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Return of Private Foundation

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

BARBARA AND SANFORD H. ORKIN FOUNDATION,

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

3050 PEACHTREE ROAD

Room/suite

530

City or town, state, and ZIP code

ATLANTA, GA 30305

A Employer identification number

58-1451650

B Telephone number

4042312333

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 5,642,727. (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)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52,111.	52,111.		STATEMENT 1
	4 Dividends and interest from securities	42,913.	42,913.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-432,447.			
	b Gross sales price for all assets on line 6a	1,098,017.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
c Gross profit or (loss)					
11 Other income	8,537.	8,537.		STATEMENT 3	
12 Total. Add lines 1 through 11	-328,886.	103,561.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	42,827.	42,827.		0.
	17 Interest				
	18 Taxes	8,761.	1,803.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	12,366.	12,219.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	63,954.	56,849.		0.
	25 Contributions, gifts, grants paid	437,169.			437,169.
26 Total expenses and disbursements. Add lines 24 and 25	501,123.	56,849.		437,169.	
27 Subtract line 26 from line 12	-830,009.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		46,712.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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	16,997.	9,054.	9,054.
	2 Savings and temporary cash investments	622,667.	169,880.	169,880.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	137,975.	49,485.	524,787.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	5,166,058.	4,885,269.	4,939,006.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,943,697.	5,113,688.	5,642,727.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	5,943,697.	5,113,688.	
	30 Total net assets or fund balances	5,943,697.	5,113,688.	
31 Total liabilities and net assets/fund balances	5,943,697.	5,113,688.		

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	5,943,697.
2 Enter amount from Part I, line 27a	2	-830,009.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,113,688.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,113,688.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,098,017.		1,300,518.	-432,447.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			-432,447.

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	-432,447.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2008	437,473.	6,531,138.	.066983
2007	450,883.	7,849,716.	.057439
2006	448,048.	6,170,533.	.072611
2005	433,464.	5,914,479.	.073289
2004	555,531.	6,005,369.	.092506

2 Total of line 1, column (d)	2	.362828
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	.072566
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,719,305.
5 Multiply line 4 by line 3	5	342,461.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	467.
7 Add lines 5 and 6	7	342,928.
8 Enter qualifying distributions from Part XII, line 4	8	437,169.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	467.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	467.
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	467.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,673.	
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	5,673.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,206.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,000. Refunded ☐	11	4,206.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SANFORD ORKIN Located at ► 3050 PEACHTREE RD, STE 530, ATLANTA, GA	Telephone no ► 404-231-2333 ZIP+4 ► 30305		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 N/A		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

Form 990-PF (2009)

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SANFORD ORKIN 3050 PEACHTREE RD, STE 530 ATLANTA, GA 30305	PRES.	0.50	0.	0.
BARBARA ORKIN 3050 PEACHTREE RD, STE 530 ATLANTA, GA 30305	VP	0.50	0.	0.
HAROLD ABRAMS 1100 PEACHTREE ST. #2800 ATLANTA, GA 30309	SEC.	0.50	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

Form 990-PF (2009)

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	4,372,625.
b	Average of monthly cash balances	1b	418,548.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,791,173.
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	4,791,173.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,719,305.
6	Minimum investment return. Enter 5% of line 5	6	235,965.

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	235,965.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	467.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	467.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	235,498.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	235,498.
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	235,498.

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	437,169.
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	437,169.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	467.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	436,702.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				235,498.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	266,021.			
b From 2005	146,456.			
c From 2006	151,929.			
d From 2007	71,886.			
e From 2008	118,763.			
f Total of lines 3a through e	755,055.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 437,169.				
a Applied to 2008, 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 2009 distributable amount				235,498.
e Remaining amount distributed out of corpus	201,671.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	956,726.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	266,021.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	690,705.			
10 Analysis of line 9				
a Excess from 2005	146,456.			
b Excess from 2006	151,929.			
c Excess from 2007	71,886.			
d Excess from 2008	118,763.			
e Excess from 2009	201,671.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				
Total			3a	437,169.
b Approved for future payment				
NONE				
Total			3b	0.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

