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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
Orion Charitable Foundation Inc

A Employer identification number
52-2276233

Number and street (or P O box number if mail is not delivered to street address) Room/suite
201 N Charles Street

B Telephone number (see instructions)
(410) 752-6000

City or town, state or province, country, and ZIP or foreign postal code
Baltimore, MD 21201

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)* ▶$ 1,352,915

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) (see instructions))*

	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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	633	633		
	4	Dividends and interest from securities	23,051	23,051		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	47,116			
	b	Gross sales price for all assets on line 6a 341,278				
	7	Capital gain net income (from Part IV, line 2)		47,116		
	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) (attach schedule)				
	11	Other income (attach schedule)	4,870	4,870		
	12	**Total.** Add lines 1 through 11	75,670	75,670		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	14,500	9,667		4,833
	b	Accounting fees (attach schedule)	7,500	5,000		2,500
	c	Other professional fees (attach schedule)	14,691	14,691		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,806	5,806		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,497	35,164		7,333
	25	Contributions, gifts, grants paid	63,000			63,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	105,497	35,164		70,333
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-29,827			
	b	**Net investment income** (if negative, enter -0-)		40,506		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	67,942	51,773	51,773
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 (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,047,677	1,034,019	1,301,142
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	1,115,619	1,085,792	1,352,915
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
	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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund	1,500,000	1,500,000	
29	Retained earnings, accumulated income, endowment, or other funds	-384,381	-414,208	
30	**Total net assets or fund balances**(see instructions)	1,115,619	1,085,792	
31	**Total liabilities and net assets/fund balances**(see instructions)	1,115,619	1,085,792	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances

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	1,115,619
2	Enter amount from Part I, line 27a	2	-29,827
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,085,792
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,085,792

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)
1 a	TD AMERITRADE LONG TERM GAINS	P	2015-01-01	2015-12-01
b	TD AMERITRADE SHORT TERM GAINS	P	2105-01-01	2015-12-01
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	292,741		239,264	53,477
b	48,537		54,898	-6,361
c				
d				
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				53,477
b				-6,361
c				
d				
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	47,116
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	65,120	1,458,227	0 04466
2013	63,556	1,306,463	0 04865
2012	58,058	1,169,407	0 04965
2011	58,683	1,242,704	0 04722
2010	53,650	1,169,509	0 04587

2	**Total** of line 1, column (d).	2	0 236047
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	0 047209
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	1,434,466
5	Multiply line 4 by line 3.	5	67,720
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	405
7	Add lines 5 and 6.	7	68,125
8	Enter qualifying distributions from Part XII, line 4.	8	70,333

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 page 18 of the 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	405
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	
3	Add lines 1 and 2	3	405
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	405
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,595
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,595 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
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	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶H Dean Bouland Telephone no ▶(410) 752-6000

Located at ▶201 N Charles St Ste 2400 Baltimore MD ZIP+4 ▶21201

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

		Line	Yes	No
16	At any time during calendar year 2015, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?	1b		No
	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 2015?	1c		No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2015 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 2015.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2015?	4b		No

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 4945(d)(4)(A)? (see instructions). ☐ 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)?	**5b**		**No**
	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?. ☐ 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**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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 (see instructions).

(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
H DEAN BOULAND 201 NORTH CHARLES STREET2400 BALTIMORE,MD 21201	Director 1 00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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. ▶

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

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

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

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

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 NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED	0
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	1,407,423
b	Average of monthly cash balances	1b	48,888
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,456,311
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	
3	Subtract line 2 from line 1d	3	1,456,311
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,845
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,434,466
6	**Minimum investment return.** Enter 5% of line 5	6	71,723

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	71,723
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 405		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	405
3	Distributable amount before adjustments Subtract line 2c from line 1	3	71,318
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	71,318
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	71,318

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	70,333
b	Program-related investments—total from Part IX-B	1b	
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	70,333
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 (see instructions)	5	405
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,928

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				71,318
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			62,685	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 70,333				
a Applied to 2014, but not more than line 2a			62,685	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2015 distributable amount.				7,648
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				63,670
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .				
d Excess from 2014. . . .				
e Excess from 2015. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a 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 organization 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))

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

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 email 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*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				63,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
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			14	633	
4 Dividends and interest from securities			14	23,051	
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			14	4,870	
8 Gain or (loss) from sales of assets other than inventory			18	47,116	
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)				75,670	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 75,670

