% 6/01/2005 33-6645-00 SOLD 09/23/03 100,000 P V @ 103.60 PER SHARE ENTRY REVERSED 10/01/03 09/23/03	100,000.000	103,600.00	100,344.00-		
33-6645-00 SOLD 09/23/03 100,000 P V @ 103.606 PER SHARE 04/24/02 09/23/03	100,000.000	103,606.00	100,344.00-		3,262.00
33-6645-00 SOLD 09/23/03 100,000 P V @ 103.60 PER SHARE REVERSAL OF ENTRY DTD 09/26/03 09/23/03	100,000.000	103,600.00-	100,344.00		
COLGATE-PALMOLIVE CO 5.98% 04/25/12 33-6645-00 SOLD 09/23/03 200,000 P V @ 109.986 PER SHARE 04/19/02 09/23/03	200,000.000	219,972.00	200,000.00-		19,972.00
COMCAST CORP NEW CLASS A SPL 33-6645-04 SOLD 10/01/03 2,500 SHS @ 29.6156 PER SHARE 11/19/02 10/01/03	2,500.000	73,885.53	60,629.47-	13,256.06	

BINGHAM  
LEGG LLC  
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ORCHARD FOUNDATION (CONSOLIDATED)  
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DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
33-6645-03 SOLD 10/02/03 1,100 SHS @ 30.26 PER SHARE 06/17/03 10/02/03	1,100.000	33,218.44	35,435.07-	2,216.63-	
COMPUTER ASSOC INTL INC 33-6645-00 SOLD 09/23/03 2,300 SHS @ 27.0226 PER SHARE 04/02/03 09/23/03	2,300.000	62,011.07	33,301.24-	28,709.83	
CONOCOPHILLIPS 33-6645-03 SOLD 09/29/03 1,500 SHS @ 54.17 PER SHARE 11/08/02 09/29/03	1,500.000	81,161.19	74,061.00-	7,100.19	
CONSTELLATION ENERGY GROUP INC 33-6645-03 SOLD 09/29/03 1,200 SHS @ 36.055 PER SHARE 11/08/02 09/29/03	1,200.000	43,191.97	30,571.49-	12,620.48	
CORNING INC 33-6645-03 SOLD 03/25/03 1,100 SHS @ 5.9269 PER SHARE 11/08/02 03/25/03	1,100.000	6,464.24	2,716.89-	3,747.35	
33-6645-03 SOLD 04/01/03 1,000 SHS @ 5.8678 PER SHARE 11/08/02 04/01/03	1,000.000	5,817.38	2,469.90-	3,347.48	
33-6645-03 SOLD 04/15/03 1,000 SHS @ 5.9607 PER SHARE 11/08/02 04/15/03	1,000.000	5,910.24	2,469.90-	3,440.34	
33-6645-03 SOLD 04/17/03 75 SHS @ 5.9259 PER SHARE 11/08/02 04/17/03	75.000	440.65	185.24-	255.41	

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-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
33-6645-03 SOLD 04/17/03 1,000 SHS @ 5.9143 PER SHARE					
11/08/02 04/17/03	1,000.000	5,863.86	2,469.90-	3,393.96	
33-6645-03 SOLD 04/21/03 525 SHS @ 6.0956 PER SHARE					
11/08/02 04/21/03	525.000	3,173.66	1,296.70-	1,876.96	
33-6645-03 SOLD 09/29/03 2,500 SHS @ 9.08 PER SHARE					
11/08/02 09/29/03	2,500.000	22,548.93	6,174.75-	16,374.18	
DELL INC 33-6645-00 SOLD 09/23/03 600 SHS @ 34.50 PER SHARE					
08/29/01 09/23/03	600.000	20,663.03	13,266.00-		7,397.03
33-6645-04 SOLD 09/29/03 1,500 SHS @ 33.94 PER SHARE					
11/08/02 09/29/03	1,500.000	50,817.61	44,700.12-	6,117.49	
DISNEY WALT PRODTNS COM 33-6645-00 SOLD 09/23/03 2,000 SHS @ 20.05 PER SHARE					
03/06/03 09/23/03	2,000.000	39,978.12	31,603.40-	8,374.72	
DOW CHEMICAL CO COM 33-6645-03 SOLD 07/07/03 600 SHS @ 31.0782 PER SHARE					
11/08/02 07/07/03	600.000	18,616.04	15,886.91-	2,729.13	
DU PONT E I DE NEMOURS & CO COM 33-6645-00 SOLD 09/23/03 1,000 SHS @ 41.24 PER SHARE					
02/28/03 09/23/03	1,000.000	41,178.07	36,740.00-	4,438.07	

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ORCHARD FOUNDATION (CONSOLIDATED)  
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 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
DUPONT EI NEMOUR					
6.75% 09/01/07					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 113.80 PER SHARE					
ENTRY REVERSED 10/01/03					
09/23/03	100,000.000	113,800.00	106,750.00-		
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 113.803 PER SHARE					
03/12/02 09/23/03	100,000.000	113,803.00	106,750.00-		7,053.00
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 113.80 PER SHARE					
REVERSAL OF ENTRY DTD 09/26/03					
09/23/03	100,000.000	113,800.00-	106,750.00		
DUKE ENERGY CORP					
33-6645-00					
SOLD 04/16/03 2,000 SHS					
@ 15.3936 PER SHARE					
06/07/01 04/16/03	400.000	6,133.15	16,548.00-		10,414.85-
07/27/01 04/16/03	400.000	6,133.15	15,464.00-		9,330.85-
09/19/01 04/16/03	200.000	3,066.58	7,618.00-		4,551.42-
01/03/02 04/16/03	300.000	4,599.86	11,763.00-		7,163.14-
01/17/02 04/16/03	200.000	3,066.58	7,392.00-		4,325.42-
02/13/02 04/16/03	250.000	3,833.22	8,705.00-		4,871.78-
06/19/02 04/16/03	250.000	3,833.22	8,420.00-	4,586.78-	
TOTAL	2,000.000	30,665.76	75,910.00-	4,586.78-	40,657.46-
EMC CORPORATION					
33-6645-00					
SOLD 04/02/03 6,000 SHS					
@ 7.7286 PER SHARE					
06/04/01 04/02/03	500.000	3,834.12	15,815.00-		11,980.88-
08/09/01 04/02/03	700.000	5,367.77	12,327.00-		6,959.23-
10/18/01 04/02/03	800.000	6,134.59	9,030.00-		2,895.41-
12/31/01 04/02/03	1,000.000	7,668.24	13,666.70-		5,998.46-
03/20/02 04/02/03	2,000.000	15,336.48	21,660.00-		6,329.13-
04/02/02 04/02/03	1,000.000	7,668.23	11,810.00-	4,141.77-	
TOTAL	6,000.000	46,009.43	84,308.70-	4,141.77-	34,157.50-

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ORCHARD FOUNDATION (CONSOLIDATED)  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
ENSCO INTERNATIONAL INC					
33-6645-00					
SOLD 03/17/03 1,000 SHS					
@ 24.9155 PER SHARE					
09/19/01 03/17/03	1,000.000	24,854.75	15,510.00-		9,344.75
EBAY INC					
33-6645-04					
SOLD 09/29/03 300 SHS					
@ 55.221 PER SHARE					
09/25/03 09/29/03	300.000	16,547.52	16,649.67-	102.15-	
EL PASO ENERGY					
33-6645-00					
SOLD 02/11/03 4,000 SHS					
@ 4.7375 PER SHARE					
07/26/01 02/11/03	400.000	1,878.94	19,594.40-		17,715.46-
08/09/01 02/11/03	200.000	939.47	9,052.00-		8,112.53-
09/18/01 02/11/03	200.000	939.47	9,026.00-		8,086.53-
01/03/02 02/11/03	300.000	1,409.21	13,488.00-		12,078.79-
01/16/02 02/11/03	400.000	1,878.94	16,375.88-		14,496.94-
04/26/02 02/11/03	250.000	1,174.34	9,528.85-	8,354.51-	
06/19/02 02/11/03	750.000	3,523.02	16,410.00-	12,886.98-	
09/25/02 02/11/03	1,500.000	7,046.04	9,540.30-	2,494.26-	
TOTAL	4,000.000	18,789.43	103,015.43-	23,735.75-	60,490.25-
EMERSON ELEC CO COM					
33-6645-00					
SOLD 02/28/03 1,000 SHS					
@ 46.95 PER SHARE					
01/14/02 02/28/03	600.000	28,133.15	32,523.00-		4,389.85-
06/20/02 02/28/03	400.000	18,755.44	22,640.00-	3,884.56-	
TOTAL	1,000.000	46,888.59	55,163.00-	3,884.56-	4,389.85-
ENCANA CORPORATION					
33-6645-00					
SOLD 03/05/03 998 SHS					
@ 33.08 PER SHARE					
01/02/02 03/05/03	262.000	8,650.98	6,602.58-		2,048.40
01/16/02 03/05/03	736.000	24,301.99	17,752.65-		6,549.34
TOTAL	998.000	32,952.97	24,355.23-		8,597.74

BINGHAM  
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ORCHARD FOUNDATION (CONSOLIDATED)  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
ENTERGY CORP 33-6645-03 SOLD 09/29/03 700 SHS @ 54.26 PER SHARE 08/07/03 09/29/03	700.000	37,938.22	36,119.65-	1,818.57	
EXXON MOBIL CORPORATION 33-6645-00 SOLD 03/06/03 800 SHS @ 34.745 PER SHARE 05/05/92 03/06/03	800.000	27,747.16	12,000.00-		15,747.16
FEDERAL FARM CREDIT BANK 6.4% 10/09/07 33-6645-00 SOLD 09/23/03 100,000 P V @ 112.25 PER SHARE 03/14/02 09/23/03	100,000.000	112,250.00	104,895.00-		7,355.00
FEDERAL FARM CREDIT BANK 6.06% 5/28/2013 33-6645-00 SOLD 09/23/03 150,000 P V @ 109.65 PER SHARE 01/03/02 09/23/03	150,000.000	164,475.00	150,600.00-		13,875.00
FEDERAL HOME LOAN BANK 7% 5/26/2004 33-6645-00 SOLD 09/23/03 100,000 P V @ 103.79 PER SHARE 04/12/02 09/23/03	100,000.000	103,790.00	106,624.00-		2,834.00-
FEDERAL HOME LOAN BANK 5.365% 12/11/2008 33-6645-00 SOLD 09/23/03 150,000 P V @ 107.5625 PER SHARE 01/02/02 09/23/03	150,000.000	161,343.75	148,875.00-		12,468.75

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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
FEDERAL HOME LOAN BANK 6.045% 5/12/2014 33-6645-00 SOLD 09/23/03 150,000 P V @ 109.125 PER SHARE 03/19/02 09/23/03	150,000.000	163,687.50	148,399.50-		15,288.00
FEDERAL HOME LOAN BANK 6.50% 11/15/2006 33-6645-00 SOLD 09/23/03 100,000 P V @ 111.73 PER SHARE 04/08/02 09/23/03	100,000.000	111,730.00	106,047.00-		5,683.00
FEDERAL HOME LOAN BANK 7.575% 2/08/2010 33-6645-00 SOLD 09/23/03 150,000 P V @ 107.00 PER SHARE 12/27/01 09/23/03	150,000.000	160,500.00	162,000.00-		1,500.00-
FEDERAL HOME LOAN BANK 5.725% 5/22/2006 33-6645-00 FULL CALL 05/22/03 ON 100,000 PV @ 100% 04/30/02 05/23/03	100,000.000	100,000.00	102,300.00-		2,300.00-
FEDERAL HOME LOAN BANK 5.625% 11/15/2011 33-6645-00 SOLD 09/23/03 150,000 P V @ 107.08 PER SHARE 01/23/02 09/23/03	150,000.000	160,620.00	148,713.00-		11,907.00
FREDDIE MAC 33-6645-04 SOLD 06/11/03 1,200 SHS @ 50.5623 PER SHARE 11/08/02 06/11/03	1,200.000	60,611.92	70,845.00-	10,233.08-	