(1) Cash

(2) Other assets

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

PRESIDENT

Title

Preparer's
signature

Date

Check if self-employed	
------------------------	--

Preparer's identifying number

Firm's name (or yours
if self-employed),
address, and ZIP code

~~SHO INVESTMENT MANAGEMENT COMPANY~~
~~3050 PEACHTREE RD, NW, SUITE 530~~
~~ATLANTA, GA 30305~~

FIN ▶

Phone no

404-231-2333

Form 990-PF (2009)

BARBARA AND SANFORD H. ORKIN FOUNDATION,

58-1451650

PAGE 1 OF 1

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	232 CALL/HD(JGLKC) @ 29 11.21.09	P	08/14/09	11/21/09
b	60,000 BNP DUE 10.14.09	P	09/23/08	08/19/09
c	185 CALL/HD(JGLLB) @ 28 12.19.09	P	11/24/09	12/15/09
d	45 CALL/HD(JGLLB) @ 28 12.19.09	P	11/24/09	12/18/09
e	185 GOLDMAN SACHS S&P 500 NOTE DUE 9.20.10	P	03/06/09	11/24/09
f	184 TIME WARNER CABLE	D	12/26/07	11/24/09
g	735 TIME WARNER INC	D	12/16/07	12/18/09
h	1500 HOME DEPOT INC	D	08/30/07	12/18/09
i	3000 HOME DEPOT INC	D	08/30/07	12/18/09
j	500 GOLDMAN SACHS S&P NOTE DUE 7.24.09	P	01/16/08	03/10/09
k	150 GOLDMAN SACHS MSCI EAFE NOTE DUE 6.24.09	P	01/16/08	06/24/09
l	320 GOLDMAN SACHS MSCI EAFE NOTE DUE 8.27.09	P	02/12/08	08/27/09
m	PASSTHROUGH FROM K-1		VARIOUS	VARIOUS
n	PASSTHROUGH FROM K-1		VARIOUS	VARIOUS
o				

(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 19,226.			19,226.
b 58,831.		59,490.	-659.
c 5,180.		22,376.	-17,196.
d 1,260.		1,260.	0.
e 221,713.		185,000.	36,713.
f 7,952.		6,254.	1,698.
g 22,976.		22,584.	392.
h 41,990.		5,958.	36,032.
i 83,980.		27,596.	56,384.
j 270,685.		500,000.	-229,315.
k 102,744.		150,000.	-47,256.
l 261,480.		320,000.	-58,520.
m			-12,757.
n			-217,189.
o			

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			19,226.
b			-659.
c			-17,196.
d			0.
e			36,713.
f			1,698.
g			392.
h			36,032.
i			56,384.
j			-229,315.
k			-47,256.
l			-58,520.
m			-12,757.
n			-217,189.
o			

