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EXTENDED TO AUGUST 17, 2015

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

2014

Open to Public Inspection

For calendar year 2014 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: [X] 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)* ▶$ 11,234,291.

J Accounting method: [X] 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	5,930,000.		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	179,024.	179,024.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	308,894.			
	b Gross sales price for all assets on line 6a 3,378,549.				
	7 Capital gain net income (from Part IV, line 2)		308,894.		
	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	6,417,918.	487,918.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	9,802.	4,901.		4,901.
	c Other professional fees STMT 3	51,241.	51,241.		0.
	17 Interest				
	18 Taxes STMT 4	8,743.	2,837.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	733.	0.		733.
	23 Other expenses STMT 5	1,484.	742.		742.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	72,003.	59,721.		6,376.
	25 Contributions, gifts, grants paid	462,750.			462,750.
	26 **Total expenses and disbursements** Add lines 24 and 25	534,753.	59,721.		469,126.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	5,883,165.			
	b **Net investment income** (if negative, enter -0-)		428,197.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED AUG 19 2015

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,208.	17,618.	17,618.
	2 Savings and temporary cash investments	268,514.	650,388.	650,388.
	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 8	4,926,425.	8,074,181.	8,136,285.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 2,430,000.			
	Less accumulated depreciation STMT 7 ▶	0.	2,430,000.	2,430,000.
	15 Other assets (describe ▶ STATEMENT 9)	81,057.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,289,204.	11,172,187.	11,234,291.
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	5,289,204.	11,172,187.	
	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**	5,289,204.	11,172,187.	
	31 **Total liabilities and net assets/fund balances**	5,289,204.	11,172,187.	

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	5,289,204.
2 Enter amount from Part I, line 27a	2	5,883,165.
3 Other increases not included in line 2 (itemize) ▶ BANK FEE REFUND	3	11.
4 Add lines 1, 2, and 3	4	11,172,380.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	193.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,172,187.

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	3,378,549.		3,069,661.	308,894.

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				308,894.

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 | 308,894.

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))
2013	254,990.	5,394,134.	.047272
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

2	**Total** of line 1, column (d)	2	.248165
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	.049633
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,561,183.
5	Multiply line 4 by line 3	5	276,018.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,282.
7	Add lines 5 and 6	7	280,300.
8	Enter qualifying distributions from Part XII, line 4	8	469,126.

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	4,282.
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	4,282.
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	4,282.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,960.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,700.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,660.
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	4,378.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 4,378. **Refunded** ▶		11	0.

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)?	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 2014 or the taxable year beginning in 2014 (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 STMT 10	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 2014, 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 FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		4b		X

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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
SEE STATEMENT 11		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	51,241.

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	5,376,694.
b	Average of monthly cash balances		1b	262,766.
c	Fair market value of all other assets		1c	6,411.
d	**Total** (add lines 1a, b, and c)		1d	5,645,871.
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	5,645,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	84,688.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,561,183.
6	**Minimum investment return.** Enter 5% of line 5		6	278,059.

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	278,059.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 4,282.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	4,282.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	273,777.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	273,777.
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	273,777.

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	469,126.
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	469,126.
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	4,282.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	464,844.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				273,777.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 — 36,826.				
b From 2010				
c From 2011				
d From 2012 — 46,789.				
e From 2013				
f **Total** of lines 3a through e	83,615.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 469,126.				
a Applied to 2013, 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 2014 distributable amount				273,777.
e Remaining amount distributed out of corpus	195,349.			
5 Excess distributions carryover applied to 2014 (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	278,964.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	36,826.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a	242,138.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012 — 46,789.				
d Excess from 2013				
e Excess from 2014 — 195,349.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 ▶ ☒ 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:

16310729 251565 03889.000 2014.04010 WILLIAM B. ORKIN FOUNDATION 03889 01

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	PC	SEE ATTACHED	462,750.
Total			▶ 3a	462,750.
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	179,024.	
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	308,894.	
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.		487,918.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 487,918.