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DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
33-6645-04 SOLD 06/12/03 300 SHS @ 49.25 PER SHARE					
11/08/02 06/12/03	300.000	14,759.30	17,711.25-	2,951.95-	
33-6645-00 SOLD 09/23/03 650 SHS @ 54.49 PER SHARE					
01/14/00 09/23/03	250.000	13,606.86	12,548.75-		1,058.11
02/16/00 09/23/03	250.000	13,606.86	10,790.63-		2,816.23
10/11/99 09/23/03	150.000	8,164.12	7,951.29-		212.83
TOTAL	650.000	35,377.84	31,290.67-		4,087.17
FREDDIE MAC 5.75% 1/15/2012 33-6645-00 SOLD 09/23/03 100,000 P V @ 108.625 PER SHARE					
03/15/02 09/23/03	100,000.000	108,625.00	97,870.00-		10,755.00
FANNIE MAE 33-6645-00 SOLD 09/23/03 600 SHS @ 68.79 PER SHARE					
01/14/00 09/23/03	200.000	13,745.35	12,752.24-		993.11
02/16/00 09/23/03	200.000	13,745.35	10,982.50-		2,762.85
10/11/99 09/23/03	200.000	13,745.36	13,370.00-		375.36
TOTAL	600.000	41,236.06	37,104.74-		4,131.32
33-6645-03 SOLD 09/29/03 400 SHS @ 69.52 PER SHARE					
11/08/02 09/29/03	400.000	27,782.69	26,541.92-	1,240.77	
33-6645-04 SOLD 09/29/03 600 SHS @ 69.36 PER SHARE					
06/19/03 09/29/03	600.000	41,578.05	42,623.22-	1,045.17-	

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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
FANNIE MAE					
6.41% 11/13/2012					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 112.80 PER SHARE					
03/25/02 09/23/03	100,000.000	112,800.00	101,452.00-		11,348.00
FANNIE MAE					
6.04% 2/25/2009					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 101.625 PER SHARE					
12/26/01 09/23/03	100,000.000	101,625.00	100,175.00-		1,450.00
FEDERATED DEPARTMENT STORES INC					
NEW					
33-6645-03					
SOLD 09/29/03 500 SHS					
@ 41.506 PER SHARE					
11/08/02 09/29/03	500.000	20,722.02	15,329.33-	5,392.69	
FEDERATED TOTAL RETURN BOND FUND					
(FUND #328)					
33-6645-00					
SOLD 09/23/03 37,998.461 SHS					
@ 10.75 PER SHARE					
07/26/01 09/23/03	23,719.165	254,981.03	250,000.00-		4,981.03
09/18/01 09/23/03	14,002.679	150,528.80	148,988.51-		1,540.29
12/14/01 09/23/03	178.052	1,914.06	1,873.11-		40.95
12/14/01 09/23/03	98.565	1,059.57	1,036.90-		22.67
TOTAL	37,998.461	408,483.46	401,898.52-		6,584.94
FLEETBOSTON FINANCIAL CORPORATION					
33-6645-03					
SOLD 09/29/03 1,000 SHS					
@ 30.14 PER SHARE					
11/08/02 09/29/03	1,000.000	30,078.58	23,143.09-	6,935.49	
GLAXO SMITHKLINE PLC ADR					
33-6645-03					
SOLD 09/29/03 900 SHS					
@ 42.7633 PER SHARE					
11/11/02 09/29/03	900.000	38,431.16	35,338.41-	3,092.75	

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
GOLDMAN SACHS GROUP					
33-6645-04					
SOLD 09/29/03 600 SHS					
@ 84.72 PER SHARE					
11/08/02 09/29/03	600.000	50,793.62	44,020.20-	6,773.42	
HARBOR SMALL CAP GROWTH FUND					
33-6645-00					
SOLD 09/23/03 71,100.928 SHS					
@ 11.56 PER SHARE					
06/20/02 09/23/03	14,500.000	167,620.00	146,740.00-		20,880.00
06/27/02 09/23/03	45,000.000	520,200.00	452,700.00-		67,500.00
09/16/02 09/23/03	11,600.928	134,106.73	100,000.00-		34,106.73
TOTAL	71,100.928	821,926.73	699,440.00-		122,486.73
HARTFORD FINL SVCS GROUP INC					
33-6645-03					
SOLD 05/27/03 350 SHS					
@ 44.8342 PER SHARE					
02/05/03 05/27/03	350.000	15,668.48	14,175.46-	1,493.02	
33-6645-03					
SOLD 06/12/03 250 SHS					
@ 50.1917 PER SHARE					
02/05/03 06/12/03	250.000	12,532.34	10,125.32-	2,407.02	
33-6645-00					
SOLD 09/23/03 1,000 SHS					
@ 54.69 PER SHARE					
01/03/02 09/23/03	600.000	32,776.46	37,086.00-		4,309.54-
07/10/02 09/23/03	400.000	21,850.98	22,011.88-		160.90-
TOTAL	1,000.000	54,627.44	59,097.88-		4,470.44-
HEWLETT PACKARD CO COM					
33-6645-03					
SOLD 09/29/03 4,700 SHS					
@ 19.3823 PER SHARE					
11/08/02 09/29/03	3,100.000	59,896.31	51,396.87-	8,499.44	
03/03/03 09/29/03	1,600.000	30,914.23	25,535.77-	5,378.46	
TOTAL	4,700.000	90,810.54	76,932.64-	13,877.90	



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ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
HOME DEPOT INC					
6.5% 9/15/2004					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 104.85 PER SHARE					
12/26/01 09/23/03	100,000.000	104,850.00	105,974.00-		1,124.00-
HONEYWELL INTERNATIONAL INC					
33-6645-00					
SOLD 09/23/03 2,500 SHS					
@ 27.10 PER SHARE					
05/21/02 09/23/03	850.000	22,982.92	32,988.50-		10,005.58-
06/26/02 09/23/03	650.000	17,575.17	22,795.50-		5,220.33-
12/13/02 09/23/03	500.000	13,519.36	11,918.55-	1,600.81	
02/28/03 09/23/03	500.000	13,519.37	11,414.85-	2,104.52	
	TOTAL	2,500.000	67,596.82	3,705.33	15,225.91-
INTEL CORP COM					
33-6645-00					
SOLD 02/28/03 1,500 SHS					
@ 17.1641 PER SHARE					
06/04/01 02/28/03	300.000	5,131.07	8,540.01-		3,408.94-
09/21/01 02/28/03	300.000	5,131.07	5,852.34-		721.27-
06/19/02 02/28/03	300.000	5,131.07	6,234.00-	1,102.93-	
10/11/99 02/28/03	600.000	10,262.16	23,250.00-		12,987.84-
	TOTAL	1,500.000	25,655.37	1,102.93-	17,118.05-
33-6645-04					
SOLD 09/29/03 3,300 SHS					
@ 27.81 PER SHARE					
11/08/02 09/29/03	3,300.000	91,570.70	60,727.77-	30,842.93	
INTL BUSINESS MACHINES CORP COM					
33-6645-00					
SOLD 06/06/03 450 SHS					
@ 81.8251 PER SHARE					
03/04/03 06/06/03	450.000	36,792.58	34,913.30-	1,879.28	
INTERNATIONAL PAPER CO COM					
33-6645-00					
SOLD 02/28/03 1,700 SHS					
@ 35.40 PER SHARE					
06/04/01 02/28/03	500.000	17,669.46	19,615.00-		1,943.54-
08/01/01 02/28/03	300.000	10,601.68	12,270.75-		1,668.07-

BINGHAM  
LEGG LLC  
ADVISERS

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ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
09/20/01 02/28/03	500.000	17,669.46	16,618.40-		1,051.06
04/08/02 02/28/03	400.000	14,135.58	16,474.00-	2,338.42-	
TOTAL	1,700.000	60,076.18	64,978.15-	2,338.42-	2,563.55-
IVAX CORP					
33-6645-00					
SOLD 03/17/03 3,000 SHS					
@ 11.0239 PER SHARE					
01/15/02 03/17/03	500.000	5,481.78	10,535.00-		5,053.22-
02/13/02 03/17/03	500.000	5,481.78	9,183.30-		3,701.52-
03/11/02 03/17/03	1,000.000	10,963.57	17,650.00-		6,686.43-
03/26/02 03/17/03	1,000.000	10,963.57	15,666.20-	4,702.63-	
TOTAL	3,000.000	32,890.70	53,034.50-	4,702.63-	15,441.17-
J.P. MORGAN CHASE & CO					
33-6645-03					
SOLD 02/05/03 700 SHS					
@ 23.5113 PER SHARE					
11/08/02 02/05/03	700.000	16,416.75	14,305.88-	2,110.87	
33-6645-00					
SOLD 04/04/03 2,100 SHS					
@ 25.5961 PER SHARE					
12/23/96 04/04/03	1,275.000	32,557.00	39,089.37-		6,532.37-
01/03/02 04/04/03	525.000	13,405.82	19,440.75-		6,034.93-
02/13/02 04/04/03	300.000	7,660.47	9,573.24-		1,912.77-
TOTAL	2,100.000	53,623.29	68,103.36-		14,480.07-
JACKSONVILLE FLA SALES TAX REV					
5.50% 10/01/2012					
33-6645-00					
SOLD 06/04/03 350,000 P V <i>Donated from LEHNER</i>					
@ 117.00 PER SHARE					
03/13/02 06/04/03	350,000.000	409,500.00	376,607.00-		32,893.00 <i>D</i>
JEFFERSON-PILOT CORP					
33-6645-03					
SOLD 09/29/03 600 SHS					
@ 44.68 PER SHARE					
11/08/02 09/29/03	600.000	26,770.74	23,220.59-	3,550.15	

BINGHAM  
LEGG LLC  
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ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
JOHNSON & JOHNSON COM					
33-6645-00					
SOLD 09/23/03 800 SHS					
@ 50.0913 PER SHARE					
01/14/00 09/23/03	300.000	15,008.69	14,058.75-		949.94
02/16/00 09/23/03	500.000	25,014.47	20,056.25-		4,958.22
TOTAL	800.000	40,023.16	34,115.00-		5,908.16
33-6645-04					
SOLD 09/29/03 1,000 SHS					
@ 49.68 PER SHARE					
11/08/02 09/29/03	1,000.000	49,617.67	60,510.70-	10,893.03-	
JORDAN UTAH SCH DIST					
SER A 5.25% 6/15/2007					
33-6645-00					
SOLD 06/04/03 400,000 P V					
@ 112.50 PER SHARE					
04/04/02 06/04/03	400,000.000	450,000.00	423,172.00-		26,828.00 <i>D</i>
KB HOME					
33-6645-03					
SOLD 05/05/03 300 SHS					
@ 48.2963 PER SHARE					
11/19/02 05/05/03	300.000	14,468.71	12,896.70-	1,572.01	
KIMBERLY CLARK CORP COM					
33-6645-00					
SOLD 04/03/03 600 SHS					
@ 46.1035 PER SHARE					
06/04/01 04/03/03	300.000	13,812.41	17,844.00-		4,031.59-
09/20/01 04/03/03	300.000	13,812.40	17,763.00-		3,950.60-
TOTAL	600.000	27,624.81	35,607.00-		7,982.19-
KIMBERLY CLARK CORP					
5.625% 2/15/2012					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 107.06 PER SHARE					
04/08/02 09/23/03	100,000.000	107,060.00	98,543.00-		8,517.00