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	-432,447.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GOLDMAN SACHS BROKERAGE	102.
GOLDMAN SACHS EQ AND FI ACCT	863.
GOLDMAN SACHS EQ AND FI ACCT - OID	20,726.
PASSTROUGH FROM K-1	30,420.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	52,111.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS BROKERAGE	21,453.	0.	21,453.
PASSTROUGH FROM K-1	21,460.	0.	21,460.
TOTAL TO FM 990-PF, PART I, LN 4	42,913.	0.	42,913.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM PASSTROUGHS	-7,375.	-7,375.	
MISCELLANEOUS INCOME	927.	927.	
OTHER INCOME FROM PASSTROUGHS	14,985.	14,985.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,537.	8,537.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	24,842.	24,842.		0.	
ADVISORY FEES FROM PASSTROUGHS	17,985.	17,985.		0.	
TO FORM 990-PF, PG 1, LN 16C	42,827.	42,827.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	6,958.	0.		0.	
FOREIGN TAXES FROM PASSTHROUGHS	1,803.	1,803.		0.	
TO FORM 990-PF, PG 1, LN 18	8,761.	1,803.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LICENSES	30.	0.		0.	
NON DEDUCTIBLE FROM PASSTHROUGHS	117.	0.		0.	
OTHER PORTFOLIO DEDUCTIONS	8,481.	8,481.		0.	
INVESTMENT INTEREST EXPENSE	3,709.	3,709.		0.	
MISCELLANEOUS	29.	29.		0.	
TO FORM 990-PF, PG 1, LN 23	12,366.	12,219.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GS BROKERAGE	49,485.	524,787.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	49,485.	524,787.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACADIAN NON US EQUITY	FMV	588,768.	619,329.
CHATHAM INVESTMENT FUND QP II	COST	289,273.	289,273.
FULCRUM FUND	COST	285,011.	258,011.
FAIRHOLME: ALPHA + OFFSHORE	FMV	1,000,000.	997,555.
GS LIBERTY HARBOR I	FMV	1,000,000.	1,064,738.
GS MSCI NOTE 0% 1/19/10	FMV	525,539.	495,942.
GS S&P LNKD NOTE DUE 08/16/2010	FMV	100,000.	123,024.
GS FINANCIAL SELECT LNKD NOTE DUE 09/07/10	FMV	125,000.	96,091.
GS S&P LNKD NOTE DUE 09/20/2010	FMV	65,000.	78,669.
GS FINANCIAL SELECT LNKD NOTE DUE 09/27/10	FMV	125,000.	93,443.
GS RUSSELL 2000 LNKD NOTE DUE 6/22/2012	FMV	100,000.	105,082.
GS MSCI LNKD NOTE DUE 10/12/10	FMV	100,000.	124,916.
EKSPORTFINANS ASA LNKD STOXX MID 200 DUE 8/25/11	FMV	100,000.	95,830.
GS MSCI LNKD NOTE DUE 9/20/11	FMV	125,000.	131,523.
GS MSCI LNKD NOTE DUE 10/3/11	FMV	125,000.	124,488.
GS LNKD AUD, BRL, NOK VS. USD DUE 9/20/10	FMV	50,125.	54,680.
GS LNKD USD VS. AUD, BRL, CAD, NOK DUE 11/30/10	FMV	80,873.	84,032.
GS LNKD TO BIC+IT VS USD DUE 10/3/11	FMV	100,680.	102,380.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,885,269.	4,939,006.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AHAVATH ACHIM CONGREGATION 600 PEACHTREE BATTLE ATLANTA, GA 30327	RELIGIOUS	501(C)(3)	37,140.
AMERICAN JEWISH COMMITTEE 3525 PIEDMONT ROAD, NE ATLANTA, GA 30305	CIVIC ORGANIZATION	501(C)(3)	5,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET, NE ATLANTA, GA 30309	CIVIC ORGANIZATION	501(C)(3)	1,750.
CITY OF HOPE 1500 EAST DUARTE STREET DUARTE, CA 91010	MEDICAL RESEARCH	501(C)(3)	5,000.
HIGH MUSEUM OF ART 1280 PEACHTREE STREET, NE ATLANTA, GA 30309	ART ORGANIZATION	501(C)(3)	66,395.
JEWISH FAMILY & CAREER SERVICES 4519 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338	CIVIC ORGANIZATION	501(C)(3)	1,000.
JEWISH FEDERATION OF GREATER ATLANTA 1440 SPRING STREET, NW ATLANTA, GA 30309	CIVIC ORGANIZATION	501(C)(3)	126,500.
MARCUS JEWISH COMMUNITIY CENTER OF ATLANTA 5342 TILLY MILL ROAD DUNWOODY, GA 30338	CIVIC ORGANIZATION	501(C)(3)	83,334.

