Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or 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.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
WILLIAM B. ORKIN FOUNDATION, INC.

A Employer identification number
20-2011970

Number and street (or P O box number if mail is not delivered to street address)
12600 DEERFIELD PARKWAY SUITE 150

Room/suite

B Telephone number
(678)297-2700

City or town, state, and ZIP code
ALPHARETTA, GA 30004-5099

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 5,378,772.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

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

			(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				
	4	Dividends and interest from securities	133,216.	133,216.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	36,581.			
	b	Gross sales price for all assets on line 6a 2,414,109.				
	7	Capital gain net income (from Part IV, line 2)		36,581.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	169,797.	169,797.		
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 STMT 2	403.	202.		201.
	b	Accounting fees STMT 3	4,000.	2,000.		2,000.
	c	Other professional fees STMT 4	54,248.	54,248.		0.
	17	Interest				
	18	Taxes STMT 5	25,206.	2,001.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	1,275.	638.		637.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	85,132.	59,089.		2,838.
	25	Contributions, gifts, grants paid	309,150.			309,150.
	26	**Total expenses and disbursements.** Add lines 24 and 25	394,282.	59,089.		311,988.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<224,485.>			
	b	**Net investment income** (if negative, enter -0-)		110,708.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

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	318.	59,438.	59,184.
	2	Savings and temporary cash investments	845,712.	275,198.	275,198.
	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	2,747,200.	3,034,109.	3,173,179.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	1,775,000.	1,775,000.	1,871,211.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,368,230.	5,143,745.	5,378,772.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	5,368,230.	5,143,745.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	5,368,230.	5,143,745.	
	31	**Total liabilities and net assets/fund balances**	5,368,230.	5,143,745.	

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	5,368,230.
2	Enter amount from Part I, line 27a	2	<224,485.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,143,745.
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	5,143,745.

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	2,414,109.		2,379,583.	36,581.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				36,581.

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	36,581.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	256,700.	5,492,153.	.046739
2010	204,275.	5,252,998.	.038887
2009	282,170.	4,959,199.	.056898
2008	166,698.	5,267,191.	.031648
2007	351,392.	6,327,187.	.055537

2 **Total** of line 1, column (d)	2	.229709
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	.045942
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,326,113.
5 Multiply line 4 by line 3	5	244,692.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,107.
7 Add lines 5 and 6	7	245,799.
8 Enter qualifying distributions from Part XII, line 4	8	311,988.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,107.
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	1,107.
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	1,107.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,960.		
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	12,960.
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	11,853.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	2,000.	**Refunded** ▶	11	9,853.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM B. ORKIN Telephone no. ▶ 678-297-2700

Located at ▶ 12600 DEERFIELD PARKWAY, ALPHARETTA, GA ZIP+4 ▶ 30004

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		4b		X

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 (No)

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
WILLIAM B. ORKIN 12600 DEERFIELD PARKWAY SUITE 150 ALPHARETTA, GA 30004	PRESIDENT 0.00	0.	0.	0.
ADAM ORKIN 12600 DEERFIELD PARKWAY SUITE 150 ALPHARETTA, GA 30004	SECRETARY/TREASURER 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,000,724.
b	Average of monthly cash balances	1b	406,497.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,407,221.
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	5,407,221.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,108.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,326,113.
6	**Minimum investment return.** Enter 5% of line 5	6	266,306.

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	266,306.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 1,107.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,107.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	265,199.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	265,199.
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	265,199.

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	311,988.
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	311,988.
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	1,107.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	310,881.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					265,199.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	12,902.				
b From 2008	33,903.				
c From 2009	36,826.				
d From 2010					
e From 2011					
f **Total** of lines 3a through e		83,631.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 311,988.					
a Applied to 2011, 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 2012 distributable amount					265,199.
e Remaining amount distributed out of corpus		46,789.			
5 Excess distributions carryover applied to 2012 (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		130,420.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7		12,902.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		117,518.			
10 Analysis of line 9:					
a Excess from 2008	33,903.				
b Excess from 2009	36,826.				
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	46,789.				

Form **990-PF** (2012)

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12-05-12

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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. 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 foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

WILLIAM B. ORKIN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VARIOUS (SEE ATTACHED)	NONE	501(C)(3)	SEE ATTACHED	309,150.
Total			▶ **3a**	309,150.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	133,216.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	36,581.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		169,797.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 169,797.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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12-05-12

Form **990-PF** (2012)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date: 5-09-2013 — Title: SECRETARY/TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY KLEIN	CPA	5-6-13		P00110943