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ORCHARD FOUNDATION (CONSOLIDATED)  
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 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
KOHL'S CORP 33-6645-04 SOLD 09/29/03 1,500 SHS @ 52.40 PER SHARE					
11/08/02 09/29/03	1,500.000	78,506.32	90,963.00-	12,456.68-	
LEAR CORPORATION 33-6645-03 SOLD 09/29/03 600 SHS @ 53.1933 PER SHARE					
11/08/02 09/29/03	600.000	31,878.48	22,557.53-	9,320.95	
LEGGETT & PLATT INC 33-6645-00 SOLD 09/23/03 1,500 SHS @ 22.514 PER SHARE					
04/01/03 09/23/03	1,500.000	33,679.41	27,690.00-	5,989.41	
LEHMAN BROTHERS HLDGS INC 33-6645-03 SOLD 09/29/03 700 SHS @ 68.7414 PER SHARE					
11/08/02 09/29/03	400.000	27,471.27	22,306.56-	5,164.71	
02/03/03 09/29/03	300.000	20,603.45	16,582.47-	4,020.98	
TOTAL	700.000	48,074.72	38,889.03-	9,185.69	
LINCOLN NATL CORP IND COM 33-6645-00 SOLD 04/01/03 1,400 SHS @ 28.3358 PER SHARE					
01/03/02 04/01/03	800.000	22,619.58	38,917.46-		16,297.88-
05/21/02 04/01/03	600.000	16,964.68	27,378.00-	10,413.32-	
TOTAL	1,400.000	39,584.26	66,295.46-	10,413.32-	16,297.88-
LONGLEAF PARTNERS SMALL CAP FUND 33-6645-00 SOLD 09/23/03 29,278.854 SHS @ 25.729999 PER SHARE					
12/11/01 09/23/03	18,281.536	470,383.92	400,000.00-		70,383.92
12/20/01 09/23/03	6,941.231	178,597.87	150,000.00-		28,597.87
05/21/02 09/23/03	4,029.012	103,666.48	100,000.00-		3,666.48
11/13/02 09/23/03	27.075	696.64	539.61-	157.03	
TOTAL	29,278.854	753,344.91	650,539.61-	157.03	102,648.27

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ORCHARD FOUNDATION (CONSOLIDATED)  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
LOWES COS INC COM 33-6645-04 SOLD 03/31/03 800 SHS @ 40.7258 PER SHARE 11/11/02 03/31/03	800.000	32,527.81	31,255.76-	1,272.05	
33-6645-04 SOLD 09/29/03 1,100 SHS @ 52.2227 PER SHARE 11/11/02 09/29/03	1,100.000	57,376.28	42,976.67-	14,399.61	
LYNCHBURG VA 5.25% 5/01/2008 <i>donated by LFH</i> 33-6645-00 SOLD 06/04/03 250,000 P V @ 114.00 PER SHARE 03/15/02 06/04/03	250,000.000	285,000.00	266,787.50-		18,212.50
MBIA INC 33-6645-03 SOLD 09/29/03 400 SHS @ 55.2525 PER SHARE 11/18/02 09/29/03	400.000	22,075.96	16,196.80-	5,879.16	
MBNA CORP 33-6645-04 SOLD 09/29/03 4,200 SHS @ 22.8905 PER SHARE 11/08/02 09/29/03	4,200.000	95,883.60	87,933.28-	7,950.32	
MI DEVELOPMENTS INC CL A 33-6645-03 SOLD 09/29/03 175 SHS @ 22.84 PER SHARE 11/08/02 09/29/03 12/03/02 09/29/03 TOTAL	100.000 75.000 175.000	2,277.89 1,708.42 3,986.31	1,245.34- 950.42- 2,195.76-	1,032.55 758.00 1,790.55	

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ORCHARD FOUNDATION (CONSOLIDATED)  
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--- CAPITAL GAINS/LOSSES (CONTINUED) ---

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
MAGNA INTL INC					
CL A					
33-6645-03					
SOLD 09/29/03 350 SHS					
@ 72.24 PER SHARE					
11/08/02 09/29/03	200.000	14,435.32	9,627.62-	4,807.70	
12/03/02 09/29/03	150.000	10,826.49	7,347.58-	3,478.91	
TOTAL	350.000	25,261.81	16,975.20-	8,286.61	
MANULIFE FINANCIAL CORP					
33-6645-00					
SOLD 03/04/03 2,000 SHS					
@ 24.67 PER SHARE					
03/29/99 03/04/03	2,000.000	49,218.51	.03-		49,218.48
MARTIN MARIETTA MATERIALS INC					
33-6645-03					
SOLD 09/18/03 500 SHS					
@ 37.9438 PER SHARE					
11/08/02 09/18/03	500.000	18,946.01	14,520.57-	4,425.44	
MCDONALDS CORP COM					
33-6645-00					
SOLD 04/01/03 2,000 SHS					
@ 14.1011 PER SHARE					
02/16/00 04/01/03	100.000	1,404.04	3,347.50-		1,943.46-
07/26/01 04/01/03	400.000	5,616.18	11,548.00-		5,931.82-
09/20/01 04/01/03	500.000	7,020.22	13,785.00-		6,764.78-
01/11/02 04/01/03	700.000	9,828.31	18,676.00-		8,847.69-
06/24/02 04/01/03	300.000	4,212.13	8,696.00-	4,483.87-	
TOTAL	2,000.000	28,080.88	56,052.50-	4,483.87-	23,487.75-
MEADWESTVACO CORP					
33-6645-03					
SOLD 09/29/03 1,800 SHS					
@ 25.54 PER SHARE					
11/08/02 09/29/03	1,000.000	25,478.80	21,310.76-	4,168.04	
11/12/02 09/29/03	800.000	20,383.04	16,907.59-	3,475.45	
TOTAL	1,800.000	45,861.84	38,218.35-	7,643.49	

BINGHAM  
LEGG  LLC  
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ORCHARD FOUNDATION (CONSOLIDATED)  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
<b>MEDCO HEALTH SOLUTIONS INC</b>					
33-6645-00 SOLD 08/29/03 .39 SHS @ 26.573416945 PER SHARE					
02/16/00 08/29/03	.390	10.34	11.51-		1.17-
33-6645-00 SOLD 09/23/03 78 SHS @ 24.44 PER SHARE					
02/16/00 09/23/03	17.700	431.51	522.26-		90.75-
01/03/02 09/23/03	42.210	1,029.03	1,112.93-		83.90-
03/05/03 09/23/03	18.090	441.01	416.99-	24.02	
TOTAL	78.000	1,901.55	2,052.18-	24.02	174.65-
<b>MEDTRONIC INC COM</b>					
33-6645-00 SOLD 04/03/03 1,000 SHS @ 47.1272 PER SHARE					
12/23/96 04/03/03	1,000.000	47,064.99	9,642.22-		37,422.77
33-6645-04 SOLD 09/29/03 1,000 SHS @ 47.14 PER SHARE					
11/08/02 09/29/03	600.000	28,246.67	28,155.84-	90.83	
03/31/03 09/29/03	400.000	18,831.12	18,178.44-	652.68	
TOTAL	1,000.000	47,077.79	46,334.28-	743.51	
<b>MELLON FINANCIAL CORP.</b>					
33-6645-00 SOLD 09/23/03 2,200 SHS @ 32.0241 PER SHARE					
03/04/03 09/23/03	2,200.000	70,317.72	48,976.84-	21,340.88	
<b>MERCK &amp; CO INC COM</b>					
33-6645-00 SOLD 09/23/03 650 SHS @ 51.48 PER SHARE					
02/16/00 09/23/03	150.000	7,712.64	9,371.86-		1,659.22-
01/03/02 09/23/03	350.000	17,996.15	19,540.57-		1,544.42-
03/05/03 09/23/03	150.000	7,712.64	7,321.32-	391.32	
TOTAL	650.000	33,421.43	36,233.75-	391.32	3,203.64

BINGHAM  
LEGG LLC  
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ORCHARD FOUNDATION (CONSOLIDATED)  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
MERRILL LYNCH CO INC COM 33-6645-04 SOLD 09/29/03 500 SHS @ 54.07 PER SHARE 06/18/03 09/29/03	500.000	27,003.73	24,150.00-	2,853.73	
METLIFE INC 33-6645-03 SOLD 09/29/03 1,100 SHS @ 28.02 PER SHARE 11/08/02 09/29/03	1,100.000	30,754.55	29,917.04-	837.51	
MICROSOFT CORP 33-6645-00 SOLD 09/23/03 2,200 SHS @ 29.17 PER SHARE 11/06/02 09/23/03 03/06/03 09/23/03 TOTAL	1,000.000 1,200.000 2,200.000	29,108.63 34,930.36 64,038.99	28,492.50- 28,128.00- 56,620.50-	616.13 6,802.36 7,418.49	
33-6645-04 SOLD 09/29/03 3,500 SHS @ 28.3151 PER SHARE 11/08/02 09/29/03 04/21/03 09/29/03 TOTAL	2,600.000 900.000 3,500.000	73,459.81 25,428.40 98,888.21	72,321.21- 22,870.54- 95,191.75-	1,138.60 2,557.86 3,696.46	
MONTGOMERY CNTY PA 5.25% 10/15/2008 <i>from state inv &amp; SH's</i> 33-6645-00 SOLD 06/04/03 250,000 P V @ 115.25 PER SHARE 03/11/02 06/04/03	250,000.000	288,125.00	270,482.50-		17,642.50
NATIONAL CITY CORP COM 33-6645-03 SOLD 09/29/03 1,100 SHS @ 29.33 PER SHARE 11/29/02 09/29/03	1,100.000	32,195.49	30,657.79-	1,537.70	

BINGHAM  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE -----	UNITS -----	PROCEEDS -----	COST BASIS -----	SHORT-TERM -----	LONG-TERM -----
NOKIA CORPORATION					
SPONSORED ADR					
33-6645-04					
SOLD 08/13/03 1,500 SHS					
@ 14.8791 PER SHARE					
11/08/02 08/13/03	1,500.000	22,242.60	25,211.31-	2,968.71-	
33-6645-04					
SOLD 08/18/03 1,100 SHS					
@ 14.8148 PER SHARE					
11/08/02 08/18/03	1,100.000	16,240.51	18,488.29-	2,247.78-	
NORFOLK SOUTHN CORP COM					
33-6645-00					
SOLD 03/26/03 1,800 SHS					
@ 19.4112 PER SHARE					
08/01/01 03/26/03	1,000.000	19,350.71	19,940.00-		589.29-
09/19/01 03/26/03	500.000	9,675.36	8,080.00-		1,595.36
01/10/02 03/26/03	300.000	5,805.21	5,832.12-		26.91-
TOTAL	1,800.000	34,831.28	33,852.12-		979.16
33-6645-03					
SOLD 09/29/03 2,700 SHS					
@ 18.2741 PER SHARE					
11/08/02 09/29/03	1,700.000	30,962.52	37,543.67-	6,581.15-	
07/07/03 09/29/03	1,000.000	18,213.24	19,693.90-	1,480.66-	
TOTAL	2,700.000	49,175.76	57,237.57-	8,061.81-	
NORTEL NETWORKS CORP					
33-6645-03					
SOLD 09/29/03 13,600 SHS					
@ 4.24 PER SHARE					
11/11/02 09/29/03	500.000	2,089.90	626.55-	1,463.35	
11/11/02 09/29/03	13,100.000	54,755.40	16,415.61-	38,339.79	
TOTAL	13,600.000	56,845.30	17,042.16-	39,803.14	
NORWEST CORP					
6.75% 10/01/2006					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 111.40 PER SHARE					
03/18/02 09/23/03	100,000.000	111,400.00	105,890.00-		