(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
A1	336,000.	AMERICAN LEGION POST 201	SEE STATEMENT 12

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: 8-10-15 | Title: PRESIDENT

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	7-31-15		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

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2014

Name of the organization	Employer identification number
WILLIAM B. ORKIN FOUNDATION, INC.	20-2011970

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
WILLIAM B. ORKIN FOUNDATION, INC.	20-2011970

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF WILLIAM B. ORKIN, ADAM ORKIN (EXECUTOR) 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	$ 2,430,000.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
2	ESTATE OF WILLIAM B. ORKIN, ADAM ORKIN (EXECUTOR) 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	$ 3,500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
WILLIAM B. ORKIN FOUNDATION, INC.	20-2011970

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LAND AT NC HIGHWAY 107, JACKSON COUNTY, NC	$ 2,430,000.	12/31/14

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization

WILLIAM B. ORKIN FOUNDATION, INC.

Employer identification number

20-2011970

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

William B .Orkin Foundation, Inc.
Charitable Contributions
For the Period From Jan 1, 2014 to Dec 31, 2014

Donee	Status	Purpose	Amount
Adopt a Golden Atlanta PO Box 420256 Atlanta, GA 30342-9998	501(c)(3)	Operating Grant	10,000
Alpharetta Police Athletic League 2565 Old Milton Parkway Alpharetta, GA 30009	501(c)(3)	Operating Grant	1,000
American Legion Post 201 201 Willis Road Alpharetta, GA 30009	501(c)(3)	Operating Grant	336,000
Atlanta Vietnam Veterans Business Association 1117 Perimeter Center West W-501 Atlanta, GA 30338	501(c)(3)	Operating Grant	1,000
Cashiers-Glenville Volunteer Fire Dept. 579 Frank Allen Rd Cashiers, NC 28717	501(c)(3)	Operating Grant	500
Iron Sharpens Iron 998 Farmington Ave, Ste 101 West Hartford, CT 06107	501(c)(3)	Operating Grant	10,000
March of Dimes 1776 Peachtree Street, SW Atlanta, GA 30309	501(c)(3)	Operating Grant	10,000
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	750
One Thing For Youth 161 Allmond Lane Alpharetta, GA 30004	501(c)(3)	Operating Grant	75,000
Rabun Paws 4 Life 206 Boen Creek Rd Tiger, GA 30576	501(c)(3)	Operating Grant	7,500
St. Jude Children's Research Hospital Palisades Office Park, 5901 Peachtree Dunwoody Rd	501(c)(3)	Operating Grant	500

Atlanta, GA 30328			
The Bowery Mission 227 Bowery New York, NY 10002	501(c)(3)	Operating Grant	500
The Gold Shield Foundation Tampa, FL 33688	501(c)(3)	Operating Grant	5,000
			462,750

[redacted]

BALENTINE

Account Statement

Statement Period: 12/01/2014 - 12/31/2014

Portfolio Holdings *(continued)*

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 *(continued)*									
Money Market									
FEDERATED US TREASURY SERVICE									
11/29/14	61,950.550	0000007291	12/31/14	37,332.26	61,950.55	0.00	0.93	0.00%	0.01%
Total Money Market				**$37,332.26**	**$61,950.55**	**$0.00**	**$0.93**		
Total Cash, Money Funds, and Bank Deposits				**$37,332.26**	**$66,936.61**	**$0.00**	**$0.93**		

