Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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): 12650 CRABAPPLE ROAD, SUITE 200 | Room/suite

B Telephone number: 770-261-1900

City or town, state or province, country, and ZIP or foreign postal code: MILTON, 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)* ▶$ 5,609,275.

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))

	Line	Description	(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	117,970.	117,970.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	332,999.			
	b	Gross sales price for all assets on line 6a 3,202,451.				
	7	Capital gain net income (from Part IV, line 2)		332,999.		
	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	450,969.	450,969.		
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	1,383.	691.		692.
	b	Accounting fees STMT 3	3,500.	1,750.		1,750.
	c	Other professional fees STMT 4	51,397.	51,397.		0.
	17	Interest				
	18	Taxes STMT 5	1,903.	1,903.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	1,337.	668.		669.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	59,520.	56,409.		3,111.
	25	Contributions, gifts, grants paid	255,825.			255,825.
	26	**Total expenses and disbursements.** Add lines 24 and 25	315,345.	56,409.		258,936.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	135,624.			
	b	**Net investment income** (if negative, enter -0-)		394,560.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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15090508 251565 03889.000 2013.03040 WILLIAM B. ORKIN FOUNDATION 03889_01

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	59,438.	13,208.	13,208.
2	Savings and temporary cash investments	275,198.	268,514.	268,514.
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	3,034,109.	4,926,425.	5,246,496.
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.	0.	0.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 9)	0.	81,057.	81,057.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,143,745.	5,289,204.	5,609,275.
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 ▶ [X] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	5,143,745.	5,289,204.	
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**	5,143,745.	5,289,204.	
31	**Total liabilities and net assets/fund balances**	5,143,745.	5,289,204.	

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	5,143,745.
2	Enter amount from Part I, line 27a	2	135,624.
3	Other increases not included in line 2 (itemize) ▶ 2012 REFUND OF ESTIMATED TAX	3	9,835.
4	Add lines 1, 2, and 3	4	5,289,204.
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	5,289,204.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	12/31/13
b	OTHER GAINS ON DISPOSAL OF HEDGE FUND			
c	INVESTMENTS	P	VARIOUS	12/31/13
d	CAPITAL GAINS DIVIDENDS			
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	2,971,467.		2,869,452.	102,015.
b				
c	203,427.			203,427.
d	27,557.			27,557.
e				

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				102,015.
b				
c				203,427.
d				27,557.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 332,999.

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))
2012	310,881.	5,326,113.	.058369
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

2	**Total** of line 1, column (d)	2	.232541
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	.046508
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,394,134.
5	Multiply line 4 by line 3	5	250,870.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,946.
7	Add lines 5 and 6	7	254,816.
8	Enter qualifying distributions from Part XII, line 4	8	258,936.

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 ▶ [X] and enter 1% of Part I, line 27b		1	3,946.
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	3,946.
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	3,946.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 2,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	2,000.
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	1,946.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.*	1b		X
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 2013 or the taxable year beginning in 2013 (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)*

		Line	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 ▶ ADAM ORKIN Telephone no.▶770-261-1900

Located at ▶12650 CRABAPPLE ROAD, SUITE 200, MILTON, 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

		Line	Yes	No
16	At any time during calendar year 2013, 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.

			Line	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*	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 2013?		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

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
ADAM ORKIN 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	PRESIDENT 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

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
BALENTINE, LLC - 3344 PEACHTREE ROAD, STE 2200, ATLANTA, GA 30326-4828	INVESTMENT ADVISOR	51,397.
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.

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	5,168,201.
b	Average of monthly cash balances	1b	308,077.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,476,278.
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	5,476,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,144.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,394,134.
6	**Minimum investment return.** Enter 5% of line 5	6	269,707.

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	269,707.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,946.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	265,761.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	265,761.
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	265,761.

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	258,936.
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	258,936.
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	3,946.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	254,990.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					265,761.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	33,903.				
b From 2009	36,826.				
c From 2010					
d From 2011					
e From 2012	46,789.				
f **Total** of lines 3a through e		117,518.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 258,936.					
a Applied to 2012, 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 2013 distributable amount					258,936.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		6,825.			6,825.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		110,693.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7		27,078.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a		83,615.			
10 Analysis of line 9:					
a Excess from 2009	36,826.				
b Excess from 2010					
c Excess from 2011					
d Excess from 2012	46,789.				
e Excess from 2013					

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

NONE

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 ▶ [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VARIOUS (SEE ATTACHED)	NONE	501(C)(3)	SEE ATTACHED	255,825.
Total			▶ 3a	255,825.
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	117,970.	
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	332,999.	
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.		450,969.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 450,969.

