

ORIX Foundation

2011 Annual Report



A Letter from Jim

Friends,

It is with great pleasure that we commemorate the ORIX Foundation's second year.

The Foundation grew out of a simple idea: ORIX's success should be measured not only by our financial performance, but also how we impact the communities where we live. With a little nurturing and a lot of conversation this simple idea has matured and crystallized into our chosen mission:

ORIX Foundation is committed to advancing education, strengthening communities and improving lives. We want children and families to succeed – in school, in the workforce and in life.

We've taken many first steps this year and learned much about what it will take to execute this mission as our efforts grow and evolve.

One thing we learned is that while giving may be easy, giving well is hard work. The ORIX Foundation board works diligently to evaluate potential partner charities as we would any for-profit investment opportunity. By doing so, we strive to ensure our resources benefit organizations that truly meet needs and elevate people and neighborhoods.

We've also learned that giving back is intensely personal. No two people have the same views on what causes to champion or how best to further those causes. Each person contributes a unique blend of dollars, time, talent and passion. We've learned that our purpose goes beyond the dollars given; it's about discovering how to wisely deploy our array of resources, and about becoming more knowledgeable, compassionate and effective citizens along the way. That's why we encourage and honor the volunteer efforts of our people as enthusiastically as we champion financial giving.

This first ORIX Foundation annual report is a milestone for the ORIX family. In it we highlight some of the things we did this past year to help our amazing partner charities do their important work. In doing so we acknowledge the responsibility we all share to better the world around us. We hope the experiment that is the ORIX Foundation will inspire others, and we stand ready to share our vision and what we are learning to help make our communities better.

Sincerely,

Jim Thompson



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President and Director

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Executive Vice President, Director and Counsel

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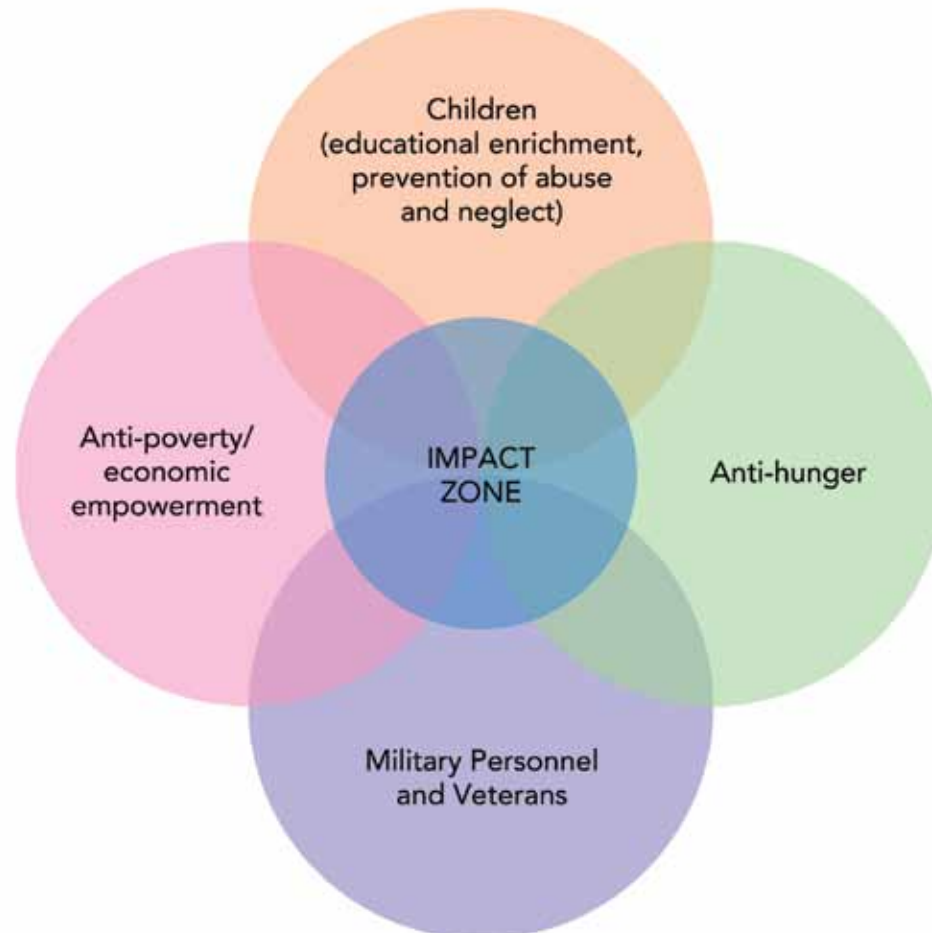
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Joshua Mayfield
Denise Miller
Mike Moran
Judi Napier
Valerie Prowell
Scott Rutherford
Paul Wilson
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Mission Statement