BINGHAM  
5,511 LEGG [LLC]  
ADVISERS

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
ORACLE SYSTEMS CORP					
33-6645-00					
SOLD 03/04/03 3,000 SHS					
@ 11.81 PER SHARE					
03/26/02 03/04/03	2,000.000	23,499.29	25,843.60-	2,344.31-	
04/08/02 03/04/03	1,000.000	11,749.64	11,930.00-	180.36-	
TOTAL	3,000.000	35,248.93	37,773.60-	2,524.67-	
PIMCO TOTAL RETURN FUND-CL I					
33-6645-00					
SOLD 10/08/03 31,633 SHS					
@ 10.80 PER SHARE					
09/26/03 10/08/03	31,633.000	341,636.40	343,534.38-	1,897.98-	
THE PMI GROUP					
33-6645-00					
SOLD 09/23/03 2,000 SHS					
@ 35.00 PER SHARE					
06/04/01 09/23/03	500.000	17,469.18	17,290.00-		179.18
08/02/01 09/23/03	500.000	17,469.18	17,480.00-		10.82-
09/19/01 09/23/03	500.000	17,469.18	14,912.00-		2,557.18
01/10/02 09/23/03	500.000	17,469.18	16,977.50-		491.68
TOTAL	2,000.000	69,876.72	66,659.50-		3,217.22
PPL CORPORATION					
33-6645-03					
SOLD 09/29/03 900 SHS					
@ 41.22 PER SHARE					
11/08/02 09/29/03	900.000	37,042.26	30,688.12-	6,354.14	
PARKER HANNIFIN CORP COM					
33-6645-03					
SOLD 09/29/03 300 SHS					
@ 44.60 PER SHARE					
11/11/02 09/29/03	300.000	13,361.37	12,913.62-	447.75	
PEPSICO INC COM					
33-6645-00					
SOLD 04/08/03 1,300 SHS					
@ 39.2071 PER SHARE					
06/04/01 04/08/03	400.000	15,658.10	17,924.00-		2,264.10
09/21/01 04/08/03	600.000	23,487.16	28,296.00-		4,808.84
05/21/02 04/08/03	300.000	11,743.58	15,393.00-	3,649.42-	
TOTAL	1,300.000	50,888.84	61,613.00-	3,649.42-	7,072.94

BINGHAM  
LEGG  
ADVISERS  
LLC

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
PFIZER INC COM					
33-6645-00					
SOLD 09/23/03 3,880 SHS					
@ 31.65 PER SHARE					
09/21/01 09/23/03	500.000	15,794.26	17,645.00-		1,850.74-
01/03/02 09/23/03	300.000	9,476.56	11,874.00-		2,397.44-
03/14/02 09/23/03	100.000	3,158.85	3,998.00-		839.15-
04/08/02 09/23/03	300.000	9,476.56	11,358.00-		1,881.44-
05/20/02 09/23/03	300.000	9,476.56	11,085.00-		1,608.44-
09/21/01 09/23/03	700.000	22,111.96	17,637.78-		4,474.18
01/15/02 09/23/03	420.000	13,267.18	11,254.61-		2,012.57
03/21/02 09/23/03	560.000	17,689.57	16,834.31-		855.26
04/08/02 09/23/03	420.000	13,267.18	12,102.73-		1,164.45
05/20/02 09/23/03	280.000	8,844.77	7,995.25-		849.52
TOTAL	3,880.000	122,563.45	121,784.68-		778.77
33-6645-03					
SOLD 09/29/03 800 SHS					
@ 30.84 PER SHARE					
12/09/02 09/29/03	800.000	24,622.84	25,208.60-	585.76-	
33-6645-04					
SOLD 09/29/03 2,700 SHS					
@ 30.7111 PER SHARE					
11/08/02 09/29/03	2,700.000	82,754.08	90,866.65-	8,112.57-	
PITNEY BOWES INC					
5.875% 5/01/2006					
33-6645-00					
SOLD 09/23/03 100,000 P V					
@ 108.75 PER SHARE					
12/27/01 09/23/03	100,000.000	108,750.00	102,893.00-		5,857.00
PRINCIPAL FINANCIAL GROUP					
33-6645-00					
SOLD 03/04/03 1,800 SHS					
@ 27.47 PER SHARE					
03/11/02 03/04/03	1,000.000	27,409.17	25,180.00-	2,229.17	
03/26/02 03/04/03	500.000	13,704.59	12,715.00-	989.59	
05/21/02 03/04/03	300.000	8,222.75	8,755.83-	533.08-	
TOTAL	1,800.000	49,336.51	46,650.83-	2,685.68	

BINGHAM  
LEGG  LLC  
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TAX ID  
 ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
PROCTER & GAMBLE CO COM 33-6645-04 SOLD 09/29/03 300 SHS @ 92.68 PER SHARE 11/11/02 09/29/03	300.000	27,784.69	25,999.50-	1,785.19	
PROGRESSIVE CORP 33-6645-04 SOLD 09/29/03 400 SHS @ 69.27 PER SHARE 08/06/03 09/29/03	400.000	27,682.70	25,934.20-	1,748.50	
QWEST COMMUNICATIONS INTERNATIONAL 33-6645-03 SOLD 09/29/03 5,400 SHS @ 3.49 PER SHARE 11/08/02 09/29/03	5,400.000	18,521.11	22,620.60-	4,099.49-	
SBC COMMUNICATIONS INC 33-6645-00 SOLD 04/02/03 1,800 SHS @ 22.4169 PER SHARE 01/14/00 04/02/03 01/03/02 04/02/03 01/15/02 04/02/03 04/08/02 04/02/03 TOTAL	650.000 350.000 500.000 300.000 1,800.000	14,531.30 7,824.55 11,177.93 6,706.75 40,240.53	26,471.25- 13,938.58- 18,730.00- 11,094.00- 70,233.83-	4,387.25- 4,387.25-	11,939.95- 6,114.03- 7,552.07- 25,606.05-
33-6645-03 SOLD 09/29/03 1,100 SHS @ 21.81 PER SHARE 11/08/02 09/29/03	1,100.000	23,923.87	29,912.97-	5,989.10-	
SAFEWAY INC NEW 33-6645-00 SOLD 04/02/03 2,000 SHS @ 19.6656 PER SHARE 01/03/02 04/02/03 03/26/02 04/02/03 04/08/02 04/02/03 06/20/02 04/02/03 TOTAL	800.000 400.000 300.000 500.000 2,000.000	15,683.74 7,841.87 5,881.40 9,802.35 39,209.36	31,712.48- 17,844.00- 13,197.00- 15,297.80- 78,051.28-	7,315.60- 5,495.45- 12,811.05-	16,028.74- 10,002.13- 26,031.88-

TAX ID  
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ORCHARD FOUNDATION (CONSOLIDATED)  
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 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
33-6645-03 SOLD 09/29/03 1,300 SHS @ 22.91 PER SHARE					
01/24/03 09/29/03	1,000.000	22,848.92	23,601.39-	752.47-	
01/27/03 09/29/03	300.000	6,854.68	7,012.32-	157.64-	
TOTAL	1,300.000	29,703.60	30,613.71-	910.11-	
SANMINA CORP 33-6645-03 SOLD 09/29/03 1,400 SHS @ 9.68 PER SHARE					
07/24/03 09/29/03	1,000.000	9,619.54	7,633.40-	1,986.14	
07/25/03 09/29/03	400.000	3,847.82	3,027.76-	820.06	
TOTAL	1,400.000	13,467.36	10,661.16-	2,806.20	
SCHERING PLOUGH CORP COM 33-6645-03 SOLD 09/09/03 1,000 SHS @ 15.9645 PER SHARE					
11/08/02 09/09/03	1,000.000	15,913.75	22,289.41-	6,375.66-	
33-6645-03 SOLD 09/10/03 400 SHS @ 16.312 PER SHARE					
11/08/02 09/10/03	400.000	6,504.49	8,915.76-	2,411.27-	
SCHLUMBERGER LTD COM 33-6645-00 SOLD 02/28/03 1,200 SHS @ 41.8925 PER SHARE					
10/27/00 02/28/03	250.000	10,457.81	18,728.12-		8,270.31-
06/06/01 02/28/03	250.000	10,457.81	15,685.63-		5,227.82-
07/26/01 02/28/03	200.000	8,366.25	10,950.00-		2,583.75-
09/18/01 02/28/03	300.000	12,549.37	14,034.48-		1,485.11-
05/21/02 02/28/03	200.000	8,366.24	10,762.00-	2,395.76-	
TOTAL	1,200.000	50,197.48	70,160.23-	2,395.76-	17,566.99-
SEARS ROEBUCK & CO COM 33-6645-03 SOLD 07/18/03 700 SHS @ 38.2149 PER SHARE					
11/08/02 07/18/03	200.000	7,632.62	4,977.59-	2,655.03	
11/26/02 07/18/03	500.000	19,081.55	13,410.57-	5,670.98	
TOTAL	700.000	26,714.17	18,388.16-	8,326.01	

BINGHAM  
 LEGG LLC  
 ADVISERS

TAX ID  
ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
PHILIP, PETER, CARL P & HEIDI LEHNER  
BRIGITTE KINGSBURY & MG EHRLICH, TRS

REALIZED GAIN/LOSS STATEMENT  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
33-6645-03 SOLD 10/01/03 400 SHS @ 45.35 PER SHARE					
11/08/02 10/01/03	400.000	18,115.15	9,955.19-	8,159.96	
SEMPRA ENERGY 33-6645-03 SOLD 09/29/03 700 SHS @ 29.46 PER SHARE					
11/08/02 09/29/03	700.000	20,579.03	15,331.98-	5,247.05	
SOLELECTRON CORPORATION 33-6645-03 SOLD 09/29/03 7,800 SHS @ 5.9558 PER SHARE					
11/08/02 09/29/03	4,500.000	26,529.84	14,859.90-	11,669.94	
11/26/02 09/29/03	3,300.000	19,455.22	12,402.06-	7,053.16	
TOTAL	7,800.000	45,985.06	27,261.96-	18,723.10	
SPRINT CORP 33-6645-03 SOLD 09/29/03 2,000 SHS @ 15.17 PER SHARE					
11/18/02 09/29/03	1,200.000	18,131.15	16,564.43-	1,566.72	
04/15/03 09/29/03	800.000	12,087.43	9,152.66-	2,934.77	
TOTAL	2,000.000	30,218.58	25,717.09-	4,501.49	
SPRINT CORPORATION PCS GROUP 33-6645-03 SOLD 09/29/03 1,600 SHS @ 5.80 PER SHARE					
07/07/03 09/29/03	1,000.000	5,739.73	5,854.80-	115.07-	
07/11/03 09/29/03	600.000	3,443.83	3,476.88-	33.05-	
TOTAL	1,600.000	9,183.56	9,331.68-	148.12-	
TXU CORP 33-6645-03 SOLD 01/13/03 900 SHS @ 19.6625 PER SHARE					
11/20/02 01/13/03	900.000	17,645.00	13,530.82-	4,114.18	

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ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