(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) (See instructions)

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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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

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

****** | 2016-05-16 | ******

Signature of officer or trustee | Date | Title

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
ALEXANDER RUYGROK				P00538216

Firm's name ▶ CHESAPEAKE TAX ADVISORS LLC

Firm's EIN ▶

Firm's address ▶ 306 W JOPPA ROAD TOWSON, MD 21204

Phone no (410) 227-0437

Form 990PF Part XV Line 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*				
SOME-SO OTHERS MIGHT EAT 71 0 ST NW WASHINGTON, DC 20001	N/A	N/A	TO FEED THE HUNGRY	12,000
SLIGO ADVENTIST SCHOOL 8300 CARROLL AVENUE TAKOMA PARK, MD 20912	N/A	N/A	TO EDUCATE STUDENTS	10,000
SLIGO SDA CHURCH 7700 CARROLL AVE TAKOMA PARK, MD 20912	N/A	N/A	FOR EMERGENCY AID	15,000
ALL SHEPARD RESCUE PO BOX 23231 BALTIMORE, MD 21203	N/A	N/A	to rescue, rehabilitate, and re-home German Shepherd dogs and related mixes	3,000
LASIERRA UNIVERSITY -WOMENS RESOURSE CT 4500 RIVERWALK PARKWAY RIVERSIDE, CA 92515	N/A		SUPPORT THE WOMEN'S RESOURCE CENTER	3,000
ASSOCIATION OF SEVENTH DAY ADVENTIST FOR PO BOX 619047 ROSEVILLE, CA 95661	N/A		SUPPORT EDUCATIONTHROUGH PUBLICATIONOF SPECTRUM MAGAZINE	20,000
Total . . . . ▶ **3a**				63,000

TY 2015 Accounting Fees Schedule

Name: Orion Charitable Foundation Inc
EIN: 52-2276233
Software ID: 15000324
Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOULAND & BRUSH LLC - ACCOUNTING AND TAX	7,500	5,000	0	2,500

TY 2015 General Explanation Attachment

Name: Orion Charitable Foundation Inc
EIN: 52-2276233
Software ID: 15000324
Software Version: 2015v2.0

Identifier	Return Reference	Explanation
	General Explanation Supplemental Information for Form 990-PF	ADDITIONAL INFORMATION FOR PART VII-B, LINES 1a(3) AND 1a(4) THESE AMOUNTS ARE REPORTED IN PART I ON LINES 16A AND 16B THE AMOUNTS PAID BY THE FOUNDATION TO THE LAW FIRM BOULAND & BRUSH LLC ARE FOR MANAGEMENT SERVICES, LEGAL SERVICES, ACCOUNTING, AND TAX PREPARATION SERVICES AND ARE REASONABLE AND NECESSARY TO CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE THE PAYMENTS QULAIFY UNDER THE EXCEPTONS IN REGULATION 53 4941(D)-3 AND THE EXPESNES ARE THE SAME AS WOULD ORDINARILY BE PAID FOR LIKE SERVICES PAID BY LIKE FOUNDATIONS UNDER LIKE CIRCUMSTANCES AS REQUIRED BY REG 1 162-7

TY 2015 Legal Fees Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOULAND & BRUSH LLC	14,500	9,667	0	4,833

TY 2015 Other Income Schedule

Name: Orion Charitable Foundation Inc
EIN: 52-2276233
Software ID: 15000324
Software Version: 2015v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	4,870	4,870	

TY 2015 Other Professional Fees Schedule

Name: Orion Charitable Foundation Inc
EIN: 52-2276233
Software ID: 15000324
Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BALTIMORE WASHINGTON FINANCIAL ADVISORS	14,691	14,691	0	0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491137000176

TY 2015 Taxes Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 15000324

Software Version: 2015v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ESTIMATED FEDERAL TAX PAID	2,000	2,000		
FEDERAL TAXES PAID	1,984	1,984		
FOREIGN INCOME TAXES	583	583		
FOREIGN TAX FROM PLAINS ALL AMERICAN PIP	70	70		
FORM 990 T TAX PAID	706	706		
MARYLAND INCOME TAX	463	463		

Baltimore-Washington Financial Advisors, Inc
5950 Symphony Woods Road
Suite 600
Columbia, MD 21044
(410) 461-3900