ORIX Foundation is committed to advancing education, strengthening communities and improving lives. We want children and families to succeed – in school, in the workforce and in life. ORIX Foundation is a charitable foundation sponsored and managed by ORIX USA Corporation and its employees. Our employees take a holistic approach to this mission as we seek to fund grassroots charities that promote the health, welfare and education of children, families, military personnel and veterans. Our vehicle for giving is two-fold – through “Direct” and “Matching” contributions. ORIX prefers developing charities with modest fundraising capabilities and

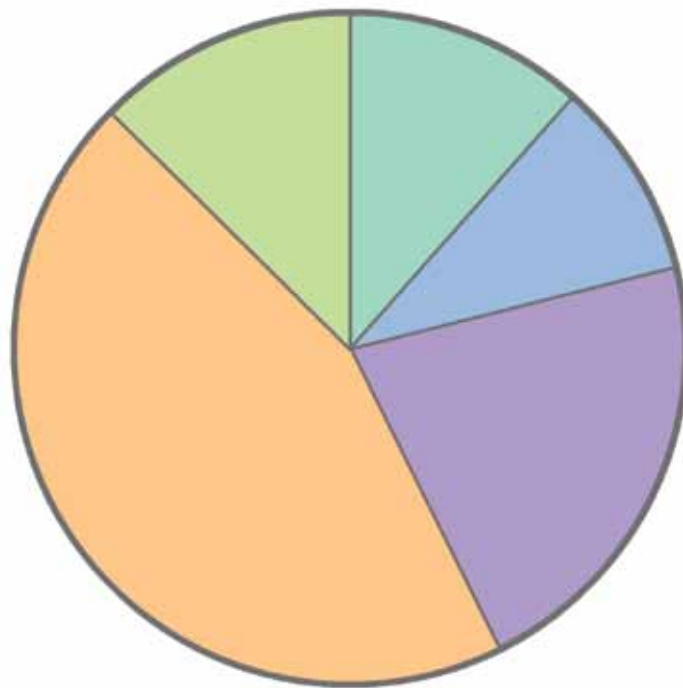
underfunded charities, where our dollars can make the greatest difference. We like to consider the impact of the funds - both the number of individuals benefiting from the donation, as well as the manner and extent to which they will benefit. As a result of providing funding to nonprofit organizations, many donations result in both short- and long-term volunteerism by our employees. ORIX employees have donated countless hours of their time supporting partner charities and appreciate that time is as important as funding to many of the charities we support.



2011 Direct Contributions

ORIX USA and its employees have a history of humanitarian efforts in our community. Since 2006, ORIX has given hundreds of thousands of dollars to partner charities like Dallas CASA, Wilkinson Center, the Dallas Rotary Club Dream Team Scholarship Program, New Beginning Center, North Texas Food Bank and Vogel Alcove to help them achieve their missions. ORIX USA provides annual funding to the Foundation in the amount of \$250,000 on average in

order to maintain this effort. Additionally, employees contribute to the mission of the Foundation by undertaking various philanthropic endeavors. This year for example, employees organized the annual Holiday Drive, a pie drive, a diaper drive and took advantage of payroll deductions to supplement revenue to the Foundation for a total of \$34,353. *(These amounts have not been audited).*



***"Basic Needs" represents those charities that offer a range of services for children and their families including food, shelter, clothing, job counseling services and more.*

Captain Hope's Kids	- \$1,000
Dallas CASA	- \$30,966
Dallas Rotary Club Foundation	- \$14,072
Hella Shrine Circus	- \$1,500
Interfaith Housing Coalition	- \$19,000
Kappa Alpha Theta Foundation	- \$600
Mi Escuelita	- \$15,000
New Beginning Center	- \$25,000
North Texas Food Bank	- \$26,000
Patriot Paws Service Dogs	- \$28,457**
Pediatric Cancer Foundation	- \$5,000
Phoenix House	- \$5,000
Retina Foundation	- \$5,000
Starlight Mid-Atlantic	- \$7,500
The Stewpot	- \$5,000
USO	- \$25,000
Vogel Alcove	- \$28,457**
Wesley-Rankin	- \$10,000
Wilkinson Center	- \$20,000