Firm's name ▶ BABUSH, NEIMAN, KORNMAN & JOHNSON, LLP — Firm's EIN ▶ 58-0942047

Firm's address ▶ 5909 PEACHTREE DUNWOODY RD. SUITE 800
ATLANTA, GA 30328

Phone no. 770-261-1900

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	SEE 'STATEMENT A' ATTACHED		12/31/12	12/31/12
b	DISALLOWED WASH SALE - SEE 'STATEMENT A' ATTACHED		12/31/12	12/31/12
c	SEE 'STATEMENT B' ATTACHED		12/31/12	12/31/12
d	SEE 'STATEMENT C' ATTACHED		12/31/12	12/31/12
e	DISALLOWED WASH SALE - SEE 'STATEMENT C' ATTACHED		12/31/12	12/31/12
f	SEE 'STATEMENT C' ATTACHED		12/31/12	12/31/12
g	GAIN FROM PASSTHROUGH - POWERSHARES K-1		12/31/12	12/31/12
h	GAIN FROM PASSTHROUGH - POWERSHARES K-1		12/31/12	12/31/12
i	SEC. 1256 FROM PASSTHROUGH - POWERSHARES K-1		12/31/12	12/31/12
j	SEC. 1256 FROM PASSTHROUGH - POWERSHARES K-1		12/31/12	12/31/12
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
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	1,770,107.		1,782,152.	<12,045.>
b				2,053.
c	326,155.		291,010.	35,145.
d	106,980.		105,670.	1,310.
e				2.
f	200,000.		200,000.	0.
g	23.			23.
h	40.			40.
i			300.	<300.>
j			451.	<451.>
k	10,804.			10,804.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<12,045.>
b				2,053.
c				35,145.
d				1,310.
e				2.
f				0.
g				23.
h				40.
i				<300.>
j				<451.>
k				10,804.
l				
m				
n				
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	36,581.
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

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BALENTINE	144,020.	10,804.	133,216.
TOTAL TO FM 990-PF, PART I, LN 4	144,020.	10,804.	133,216.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	403.	202.		201.
TO FM 990-PF, PG 1, LN 16A	403.	202.		201.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,000.	2,000.		2,000.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.

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	54,248.	54,248.		0.
TO FORM 990-PF, PG 1, LN 16C	54,248.	54,248.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 EXTENSION PAYMENT	5,000.	0.		0.
2011 BALANCE DUE WITH RETURN	5,205.	0.		0.
OTHER TAXES PAID	40.	0.		0.
2012 3RD QUARTER ESTIMATE	9,720.	0.		0.
2012 4TH QUARTER ESTIMATE	3,240.	0.		0.
FOREIGN TAXES PAID	2,001.	2,001.		0.
TO FORM 990-PF, PG 1, LN 18	25,206.	2,001.		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
INSURANCE	1,250.	625.		625.
BANK FEES	25.	13.		12.
TO FORM 990-PF, PG 1, LN 23	1,275.	638.		637.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BALENTINE (SEE ATTACHED)	3,034,109.	3,173,179.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,034,109.	3,173,179.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEG ABSOLUTE ACCESS TEI FUND LLC	COST	500,000.	527,240.
MAVERICK STABLE FUND LTD	COST	1,275,000.	1,343,971.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,775,000.	1,871,211.

STATEMENT A

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b)								
Description (Box 8): ISHARES COMEX GOLD T R ISHARES					**CUSIP (Box 1d):** 464285105			
1,100	SELL	HIGH COST	02/28/2012	03/06/2012	17,883 66	20,455.86		(2,572 20)
Wash sale: 190 day(s) added to holding period								
Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD					**CUSIP (Box 1d):** 464287598			
920	SELL	HIGH COST	06/19/2012	09/11/2012	66,512.60	62,434.88		4,077.72
216	SELL	HIGH COST	11/12/2012	11/21/2012	15,225.05	15,165.77		59.28
	SECURITY TOTAL				81,737.65	77,600.65		4,137 00
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
1,950	SELL	HIGH COST	06/19/2012	11/12/2012	124,384.15	124,238 02		146.13
417	SELL	HIGH COST	09/11/2012	11/12/2012	26,599.07	27,851.09		(1,252.02)