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 70.00% of Portfolio								
AQR MULTI STRATEGY ALTERNATIVE FUND CLASS I			Security Identifier: ASAIX	CUSIP: 00203H792				
Open End Fund								
Dividend Option. Reinvest, Capital Gains Option· Reinvest								
07/22/13 3	41,954.590	10.1300	425,020.00	9.7600	409,476.80	-15,543 20		
08/22/13 3	16,683.217	10.0710	168,020.00	9.7600	162,828.20	-5,191.80		
09/09/14	19,175.527	9.9710	191,200.00	9.7600	187,153.15	-4,046.85		
12/24/14	11,663.951	9.7220	113,393.60	9.7600	113,840.16	446.56		
Reinvestments to Date	5,860.890	9.6600	56,616.20	9.7600	57,202.28	586.08		
Total Covered	**95,338.175**		**954,249.80**		**930,500.59**	**-23,749.21**		
Total	**95,338.175**		**$954,249.80**		**$930,500.59**	**-$23,749.21**	**$0.00**	
AQR MANAGED FUTURES STRATEGY FUND CLASS I			Security Identifier: AQMIX	CUSIP. 00203H859				
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
07/22/13 3	24,891.067	10.1000	251,411.61	10.6300	264,592.05	13,180.44		
12/24/14	4,401.640	10.5550	46,457.30	10.6300	46,789.43	332.13		
Total Covered	**29,292.707**		**297,868.91**		**311,381.48**	**13,512.57**		
Total	**29,292.707**		**$297,868.91**		**$311,381.48**	**$13,512.57**	**$0.00**	

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
Mutual Funds *(continued)*								
ABERDEEN EMERGING MARKETS FUND INSTITUTIONAL CLASS Open End Fund Dividend Option: Reinvest; Capital Gains Option. Reinvest			**Security Identifier: ABEMX** CUSIP. 003021714					
08/22/14	14,101.540	15.9110	224,375.50	13.4900	190,229 77	-34,145.73	2,800.42	1.47%
09/09/14	2,047.096	15 9400	32,630.24	13.4900	27,615.32	-5,014.92	406 53	1.47%
12/24/14	5,985 835	13.5330	81,008.35	13.4900	80,748.91	-259.44	1,188.73	1.47%
Reinvestments to Date	645 592	13.6760	8,829.10	13.4900	8,709.05	-120.05	128 21	1.47%
Total Covered	**22,780.063**		**346,843.19**		**307,303.05**	**-39,540.14**	**4,523.89**	
Total	**22,780.063**		**$346,843.19**		**$307,303.05**	**-$39,540.14**	**$4,523.89**	
BARON EMERGING MARKETS FUND INSTITUTIONAL CLASS Open End Fund Dividend Option: Reinvest; Capital Gains Option. Reinvest			**Security Identifier: BEXIX** CUSIP: 06828M876					
06/06/14	19,444.702	12.3010	239,189.84	11.9400	232,169.74	-7,020.10	1,051.95	0.45%
09/09/14	907.126	12.6520	11,477.00	11.9400	10,831.09	-645.91	49.08	0.45%
12/24/14	5,599.726	11.8400	66,300.75	11.9400	66,860.73	559.98	302.94	0.45%
Reinvestments to Date	90.397	12.1800	1,101.03	11.9400	1,079.34	-21.69	4.89	0.45%
Total Covered	**26,041.951**		**318,068.62**		**310,940.90**	**-7,127.72**	**1,408.86**	
Total	**26,041.951**		**$318,068.62**		**$310,940.90**	**-$7,127.72**	**$1,408.86**	
ABSOLUTE STRATEGIES FUND INSTITUTIONAL CLASS Open End Fund Dividend Option· Reinvest; Capital Gains Option. Reinvest			**Security Identifier: ASFIX** CUSIP: 34984T600					
07/22/13 [3]	8,241 388	11.2410	92,637.56	11.0900	91,396.99	-1,240.57		
08/22/13 [3]	15,040.286	11.1710	168,020.00	11.0900	166,796.78	-1,223.22		
12/24/14	4,616.000	11.0640	51,072.96	11.0900	51,191.44	118.48		
Total Covered	**27,897.674**		**311,730.52**		**309,385.21**	**-2,345.31**		
Total	**27,897.674**		**$311,730.52**		**$309,385.21**	**-$2,345.31**	**$0.00**	
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 *	37,797 561	10.0790	380,974.48	11 8100	446,389 19	65,414.71	16,011.04	3.58%
Total Noncovered	**37,797.561**		**380,974.48**		**446,389.19**	**65,414.71**	**16,011.04**	
12/24/14	13,588.600	11.9310	162,132.00	11.8100	160,481.37	-1,650.63	5,756.13	3.58%
Total Covered	**13,588.600**		**162,132.00**		**160,481.37**	**-1,650.63**	**5,756.13**	
Total	**51,386.161**		**$543,106.48**		**$606,870.56**	**$63,764.08**	**$21,767.17**	