***ORIX employees chose these two partner charities to be the beneficiaries of the 2010 ORIX Holiday Drive. The amounts shown here represent the ORIX Foundation portion of the overall gift of \$140,443 that was split between these two organizations.*

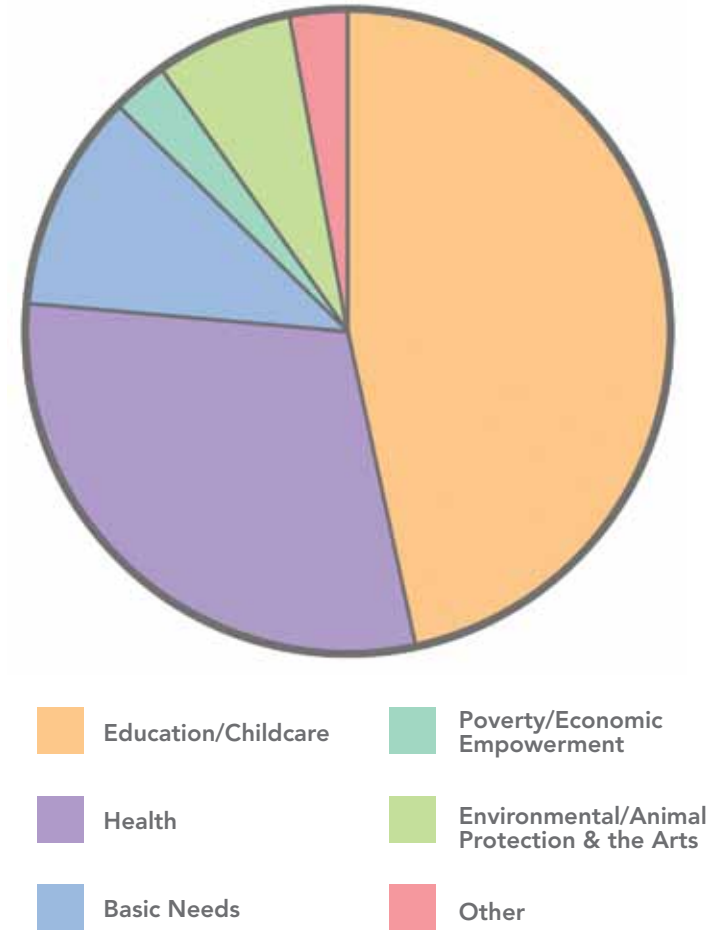
2011 Matching Funds

At the request of any employee who has been employed with ORIX USA or affiliate companies for at least six months, ORIX Foundation will make matching contributions to a qualified charity as follows: Match of employee contributions of up to \$5,000 per fiscal year to a qualified charity under certain conditions. Match

of up to \$5,000 in donations raised by an ORIX USA employee in connection with runs or other sporting events for a qualified charity in which the ORIX USA employee is participating. This match is independent from the match for direct dollar donations by an ORIX USA employee.

ALS Association - \$4,527
Alzheimer's Association - \$1,500
American Cancer Society - \$10,315
American Heart Association - \$75
Arthur G. James Cancer Hospital - \$500
Austin Street Centre - \$1,250
Best Friends Animal Society - \$500
BKM Foundation - \$200
Boy Scouts of America - \$2,000
Captain Hope's Kids - \$830
CASA of Wise County - \$550
Children's Miracle Network - \$815
Columbus Cancer Clinic - \$400
Columbus Museum of Art - \$1,000
Columbus School for Girls - \$600
Conservation Resource Alliance - \$250
Cystic Fibrosis Foundation - \$250
Dallas Academy - \$365
Dallas CASA - \$25
Doctors Without Borders - \$350
Emory University - \$2,000
Faith Mission - \$200
Family Life Ministries - \$1,000
Fancy Cats Rescue - \$250
Friends Academy - \$3,000
Greenhill School - \$5,000
Heifer Project International - \$1,000
Homeless Family Foundation - \$2,500
Lakehill Preparatory - \$2,500
Lance Armstrong Foundation - \$75
Leukemia & Lymphoma Society - \$3,100
March of Dimes - \$585
Menlo-Atherton Foundation - \$5,000
Miami University - \$2,500
Multiple Sclerosis Society - \$1,500