(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

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

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

Signature of officer or trustee: [signature] Date: 5-13-14 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY KLEIN	[signature] CPA	5-13-14		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

STATEMENT A-1

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

BALENTINE
THE ART & SCIENCE OF INVESTING

[redacted]

Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 48.00% of Portfolio								
PIMCO UNCONSTRAINED BOND FUND INSTL CLASS Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: PFIUX** CUSIP: 72201M487					
06/18/13	32,130.184	11.3910	365,982.80	11.0900	356,323.74	-9,659 06	3,071.58	0.86%
12/18/13	3,211.000	11.1660	35,854.76	11.0900	35,609.99	-244.77	306.96	0.86%
Total Covered	**35,341.184**		**401,837.56**		**391,933.73**	**-9,903.83**	**3,378.54**	
Total	**35,341.184**		**$401,837.56**		**$391,933.73**	**-$9,903.83**	**$3,378.54**	
SCHRODER QEP GLOBAL QUALITY FUND INSTITUTIONAL CLASS Open End Fund Dividend Option: Reinvest; Capital Gains Option. Reinvest			**Security Identifier: SQQIX** CUSIP: 808089403					
08/29/11 *	40,872.530	10.0790	411,968.14	12.7900	522,759.66	110,791.52	5,885.64	1.12%
Total Noncovered	**40,872.530**		**411,968.14**		**522,759.66**	**110,791.52**	**5,885.64**	
05/16/13	18,081.186	12.1810	220,248.84	12.7900	231,258.37	11,009.53	2,603.69	1.12%
12/18/13	2,306.845	12.4490	28,717.15	12.7900	29,504.55	787 40	332 19	1.12%
Total Covered	**20,388.031**		**248,965.99**		**260,762.92**	**11,796.93**	**2,935.88**	
Total	**61,260.561**		**$660,934.13**		**$783,522.58**	**$122,588.45**	**$8,821.52**	
TCW CORE FIXED INCOME FD CL I Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: TGCFX** CUSIP: 87234N401					
06/18/13	47,997.000	11.0500	530,386.17	10.8600	521,247.42	-9,138.75	9,503.40	1.82%
Total Mutual Funds			**$1,593,157.86**		**$1,696,703.73**	**$103,545.87**	**$21,703.46**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 51.00% of Portfolio								
ISHARES TR MSCI EAFE ETF Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: EFA** CUSIP: 464287465					
05/16/13	5,209.000	62.8640	327,459.22	67.0950	349,497.86	22,038.64	8,872.04	2.53%

STATEMENT A-1

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
ISHARES TR RUSSELL 1000 VALUE ETF			**Security Identifier: IWD**					
Dividend Option: Cash; Capital Gains Option: Cash			CUSIP. 464287598					
11/12/12	5,522.000	70.2120	387,710.00	94.1700	520,006.74	132,296.74	10,135.20	1.94%
05/16/13	3,000.000	85.2820	255,847.40	94 1700	282,510.00	26,662.60	5,506 27	1.94%
08/06/13	1,433.000	88.1530	126,323.65	94.1700	134,945.62	8,621.97	2,630.16	1.94%
11/04/13	2,579.000	90.5930	233,638.32	94.1700	242,864.42	9,226.10	4,733.56	1.94%
Total Covered	**12,534.000**		**1,003,519.37**		**1,180,326.78**	**176,807.41**	**23,005.19**	
Total	**12,534.000**		**$1,003,519.37**		**$1,180,326.78**	**$176,807.41**	**$23,005.19**	
ISHARES TR RUSSELL 2000 GROWTH ETF			**Security Identifier: IWO**					
Dividend Option: Cash; Capital Gains Option: Cash			CUSIP: 464287648					
08/06/13	1,834.000	121.6840	223,168.57	135.5100	248,525.34	25,356.77	1,777.54	0.71%
Total Exchange-Traded Products			**$1,554,147.16**		**$1,778,349.98**	**$224,202.82**	**$33,654.77**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$3,180,944.34**	**$3,508,693.03**	**$327,748.69**	**$0.00**	**$55,359.19**

* Noncovered under the cost basis rules as defined below.
Securities acquired before 2011 are generally not subject to [...] ed ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of [...] and marked or denoted as such. All other securities in this section are securities which are "covered" under the ne[...] g rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subje[...] 1099-B for the applicable tax year in which the security is disposed.

```
3,180,944.34 +
cash 33,639.32 -
--------------
3,147,305.02 *
securities cost
12/31/13
```

```
3,508,693.03 +
33,639.32 -
--------------
3,475,053.71 *
securities FMV
12/31/13
```

Reporting requirements generally will be phased in over a th[...]
- Stock in a corporation acquired on or after January 1, 2[...]
- 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.