STATEMENT A-1

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)*								
TCW CORE FIXED INCOME FD CL I			Security Identifier: TGCFX					
Open End Fund			CUSIP: 87234N401					
Dividend Option: Reinvest, Capital Gains Option Reinvest								
06/18/13	47,997.000	11.0500	530,386.17	11.2300	539,006.31	8,620.14	9,983.37	1.85%
04/07/14	7,015.280	11.0530	77,538.84	11.2300	78,781.59	1,242.75	1,459.18	1.85%
09/09/14	26,063.584	11.1710	291,150.23	11.2300	292,694.05	1,543.82	5,421.22	1.85%
12/24/14	14,000.000	11.2410	157,380.00	11.2300	157,220.00	-160.00	2,912.00	1.85%
Reinvestments to Date	873.978	11.2150	9,801.62	11.2300	9,814.78	13.16	181.79	1.85%
Total Covered	**95,949.842**		**1,066,256.86**		**1,077,516.73**	**11,259.87**	**19,957.56**	
Total	**95,949.842**		**$1,066,256.86**		**$1,077,516.73**	**$11,259.87**	**$19,957.56**	
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS			Security Identifier: TGBAX					
Open End Fund			CUSIP: 880208400					
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
04/07/14	23,568.978	13.1000	308,753.61	12.4100	292,491.02	-16,262.59	9,969.67	3.40%
09/09/14	5,319.580	13.3400	70,963.20	12.4100	66,015.99	-4,947.21	2,250.18	3.40%
12/24/14	6,705.412	12.3800	83,013.00	12.4100	83,214.16	201.16	2,836.39	3.40%
Reinvestments to Date	1,520.252	12.4420	18,914.48	12.4100	18,866.33	-48.15	643.07	3.40%
Total Covered	**37,114.222**		**481,644.29**		**460,587.50**	**-21,056.79**	**15,699.31**	
Total	**37,114.222**		**$481,644.29**		**$460,587.50**	**-$21,056.79**	**$15,699.31**	
Total Mutual Funds			**$4,319,768.67**		**$4,314,486.02**	**-$5,282.65**	**$63,356.79**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 29.00% of Portfolio								
ISHARES TR RUSSELL 1000 GROWTH ETF			Security Identifier: IWF					
Dividend Option: Cash; Capital Gains Option: Cash			CUSIP: 464287614					
03/04/14	12,761.000	88.3920	1,127,976.38	95.6100	1,220,079.21	92,102.83	16,173.49	1.32%
11/20/14	832.000	95.6960	79,618.84	95.6100	79,547.52	-71.32	1,054.49	1.32%
12/24/14	2,290.000	96.7300	221,512.37	95.6100	218,946.90	-2,565.47	2,902.38	1.32%

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 GROWTH ETF *(continued)*								
Total Covered	15,883.000		1,429,107.59		1,518,573.63	89,466.04	20,130.36	
Total	15,883.000		$1,429,107.59		$1,518,573.63	$89,466.04	$20,130.36	
WISDOMTREE TR JAPAN HEDGED EQUITY FD			Security Identifier: DXJ					
Dividend Option Cash, Capital Gains Option: Cash				CUSIP 97717W851				
11/20/14	4,423.000	54.5640	241,335.73	49.2300	217,744.29	-23,591.44	4,160.14	1.91%
12/24/14	1,660.000	50.5720	83,948.72	49.2300	81,721.80	-2,226.92	1,561.34	1.91%
Total Covered	6,083.000		325,284.45		299,466.09	-25,818.36	5,721.48	
Total	6,083.000		$325,284.45		$299,466.09	-$25,818.36	$5,721.48	
Total Exchange-Traded Products			$1,754,392.04		$1,818,039.72	$63,647.68	$25,851.84	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	$6,141,097.32	$6,199,462.35	$58,365.03	$0.00	$89,209.56

```
      6,141,097.32 +
 CASH 66,936.61 -
 ---------------
      6,074,160.71 *
 BASIS 12/31/14
```

```
      6,199,462.35 +
         66,936.61 -
 ---------------
      6,132,525.74 *
      FMV 12/31/14
```