STATEMENT A

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b) *(continued)*								
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD						**CUSIP (Box 1d):** 464287614 *(continued)*		
2,367	SALE DATE TOTAL		VARIOUS	11/12/2012	150,983.22	152,089.11		(1,105.89)
	SECURITY TOTAL				150,983.22	152,089.11		(1,105.89)
Description (Box 8): ISHARES TR RUSSELL 2 000 INDEX FD						**CUSIP (Box 1d):** 464287655		
1,138	SELL	HIGH COST	02/08/2012	06/13/2012	85,538.09	94,066.58		(8,528.49)
1,478	SELL	HIGH COST	02/08/2012	11/12/2012	117,123.08	122,170.82		(5,047.74)
150	SELL	HIGH COST	02/28/2012	11/12/2012	11,886.65	12,350.00		(463 35)
1,628	SALE DATE TOTAL		VARIOUS	11/12/2012	129,009.73	134,520.82		(5,511 09)
	SECURITY TOTAL				214,547.82	228,587.40		(14,039.58)
Description (Box 8): TORTOISE MLP AND PIP ELINE FUND INSTITUTI ONAL CLASS						**CUSIP (Box 1d):** 56166Y404		
2,370	SELL	HIGH COST	01/03/2012	02/28/2012	27,874.90	27,280.88		594 02
19,369.515	SELL	HIGH COST	01/03/2012	09/24/2012	248,297.18	222,960.94		25,336.24
	SECURITY TOTAL				276,172.08	250,241.82		25,930.26
Description (Box 8): MARKET VECTORS ETF T R GOLD MINERS ETF FD						**CUSIP (Box 1d):** 57060U100		
4,431	SELL	HIGH COST	09/24/2012	12/18/2012	204,429.03	235,495.71	595.95 W	(30,470.73)
85	SELL	HIGH COST	11/21/2012	12/18/2012	3,921.57	4,678.00		(756.43)

Wash sale: 85 day(s) added to holding period

STATEMENT A

2012 Form 1099-B **Proceeds From Broker and Barter Exchange Transactions** **OMB No. 1545-0715** *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): MARKET VECTORS ETF T R GOLD MINERS ETF FD					**CUSIP (Box 1d):** 57060U100 *(continued)*			
4,516	SALE DATE TOTAL		VARIOUS	12/18/2012	208,350.60	240,173.71	595.95	(31,227.16)
	SECURITY TOTAL				208,350.60	240,173.71	595.95	(31,227.16)
Description (Box 8): POWERSHARES DB COMMO DITY INDEX TRACKING FD					**CUSIP (Box 1d):** 73935S105			
230	SELL	HIGH COST	02/28/2012	06/13/2012	5,654.87	6,776.90		(1,122.03)
Description (Box 8): SPDR SER TR DOW JONE S REIT ETF					**CUSIP (Box 1d):** 78464A607			
264	SELL	HIGH COST	02/08/2012	11/21/2012	18,517.78	18,480.68		37.10
Description (Box 8): TCW EMERGING MARKETS INCOME FD CL I					**CUSIP (Box 1d):** 87234N765			
858.043	SELL	HIGH COST	02/28/2012	11/21/2012	7,966.70	7,562.20		404.50
118.397	SELL	HIGH COST	03/30/2012	11/21/2012	1,099.28	1,041.89		57.39
118.531	SELL	HIGH COST	04/30/2012	11/21/2012	1,100.53	1,046.63		53.90
121.276	SELL	HIGH COST	06/29/2012	11/21/2012	1,126.02	1,056.31		69.71
132.350	SELL	HIGH COST	07/31/2012	11/21/2012	1,228.83	1,193.80		35.03
131.987	SELL	HIGH COST	08/31/2012	11/21/2012	1,225.46	1,199.76		25.70
1,480.584	SALE DATE TOTAL		VARIOUS	11/21/2012	13,746.82	13,100.59		646.23
	SECURITY TOTAL				13,746.82	13,100.59		646.23

STATEMENT A

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*
(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b) *(continued)*								
Description (Box 8): VANGUARD INTERMEDIAT E TERM CORP BOND FUN D ADMIRAL SHARES						**CUSIP (Box 1d):** 922031810		
1,978.963	SELL	HIGH COST	02/28/2012	11/21/2012	20,681.11	20,207.21		473.90
61.134	SELL	HIGH COST	07/31/2012	11/21/2012	638.88	635 18		3.70
59.903	SELL	HIGH COST	08/31/2012	11/21/2012	626.01	622.99		3.02
2,100	SALE DATE TOTAL		VARIOUS	11/21/2012	21,946 00	21,465.38		480.62
	SECURITY TOTAL				21,946.00	21,465.38		480.62
Description (Box 8): VANGUARD INTL EQUITY INDEX FDS MSCI EURO PE ETF						**CUSIP (Box 1d):** 922042874		
120	SELL	HIGH COST	09/11/2012	11/21/2012	5,464.47	5,624.60	160.13 W	0.00
Short-Term Covered Total					1,015,004.97	1,034,596.70	756.08	(18,835.65)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): ISHARES COMEX GOLD T R ISHARES						**CUSIP (Box 1d):** 464285105		
12,159	SELL	HIGH COST	08/29/2011	03/06/2012	197,679.50	212,014.53	1,296.86 W	(13,038.17)
Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD						**CUSIP (Box 1d):** 464287598		
320	SELL	HIGH COST	08/29/2011	02/28/2012	22,033.20	19,549.01		2,484 19
1,171	SELL	HIGH COST	11/22/2011	09/11/2012	84,658.97	69,714.94		14,944 03
	SECURITY TOTAL				106,692.17	89,263 95		17,428 22