Muscular Dystrophy Association - \$100
Nat. Resources Defense Council - \$3,000
New Beginning Center - \$1,295
Nextstep Fitness Inc. - \$258
North Texas Food Bank - \$3,250
Northern Virginia Family Services - \$175
Ohio Cancer Research Fdn. - \$1,000
Ohio State University Fdn. - \$16,623
Ohio Wesleyan University - \$2,100
Operation Kindness - \$610
Patriot Paws - \$405
Pediatric Cancer Fdn. - \$4,056
Peggy Worthington Ctr. for the Arts - \$500
Plan Fund - \$1,650
Planned Living Asst. Network - \$5,000
Plano West Baseball Booster Club - \$275
Princeton University - \$2,500
Salvation Army - \$1,530
Scottish Rite Foundation of Omaha - \$100
SEED Public Charter School - \$3,000
St. Bernard of Clairvaux School - \$150
St. John's Episcopal School - \$750
St. Jude's Children's Hospital - \$128
St. Vincent de Paul Center - \$500
Sullivan County SPCA - \$2,500
Susan G. Komen Race for the Cure - \$120
The Lamplighter School - \$140
The Wellington School - \$5,000
The Wilkinson Center - \$300
Thief River Falls Education Foundation - \$250
University of North Carolina - \$550
Vogel Alcove - \$2,000
Wake Forest University - \$3,445
World Vision - \$495
Wounded Warrior Project - \$400



In FYE 2010, the ORIX Foundation matched \$78,889 in employee requests. In FYE 2011, that number increased to \$120,716 and has been steadily growing year over year since the Matching Program began.

2011 Corporate and In-kind Contributions

ORIX Foundation has thrived because ORIX employees and outside donors are vested in the Foundation's mission through donations, fundraising and volunteerism.

Our largest and most successful annual fundraiser is our annual employee Holiday Drive. The Holiday Drive raises funds through the sale of raffle tickets for prizes ranging from gift cards to area restaurants to a trip on a private plane for the winner and four friends to the Wine Country (of Texas). Other events during the drive include the chance to purchase chair massages once per week

and artwork from the clients at some of our partner charities.

ORIX employees also volunteered hundreds of hours this past year serving through their favorite charities and working closely with the Foundation to facilitate creative and engaging ways to help meet critical needs in our community. The Foundation's accomplishments in FY11 would not have been possible without the dedication of those who generously gave of their time, talents and resources. Thank you for caring about our community!

Chapman & Cutler, LLP
Classic Legal
Donavan Hatem, LLP
Dykema Gossett, PLLC
Gladiator Boot Camp
Fulbright and Jaworski, LLP
Glick and Associates, PC
The Jim and Angela Thompson Foundation
KPMG, LLC
Lynn Tillotson Piker and Cox
Moore and Van Allen, PLLC
Pinnacle Reprographics, Inc.
Porter Wright Morris & Arthur, LLP
Proskauer Rose, LLP
Richards Kibbe & Orbe, LLP
Richter Consulting
Ritz Carlton
Speed Zone
The Stewpot
Vitality
Wollmuth Maher & Deutsch, LLP



The number of organizations with which our employees volunteer is vast, but here is a partial list of charities where we volunteered this year:

American Cancer Society
Big Brothers Big Sisters
BOOM Foundation
Dallas CASA
Fight For Air Climb
Juvenile Diabetes Foundation
Kairos Prison Ministry
Menlo-Atherton Foundation
Mi Escuelita
ORIX Foundation
PLAN Fund
Planned Living Assistance Network
Relay for Life
The Stewpot
Susan G. Komen Race for the Cure
USO
Vogel Alcove
Wesley-Rankin Center