STATEMENT A-1

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 77.00% of Portfolio								
VANGUARD SHORT-TERM INVESTMENT-GRADE FUND ADMIRAL SHARES Open End Fund Dividend Option: Reinvest; Capital Gains Option. Reinvest				Security Identifier: VFSUX CUSIP. 922031836				
12/24/14	187,969.925	10.6400	2,000,020.00	10.6600	2,003,759.40	3,739.40	40,314.28	2.01%
Total Mutual Funds			**$2,000,020.00**		**$2,003,759.40**	**$3,739.40**	**$40,314.28**	

STATEMENT A-2

ACCEPTANCE BY ADAM D. ORKIN, GREER O. PLUNKETT, AND ANDREA DAWN KATZ OF THEIR APPOINTMENTS AS SUCCESSOR CO-TRUSTEES OF THE WILLIAM B. ORKIN FOUNDATION, INC.

DECLINATION BY WENDY O. EMMETT OF HER APPOINTMENT TO SERVE AS SUCCESSOR CO-TRUSTEE OF THE WILLIAM B. ORKIN FOUNDATION, INC.

This document is executed as of the 16 day of February, 2014 (the "**Effective Date**").

At the time of his death on February 8, 2014, and pursuant to **Article IV, Section 1, Paragraph (b)** of the By-Laws of The William B. Orkin Foundation (the "**Foundation**"), WILLIAM B. ORKIN ("**WILLIAM**") was serving as the sole Trustee of the Foundation. Said **Article IV, Section 1, Paragraph (b)** of the By-Laws further provides that at such time as WILLIAM becomes unable or unwilling to continue serving as Trustee of the Foundation, each one among WILLIAM's children, ADAM D. ORKIN ("**ADAM**"), WENDY O. EMMETT ("**WENDY**"), ANDREA DAWN KATZ ("**DAWN**"), and GREER A. PLUNKETT ("**GREER**"), or those of them who wish to do so, would be authorized to qualify to serve as successor Co-Trustees of the Foundation.

Each of ADAM, GREER, and DAWN, by executing this document, hereby accepts his/her appointment as a successor Co-Trustee of the Foundation effective as of the Effective Date.

WENDY, by executing this document, hereby declines to accept her appointment to serve as a successor Co-Trustee of the Foundation.

This document may be executed in multiple counterparts, each of which shall be seemed an original and all of which shall constitute one and the same document.

Executed as of the Effective Date.

____
ADAM D. ORKIN, who accepts his position as a Successor Co-Trustee

____
ANDREA DAWN KATZ, who accepts her position as a Successor Co-Trustee

____
GREER O. PLUNKETT, who accepts her position as a Successor Co-Trustee

____
WENDY O. EMMETT, who declines to accept her position as a Co-Trustee

This document may be executed in multiple counterparts, each of which shall be seemed an original and all of which shall constitute one and the same document.

Executed as of the Effective Date.

ADAM D. ORKIN, who accepts his position as a Successor Co-Trustee

Andrea Dawn Katz

ANDREA DAWN KATZ, who accepts her position as a Successor Co-Trustee

GREER O. PLUNKETT, who accepts her position as a Successor Co-Trustee

WENDY O. EMMETT, who declines to accept her position as a Co-Trustee

This document may be executed in multiple counterparts, each of which shall be seemed an original and all of which shall constitute one and the same document.

Executed as of the Effective Date.