STATEMENT A

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
545	SELL	HIGH COST	10/18/2011	02/28/2012	35,122.06	31,249.17		3,872 89
Description (Box 8): JPMORGAN CHASE & CO ALERIAN MLP INDEX ET N BASED ON WAP (LEVE					**CUSIP (Box 1d):** 46625H365			
3,157	SELL	HIGH COST	08/29/2011	01/03/2012	123,313 42	110,565.45		12,747 97
Description (Box 8): POWERSHARES DB COMMO DITY INDEX TRACKING FD					**CUSIP (Box 1d):** 73935S105			
3,653	SELL	HIGH COST	08/29/2011	06/13/2012	89,814.08	108,530.64		(18,716.56)
Description (Box 8): SCHRODER QEP GLOBAL QUALITY FUND INSTITU TIONAL CLASS					**CUSIP (Box 1d):** 808089403			
1,020	SELL	HIGH COST	08/29/2011	02/08/2012	106,988 20	102,809.27		4,178.93
Description (Box 8): VANGUARD INFLATION P ROTECTED FUND ADMIRA L SHARES					**CUSIP (Box 1d):** 922031737			
3,375	SELL	HIGH COST	08/29/2011	02/28/2012	95,492.50	93,122.16		2,370.34
Short-Term Noncovered Total					755,101.93	747,555.17	1,296.86	8,843.62
Short-Term Total					1,770,106.90	1,782,151.87	2,052.94	(9,992.03)

STATEMENT B

2012 Form 1099-B **Proceeds From Broker and Barter Exchange Transactions** **OMB No. 1545-0715** *(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked

Noncovered (Box 6a)

Description (Box 8): ISHARES TR RUSSELL 1 000 VALUE INDEX FD **CUSIP (Box 1d):** 464287598

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,584	SELL	HIGH COST	08/29/2011	09/11/2012	114,517.34	96,767.62		17,749.72

STATEMENT B

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715 *(continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): ISHARES TR RUSSELL 1 000 GROWTH INDEX FD					**CUSIP (Box 1d):** 464287614			
1,623	SELL	HIGH COST	08/29/2011	11/12/2012	103,525.89	91,443 83		12,082.06
164	SELL	HIGH COST	10/18/2011	11/12/2012	10,461.03	9,403.42		1,057 61
1,787	SALE DATE TOTAL		VARIOUS	11/12/2012	113,986 92	100,847.25		13,139.67
100	SELL	HIGH COST	08/29/2011	11/21/2012	6,440.35	5,634.25		806.10
	SECURITY TOTAL				120,427 27	106,481.50		13,945.77
Description (Box 8): SCHRODER QEP GLOBAL QUALITY FUND INSTITU TIONAL CLASS					**CUSIP (Box 1d):** 808089403			
2,580	SELL	HIGH COST	08/29/2011	11/21/2012	27,302.20	26,004.70		1,297.50
Description (Box 8): TCW EMERGING MARKETS INCOME FD CL I					**CUSIP (Box 1d):** 87234N765			
2,319.416	SELL	HIGH COST	08/29/2011	11/21/2012	21,535 18	20,134.23		1,400.95
Description (Box 8): TEMPLETON GLOBAL BON D FUND ADVISOR CLASS					**CUSIP (Box 1d):** 880208400			
1,675	SELL	HIGH COST	08/29/2011	11/21/2012	22,629.25	22,997.75		(368.50)
Description (Box 8): VANGUARD INFLATION P ROTECTED FUND ADMIRA L SHARES					**CUSIP (Box 1d):** 922031737			
675	SELL	HIGH COST	08/29/2011	11/21/2012	19,744.00	18,624.43		1,119.57
Long-Term Noncovered Total					326,155.24	291,010.23	0.00	35,145.01
Long-Term Total					326,155.24	291,010.23	0.00	35,145.01

STATEMENT C

2012 Form 1099-B   Proceeds From Broker and Barter Exchange Transactions   OMB No. 1545-0715

(For individuals, report details on Form 1040 Schedule D, line 1, 2, 3, 8, 9 or 10)

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b)								
Description (Box 8): PIMCO TOTAL RETURN F UND INSTITUTIONAL CL ASS					**CUSIP (Box 1d):** 693390700			
79.732	SELL	HIGH COST	01/31/2012	02/23/2012	884.86	886.62	1.56 W	(0.20)
Short-Term Covered Total					884.86	886.62	1.56	(0.20)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): PIMCO TOTAL RETURN F UND INSTITUTIONAL CL ASS					**CUSIP (Box 1d):** 693390700			
9,555.202	SELL	HIGH COST	08/29/2011	02/23/2012	106,042.91	104,731.60		1,311.31
4.706	SELL	HIGH COST	09/02/2011	02/23/2012	52.23	51.81		0 42
9,559.908	SALE DATE TOTAL		VARIOUS	02/23/2012	106,095.14	104,783.41		1,311.73
	SECURITY TOTAL				106,095.14	104,783.41		1,311.73