--- CAPITAL GAINS/LOSSES (CONTINUED) ---

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
TARGET CORP					
33-6645-00					
SOLD 04/21/03 1,500 SHS					
@ 32.0601 PER SHARE					
10/27/00 04/21/03	750.000	23,998.95	18,450.00-		5,548.95
09/18/01 04/21/03	250.000	7,999.65	7,320.00-		679.65
06/20/02 04/21/03	500.000	15,999.30	19,405.00-	3,405.70-	
TOTAL	1,500.000	47,997.90	45,175.00-	3,405.70-	6,228.60
TARGET CORP					
7.5% 2/15/2005					
33-6645-00					
SOLD 09/23/03 150,000 P V					
@ 107.866 PER SHARE					
03/13/02 09/23/03	150,000.000	161,799.00	161,833.50-		34.50-
TECHNITROL INC					
33-6645-00					
SOLD 09/23/03 1,500 SHS					
@ 19.95 PER SHARE					
04/11/03 09/23/03	280.000	5,568.94	3,979.98-	1,588.96	
04/11/03 09/23/03	120.000	2,386.69	1,705.80-	680.89	
04/14/03 09/23/03	1,100.000	21,877.96	16,439.50-	5,438.46	
TOTAL	1,500.000	29,833.59	22,125.28-	7,708.31	
TEMPLE INLAND INC COM					
33-6645-03					
SOLD 09/11/03 200 SHS					
@ 50.6436 PER SHARE					
11/13/02 09/11/03	200.000	10,113.24	8,249.50-	1,863.74	
TEXAS INSTRUMENTS INC COM					
33-6645-00					
SOLD 09/23/03 2,000 SHS					
@ 23.81 PER SHARE					
04/21/03 09/23/03	2,000.000	47,497.77	38,173.60-	9,324.17	
TEXTRON INC COM					
33-6645-03					
SOLD 09/29/03 1,000 SHS					
@ 40.067 PER SHARE					
05/29/03 09/29/03	1,000.000	40,005.12	34,396.05-	5,609.07	

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ORCHARD FOUNDATION (CONSOLIDATED)  
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 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM	
-----	-----	-----	-----	-----	-----	
TRAVELERS PROPERTY CASUALTY CORP						
CL A						
33-6645-03						
SOLD 09/29/03 800 SHS						
@ 15.68 PER SHARE						
11/13/02 09/29/03	800.000	12,495.41	11,520.52-	974.89		
TRIBUNE CO COM						
33-6645-00						
SOLD 09/23/03 500 SHS						
@ 46.21 PER SHARE						
04/03/03 09/23/03	500.000	23,073.91	22,973.10-	100.81		
TYCO INTERNATIONAL LTD						
33-6645-00						
SOLD 09/23/03 3,500 SHS						
@ 21.75 PER SHARE						
01/14/00 09/23/03	400.000	8,675.59	13,965.00-		5,289.41-	
09/20/01 09/23/03	200.000	4,337.80	8,431.18-		4,093.38-	
01/29/02 09/23/03	900.000	19,520.08	29,979.00-		10,458.92-	
02/13/02 09/23/03	500.000	10,844.49	15,390.00-		4,545.51-	
03/04/03 09/23/03	500.000	10,844.49	7,509.65-	3,334.84		
08/25/99 09/23/03	1,000.000	21,688.98	50,987.50-		29,298.52-	
	TOTAL	3,500.000	75,911.43	126,262.33-	3,334.84	53,685.74-
UNITED HEALTH GROUP INC						
33-6645-04						
SOLD 09/29/03 1,600 SHS						
@ 48.6906 PER SHARE						
11/11/02 09/29/03	1,600.000	77,805.31	69,794.00-	8,011.31		
VALERO ENERGY CORP (NEW)						
33-6645-03						
SOLD 09/29/03 800 SHS						
@ 36.95 PER SHARE						
11/08/02 09/29/03	800.000	29,510.61	28,324.64-	1,185.97		
VANGUARD 500 INDEX FUND						
FUND #40						
33-6645-00						
SOLD 10/08/03 834 SHS						
@ 95.55 PER SHARE						
10/03/03 10/08/03	834.000	79,688.70	79,355.10-	333.60		

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 LEGG LLC  
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-- CAPITAL GAINS/LOSSES (CONTINUED) --  
-----

DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
VERITAS SOFTWARE CORP 33-6645-04 SOLD 09/29/03 500 SHS @ 31.36 PER SHARE 09/25/03 09/29/03	500.000	15,649.26	16,308.85-	659.59-	
VERIZON COMMUNICATIONS 33-6645-03 SOLD 09/29/03 300 SHS @ 32.50 PER SHARE 08/20/03 09/29/03	300.000	9,731.54	10,725.00-	993.46-	
VIACOM INC CL B 33-6645-04 SOLD 09/29/03 2,200 SHS @ 38.24 PER SHARE 11/08/02 09/29/03 07/14/03 09/29/03 TOTAL	1,700.000 500.000 2,200.000	64,902.96 19,089.10 83,992.06	74,886.87- 22,606.55- 97,493.42-	9,983.91- 3,517.45- 13,501.36-	
VULCAN MATERIALS CO 33-6645-03 SOLD 09/11/03 400 SHS @ 40.5712 PER SHARE 11/08/02 09/11/03	400.000	16,207.72	13,945.26-	2,262.46	
WAL MART STORES INC 33-6645-00 SOLD 04/21/03 700 SHS @ 55.0075 PER SHARE 06/04/01 04/21/03 08/09/01 04/21/03 10/18/01 04/21/03 TOTAL	300.000 200.000 200.000 700.000	16,483.48 10,988.99 10,988.98 38,461.45	15,288.00- 10,750.00- 10,483.66- 36,521.66-		1,195.48 238.99 505.32 1,939.79
33-6645-04 SOLD 09/29/03 1,400 SHS @ 56.82 PER SHARE 11/08/02 09/29/03 06/18/03 09/29/03 TOTAL	800.000 600.000 1,400.000	45,405.87 34,054.40 79,460.27	43,205.60- 32,963.34- 76,168.94-	2,200.27 1,091.06 3,291.33	

BINGHAM  
LEGG LLC  
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 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
-----	-----	-----	-----	-----	-----
WAL-MART STORES					
7.5% 5/15/2004 33-6645-00 SOLD 09/23/03 100,000 P V @ 103.853 PER SHARE					
03/25/02 09/23/03	100,000.000	103,853.00	107,030.00-		3,177.00-
WALGREEN CO COM					
33-6645-04 SOLD 06/18/03 1,300 SHS @ 32.5708 PER SHARE					
11/08/02 06/18/03	1,300.000	42,275.05	40,205.35-	2,069.70	
33-6645-04 SOLD 09/29/03 1,100 SHS @ 30.8427 PER SHARE					
11/08/02 09/29/03	1,100.000	33,859.38	34,019.91-	160.53-	
WASHINGTON MUTUAL INC COM					
33-6645-03 SOLD 06/30/03 800 SHS @ 41.4547 PER SHARE					
11/08/02 06/30/03	800.000	33,122.20	28,708.98-	4,413.22	
33-6645-03 SOLD 09/29/03 1,300 SHS @ 38.87 PER SHARE					
11/08/02 09/29/03	500.000	19,404.09	17,943.11-	1,460.98	
03/03/03 09/29/03	800.000	31,046.54	27,934.39-	3,112.15	
TOTAL	1,300.000	50,450.63	45,877.50-	4,573.13	
WISCONSIN ENERGY CORP COM					
33-6645-03 SOLD 09/29/03 1,000 SHS @ 30.05 PER SHARE					
11/08/02 09/29/03	1,000.000	29,988.59	22,907.38-	7,081.21	
COOPER INDUSTRIES LTD-CL A					
33-6645-03 SOLD 09/29/03 500 SHS @ 48.74 PER SHARE					
11/08/02 09/29/03	500.000	24,338.85	16,170.41-	8,168.44	

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ORCHARD FOUNDATION (CONSOLIDATED)  
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==  
 -- CAPITAL GAINS/LOSSES (CONTINUED) --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
NABORS INDUSTRIES LTD					
33-6645-00					
SOLD 04/03/03 1,000 SHS					
@ 40.2435 PER SHARE					
06/25/02 04/03/03	200.000	8,036.32	6,693.06-	1,343.26	
06/25/02 04/03/03	800.000	32,145.30	23,567.05-	8,578.25	
TOTAL	1,000.000	40,181.62	30,260.11-	9,921.51	
PARTNERRE LTD					
33-6645-03					
SOLD 09/29/03 300 SHS					
@ 49.78 PER SHARE					
11/27/02 09/29/03	300.000	14,915.30	14,768.85-	146.45	
RENAISSANCERE HOLDINGS LTD					
33-6645-03					
SOLD 09/29/03 400 SHS					
@ 44.99 PER SHARE					
05/12/03 09/29/03	400.000	17,971.15	18,277.76-	306.61-	
FLEXTRONICS INTERNATIONAL LTD					
33-6645-00					
SOLD 04/02/03 4,000 SHS					
@ 9.0464 PER SHARE					
01/24/02 04/02/03	2,750.000	24,711.44	65,685.13-		40,973.69-
02/13/02 04/02/03	750.000	6,739.48	13,230.68-		6,491.20-
04/09/02 04/02/03	500.000	4,492.99	8,324.50-	3,831.51-	
TOTAL	4,000.000	35,943.91	87,240.31-	3,831.51-	47,464.89-
33-6645-03					
SOLD 09/29/03 1,700 SHS					
@ 14.28 PER SHARE					
07/17/03 09/29/03	1,000.000	14,219.33	10,994.60-	3,224.73	
07/21/03 09/29/03	700.000	9,953.53	7,628.53-	2,325.00	
TOTAL	1,700.000	24,172.86	18,623.13-	5,549.73	
--TOTAL CAPITAL GAIN/LOSSES--		14,410,789.62	13,390,493.88-	442,445.09	577,850.65

✓  
 1,020,296

1020296

TAX ID  
 ACCOUNT 70-6645-00

ORCHARD FOUNDATION (CONSOLIDATED)  
 PHILIP, PETER, CARL P & HEIDI LEHNER  
 BRIGITTE KINGSBURY & MG EHRLICH, TRS

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 -- CAPITAL GAIN DISTRIBUTIONS --  
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DESCRIPTION/ ACQUIRED/SOLD DATE	UNITS	PROCEEDS	COST BASIS	SHORT-TERM	LONG-TERM
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HOTCHKIS & WILEY MID CAP VALUE FUND CLASS A 33-6645-00 LONG TERM CAPITAL GAIN DIST ON 45,576.175 SHS @ .05767 PER SH 122.385 SHARES REINVESTED AT 21.48 PER SHARE 12/12/03 12/18/03			2,628.83		2,628.83
WESTERN ASSET CORE PLUS-IN 33-6645-00 LONG TERM CAPITAL GAIN DIST ON 136,992.431 SHS @ .0877 PER SH 1,148.589 SHARES REINVESTED AT 10.46 PER SHARE 11/25/03 12/11/03			12,014.24		12,014.24
PIMCO TOTAL RETURN FUND-CL I 33-6645-00 LONG TERM CAPITAL GAIN DIST ON 130,981.575 SHS @ .0443 PER SH 544.568 SHARES REINVESTED AT 10.66 PER SHARE 12/10/03 12/15/03			5,805.10		5,805.10
--TOTAL CAPITAL GAIN DISTRIBUTIONS--			20,448.17		20,448.17
** GRAND TOTAL GAIN/LOSS FOR ACCOUNT **				442,445.09	598,298.82

SUMMARY OF GAINS AND LOSSES	SHORT-TERM G/L	LONG-TERM G/L	NET G/L
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OTHER CAPITAL GAINS	684,941.39	1,085,410.33	1,770,351.72
OTHER CAPITAL LOSSES	242,496.30-	507,559.68-	750,055.98-
CAPITAL GAIN DISTRIBUTIONS		20,448.17	20,448.17
-- NET GAIN/LOSS --	442,445.09	598,298.82	1,040,743.91