ORIX Foundation Partner Charities

ORIX proudly partners with organizations that share our values and are dedicated to providing opportunities through education and community development. Each year, ORIX Foundation funds charities that have been vetted by our volunteer board to include a comprehensive review of their respective financials, site visits and satisfactory completion of the ORIX Foundation grant proposal, with an expectation that each recipient will provide a final report which stipulates that donations were used in accordance with the purpose for which the grant was given. ORIX seeks charities that promote the health, welfare and education of children, families, military personnel and veterans. Our partner charities provide basic needs to people in our communities, such as food, shelter, education and medical attention. We favor

organizations with principal locations and delivery of service in the greater Dallas area and other geographic areas where ORIX USA employees live and work. A partner charity must demonstrate a current need for funds and historically prudent management of funds and programs and also show that its general and administrative expenses are comparable to or less than those of similar charities. We like to consider the impact of the funds - both the number of individuals benefiting from the donation, as well as the manner and extent to which they will benefit. Many of ORIX Foundation's donations originate from an ORIX USA employee's involvement in a charity, while many donations also result in both short- and long-term volunteerism by our employees. The charities in this section were awarded grants by the Foundation in FYE 2011.



Dallas CASA

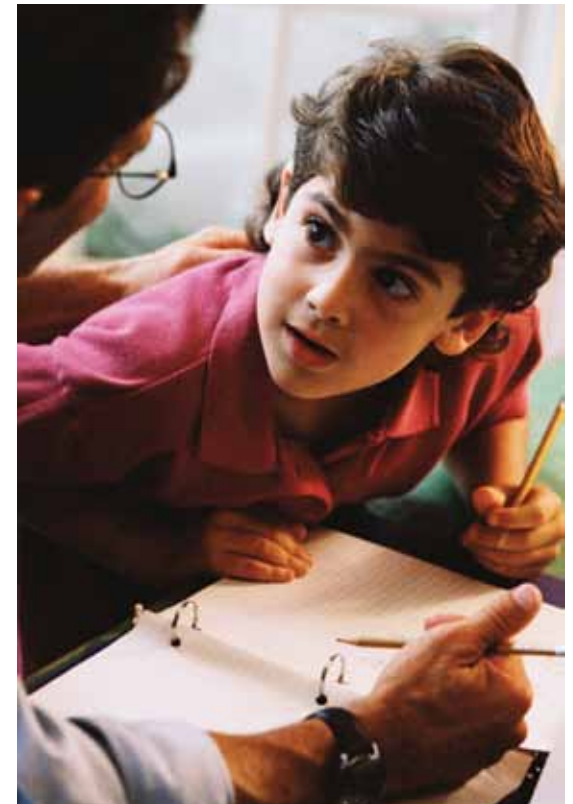
A pilot program for Dallas CASA (originally known as Foster Child Advocate Services) was established in 1980, and since that time, this organization has been serving the needs of an average of 1,000 abused and neglected children annually. Dallas Court Appointed Special Advocates, or CASA, are volunteers who go through extensive training and are prepared to gather facts and give recommendations to judges who will make critical decisions about child abuse cases in Dallas. According to Executive Director Beverly Levy, "These children served by Dallas CASA have been physically abused, sexually abused, neglected, abandoned or have survived the murder of a sibling." After an initial investigation, usually by a local Child Protective Services office or at the Dallas Children's Advocacy Center, these children are placed under the protective care of the courts until judges can decide what's best for each child. Dallas CASA then steps in to represent the best interests of these innocent victims and stays with these children until a permanent home is found, i.e., reunification with the parents, or placement with a family member or adoptive parent, or until the child turns 18.

ORIX Foundation has been the "Presenting Sponsor" of Dallas CASA's Annual Parade of Playhouses at Northpark Center in Dallas for over five years and has provided not only financial contributions, but volunteers for this event as well. Last year, this event raised \$140,000 by raffling playhouses to help abused and neglected children realize their dreams of finding a safe, permanent home where they can thrive. ORIX USA and ORIX Foundation have also sponsored and provided volunteers for other CASA events such as Cherish the Children, "Leadership Counsel of 30" and "The Committee for 30." dallascasa.org

“ According to “Child Abuse Statistics” written by Vincent Iannelli, MD in April of 2010, about 900,000 children are the victims of child abuse and neglect in the United States each year, which result in about 1,500 deaths.

In 2010, there were over 66,000 cases of confirmed child abuse in Texas as a whole and 5,591 of those cases were in Dallas County. (Source: Texas Department of Family and Protective Services).