STATEMENT C

2012 Form 1099-B **Proceeds From Broker and Barter Exchange Transactions** **OMB No. 1545-0715** *(Continued)*

(For individuals report details on Form 1040 Schedule D, line 1, 2, 3, 8, 9 or 10)

	Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Noncovered Total						106,095.14	104,783.41	0.00	1,311.73
Short-Term Total						106,980.00	105,670.03	1.56	1,311.53

Long-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part II, with Box B Checked

Noncovered (Box 6a)

Description (Box 8): DU PONT E I DE NEMOU RS & CO FIXED RT GLO BAL NT 4.750% 11/15 **CUSIP (Box 1d):** 263534BK4

	Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
	100,000	REDEMPTION	FIRST IN FIRST OUT	04/21/2008	11/15/2012	100,000.00	100,000.00		0.00

Original Cost Basis: 102,224.00

Description (Box 8): PUBLIC SVC ELEC GAS CO SECD MEDIUM TERM NTS SER B 5.125% 09 **CUSIP (Box 1d):** 74456QAJ5

	Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
	100,000	REDEMPTION	FIRST IN FIRST OUT	04/21/2008	09/01/2012	100,000 00	100,000.00		0 00

Original Cost Basis: 102,570.00

	Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Long-Term Noncovered Total						200,000.00	200,000.00	0.00	0.00
Long-Term Total						200,000.00	200,000.00	0.00	0.00
Total						306,980.00	305,670.03	1.56	1,311.53

William B .Orkin Foundation, Inc.
Charitable Contributions
For the Period From Jan 1, 2012 to Dec 31, 2012

Donee	Status	Purpose	Amount
Adopt a Golden Atlanta PO Box 420256 Atlanta, GA 30342-9998	501(c)(3)	Operating Grant	5,000
American Diabetes Association PO Box 11454 Alexandria, VA 22312	501(c)(3)	Operating Grant	4,000
Atlanta2Day 180 Allen Rd NE Sandy Springs, GA 30328	501(c)(3)	Operating Grant	1,000
Blessed Trinity Catholic High 11320 Woodstock Road Roswell, GA 30075	501(c)(3)	Operating Grant	2,400
Canine Assistants 3160 Francis Road Milton, Georgia 30004	501(c)(3)	Operating Grant	10,000
Children's Healthcare of Atlanta 1687 Tullie Circle, NE Atlanta, GA 30329	501(c)(3)	Operating Grant	25,000
Dream Dachshund Rescue 1738 East Clifton Road, NE Atlanta, GA 30307	501(c)(3)	Operating Grant	5,000
Homestretch 89 Grove Way Roswell GA 30075	501(c)(3)	Operating Grant	2,000
Hopewell Youth Association, Inc 5665 Atlanta Hwy, Suite 103321 Alpharetta GA 30009	501(c)(3)	Operating Grant	5,000
Jewish Educational Loan Fund 4549 Chamblee Dunwoody Road Atlanta, GA 30338	501(c)(3)	Operating Grant	2,000
King's Ridge Christian School 2765 Bethany Rd Alpharetta, GA 30004	501(c)(3)	Operating Grant	75,000
KRCS Athletic Association 2765 Bethany Rd Alpharetta, GA 30004	501(c)(3)	Operating Grant	1,850
March of Dimes 1776 Peachtree Street, SW Atlanta, GA 30309	501(c)(3)	Operating Grant	30,000
Mill Springs Academy 13660 New Providence Rd Alpharetta GA 30004	501(c)(3)	Operating Grant	70,000

North Metro Miracle League 1506 Klondike Road, Suite 105 Conyers, GA 30094	501(c)(3)	Operating Grant	5,000
Northside Church 11125 Houze Road Roswell GA 30076	501(c)(3)	Operating Grant	200
PATH Foundation PO Box 14327 Atlanta GA 30324	501(c)(3)	Operating Grant	5,000
Pine Grove Baptist Church 7454 Highlands Rd Franklin NC 28734	501(c)(3)	Operating Grant	5,000
Rabun Co Music Festival Assoc 2832 Old 441 South Tiger, GA 30576	501(c)(3)	Operating Grant	2,000
Rabun United Christmas Fund PO Box 90 Clayton, GA 30525	501(c)(3)	Operating Grant	5,000
Shepherd Center Foundation 2020 Peachtree Rd Atlanta GA 30309	501(c)(3)	Operating Grant	10,000
Sid Webe Memorial Cancer Fund 240 Bell Colony Rd, Dillard, GA 30537	501(c)(3)	Operating Grant	200
Sky Valley-Scaly Mtn VF&R Post Office Box 278 Scaly Mountain, NC 28775	501(c)(3)	Operating Grant	2,000
SLIMS AFRICA PO Box 3962 Alpharetta, GA 30023	501(c)(3)	Operating Grant	2,500
The Alpharetta Public Safety Fund PO Box 933 Alpharetta, GA 30009	501(c)(3)	Operating Grant	2,000
The Alzheimers Association PO Box 96011 Washington DC, 20090	501(c)(3)	Operating Grant	10,000
The American Cancer Society PO Box 22718 Oklahoma City, OK 73123	501(c)(3)	Operating Grant	20,000
The Foxfire Fund, Inc PO Box 541 Mountain City, GA 30562-0541	501(c)(3)	Operating Grant	2,000
			309,150