**ORCHARD FOUNDATION  
CONTRIBUTIONS LIST: 2003**

<u>Recipient</u>	<u>Purpose</u>	<u>Amount</u>
ACVNA F/B/O Hingham Visiting Nurse and Community Service c/o Ms. Ann Hill, CEO 200 Ledgewood Place Rockland, MA 02370	General Operating Support	1,000 00
Alzheimer's Disease Foundation F/B/O Alzheimer's Disease Support Group/ South Shore c/o Ms Jo Ann Mitchell, President P.O. Box 109 - 557 Main Street Hingham, MA 02043	General Operating Budget	2,000 00
American Friends for the Preservation of Czech Culture c/o Ms. Brooks Lobkowitz P.O. Box 814 Dover, MA 02030	Museum	1,000.00
American Lung Association of New York State c/o Mr Peter M Iwanowicz, Director of Environmental Health 3 Winners Circle, Suite 300 Albany, NY 12205	Campaign for a Healthy Future Dealing with Diesel	15,000.00
Arthritis Foundation: Massachusetts Chapter c/o Ms. Joanne Donoghue, President 29 Crafts Street, Suite 450 Newton, MA 02158-1287	General Operating Budget	750 00
Association of Small Foundations c/o Mr. Tim Walter, Executive Director 4905 Del Ray Avenue, Suite 308 Bethesda, MD 20814	General Operating Support	400.00
Bluewater Network c/o Ms. Marsha Mather-Thrift, Associate Director 311 California, Suite 510 San Francisco, CA 94104	Public Lands Campaign	10,000.00
Library of The Boston Athenaeum c/o Mr. Richard Wendorf, Director and Librarian 10 1/2 Beacon Street Boston, MA 02108-3777	Twenty-First Century Fund	500.00
The Boston Glob Foundation F/B/O Globe Santa Trust Fund c/o Mr Al Larkin, President of The Boston Globe Box 2378 Boston, MA 02107-2378	Globe Santa Fund	750 00

Boston Partners in Education c/o Ms. Ann Noble-Kiley, Executive Director 44 Farnsworth Street Boston, MA 02010	Early Reading Volunteer Initiative	10,000.00
Boston Preservation Alliance c/o Mr. Albert Rex, Executive Director 45 School Street – Old City Hall Boston, MA 02108	Annual Appeal	700.00
Boys & Girls Harbor c/o Ms. Jesse Hergert, Director of Institutional Funding 1 East 104 <sup>th</sup> Street New York, NY 10019-4495	Harbor Literacy Center	10,000.00
Buckingham Browne & Nichols School c/o Mr Bob Dooley, Director of Annual Giving 80 Gerry's Landing Road Cambridge, MA 02138-5595	Annual Fund	1,000.00
Cape Elizabeth Land Trust c/o Mr. Christopher Franklin, Executive Director P.O. Box 265, CCB - 299 Ocean House Rd Cape Elizabeth, ME 04107	A Legacy of Land: Capital Campaign	5,000.00
Carmelite Monastery of Roxbury c/o The Prioress 61 Mount Pleasant Avenue Roxbury, MA 02119-3399	General Operating Budget	500.00
Chapel Hill-Chauncy Hall School c/o Ms. Jean Smith, Director of Development 785 Beaver Street Waltham, MA 02452	Annual Fund	500.00
Children's Alliance of New Hampshire c/o Ms. Ellen Shemitz, President 2 Greenwood Avenue Concord, NH 03301	NH CAN The New Hampshire Child Advocacy Network	15,000.00
The Children's Hospital Trust c/o Ms. Kathleen Corcoran, Senior Development Officer 138 Harvard Street Brookline, MA 02446	Pediatric Rheumatology Clinical Fellowship	290,000.00
Children's Literacy Foundation c/o Mr Duncan McDougall, Executive Director PO Box 993 Hanover, NH 03755	Rural Library Sponsorships	10,000.00

Clean Water Fund F/B/O New England Zero Mercury Campaign c/o Ms. Sheila Dormondy, NEZMC Coordinator 741 Westminster Street Providence, RI 02903	New England Zero Mercury Campaign	5,000.00
Coast Alliance c/o Ms. Dawn Hamilton, Executive Director 600 Pennsylvania Ave, SE, Suite 340 Washington DC 20003	Coastal Protection in New England	20,000.00
Discalced Carmelite Nuns c/o Mother Michael of Christ The King 15 Mount Carmel Road Danvers, MA 01923-1595	General Operating Budget	500.00
Earth Island Institute F/B/O John Muir Project c/o Mr. Chad Hanson, Executive Director PO Box 697 Cedar Ridge, CA 95924	2004 Forest Legal Defense Program	10,000.00
Earthjustice c/o Ms. Lynn Sagarmosa, Director of Foundation 426 17 <sup>th</sup> Street, 6 <sup>th</sup> floor Oakland, CA 94612-2820	Strategies to Promote Air and Water Quality	15,000.00
Environmental Grantmakers Association c/o Ms. Sarah Hanson, Executive Committee 437 Madison Avenue, 37 <sup>th</sup> Floor New York, NY 10022-7001	General Operating Support	502.00
Environmental Grantmakers Association c/o Ms. Sarah Hanson, Executive Committee 437 Madison Avenue, 37 <sup>th</sup> Floor New York, NY 10022-7001	EGA 2003 Retreat: NEGEF joint grant	250.00
Family Planning Association of Maine c/o Mr. George A. Hill, Executive Director PO Box 597 Augusta, ME 04332	Teen Outreach Project	10,000.00
First Parish in Cohasset c/o Reverend Patricia Hart 23 North Main Street Cohasset, MA 02025	Meeting House Repairs	20,000.00
Friends of the Presumpscot River c/o Ms. Dusti Faucher, Director 28 Covered Bridge Rd Windham, ME 04062	Presumpscot River Renewal Initiative	10,000.00

Isabella Stewart Gardner Museum c/o Ms. Anne Hawley, Director Two Palace Road Boston, MA 02115-9767	General Operating Budget	1,000.00
Generations Incorporated c/o Ms. Mary Gunn, Executive Director 59 Temple Place, Suite 200 Boston, MA 02111	Literacy Safety Net	10,000.00
Girls Incorporated of Holyoke c/o Ms. Virginia K. Dillon, Executive Director P.O. Box 6812 Holyoke, MA 01041	Preventing Adolescent Pregnancy	10,000.00
Girls Incorporated of New York City c/o Ms. Mary Beth Guyther, Director of Development 214-216 West 116 <sup>th</sup> Street New York, NY 10026	Preventing Adolescent Pregnancy	10,000.00
Glastonbury Abbey-Benedictine Monks c/o Rt. Reverend Nicholas J. Morcone, O.S.B. 6 Hull Street Hingham, MA 02043	General Operating Budget	5,000.00
Grantmakers for Children, Youth & Families c/o Dr. Martha Renwanz, Executive Director 815 15 <sup>th</sup> Street, NW, Suite 801 Washington, D.C. 20005-2201	General Operating Support	500.00
Harvard University Harvard College Fund c/o Mr. G. Peabody Gardner Jr., Deputy Director 124 Mount Auburn Street Cambridge, MA 02138-5762	Annual Fund Giving	10,000.00
Harvard University Harvard College Fund c/o Mr. G. Peabody Gardner Jr., Deputy Director 124 Mount Auburn Street Cambridge, MA 02138-5762	Harvard College Capital Campaign	50,000.00
Hingham Historical Commission c/o Ms. Andrea Young, Administrator 210 Central Street Hingham, MA 02043	Preservation Projects Fund	3,000.00
Hingham Land Conservation Trust c/o Ms. Katherine Reardon, President P.O. Box 10 Hingham, MA 02043	General Operating Support	2,000.00



Hospice of the South Shore c/o Ms. Myrna Walsh, Executive Director 100 Bay State Drive- P.O. Box 859060 Braintree, MA 02185-9060	General Operating Budget	500.00
Hudson River Sloop Clearwater c/o Mr. Andre Mele, Executive Director 112 Little Market Street Poughkeepsie, NY 12601	General Operating Support	10,000.00
Hudson Valley Writers Center c/o Mr. Dave Thompson, Director 300 Riverside Drive Sleepy Hollow, NY 10591-1414	General Operating Support	12,000 00
Inform c/o Ms. Melanie Simmerman, Director of Development 120 Wall Street, 16 <sup>th</sup> floor New York, NY 10005-4001	Chemical Hazards Prevention Program	15,000 00
The Lahey Clinic Foundation c/o Mr. David M. Welbourn, Vice President of Philanthropy 41 Mall Road Burlington, MA 01805-0105	Institute of Urology and Institute of Orthopedics	20,000.00
Lakes Region Conservation Trust c/o Mr. Thomas Curren, President PO Box 1097 Meredith, NH 03253	Castle in the Clouds Project	5,000 00
Little Brothers Friends of the Elderly c/o Ms. Martha Guérin, Executive Director P.O. Box 1149 Jamaica Plain, MA 02130-0010	General Operating Budget	500.00
Little Sisters of the Poor - Jeanne Jugan Residence c/o Sister Regis, Administrator 186 Highland Avenue Somerville, MA 02143-1595	General Operating Budget	500.00
Maine Environmental Policy Institute c/o Mr. William Sugg, Executive Director 220 Water Street B. allowell, ME 04347	General Operating Support	100 00
Maine People's Resource Center c/o Mr. John Dieffenbacher-Krall, Executive Director 27 State Street #44 Bangor, ME 04401	Penobscot Valley Toxics Action Project	15,000 00

<p>Maine Philanthropy Center  c/o Ms. Janet Henry, Director  University of Southern Maine Library  P.O. Box 9301  Portland, ME 04104-9301</p>	<p>General Operating Support</p>	<p>250.00</p>
<p>Maine Philanthropy Center  c/o Ms. Janet Henry, Director  University of Southern Maine Library  P.O. Box 9301  Portland, ME 04104-9301</p>	<p>Support for "Foundation  Support for Nonprofit  Advocacy" workshop</p>	<p>500.00</p>
<p>Massachusetts Institute of Technology  c/o Mr. Allan S. Bufferd, Deputy Treasurer  238 Main Street, Suite 200  Cambridge, MA 02142-1012</p>	<p>Mechanical Engineering  Department</p>	<p>30,000.00</p>
<p>Milton Academy  c/o Mr Benjamin Phinney, Director of Development  170 Centre Street  Milton, MA 02186</p>	<p>Annual Fund</p>	<p>5,000.00</p>
<p>Morgan Memorial Goodwill Industries, Inc.  c/o Ms Joanne K. Hilferty, President &amp; CEO  1310 Harrison Avenue  Roxbury, MA 02119-2540</p>	<p>General Operating Budget</p>	<p>1,000.00</p>
<p>Museum of Fine Arts  c/o Ms. Anne D. Cowie, Director of Individual Support  455 Huntington Avenue  Boston, MA 02115</p>	<p>General Operating Budget</p>	<p>1,000.00</p>
<p>Natural Resources Council of Maine  c/o Mr. Everett Carson, Executive Director  3 Wade Street  Augusta, ME 04330-6900</p>	<p>General Operating Support</p>	<p>5,000.00</p>
<p>Natural Resources Council of Maine  c/o Mr Everett Carson, Executive Director  3 Wade Street  Augusta, ME 04330-6900</p>	<p>Reducing Paper Mill  Pollution in Maine's Rivers</p>	<p>15,000.00</p>
<p>Natural Resources Defense Council  c/o Mr. Robert Ferguson, Director of Fdn Relations  40 West 20<sup>th</sup> Street  New York, NY 10011</p>	<p>Defending Our  Environmental Laws</p>	<p>15,000.00</p>
<p>New York Rivers United  c/o Mr Bruce Carpenter, Executive Director  P O Box 1460  Rome, NY 13442-1460</p>	<p>Restoring Running Rivers:  Restore natural flows to dry  and altered rivers beds in  New York State</p>	<p>10,000.00</p>