”



North Texas Food Bank

*"You mean someone loves me so much that they gave special food just for me?"
— 1st grader, Richardson ISD*

"A student asked the teacher several times throughout the day to come and see me. He asked, 'Are you going to give me food again?' I answered, 'Yes, every Friday.' He came back again the same day to ask, 'Are you sure you're going to have enough food to give me some again?' Again, I answered yes. A third time in the same day he asked, 'When can I come and get my food from you?' I turned and knelt to his level and took his hand. I gently squeezed it and said, 'As long as I can and you are in school, I will give you this food every Friday. All you have to do is be here.' He hugged me so hard I could hardly breathe."

— Counselor, Richardson ISD

Founded in 1982, the North Texas Food Bank (NTFB) is a nonprofit hunger relief organization that distributes donated, purchased and prepared foods through a network of 1,184 feeding programs in 13 North Texas counties. Close the Gap is the NTFB's 3-year initiative to unite the community to narrow the food gap by providing access to 50 million meals annually by 2011. Last year, the NTFB provided access to almost 45 million meals through its efforts, 7.7 million meals, or 21 percent more, than the previous year. Each month Member Agency pantries distribute food to nearly 25,000 people every day. The North Texas Food Bank is very efficient in its use of donated funds, where \$1 provides 4 meals.

The ORIX Foundation is a long-time supporter of the North Texas Food Bank and most recently, to the "Food 4 Kids" program, which provides backpacks of nutritious, self-serve foods to elementary school children at risk of going hungry over the weekend. The grant from ORIX Foundation will provide 4,836 backpacks, enough to serve 121 children weekly for the entire 2010 – 2011 school year. ntfb.org



Vogel Alcove

In response to the homelessness plight in Dallas in 1986, two ladies by the name of Thelma Vogel and Doris Budner organized the Dallas Jewish Coalition for the Homeless, whose purpose was to help find a way to alleviate this problem facing the city of Dallas. From the extensive research by this group to determine gaps in the service delivery network for homeless families in Dallas, the Alcove Childcare Center was born in 1987. Renamed Vogel Alcove in 1988, the Vogel Alcove has been providing free quality child development services for the Dallas area's youngest victims of poverty: homeless children six weeks to five years old.

The Vogel Alcove is the only comprehensive early childhood education program in the city of Dallas whose primary focus is to provide free services for homeless children who face multiple developmental risks, and welcomes up to 114 children each day aged six weeks to five years old. These services include home-cooked meals, milk, infant formula, diapers, childcare supplies, clothing and shoes, access to free well-child check-ups, immunizations, and vision and hearing screenings, on-site nurse to check for illness, and educate and consult with parents and access to free dental care and prevention.

The ORIX Foundation is proud to support the Vogel Alcove and their services to the youngest and most vulnerable of Dallas residents. Additionally, the Vogel Alcove was one of two charities chosen by ORIX to benefit from our 2010 Holiday Charity Drive. vogelalcove.org

“ According to the 2009 Metro Dallas Homeless Alliance Annual Census, of the approximately 5,675 homeless people counted in Dallas, 1,319 or 24% were children. ”

“ According to “Feeding America” and ConAgra Foods Foundation, based on data collected between 2007 and 2009, Texas had the second highest rate of hungry children in the nation. One in four Texas children under the age of 18 live in food insecure households, meaning they do not have access to adequate, nutritious meals on a regular basis. ”

The Rotary Club of Dallas' Dream Team Mentoring and Scholarship Program



Qualifying students from Woodrow Wilson High School in Dallas have a unique opportunity to benefit from a partnership between the Dallas Rotary Club and the ORIX Foundation by applying through their school to become Dream Team Scholars. The application process is competitive and based not only upon need, but recommendations and interviews as well. In addition, these students must commit to work with two mentors for a period of seven years (the duration of high school and college), who will assist them in achieving overall success including:

- Maintaining a 3.0 grade point average
- Graduating from high school and a 4-year college or university
- Demonstrating leadership skills in high school
- Giving back to the community by volunteering

The ORIX Foundation salutes these students and their mentors for their hard work and perseverance in doing everything necessary to ensure scholastic success and a bright future where dreams do come true. dallasrotary.org

“ In 2008, only 6,102 diplomas were handed out to a class that as 9th graders in 2004-2005 had 14,890 students in their class. That means that 8,788 from that 9th grade class were considered “missing at graduation” and did not graduate from DISD. (Statistics taken from www.studentmotivation.com). ”