FORM 990-PF
PART II
Line 10(b)

Portfolio Statement

As of 12/31/2015

Orion Charitable Fdtn Inc Acct # All Accts - Cap Appreciation
c/o Bouland & Brush
201 N Charles St
Suite 2400
Baltimore, MD 21201

% of Tota	Description		Symbol	Quantity	Cost Share	Price Share	Total Cost Basis	Current Value	Unrealized Gain/Loss	Income	Reinvested Amount	Yield
Aggressive Growth												
1 7%	Anika Therapeutics Inc	<1>	ANIK	600	22 78	38.16	13,671	22,896	9,225	0	0	0.00%
1 7%	Arista Networks Inc	<1>	ANET	300	78 30	77.84	23,491	23,352	(139)	0	0	0 00%
1.2%	Celgene Corporation	<1>	CELG	130	120 38	119 76	15,649	15,569	(80)	0	0	0.00%
1.8%	F5 Networks, Inc.	<1>	FFIV	250	84 92	96 96	21,229	24,240	3,011	0	0	0 00%
1 7%	Gilead Sciences, Inc	<1>	GILD	225	61.74	101 19	13,892	22,768	8,875	290	0	1 70%
1.0%	LinkedIn Corp Com	<1>	LNKD	60	250 05	225.08	15,003	13,505	(1,498)	0	0	0.00%
2 2%	NET 1	<1>	UEPS	2,200	10 62	13 51	23,361	29,722	6,361	0	0	0 00%
2 0%	NIC Inc	<1>	EGOV	1,400	17.07	19.68	23,898	27,552	3,654	1,190	0	1.27%
1.3%	PayPal Holdings Inc	<1>	PYPL	500	32.87	36.20	16,435	18,100	1,665	0	0	0 00%
1.0%	RPX Corp Com	<1>	RPXC	1,200	14.81	11.00	17,770	13,200	(4,570)	0	0	0 00%
1.1%	SolarWinds, Inc	<1>	SWI	250	42.46	58 90	10,614	14,725	4,111	0	0	0.00%
16.7%							195,014	225,628	30,615	1,480	0	0.33%
Long Term Growth												
1.9%	3M Company	<1>	MMM	175	78 23	150 64	13,690	26,362	12,672	5,186	0	2 72%
1 9%	Blackstone Group	<1>	BX	900	28.93	29.24	26,040	26,316	276	4,164	0	6 70%
1.4%	Cal-Maine Foods, Inc	<1>	CALM	400	14.61	46 34	5,845	18,536	12,691	5,766	0	8.49%
3.2%	Express Scripts Cl A	<1>	ESRX	500	51 10	87.41	25,550	43,705	18,155	0	0	0 00%
1 4%	Google Cl A (voting shrs)	<1>	GOOGL	24	439.07	778 01	10,538	18,672	8,135	0	0	0.00%
1.3%	Google Cl C (non-voting	<1>	GOOG	24	439 07	758 88	10,538	18,213	7,675	37	0	0 81%
2 6%	Johnson Controls, Inc	<1>	JCI	900	32.99	39.49	29,692	35,541	5,849	3,587	0	2 63%
2 7%	Lab Corp of America	<1>	LH	300	71 12	123 64	21,336	37,092	15,756	0	0	0 00%
1.6%	Markel CP Com	<1>	MKL	25	643 78	883 35	16,094	22,084	5,989	0	0	0 00%
2.3%	Rockwell Automation Inc	<1>	ROK	300	63 12	102.61	18,937	30,783	11,846	4,755	0	2.83%
2 1%	Stryker Corp	<1>	SYK	300	93.95	92.94	28,184	27,882	(302)	0	0	0.37%
1 4%	United Technologies Cor	<1>	UTX	200	72 87	96 07	14,574	19,214	4,640	3,183	0	2.66%
1.1%	VF Corp	<1>	VFC	240	42 02	62 25	10,085	14,940	4,855	752	0	2.38%
25 1%							231,103	339,340	108,237	27,429	0	2 06%
Growth & Income												
3 3%	Apple Computer Inc	<1>	AAPL	420	62.13	105.26	26,094	44,209	18,115	1,994	0	1.98%
1.6%	Bank of New York	<1>	BK	525	34.95	41 22	18,348	21,641	3,293	536	0	1.65%
1.5%	ConocoPhillips	<1>	COP	425	48 63	46.69	20,668	19,843	(824)	9,529	0	6 34%
2 3%	Dow Chemical Co	<1>	DOW	610	39.59	51 48	24,152	31,403	7,251	3,678	0	3.26%
2 5%	Gentex Corp Com	<1>	GNTX	2,100	11 02	16 01	23,142	33,621	10,479	2,822	0	2 12%
1 0%	Helmerich & Payne	<1>	HP	250	67.89	53 55	16,972	13,388	(3,585)	688	0	5 14%
1 7%	Johnson & Johnson	<1>	JNJ	225	97.91	102 72	22,030	23,112	1,082	169	0	2.92%
2 9%	Microsoft	<1>	MSFT	700	29 28	55.48	20,498	38,836	18,338	2,968	0	2.60%
1 8%	Oaktree Capital Grp LLC	<1>	OAK	500	53 18	47.72	26,590	23,860	(2,730)	788	0	3 35%
1.0%	Occidental Petroleum Co	<1>	OXY	200	88 95	67 61	17,790	13,522	(4,268)	1,276	0	4 44%
2 8%	Pepsico Incorporated	<1>	PEP	375	49 54	99 92	18,576	37,470	18,894	5,419	0	2 81%