Client Service Information

Your Investment Advisor: 3HC

BALENTINE LLC
3344 PEACHTREE ROAD, SUITE 2200
ATLANTA GA 30326-4828

Portfolio Manager: PARAMETRIC PORTFOLIO **Portfolio Investment Style:** BALENTINE UMA

Default Tax Lot Disposition Method for Mutual Funds : HIGH COST
Default Tax Lot Disposition Method for Stocks in a Dividend Reinvestment Plan: HIGH COST
Default Tax Lot Disposition Method for All Other Securities: HIGH COST

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
Cash Balance				0.00	2,713.48				
Money Market									
FEDERATED US TREASURY SERVICE									
44,788.890	12/01/12	0000007291	12/31/12	26,822.23	44,788.89	0.00	0.41	0.01%	0 02%
Total Money Market				**$26,822.23**	**$44,788.89**	**$0.00**	**$0.41**		
Total Cash, Money Funds, and Bank Deposits				**$26,822.23**	**$47,502.37**	**$0.00**	**$0.41**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 50.00% of Portfolio								
Mutual Funds								
PIMCO TOTAL RETURN FUND INSTITUTIONAL CLASS			**Security Identifier:** PTTRX					
CUSIP: 693390700 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest								
19,459.397	08/29/11 *	10.9610	[3]213,288.40	11.2400	218,723.62	5,435.22	7,089.54	3.24%
80.574	09/30/11 *	10.7900	[3]869.38	11.2400	905.65	36.27	29.36	3.24%
79.254	10/31/11 *	10.9100	[3]864.66	11.2400	890.81	26.15	28.87	3 24%
87.168	11/30/11 *	10.7800	[3]939.67	11.2400	979.77	40.10	31.76	3.24%
175.814	12/28/11 *	10.8300	[3]1,904.07	11.2400	1,976.15	72.08	64.05	3.24%
85.808	12/30/11 *	10.8700	[3]932.73	11.2400	964.48	31.75	31.26	3.24%