The Wilkinson Center

The Wilkinson Center transforms the lives of Dallas families by providing pathways to self-sufficiency with dignity and respect. Born out of the collective vision of some concerned citizens of Dallas in 1982, the East Dallas Cooperative Parish was formed to assist needy families with food and clothing. After a name change in 1985, The Wilkinson Center as it is currently known, assists 14,000 people annually primarily in the east and southeast areas of Dallas. Today, while still providing basic needs such as food (provision of over 600,000 pounds of emergency food to hungry) and clothing, the center boasts an even wider array of services to Dallas residents including adult education services consisting of free courses related to career development, computer training, financial literacy, GED, and English as a Second Language, case management and CLIMB (Changing Lives, Improving Minds and Bodies), an after-school and summer program for children ages 5-16.

Through the CLIMB After-School Program, the ORIX Foundation helps children obtain the skills needed to succeed in school and in life. Meet one of the CLIMB students...



Elvis is a 14-year old 8th grader who is being raised by a single mother. He is attending CLIMB to become better at reading and comprehension. Without a father figure to guide him, he has turned to his peers for guidance, often with disastrous results. The CLIMB staffers are teaching him to take ownership of his choices and actions. Today, Elvis is finishing homework and is one of the hardest workers in the CLIMB program. mywilkinsoncenter.org

“ Based on results from the 2010 Census Report, the national poverty rate was 13.2%, while the population of Dallas County comparatively was 15.8%. Additionally, per capita income for Dallas County residents has been steadily decreasing since figures were last reported in 2000. ”

Patriot Paws Service Dogs

Patriot Paws trains and provides service dogs for the benefit of disabled American Veterans in order to help restore their physical and emotional independence and to provide a service for other American's with mobile disabilities. The primary trainers of the service dogs are the Texas Department of Criminal Justice inmates. Any physically disabled American Veteran can apply for a Patriot Paws Service Dog at no personal cost. Once fully trained, the dogs are able to assist physically disabled individuals to accomplish daily tasks that would otherwise be difficult or impossible and each dog is customized to the individual needs of the owner. The dogs are trained to perform many services including getting help in emergencies, opening and closing doors and cabinets, pulling wheelchairs, bracing owners so that they can stand, walk and sit down, helping with daily chores and much more.

Patriot Paws was one of two charities chosen by ORIX USA employees in 2010 to benefit from our internal Holiday Drive. The proceeds from this drive will allow this organization to assist disabled veterans attempting to achieve a sense of independence when they return to the United States after having served their country. patriotpaws.org

“ The US Census Bureau reports that in 2009, there were 23.6 million military veterans living in the United States, of which 6 million were disabled. ”



Captain Hope's Kids

“People who are homeless are not social inadequates. They are people without homes.” — Sheila McKechnie



Captain Hope's Kids was founded in 1989 as The Hope Foundation for the Homeless. The original mission of the organization was to provide emergency grants to shelters for critical operating needs. In the 1990s, the Board of Directors, in response to a growing and disturbing trend around the homeless population of mothers with babies, chose to focus its resources toward helping homeless children in North Texas. Last year, Captain Hope's Kids provided almost 361,000 diapers and training pants, school uniforms for kids aged 4 to 17, recreational outings to such venues as the Rangers and Mavericks games, birthday boxes and hygiene items for the children and so much more.

In November of 2010, ORIX USA employees sponsored and participated in Captain Hope's Annual Golf Tournament – “Swing for Hope” and the event exceeded its proceeds from the previous year. Additionally, ORIX employees organized a diaper drive for Captain Hope's Kids and donated 1,240 diapers, enough to sustain a newborn baby for the first 6 months of life. captainhope.org

“ A 2010 census of Dallas County's homeless showed that women and children made up 47% of the known homeless population. ”

Interfaith Housing Coalition

Interfaith Housing Coalition was founded in 1985 to provide transitional housing and support services to homeless families. Initially designed to help families in situational homelessness stabilize and move forward within 90 days, Interfaith Housing has evolved to using a holistic approach to address the root issues of generational poverty and family homelessness, where families may now reside for periods of six to twelve months. Aside from the 49 apartments used for homeless families, Interfaith Housing Coalition provides food, clothing, a job search and employment program, budget and financial literacy training, parenting classes and counseling and after-school and summer enrichment programs for their residents. Due to a large base of more than 325 volunteers, Interfaith can very economically provide comprehensive services to each resident for only \$25 per day.