ADAM D. ORKIN, who accepts his position as a Successor Co-Trustee

ANDREA DAWN KATZ, who accepts her position as a Successor Co-Trustee

GREER O. PLUNKETT, who accepts her position as a Successor Co-Trustee

WENDY O. EMMETT, who declines to accept her position as a Co-Trustee

CONSENT IN LIEU OF MEETING OF
THE BOARD OF TRUSTEES
OF
THE WILLIAM B. ORKIN FOUNDATION, INC.

The undersigned, being all of the currently serving Trustees of The William B. Orkin Foundation, Inc. (the "**Corporation**"), a Georgia nonprofit corporation, do hereby waive notice of the time, place and subject of the special meeting of the Board of Trustees of the Corporation and, pursuant to section 14-3-821 of the Georgia Nonprofit Corporation Code, hereby adopt the following resolutions:

RESOLVED, that under Article IV, Section 1, Paragraph (b) of the By-Laws of the William B. Orkin Foundation, Inc., Adam D. Orkin, Greer A. Plunkett, and Andrea Dawn Katz have accepted their appointments to serve as successor Trustees to William B. Orkin, deceased, of the Corporation and will serve until their respective successors are duly elected and qualified;

RESOLVED, that the following persons are hereby elected to serve as Officers of the Corporation in the respective offices set forth opposite their names below during the current year and until their successors are duly elected and qualified:

Name	Office
Adam Orkin	President
Marc Glickman	Treasurer
Renee Lipham	Secretary

FURTHER RESOLVED, that all prior actions of the Trustees and Officers of the Corporation on behalf of the Corporation are hereby ratified, affirmed and approved, said prior actions expressly including, but not being limited to all grants made or authorized by the Corporation through the date of the execution of this document.

This Consent to be effective as of the 16 day of February, 2014.

Adam D. Orkin

Greer A. Plunkett

Andrea Dawn Katz

{File 00063747 / 1}

**CONSENT IN LIEU OF MEETING OF
THE BOARD OF TRUSTEES
OF
THE WILLIAM B. ORKIN FOUNDATION, INC.**

The undersigned, being all of the currently serving Trustees of The William B. Orkin Foundation, Inc. (the "**Corporation**"), a Georgia nonprofit corporation, do hereby waive notice of the time, place and subject of the special meeting of the Board of Trustees of the Corporation and, pursuant to section 14-3-821 of the Georgia Nonprofit Corporation Code, hereby adopt the following resolutions:

RESOLVED, that under Article IV, Section 1, Paragraph (b) of the By-Laws of the William B. Orkin Foundation, Inc., Adam D. Orkin, Greer A. Plunkett, and Andrea Dawn Katz have accepted their appointments to serve as successor Trustees to William B. Orkin, deceased, of the Corporation and will serve until their respective successors are duly elected and qualified;

RESOLVED, that the following persons are hereby elected to serve as Officers of the Corporation in the respective offices set forth opposite their names below during the current year and until their successors are duly elected and qualified:

Name	Office
Adam Orkin	President
Marc Glickman	Treasurer
Renee Lipham	Secretary

FURTHER RESOLVED, that all prior actions of the Trustees and Officers of the Corporation on behalf of the Corporation are hereby ratified, affirmed and approved, said prior actions expressly including, but not being limited to all grants made or authorized by the Corporation through the date of the execution of this document.

This Consent to be effective as of the 16 day of February, 2014.