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
PIMCO TOTAL RETURN FUND INSTITUTIONAL *(continued)*								
19,968.015	**Total Noncovered**		**218,798.91**		**224,440.48**	**5,641.57**	**7,274.84**	
70.646	02/29/12	11.1420	[3]787.14	11.2400	794.06	6.92	25.74	3.24%
62.470	03/30/12	11.0900	[3]692.79	11.2400	702.16	9.37	22.76	3.24%
57.319	04/30/12	11.2200	[3]643.12	11.2400	644.27	1.15	20.88	3.24%
63.448	05/31/12	11.2800	[3]715.69	11.2400	713.16	-2.53	23.12	3.24%
56.681	06/29/12	11.3000	[3]640.49	11.2400	637.09	-3.40	20.65	3.24%
45.382	07/31/12	11.4700	[3]520.53	11.2400	510.09	-10.44	16.53	3.24%
48.890	08/31/12	11.5000	[3]562.23	11.2400	549.52	-12.71	17.81	3.24%
39.346	09/28/12	11.5800	[3]455.63	11.2400	442.25	-13.38	14.33	3.24%
57.796	10/31/12	11.5900	[3]669.85	11.2400	649.63	-20.22	21.06	3.24%
12,430.735	11/21/12	11.5720	143,843.60	11.2400	139,721.46	-4,122.14	4,528.83	3.24%
1,192.858	Reinvestments to Date	11.3410	13,528.02	11.2400	13,407.74	-120.28	434.59	3.24%
14,125.571	**Total Covered**		**163,059.09**		**158,771.43**	**-4,287.66**	**5,146.30**	
34,093.586	**Total**		**$381,858.00**		**$383,211.91**	**$1,353.91**	**$12,421.14**	
SCHRODER QEP GLOBAL QUALITY FUND INSTITUTIONAL CLASS CUSIP: 808089403 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: SQQIX**					
40,872.530	08/29/11 *	10.0790	411,968.14	10.9800	448,780.38	36,812.24	3,776.62	0.84%
TCW EMERGING MARKETS INCOME FD CL I CUSIP: 87234N765 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: TGEIX**					
22,869.777	08/29/11 *	8.6810	198,526.45	9.3200	213,146.32	14,619.87	11,725.95	5.50%
22,869.777	**Total Noncovered**		**198,526.45**		**213,146.32**	**14,619.87**	**11,725.95**	
123.545	Reinvestments to Date	8.5100	1,051.37	9.3200	1,151.44	100.07	63.34	5.50%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
TCW EMERGING MARKETS *(continued)*								
123.545	**Total Covered**		1,051.37		1,151.44	100.07	63.34	
22,993.322	**Total**		**$199,577.82**		**$214,297.76**	**$14,719.94**	**$11,789.29**	
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CUSIP: 880208400 Open End Fund Dividend Option: Cash, Capital Gains Option: Cash			**Security Identifier: TGBAX**					
12,331.225	08/29/11 *	13.7300	169,307.72	13.3400	164,498.54	-4,809.18	7,309.95	4.44%
60.974	Reinvestments to Date *	13.2700	809.12	13.3400	813.39	4.27	36 15	4.44%
12,392.199	**Total Noncovered**		**170,116.84**		**165,311.93**	**-4,804.91**	**7,346.10**	
1,295.087	02/28/12	13.2300	17,134.00	13.3400	17,276.46	142.46	767.73	4.44%
431.802	Reinvestments to Date	12.9260	5,581.33	13.3400	5,760.24	178 91	255.96	4.44%
1,726.889	**Total Covered**		**22,715.33**		**23,036.70**	**321.37**	**1,023.69**	
14,119.088	**Total**		**$192,832.17**		**$188,348.63**	**-$4,483.54**	**$8,369.79**	
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES CUSIP: 922031737 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: VAIPX**					
6,398.700	08/29/11 *	27.5920	176,551.33	28.5400	182,618.90	6,067.57	4,779.83	2.61%
75.331	Reinvestments to Date *	27.4600	2,068.59	28.5400	2,149.95	81.36	56.27	2.61%
6,474.031	**Total Noncovered**		**178,619.92**		**184,768.85**	**6,148.93**	**4,836.10**	
6,474.031	**Total**		**$178,619.92**		**$184,768.85**	**$6,148.93**	**$4,836.10**	
VANGUARD INTERMEDIATE TERM CORP BOND FUND ADMIRAL SHARES CUSIP: 922031810 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: VFIDX**					
17,851.595	02/28/12	10.2110	182,282.79	10.3200	184,228.46	1,945.67	6,780.32	3.68%
359.707	Reinvestments to Date	10.1390	3,646.99	10.3200	3,712.18	65.19	136.62	3.68%
18,211.302	**Total Covered**		**185,929.78**		**187,940.64**	**2,010.86**	**6,916.94**	
18,211.302	**Total**		**$185,929.78**		**$187,940.64**	**$2,010.86**	**$6,916.94**	
Total Mutual Funds			**$1,550,785.83**		**$1,607,348.17**	**$56,562.34**	**$48,109.88**	
Total Mutual Funds			**$1,550,785.83**		**$1,607,348.17**	**$56,562.34**	**$48,109.88**	