Funding from the ORIX Foundation in 2011 will provide healthy snacks to the children living at Interfaith on week-days after school, dinners on the evenings that parents are in required classes and breakfast and snacks during their full-day summer program. Additionally, part of this grant will provide provided three uniforms for each child residing in the shelter during the 2011–2012 school year.

interfaithhousingcoalition.org

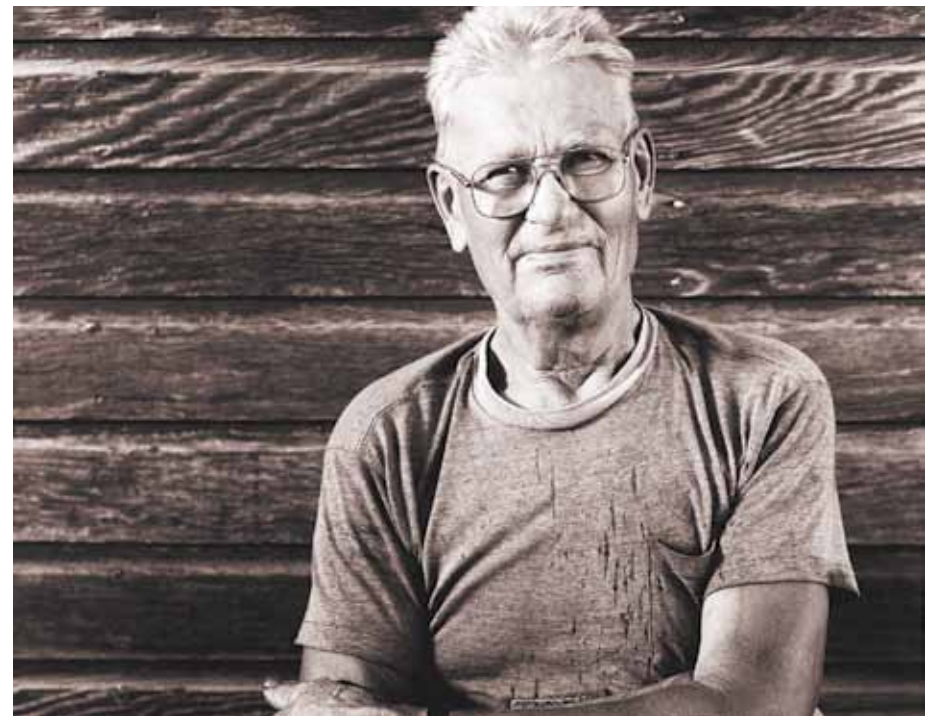


“The National Survey of Homeless Assistance Providers and Clients (NSHAPC) states that statistical projections indicate between 0.9% and 1.3% of the United States population will experience homelessness for at least one day throughout the year. Projections based on the population of Texas shows that over 79,000 people in Texas experience homelessness on any given day.”

The Stewpot

Established by First Presbyterian Church in 1975, The Stewpot began serving food when church members realized little resources were available for the homeless and hungry. By 1991, Stewpot programs included a wide range of social services and the agency moved across the street to a donated two story office building that continues to be “home.” Since May, 2008, The Stewpot has been the sole meal provider at The Bridge (Dallas’ homeless assistance center), serving 1,500-2,000 meals per day, seven days per week.

At The Stewpot’s main location, other services include: case management, health care, and substance abuse assistance; youth programs; job training; rep payee; referral for employment, housing and other benefits; access to mailing address and voice mail. Creative and social activities include art classes, community concerts, and talent shows. The Stewpot has a volunteer base of over 2,000 volunteers.



ORIX Foundation sponsored the Stewpot’s Annual “Soup’s On” fundraiser this past year. Additionally, our employees volunteer on the first Wednesday of every month, serving an average of 700 meals during breakfast to those who come in off the streets for a much needed meal. thestewpot.org

“Hunger is measured by access and availability of food. A startling statistic...In Texas, about 17.4 percent of the population is considered “food insecure,” - which means that they don’t always have access to the food that they need to lead active, healthy lives. (USDA, Economic Research Service Household Food Security in the United States, 2008).”