SARASOTA MANATEE JEWISH FEDERATION 580 MCINTOSH ROAD SARASOTA, FL 34232	CIVIC ORGANIZATION	501(C)(3)	2,500.
THE ARCH FOUNDATION 394 SOUTH MILLEDGE AVE ATHENS, GA 30302	EDUCATION	501(C)(3)	45,000.
THE WEBER SCHOOL 6751 ROSWELL ROAD ATLANTA, GA 30328	EDUCATION	501(C)(3)	50,000.
VAN WEZEL FOUNDATION, INC 777 NORTH TAMiami TRAIL SARASOTA, FL 34232	ARTS ORGANIZATION	501(C)(3)	2,500.
WILLIAM BREMAN JEWISH HERITAGE MUSEUM 1440 SPRING STREET, NW ATLANTA, GA 30309	CIVIC ORGANIZATION	501(C)(3)	3,500.
WILLIAM BREMAN JEWISH HOME 3150 HOWELL MILL ROAD, NW ATLANTA, GA 30327	CIVIC ORGANIZATION	501(C)(3)	2,500.
AMIT PROGRAM 6255 BARFIELD ROAD, SUITE 100 ATLANTA, GA 30328	EDUCATION	501(C)(3)	500.
EPSTEIN SCHOOL 335 COLEWOOD WAY, NW ATLANTA, GA 30328	EDUCATION	501(C)(3)	1,000.
CAMP TWIN LAKES 600 MEANS STREET, SUITE 110 ATLANTA, GA 30318	CIVIC ORGANIZATION	501(C)(3)	550.
BOY SCOUTS OF AMERICA 1800 CIRCLE 75 PARKWAY, SE ATLANTA, GA 30339	CIVIC ORGANIZATION	501(C)(3)	1,000.

KOMEN RACE FOR THE CURE	501(C)(3)	100.
5005 LBJ FREEWAY, SUITE 250		
DALLAS, GA 75244	MEDICAL RESEARCH	

HOSPICE ATLANTA	501(C)(3)	400.
5775 GLENRIDGE DRIVE, SUITE E200		
ATLANTA, GA 30328	CIVIC ORGANIZATION	

WEINSTEIN HOSPICE	501(C)(3)	1,500.
3150 HOWELL MILL ROAD, NW		
ATLANTA 30327	CIVIC ORGANIZATION	

TOTAL TO FORM 990-PF, PART XV, LINE 3A

437,169.

STATEMENT PURSUANT TO TREASURY REGULATION § 1.355-5(b)

BY (Name): Barbara + Sanford Orkin, Foundation, Inc
(Taxpayer Identification Number or Social Security Number): 58-1451650,
A SIGNIFICANT DISTRIBUTE

On March 12, 2009, Time Warner Inc., a Delaware corporation ("Time Warner"), effected the Spin-Off (the "Spin-Off") of its shares of common stock of Time Warner Cable Inc., a Delaware corporation ("TWC"), to holders of Time Warner common stock pursuant to a pro rata distribution of Time Warner's TWC common stock to Time Warner stockholders. As a result of the Spin-Off, each Time Warner stockholder of record as of 8 p.m. Eastern time on March 12, 2009 (the "Record Date"), was entitled to receive 0.083670 share of TWC common stock for each share of Time Warner common stock held by such stockholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:

Time Warner Inc.
One Time Warner Center
New York, New York 10019
EIN: 13-4099534

Name, address and employer identification number of the controlled corporation:

Time Warner Cable Inc.
60 Columbus Circle
New York, New York 10023
EIN: 84-1496755

2. The undersigned was a stockholder owning shares of Time Warner common stock and received shares of TWC common stock in the Spin-Off. The aggregate fair market value of the TWC common stock received by the stockholder in the Spin-Off was \$ 4,563.
3. The undersigned did not surrender any stock or securities of Time Warner in connection with the Spin-Off.

4. Time Warner received a private letter ruling from the Internal Revenue Service and an opinion of its counsel stating that the Spin-Off should qualify as tax-free under Section 355 of the Internal Revenue Code of 1986, as amended.

Barbara and Sanford Orkin Foundation, Inc

Sanford H. Orkin, President

Stockholder's Name (please print)

Sanford Orkin

Taxpayer's Signature

58-1451650

Taxpayer's Identification Number or
Social Security Number

IF APPLICABLE, THIS STATEMENT SHOULD BE COMPLETED AND
ATTACHED TO YOUR 2009 FEDERAL INCOME TAX RETURN.
IT SHOULD NOT BE SENT TO TIME WARNER OR TWC.