Portfolio Holdings Disclosures

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 sources which we believe to be reliable. Pershing may not use the closing price of the particular exchange or marketplace where your position was purchased as the "Market Price." 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 www.pershing.com/business_continuity.html for specific details as to formulas used to calculate the figures. Accrued interest represents interest earned but not yet received.

THE AS OF PRICE DATE ONLY APPEARS WHEN THE PRICE DATE DOES NOT EQUAL THE STATEMENT DATE.

STATEMENT A-2

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

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[redacted]

Account
Statement

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 12.00% of Portfolio									
Money Market									
FEDERATED US TREASURY SERVICE									
11/30/13	234,874.780	0000007285	12/31/13	196,405.32	234,874.78	0.00	8 06	0.00%	0.00%
Total Money Market				$196,405.32	$234,874.78	$0.00	$8.06		
Total Cash, Money Funds, and Bank Deposits				$196,405.32	$234,874.78	$0.00	$8.06		

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 88.00% of Portfolio								
AQR MULTI STRATEGY ALTERNATIVE FUND CLASS I Open End Fund Dividend Option: Cash; Capital Gains Option Cash			Security Identifier: ASAIX CUSIP: 00203H792					
07/22/13	41,954.590	10.1300	425,020.00	9.7800	410,315.89	-14,704.11		
08/22/13	16,683.217	10.0710	168,020.00	9.7800	163,161.86	-4,858.14		
Total Covered	**58,637.807**		**593,040.00**		**573,477.75**	**-19,562.25**		
Total	**58,637.807**		**$593,040.00**		**$573,477.75**	**-$19,562.25**	**$0.00**	
AQR MANAGED FUTURES STRATEGY FUND CLASS I Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: AQMIX CUSIP: 00203H859					
07/22/13	42,079.208	10.1000	425,020.00	10.5900	445,618.81	20,598.81		
08/22/13	16,294.859	10.3110	168,020.00	10.5900	172,562.56	4,542.56		
Total Covered	**58,374.067**		**593,040.00**		**618,181.37**	**25,141.37**		
Total	**58,374.067**		**$593,040.00**		**$618,181.37**	**$25,141.37**	**$0.00**	
ABSOLUTE STRATEGIES FUND INSTITUTIONAL SHARE CLASS Open End Fund Dividend Option: Cash; Capital Gains Option Cash			Security Identifier: ASFIX CUSIP: 34984T600					
07/22/13	37,811.388	11.2410	425,020.00	10.9700	414,790.93	-10,229.07		
08/22/13	15,040.286	11.1710	168,020.00	10.9700	164,991.93	-3,028.07		

STATEMENT A-2

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
ABSOLUTE STRATEGIES FUND INSTITUTIONAL *(continued)*								
Total Covered	52,851.674		593,040.00		579,782.86	-13,257.14		
Total	52,851.674		$593,040.00		$579,782.86	-$13,257.14	$0.00	
Total Mutual Funds			$1,779,120.00		$1,771,441.98	-$7,678.02	$0.00	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$2,013,994.78	$2,006,316.76	-$7,678.02	$0.00	$8.06

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered" under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the ne... ting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subje... m 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a t...

- Stock in a corporation acquired on or after January 1, 2...
- Mutual funds and dividend reinvestment plan (DRP) sh...
- Other securities, principally debt securities and options ... sury.

```
2,013,994.78 +
CASH 234,874.78 -
---------------
1,779,120.00 *
securities cost
12/31/13
```

```
2,006,316.76 +
234,874.78 -
---------------
1,771,441.98 *
securities cost
12/31/13
```

Portfolio Holdings Disclosures

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 sources which we believe to be reliable. Pershing may not use the closing price of the particular exchange or marketplace where your position was purchased as the "Market Price." 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 www.pershing.com/business_continuity.html for specific details as to formulas used to calculate the figures. Accrued interest represents interest earned but not yet received.