North Yarmouth Academy c/o Ms. Deborah T. Stone, Director of Development 148 Main Street Yarmouth, ME 04096	Securing their Future Capital Campaign	5,000.00
The Ocean Conservancy New England Regional Office c/o Mr. John Phillips, New England Regional Director 17-19 Commercial Street Portland, ME 04101	Stellwagon Bank Project	10,000.00
Phillips Brooks House Association c/o Ms. Ayirini Fonseca-Sabune, President PBHA Harvard University Cambridge, MA 02138-6565	After-School Ten: Literacy Project	5,000.00
Phipps Community Development Corporation c/o Mr. Stephen Tosh, President 43 West 23 <sup>rd</sup> Street New York, NY 10010	Pregnancy Prevention Program	5,000.00
Planned Parenthood League of Massachusetts c/o Ms. Louise Ambler Osborn, Grants and Foundation Officer 1055 Commonwealth Ave Boston, MA 02215-1001	Healthy Choices program	9,000.00
Public Employees for Environmental Responsibility c/o Mr. Jeffrey Ruch, Executive Director 2001 S Street, NW, #570 Washington DC 20009	Protecting Employees and Strengthening Enforcement in New England	10,000.00
Public Policy and Education Fund of New York c/o Mr. Richard Kirsch, Executive Director 94 Central Avenue Albany, NY 12206	Clean Money, Clean Elections project	30,000.00
Rainforest Alliance c/o Ms. Tensie Whelan, Executive Director 665 Broadway, Suite 500 New York, NY 10012	General Operating Support	10,000.00
Residents' Committee to Protect the Adirondacks c/o Mr. Peter Bauer, Executive Director PO Box 27 North Creek, NY 12853	Stop ATV Abuse of the Adirondack Forest Preserve	5,000.00
Resurrection Parish c/o Reverend Lawrence E. Pratt, Pastor 1057 Main Street Hingham, MA 02043-3960	General Operating Budget	1,000.00

Robert Treat Paine Historic Trust c/o Mr. Richard A. Willis, Treasurer 100 Robert Treat Paine Drive Waltham, MA 02452	General Operating Budget	1,500.00
The Salvation Army c/o Mr. Fred Van Brunt, Lieutenant Colonel State Commander 147 Berkeley Street Boston, MA 02116	General Operating Budget	5,000.00
Save the Bay c/o Ms. Michelle McAlpin, Grants Officer 434 Smith Street Providence, RI 02908-3770	Water Quality Restoration	10,000.00
Scenic Hudson c/o Ms. Erin Riley, Director of Development 9 Vasser Street Poughkeepsie, NY 12601-3091	General Operating Support	15,000 00
Scenic Hudson c/o Ms. Erin Riley, Director of Development 9 Vasser Street Poughkeepsie, NY 12601-3091	PCB's in the Hudson River	10,000.00
Sierra Club Foundation F/B/O Maine Woods Campaign c/o Ms. Karen Woodsum, Director, Maine Woods Campaign 1 Pleasant Street Portland, ME 04101	Maine Woods Campaign	10,000.00
Smith College Alumnae Fund c/o Ms. Laurie Benoit, Assistant to Director of Alumnae Fund 23 Elm Street Northampton, MA 01063-0024	Annual Fund and the Ada Comstock Scholars Program	5,000 00
Society for Preservation of New England Antiquities c/o Ms. Jane C. Nylander, President 141 Cambridge Street Boston, MA 02114	Annual Appeal	1,000.00
Society for the Protection of New Hampshire Forests c/o Mr Chris Wells, Policy Director 54 Portsmouth Street Concord, NH 03301-5400	State & Municipal Conservation Funding Advocacy project	10,000 00

South Shore Conservatory of Music c/o Mr. James C. Simpson, Jr , Director One Conservatory Drive Hingham, MA 02043	Building Their Future Campaign	5,000.00
South Shore Day Care Services c/o Ms. Sheri Adlin, Executive Director 200 Middle Street East Weymouth, MA 02189	Project RISE	6,000.00
The Spartanburg County Foundation c/o Mr. John H. Dargan, Executive Director & CEO 320 East Main Street, Suite 3 Spartanburg, SC 29302-1943	Designated Fund The Lehner Family Fund	25,000.00
St Paul's Rectory c/o Reverend Father James F. Rafferty, Pastor 147 North Street Hingham, MA 02043	General Operating Budget	3,000.00
Treasure Coast Environmental Defense Fund c/o Mr. Kevin Stinnette, Indian Riverkeeper PO Box 1812 Jensen Beach, FL 34958	River & Reef Sewage Survival project	5,000.00
The Trustees of Reservations c/o Mr. Andrew W. Kendall, Director 572 Essex Street Beverly, MA 01915-1530	Charles Eliot Society	7,500.00
Union of Concerned Scientists c/o Ms. Maureen Kelly, Foundation Relations Officer Two Brattle Square Cambridge, MA 02238-09105	New England Carbon Offsets Project	15,000.00
University of Massachusetts at Lowell Alumni Ass'n c/o Ms. Marianthe Debehis Alumni Memorial Library One University Avenue, PO Box 242 Lowell, MA 01853	George G. Armstrong, Jr. Scholarship Fund	10,000.00
University of New Hampshire F/B/O UNH Cooperative Extension c/o Mr. Frank Mitchell, Extension Specialist 220 Nesmith Hall Durham, NH 03824	Conservation Economics project	10,000.00

Vermont Law School I/B/O South Royalton Legal Clinic c/o Mr. James C. May, Director, SRLC Chelsea Street South Royalton, VT 05068	Children First! A Legal Advocacy Project	10,000.00
Vermont Natural Resources Council c/o Mr. Kelly D. H. Lowry, Water Program Director 5 Bailey Avenue Montpelier, VT 05602	Stormwater Runoff Enforcement project	10,000.00
Waterkeeper Alliance c/o Ms. Susan Sanderson, Director of Development 828 South Broadway, Suite 100 Tarrytown, NY 10591	Toronto Conference	10,000.00
WBUR - Radio 90.9 FM c/o Mr. Michael Stesson, Director of Marketing 890 Commonwealth Avenue Boston, MA 02215	WBUR Radio Station Fund	1,500.00
Welfare Law Center c/o Mr. Henry A. Freedman, Executive Director 275 Seventh Avenue, Suite 1205 New York, NY 10001-7608	Project Fair Play	20,000.00
The Well School c/o Mr. Ahkil Garland, Director 360 Middle Hancock Road Peterborough, NH 03458	General Operating Support	20,000.00
WGBH - Channel 2 c/o Ms. Win Lenihan, Director of Development 125 Western Avenue Boston, MA 02134	General Operating Budget	2,500.00
The Wilderness Society c/o Mr. Michael A. Francis, Director, National Forest Program 1615 M Street, NW Washington DC 20036	National Forest Defensive Campaign	10,000.00
The Wilderness Society, Northeast c/o Mr. Peter W. Jones, Development Director, Northeast Region 45 Bromfield Street, Suite 1001 Boston, MA 02108	The White Mountain National Forest Wilderness Campaign	12,000.00

World Wildlife Fund c/o Ms Meredith Lopuch, California Marine Office 1250 24 <sup>th</sup> Street Washington DC 20037-1175	California Fisheries Certification Project	10,000.00
Youth Alternatives c/o Ms. Lucky Hollander, Vice President of Advocacy & Prevention Services PO Box 596 Portland, ME 04112	Enough is Enough project	10,000.00
Zamorano c/o Mr. Richard Knab, Director of Development Office of External Relations & Development 1010 Vermont Avenue, NW, Suite 510 Washington, DC 20005	Escuela Agricola Panamericana Zamorano: projects	15,000.00
	<b>Total Contributions:</b>	<b>\$ 1,103,202</b>



[Click Here for the printable "Application Guidelines" form.](#)

## Application Guidelines:

(current for 2004)

Types of Support: Generally the foundation makes only restricted grants favoring requests supporting specific projects and programs. The foundation will (very) occasionally provide seed money, operating support, and start-up capital to smaller organizations. An average one-year grant ranges from \$3,000 to \$15,000. Requests for multi-year grants are considered.

Geographical Limitations: The foundation funds in Massachusetts, Maine, New Hampshire, New York, and Vermont (and very infrequently in Connecticut and Rhode Island).

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 a current foundation grant, scholarships, fellowships, building projects, equipment needs, or film and video projects. Loans are not made. Please see Program Area Guidelines (available from the foundation) for further program limitations specific to individual program areas.

Application Process: Please send a one-page Concept Letter describing your organization and its history, your project title, goal, means for accomplishing the goal, and expected result. You can assume that the foundation is generally familiar with the subject areas that it funds and need not provide general background into the problem. Please include three figures: the total organization budget, the total project budget and the amount requested from the foundation. Please check that the letter includes a contact name, address, phone number, email address and organizational web site address (if available). Previously funded organizations must also submit a Concept Letter for new or continuing projects.

Concept Letter Deadline: Concept Letters must be postmarked by March 1st or September 1st. Please do not expect a response to your Concept Letter until several weeks after the deadlines.

If a Proposal is Invited: Should the foundation be interested, a four-page proposal (with supplemental material) will be needed. Deadlines will be given when a proposal is



requested. Please be aware that the time given for submitting the requested proposal is often less than a month. The proposal must include a problem statement (however, see above about assuming our general familiarity with the problems in the areas the foundation funds), the goals of the project, a plan of action, the qualifications of the organization to fulfill the plan and a method of evaluation. Please include the three top measurable results that your organization expects to accomplish if it receives a grant. Supplemental materials needed are a one-page project budget, a one-page operating budget, a board member list, a copy of the last annual financial statement, an annual report, a list of foundation and corporate supporters for current and most recent fiscal years and an IRS 501 (c)(3) determination letter or that of your fiscal sponsor.

Application Restrictions: We accept only one Concept Letter from an organization in a 12-month period. In addition, current grantees must wait until *after* the foundation receives the grantee's project assessment (see below) before submitting another Concept Letter. This requirement allows foundation board members to carefully evaluate the results of their grantmaking before considering further grants. For example, if a group is given a grant in May (after having submitted a Concept Letter in March), the final report for that grant will be due on May 1st of the following year. Therefore, this group is not eligible to submit another Concept Letter for the March 1st deadline and would need to wait until the next deadline, namely, September 1st. Please do not submit grant reports early in an effort to circumvent this restriction! **Please note that the foundation does not accept any unsolicited grant proposals.** Due to limited funds, an invitation to submit a proposal does not imply that a grant will be forthcoming.

Reporting Requirements: Funded organizations must submit a two-page narrative project assessment and a financial report within twelve months of the grant start date. The report deadline will be given when a project is funded. Grantees will be expected to report back on the three measurable goals listed in the proposal.

Printing and Mailing Guidelines: Please do not send material in plastic covers or binders. **Do not send videos or cassettes.** Double-side all material and use post-consumer recycled and/or chlorine free paper (if possible). The foundation accepts Concept Letters via mail and email at: [orchard@maine.rr.com](mailto:orchard@maine.rr.com). Please mail all proposals and supplemental material. Do not use Federal Express (the company does not deliver to post office boxes).

PLEASE READ! A few final notes: 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, send an email. If you are not sure whether your project fits within our guidelines, feel free to call or send an email with your question. While the foundation office is closed for most of January, June, July and August, we do check our phone and email messages from time to time, so we will eventually get to your queries. And finally, please be aware that the foundation guidelines can change so if you are reading a *printed copy* of these guidelines, please check the web site for updated information **before** sending in any material!

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

**Executive Director**  
**Orchard Foundation**  
P.O. Box 2587  
So. Portland, ME 04116  
Phone: (207) 799-0686  
e-mail: [orchard@maine.rr.com](mailto:orchard@maine.rr.com)  
[www.orchardfoundation.org](http://www.orchardfoundation.org)



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## Program Areas: (Current for 2004)

***Environment*** - The foundation funds in the following areas: air quality, biodiversity, fresh and coastal waters, forests, toxic substances and pollution prevention.

Advocacy, principally legal, governmental agencies, and administrative process participation advocacy projects are strongly encouraged and given preference.