Portfolio Statement

As of 12/31/2015

Orion Charitable Fdtn Inc   Acct # All Accts - Cap Appreciation

% of Tota	Description		Symbol	Quantity	Cost Share	Price Share	Total Cost Basis	Current Value	Unrealized Gain/Loss	Income	Reinvested Amount	Yield
Growth & Income												
2.3%	Phillips 66 Com	<1>	PSX	375	76.17	81.80	28,564	30,675	2,111	1,380	0	2.74%
1.0%	Plains All Amer Pipeline	<1>	PAA	600	23.67	23.10	14,202	13,860	(342)	11,543	0	12.12%
1.1%	Public Serv Enterprise	<1>	PEG	400	32.20	38.69	12,882	15,476	2,594	1,792	0	4.03%
0.9%	Qualcomm Inc	<1>	QCOM	250	68.92	49.99	17,230	12,496	(4,734)	955	0	3.84%
2.8%	Texas Instruments	<1>	TXN	700	24.83	54.81	17,383	38,367	20,984	4,084	0	2.77%
1.3%	U S Bancorp	<1>	USB	400	38.26	42.67	15,306	17,068	1,762	780	0	2.39%
2.3%	Wells Fargo	<1>	WFC	575	43.81	54.36	25,188	31,257	6,069	1,969	0	2.76%
34.0%							365,614	460,104	94,490	52,368	0	3.26%
High Income												
1.1%	Realty Income	<1>	O	300	44.04	51.63	13,213	15,489	2,276	1,011	0	4.43%
Foreign Equity												
2.3%	Amer Fds New World Fd	<1>	NFFFX	633.353	50.99	49.88	32,295	31,592	(704)	295	295	0.94%
3.5%	Bayer AG	<1>	BAYRY	375	53.17	124.84	19,937	46,813	26,876	3,702	0	1.95%
3.6%	Columbia Acorn Int'l Fd	<1>	ACINX	1,235.316	40.47	39.12	49,993	48,326	(1,667)	59,784	59,784	1.32%
2.1%	Fiat Chrysler	<1>	FCAU	2,000	10.29	13.99	20,571	27,980	7,409	0	0	0.00%
4.9%	Harbor Int'l Inst (LCB)	<1>	HAINX	1,125.019	62.22	59.43	70,002	66,860	(3,142)	32,752	32,752	1.82%
1.4%	Oakmark Int'l Stk (FLCB)	<1>	OAKIX	883.101	23.68	21.36	20,908	18,863	(2,045)	908	908	2.32%
1.5%	Softbank Corp ADR	<1>	SFTBY	800	31.84	25.19	25,474	20,148	(5,326)	52	0	1.04%
19.3%							239,180	260,581	21,401	97,494	93,740	1.43%
Liquidity												
3.8%	TDAM Mny Mkt Potfolio	<1>	CMFMZ				51,773	51,773		22	22	0.05%
100.0%							1,095,896	1,352,915	257,019	179,804	93,761	2.01%

less cash (51,773)

Book value 1,044,123

less basis adjustments from P/S (10,104)

Book Value of Securities 1,034,019