THE AS OF PRICE DATE ONLY APPEARS WHEN THE PRICE DATE DOES NOT EQUAL THE STATEMENT DATE.

Reinvestment

The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will *not receive confirmation of these reinvestments.* Upon written request to your financial institution, information pertaining to these transactions, including the time of execution and the name of the person from whom your security was purchased. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow.

Option Disclosure

Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm. In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm.

William B .Orkin Foundation, Inc.
Charitable Contributions
For the Period From Jan 1, 2013 to Dec 31, 2013

Donee	Status	Purpose	Amount
Adopt a Golden Atlanta PO Box 420256 Atlanta, GA 30342-9998	501(c)(3)	Operating Grant	7,500
Arthritis Foundation of America 1330 W Peachtree Street, Suite 100 Atlanta, GA 30309	501(c)(3)	Operating Grant	750
Atlanta2Day 180 Allen Rd NE Sandy Springs, GA 30328	501(c)(3)	Operating Grant	1,000
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	50,000
Cobb Coyotes Atlanta, GA	501(c)(3)	Operating Grant	500
Dachshund Club of America Health & Wellness Fund 434 Westport Terrace Louisville, KY 40207	501(c)(3)	Operating Grant	2,500
Fishers of Men Ministries, Inc P O Box 2152 Davenport, IA 52809	501(c)(3)	Operating Grant	5,000
Fix Georgia Pets 6300 Powers Ferry Road Suite 600-205 Atlanta, GA 30339	501(c)(3)	Operating Grant	10,000
Franklin County HS Athletics 6570 Highway 145 Carnesville, GA 30521	501(c)(3)	Operating Grant	1,000
Friends of the Milton Library 5090 Abbotts Bridge Rd Alpharetta, GA 30005	501(c)(3)	Operating Grant	1,000
Jewish Educational Loan Fund 4549 Chamblee Dunwoody Road Atlanta, GA 30338	501(c)(3)	Operating Grant	2,000
King's Ridge Christian School	501(c)(3)	Operating Grant	1,125

2765 Bethany Rd Alpharetta, GA 30004			
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	5,000
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	1,000
One Thing For Youth 161 Allmond Lane Alpharetta, GA 30004	501(c)(3)	Operating Grant	95,000
Pier Foundation, Inc 5185 Browns Bridge Rd Cumming, GA 30041	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
Ron Clark Academy 228 Margaret St SE Atlanta GA 30315	501(c)(3)	Operating Grant	5,000
Senior Services of North Fulton 3060 Royal Boulevard South, Suite 130 Alpharetta, GA 30022	501(c)(3)	Operating Grant	7,500
Sky Valley-Scaly Mtn VF&R Post Office Box 278 Scaly Mountain, NC 28775	501(c)(3)	Operating Grant	500
Stonecreek Church 13540 Highway 9 North Milton, GA 30004	501(c)(3)	Operating Grant	10,000
Recoveries of Prior Years' Grants & Contributions	501(c)(3)	Operating Grant	(7,550)
			255,825

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BALENTINE	145,527.	27,557.	117,970.	117,970.	
TO PART I, LINE 4	145,527.	27,557.	117,970.	117,970.	

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	1,383.	691.		692.
TO FM 990-PF, PG 1, LN 16A	1,383.	691.		692.

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	3,500.	1,750.		1,750.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,750.		1,750.

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	51,397.	51,397.		0.
TO FORM 990-PF, PG 1, LN 16C	51,397.	51,397.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,903.	1,903.		0.
TO FORM 990-PF, PG 1, LN 18	1,903.	1,903.		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	1,337.	668.		669.
TO FORM 990-PF, PG 1, LN 23	1,337.	668.		669.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BALENTINE #N10-005036 (SEE STATEMENT A-1 ATTACHED)	3,147,305.	3,475,054.
BALENTINE #J4F-005047 (SEE STATEMENT A-2 ATTACHED)	1,779,120.	1,771,442.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,926,425.	5,246,496.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FEG ABSOLUTE ACCESS TEI FUND LLC	COST	0.	0.
MAVERICK STABLE FUND LTD	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HOLDBACK ON DISPOSAL OF MAVERICK STABLE FUND	0.	28,769.	28,769.
HOLDBACK ON DISPOSAL OF FEG ABS ACCESS TEI FD LLC	0.	52,288.	52,288.
TO FORM 990-PF, PART II, LINE 15	0.	81,057.	81,057.