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 49.00% of Portfolio								
Exchange-Traded Products								
ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP: 464287234 Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier:** EEM					
4,966.000	03/06/12	42.3020	210,069.80	44.3500	220,242.10	10,172.30	3,699.25	1.67%
290.000	11/21/12	41.0030	11,890.75	44.3500	12,861.50	970.75	216.03	1.67%
5,256.000	**Total Covered**		**221,960.55**		**233,103.60**	**11,143.05**	**3,915.28**	
5,256.000	**Total**		**$221,960.55**		**$233,103.60**	**$11,143.05**	**$3,915.28**	
ISHARES TR RUSSELL 1000 VALUE INDEX FD CUSIP· 464287598 Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier:** IWD					
5,522.000	11/12/12	70.2120	387,710.00	72.8200	402,112.04	14,402.04	9,253.52	2.30%
ISHARES TR RUSSELL 1000 GROWTH INDEX FD CUSIP: 464287614 Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier:** IWF					
1,514.000	08/29/11 *	56.3420	85,302.50	65.4900	99,151.86	13,849.36	1,640.76	1.65%
2,521.000	11/22/11 *	55.7560	140,561.82	65.4900	165,100.29	24,538.47	2,732.07	1.65%
4,035.000	**Total Noncovered**		**225,864.32**		**264,252.15**	**38,387.83**	**4,372.83**	
4,035.000	**Total**		**$225,864.32**		**$264,252.15**	**$38,387.83**	**$4,372.83**	
SPDR SER TR DOW JONES REIT ETF CUSIP: 78464A607 Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier:** RWR					
2,824.000	02/08/12	70.0030	197,687.32	72.9700	206,067.28	8,379.96	6,292.79	3.05%
240.000	02/28/12	68.0230	16,325.60	72.9700	17,512.80	1,187.20	534.80	3.05%
3,064.000	**Total Covered**		**214,012.92**		**223,580.08**	**9,567.16**	**6,827.59**	
3,064.000	**Total**		**$214,012.92**		**$223,580.08**	**$9,567.16**	**$6,827.59**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INTL EQUITY INDEX FDS MSCI EUROPE ETF CUSIP: 922042874 Dividend Option: Cash; Capital Gains Option· Cash			**Security Identifier: VGK**					
4,736.000	09/11/12	46.8720	221,984.12	48.8400	231,306.24	9,322.12	6,957 18	3.00%
120.000	12/18/12	50.2100	6,025.20	48.8400	5,860.80	-164.40	176.28	3.00%
			71 day(s) added to your holding period as a result of a wash sale.					
4,210.000	12/18/12	48.8760	205,766.48	48.8400	205,616.40	-150.08	6,184.49	3.00%
9,066.000	**Total Covered**		**433,775.80**		**442,783.44**	**9,007.64**	**13,317.95**	
9,066.000	**Total**		**$433,775.80**		**$442,783.44**	**$9,007.64**	**$13,317.95**	
Total Exchange-Traded Products			**$1,483,323.59**		**$1,565,831.31**	**$82,507.72**	**$37,687.17**	
Total Exchange-Traded Products			**$1,483,323.59**		**$1,565,831.31**	**$82,507.72**	**$37,687.17**	

```
3,081,611.79 +
cash 47,502.41 -
--------------
3,034,109.38 *
securities basis
```

```
3,220,681.85 +
cash 47,502.41 -
--------------
3,173,179.44 *
securities FMV
```

	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$139,070.06**	**$0.00**	**$85,797.46**

* Noncovered under the cost basis rules as defined below Securities acquired before 2011 are generally not subject 6, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " porting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules *and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is* disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

[3] The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

Disclosures and Other Information

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices have been obtained from quotation services, which we believe to be reliable. Securities for which a price is not available are marked "N/A" and are omitted from the Total.

The estimated annual income (EAI) and estimated current yield (ECY) figures are estimates and for informational purposes only. These figures are not considered to be a forecast or guarantee of future results. These figures are computed using information from providers believed to be reliable, however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, trading, or tax decisions. These figures assume that the position quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them. Refer to

JD CLARK
& COMPANY
a division of UMB Fund Services

1/29/2013

FEG Absolute Access TEI Fund LLC

Statement of Changes in Partner's Capital for
The WB Orkin Foundation, Inc.

As of December 31, 2012
(Unaudited)

Capital as of December 1, 2012	$	519,312.10
Capital contributions		0.00
Capital withdrawals		0.00
Net increase/(decrease) in net assets		7,927.89
Capital as of December 31, 2012	$	527,239.99
Net percent increase/(decrease)		1.53%

Please contact Ryan Wheeler or Bill Phelps by phone at (513) 977-4400 with any questions

**The financial information and performance data contained herein represents interim, unaudited financial information and is subject to future adjustment and revision*

Return listed is monthly and not annualized Monthly performance is not indicative of the returns that should be expected over the full year period Past performance is not a guarantee of future performance

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Chadds Ford, PA, 19317

610 358 6100
610 358 1024 Fax

www jdclark com

CITCO
Citco Fund Services
(Cayman Islands) Limited

Market Value Statement
Consolidated

Run Date: 02/11/2013
Period Start Date: 11/30/2012
Period End Date: 12/31/2012
Fund Structure ID: 11-007496
Legal Entity ID: 12-018950
Investor ID: 40-052221
Investor Account ID: 41-119998

Account Description : THE W B ORKIN FOUNDATION INC

MAVERICK STABLE FUND LTD

	Opening Value 11/30/2012			Activity		Closing Value 12/31/2012				Period	YTD
Description	**Shares**	**NAV Per Share** *NAV Date*	**Market Value**	**Shares**	**Amount**	**Shares**	**NAV Per Share** *NAV Date*	**Market Value**	**Gain/(Loss) for the Period**	**ROR**	**ROR**
Standard Share Partner Class USD											
CLASS P-1 NON-RESTRICTED											
SERIES 9 11	1,275.000000	1,045.377724 *11/30/2012*	1,332,856.60	-	-	1,275.000000	1,054.094770 *12/31/2012*	1,343,970.83	11,114.23	0.83%	6.74%

Note: All trade orders must be submitted in writing. In the event of non-receipt of confirmation within 5 days, please contact Citco immediately.

Ending Equity and Net Rate of Return reflect the deduction of all accrued operational expenses, management fees in the case of Classes M-1 and M-2 or performance fee allocations in the case of Classes P-1 and P-2.

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