Adam D. Orkin

Greer A. Plunkett

Andrea Dawn Katz

{File 00063747 / 1}

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	229,868.	50,844.	179,024.	179,024.	
TO PART I, LINE 4	229,868.	50,844.	179,024.	179,024.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & ACCOUNTING FEES	9,802.	4,901.		4,901.
TO FORM 990-PF, PG 1, LN 16B	9,802.	4,901.		4,901.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BALENTINE #JF4 ADVISORY FEES	15,939.	15,939.		0.
BALENTINE #N10 ADVISORY FEES	35,302.	35,302.		0.
TO FORM 990-PF, PG 1, LN 16C	51,241.	51,241.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 FEDERAL BALANCE DUE	1,946.	0.		0.
2014 ESTIMATED PAYMENT	3,960.	0.		0.
BALENTINE FOREIGN TAX	2,837.	2,837.		0.
TO FORM 990-PF, PG 1, LN 18	8,743.	2,837.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,484.	742.		742.
TO FORM 990-PF, PG 1, LN 23	1,484.	742.		742.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
OTHER MISCELLANEOUS CHANGES TO NET ASSETS	193.
TOTAL TO FORM 990-PF, PART III, LINE 5	193.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
LAND	2,430,000.	0.	2,430,000.	2,430,000.
TO 990-PF, PART II, LN 14	2,430,000.	0.	2,430,000.	2,430,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BALENTINE #N10 (SEE STATEMENT A-1 ATTACHED)	6,074,161.	6,132,526.
BALENTINE #J4F (SEE STATEMENT A-2 ATTACHED)	2,000,020.	2,003,759.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,074,181.	8,136,285.

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	28,769.	0.	0.
HOLDBACK ON DISPOSAL OF FEG ABS ACCESS TEI FD LLC	52,288.	0.	0.
TO FORM 990-PF, PART II, LINE 15	81,057.	0.	0.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
ESTATE OF WILLAM B. ORKIN, ADAM ORKIN (EXECUTOR)	12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ADAM ORKIN 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	PRESIDENT 1.00	0.	0.	0.
RENEE LIPHAM 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	SECRETARY 1.00	0.	0.	0.
ANDREA DAWN KATZ 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	TRUSTEE 1.00	0.	0.	0.
MARC GLICKMAN 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	TREASURER 1.00	0.	0.	0.
GREER PLUNKETT 12650 CRABAPPLE ROAD, STE 200 MILTON, GA 30004	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

990-PF INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 12
PART XVII, LINE 1, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

AMERICAN LEGION POST 201

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

THE FOUNDATION CONTRIBUTED $336,000 TO THE AMERICAN LEGION POST 201 LOCATED IN ALPHARETTA, GEORGIA (THE "POST") FOR THE CHARITABLE PURPOSE OF ADVANCING YOUTH AMATEUR BASEBALL IN THE POST'S COMMUNITY. AMERICAN LEGION BASEBALL IS ONE OF THE NATION'S MOST SUCCESSFUL AMATEUR ATHLETIC PROGRAMS, SERVING THE PUBLIC INTEREST AND EDUCATING YOUNG PEOPLE ABOUT THE IMPORTANCE OF SPORTSMANSHIP, CITIZENSHIP AND FITNESS. THROUGH ITS COMMUNITY BASEBALL PROGRAM, THE POST COMBATS JUVENILE DELINQUENCY AND LESSENS NEIGHBORHOOD TENSIONS BY PROVIDING A RECREATIONAL OUTLET, SKILL DEVELOPMENT, AND ADULT MENTORING FOR ITS YOUNG PARTICIPANTS.

2014 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	LAND	123114	L			2,430,000.			2,430,000.			0.
	* TOTAL 990-PF PG 1 DEPR					2,430,000.		0.	2,430,000.	0.	0.	0.

428102 05-01-14

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print		
Type or print	Name of exempt organization or other filer, see instructions WILLIAM B. ORKIN FOUNDATION, INC.	Employer identification number (EIN) or 20-2011970
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 12650 CRABAPPLE ROAD, SUITE 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILTON, GA 30004-5099	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ADAM ORKIN
12650 CRABAPPLE ROAD, SUITE 200 - MILTON, GA 30004
Telephone No. ▶ 770-261-1900 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 8,660.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,960.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 4,700.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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			
b	WASH SALE LOSSES FROM PUBLICLY TRADED SECURITIES			
c	GAIN ON DISPOSAL OF CITGO & JD CLARK HEDGE FUNDS	P	VARIOUS	12/31/14
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
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	3,242,852.		2,988,604.	254,248.
b				6.
c	84,853.		81,057.	3,796.
d	50,844.			50,844.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				254,248.
b				6.
c				3,796.
d				50,844.
e				
f				
g				
h				
i				
j				
k				
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	308,894.
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

423591
05-01-14