The Orchard Foundation favors organizations with a demonstrated competency in specific skills such as litigation, technology, scientific advocacy, or coalition building. The foundation favors organizations with local and national ties, either through networks, chapters or other affiliations. Finally, the foundation favors organizations with a demonstrated strong base of citizen and activist support.

***Areas not funded:*** Given that the Orchard Foundation is a very small foundation, it is impossible to fund all projects that fall into our primary environmental program areas. Thus it is easier to list some of the areas in which the foundation board is *not* interested in funding. These include: general citizen organizing and public awareness-building projects, environmental education projects (for adults or children), ocean fisheries, growth management and sprawl, energy (except for dams), animal rights, animal hospitals or rehabilitation centers, species specific projects, scientific research, and land acquisition. Please see Application Guidelines (available from the foundation) for more general program limitations.

***Children, Youth and Families*** - The foundation funds in three primary areas.

*Child & Family Advocacy* supports projects that promote child welfare at local and state levels by addressing systemic issues, such as funding

availability or rights, as opposed to direct service projects. By "advocacy projects" we include those programs that seek to change governmental policies or that educate people to advocate for children as a group. We do not fund projects in which individuals are taught to advocate for their own children.

*Literacy* supports programs designed to encourage and teach reading and make it convenient. Family Literacy projects will be considered however the foundation is primarily interested in funding projects specifically aimed at children. Funded projects will be more than book "give-away" programs.

*Pregnancy Prevention* supports programs that encourage middle and high school students to delay childbearing. These can be either direct service or policy-oriented programs. Funded projects will include a strong birth control skills component.

*Areas not funded:* Given that the Orchard Foundation is a very small foundation, it is impossible to fund all projects that fall into the Children, Youth & Families category. Thus it is easier to list some of the areas in which the foundation board is *not* interested in funding. These areas include: children enrichment projects (as previously funded by the foundation), adult literacy programs, parenting skills and support programs (as previously funded by the foundation), violence prevention, or projects that focus on specific diseases or conditions. Please see Application Guidelines (available from the foundation) for more general program limitations.

***Campaign Finance Reform*** – The foundation funds statewide efforts to implement effective campaign finance reform. The Orchard Foundation favors organizations that have already done the necessary research into their state's "money in politics" situation and are ready to develop and advocate for the implementation of statewide reforms. This area is funded only in the fall cycle (see Application Guidelines for deadlines), and only one grant (of up to \$30,000) is awarded.

*A further note:* Total funding available for these three program areas has been approximately \$400,000 annually. This figure can and will fluctuate greatly. Other monies disbursed by the foundation are done on a designated giving basis only. These are at the discretion of the trustees and no correspondence concerning them will be considered.

Executive Director  
Orchard Foundation

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FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DONATED PROPERTY-SEE ATTACHED	1,993,125.	1,972,201.	0.	DONATED	VARIOUS	06/04/03

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
ACQUIRED PROPERTY-SEE ATTACHED	12,417,665.	11,517,479.	0.	PURCHASED	VARIOUS	VARIOUS

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
DAILEY & PARTNERS LP	0.	0.	0.	PURCHASED		-608.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAP GAIN DIV	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	0.	0.	0.
(F) GAIN OR LOSS			
			20,448.
CAPITAL GAINS DIVIDENDS FROM PART IV			0.
TOTAL TO FORM 990-PF, PART I, LINE 6A			940,950.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE DIVIDENDS	199,568.	0.	199,568.
CORPORATE INTEREST	105,207.	0.	105,207.
MUNICIPAL BONDS	26,029.	0.	26,029.
U S TREASURY INTEREST	73,467.	0.	73,467.
TOTAL TO FM 990-PF, PART I, LN 4	404,271.	0.	404,271.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	AMOUNT
DAILEY & PARTNERS, L.P.	-30,728.
PY FED EXCISE TAX REFUND	12,018.
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	-18,710.

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,925.	6,925.		0.
TO FM 990-PF, PG 1, LN 16A	6,925.	6,925.		0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION AND ACCOUNTING FEES	9,507.	9,507.		0.
TO FORM 990-PF, PG 1, LN 16B	9,507.	9,507.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	25,005.	25,005.		0.
MANAGEMENT FEES	60,467.	60,467.		0.
TO FORM 990-PF, PG 1, LN 16C	85,472.	85,472.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX ON INVESTMENT INCOME	21,368.	0.		0.
TO FORM 990-PF, PG 1, LN 18	21,368.	0.		0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSE	2,537.	2,537.			0.
TELEPHONE/INTERNET	2,394.	2,394.			0.
DUES & PUBLICATIONS	274.	274.			0.
STATE FILING FEES	250.	250.			0.
FOREIGN TAXES	300.	300.			0.
CONFERENCES & MEETINGS	2,778.	2,778.			0.
BANK FEES	137.	137.			0.
TRAVEL	1,165.	1,165.			0.
POSTAGE	508.	508.			0.
TO FORM 990-PF, PG 1, LN 23	10,343.	10,343.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
DAILEY & PARTNERS LP - UNREALIZED GAINS		43,402.	
TOTAL TO FORM 990-PF, PART III, LINE 3		43,402.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
DESCRIPTION		AMOUNT	
PRIOR YEAR BASIS ADJUSTMENT		170,832.	
DAILEY & PARTNERS LP - NONDEDUCTIBLE EXPENSES		329.	
TOTAL TO FORM 990-PF, PART III, LINE 5		171,161.	

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FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	6,244,022.	7,019,620.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,244,022.	7,019,620.

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FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,873,687.	2,875,435.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,873,687.	2,875,435.

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FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DAILEY & PARTNERS LP	18,685.	126,596.
QUELLOS STRATEGIC PARTNERS INC	3,425,000.	3,471,084.
MID CAP GROWTH FUND	887,500.	926,607.
TOTAL TO FORM 990-PF, PART II, LINE 15	4,331,185.	4,524,287.

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 14  
    TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
M. GORDON EHRlich, BINGHAM MCCUTCHEN 150 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE LESS THAN 1		0.	0.
CARL P. LEHNER LEIGH FIBERS, 100 LDGWD PL, ROCKLAND, MA 02370	TRUSTEE LESS THAN 1		0.	0.
PHILIP LEHNER LEIGH FIBERS, 100 LDGWD PL, ROCKLAND, MA 02370	TRUSTEE LESS THAN 1		0.	0.
PETER LEHNER LEIGH FIBERS, 100 LDGWD PL, ROCKLAND, MA 02370	TRUSTEE LESS THAN 1		0.	0.
BRIGITTE L. KINGSBURY LEIGH FIBERS, 100 LDGWD PL, ROCKLAND, MA 02370	TR & EXEC DIR TWENTY	40,000.	0.	0.
HEIDI LEHNER LEIGH FIBERS, 100 LDGWD PL, ROCKLAND, MA 02370	TRUSTEE LESS THAN 1		0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		40,000.	0.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

CARL P. LEHNER  
PHILIP LEHNER  
PETER LEHNER  
BRIGITTE L. KINGSBURY  
HEIDI LEHNER

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.  
▶ Attach to the corporation's tax return.

FORM 990-PF

**2003**

Name **THE ORCHARD FOUNDATION**  
**C/O M. GORDON EHRLICH, TRUSTEE**

Employer identification number  
**04-6660214**

**Note:** In most cases, the corporation does not need to file Form 2220 (See Part I below for exceptions.) The IRS will figure any penalty owed and bill the corporation. If the corporation does not need to file Form 2220, it may still use it to figure the penalty. Enter the amount from line 36 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

**Part I Reasons For Filing** - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220, even if it does not owe the penalty. If the box on line 1 or line 2 applies, the corporation may be able to lower or eliminate the penalty.

- 1  The corporation is using the adjusted seasonal installment method
- 2  The corporation is using the annualized income installment method
- 3  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part II Figuring the Underpayment**

4 Total tax (see instructions)	<b>4</b>	12,554.
5a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 4	<b>5a</b>	
b Look-back interest included on line 4 under section 460(b)(2) for completed long-term contracts or of section 167(g) for property depreciated under the income forecast method	<b>5b</b>	
c Credit for Federal tax paid on fuels (see instructions)	<b>5c</b>	
d Total. Add lines 5a through 5c	<b>5d</b>	
6 Subtract line 5d from line 4. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	<b>6</b>	12,554.
7 Enter the tax shown on the corporation's 2002 income tax return. <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 6 on line 8.</b>	<b>7</b>	34,526.
8 Enter the smaller of line 6 or line 7. If the corporation is required to skip line 7, enter the amount from line 6.	<b>8</b>	12,554.

	(a)	(b)	(c)	(d)	(e)
9 <b>Installment due dates.</b> Enter in col (a) through (e) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th mos of the corporation's tax year. <b>Exception.</b> If one of your installment due dates is Sept 15, 2003, or Sept 15, 2004, see the instructions.	g 05/15/03	06/15/03	09/15/03	10/01/03	12/15/03
10 <b>Required installments.</b> If the box on line 1 and/or line 2 above is checked, enter the amounts from Schedule A, line 38. If the box on line 3 (but not 1 or 2) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 8 above in each column.	3,139.	3,138.	2,354.	785.	3,138.
11 Estimate tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15. <b>Complete lines 12 through 18 of one column before going to the next column.</b>	8,632.	8,632.	8,632.		4,104.
12 Enter amount, if any, from line 18 of the preceding column.		5,493.	10,987.	17,265.	16,480.
13 Add lines 11 and 12.		14,125.	19,619.	17,265.	20,584.
14 Add amounts on lines 16 and 17 of the preceding column.					
15 Subtract line 14 from line 13. If zero or less, enter -0-	8,632.	14,125.	19,619.	17,265.	20,584.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18.					
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	5,493.	10,987.	17,265.	16,480.	

**Complete Part III on page 2 to figure the penalty. If there are no entries on line 17, no penalty is owed.**

**Part III Figuring the Penalty**

	(a)	(b)	(c)	(d)	(e)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions) (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month)					
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19					
<b>21</b> Number of days on line 20 after 4/15/2003 and before 10/1/2003					
<b>22</b> Underpayment on line 17 x Number of days on line 21 x 5% 365	\$	\$	\$	\$	\$
<b>23</b> Number of days on line 20 after 9/30/2003 and before 1/1/2004					
<b>24</b> Underpayment on line 17 x Number of days on line 23 x 4% 365	\$	\$	\$	\$	\$
<b>25</b> Number of days on line 20 after 12/31/2003 and before 4/1/2004					
<b>26</b> Underpayment on line 17 x Number of days on line 25 x 4% 366	\$	\$	\$	\$	\$
<b>27</b> Number of days on line 20 after 3/31/2004 and before 7/1/2004					
<b>28</b> Underpayment on line 17 x Number of days on line 27 x 4% 366	\$	\$	\$	\$	\$
<b>29</b> Number of days on line 20 after 6/30/2004 and before 10/1/2004					
<b>30</b> Underpayment on line 17 x Number of days on line 29 x 4% 366	\$	\$	\$	\$	\$
<b>31</b> Number of days on line 20 after 9/30/2004 and before 1/1/2005					
<b>32</b> Underpayment on line 17 x Number of days on line 31 x 4% 366	\$	\$	\$	\$	\$
<b>33</b> Number of days on line 20 after 12/31/2004 and before 2/16/2005					
<b>34</b> Underpayment on line 17 x Number of days on line 33 x 4% 365	\$	\$	\$	\$	\$
<b>35</b> Add lines 22, 24, 26, 28, 30, 32, and 34	\$	\$	\$	\$	\$

**36 Penalty.** Add columns (a) through (e), of line 35. Enter the total here and on Form 1120, line 33, Form 1120-A, line 29, or the comparable line for other income tax returns **36** \$ 0.

\* For underpayments paid after March 31, 2004. For lines 28, 30, 32 and 34, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-1040 to get interest rate information.