EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 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) / Room/suite: 12650 CRABAPPLE ROAD, SUITE 200

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) ▶$ 17,678,210.

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	419,000.		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	356,320.	356,320.		STATEMENT 1
	5a Gross rents	31,901.			STATEMENT 2
	b Net rental income or (loss) 3,372.				STATEMENT 3
	6a Net gain or (loss) from sale of assets not on line 10	<6,942.>			
	b Gross sales price for all assets on line 6a 20,038,947.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	4,000.	0.		STATEMENT 4
	12 Total Add lines 1 through 11	804,279.	356,320.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 5	11,485.	5,598.		5,599.
	b Accounting fees STMT 6	3,500.	1,500.		1,500.
	c Other professional fees STMT 7	157,717.	100,645.		46,538.
	17 Interest				
	18 Taxes STMT 8	13,447.	3,713.		120.
	19 Depreciation and depletion	11,523.	11,523.		
	20 Occupancy	2,453.	0.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	15,299.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	215,424.	122,979.		53,757.
	25 Contributions, gifts, grants paid	833,000.			833,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,048,424.	122,979.		886,757.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<244,145.>			
	b Net investment income (if negative, enter -0-)		233,341.		
	c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 1 8 2017

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623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2016) 18

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	80,805.	100,486.	100,486.
2 Savings and temporary cash investments	3,661,861.	219,774.	219,774.
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 10	9,851,319.	14,044,080.	14,304,450.
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 ▶ 3,053,500.			
Less accumulated depreciation STMT 11▶	4,063,500.	3,053,500.	3,053,500.
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,657,485.	17,417,840.	17,678,210.
Liabilities			
17 Accounts payable and accrued expenses		55.	
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.	55.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	17,657,485.	17,417,785.	
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**	17,657,485.	17,417,785.	
31 **Total liabilities and net assets/fund balances**	17,657,485.	17,417,840.	

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	17,657,485.
2 Enter amount from Part I, line 27a	2	<244,145.>
3 Other increases not included in line 2 (itemize) ▶	3	4,445.
4 Add lines 1, 2, and 3	4	17,417,785.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,417,785.

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	20,038,947.		20,045,889.	<6,942.>

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				<6,942.>

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 — <6,942.>

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))
2015	506,770.	12,422,048.	.040796
2014	439,844.	5,561,183.	.079092
2013	254,990.	5,394,134.	.047272
2012	310,881.	5,326,113.	.058369
2011	256,700.	5,492,153.	.046739

2	**Total** of line 1, column (d)	2	.272268
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	.054454
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,302,411.
5	Multiply line 4 by line 3	5	942,185.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,333.
7	Add lines 5 and 6	7	944,518.
8	Enter qualifying distributions from Part XII, line 4	8	886,757.

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	4,667.
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	4,667.
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	4,667.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 3,348.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 8,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	11,348.
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	6,681.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	6,681. **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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ 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

			Yes	No
16	At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016.)*	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 2016?		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 12		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BALENTINE, LLC - 3344 PEACHTREE ROAD, STE 2200, ATLANTA, GA 30326-4828	INVESTMENT ADVISOR	100,645.
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	13,350,245.
b	Average of monthly cash balances	1b	615,072.
c	Fair market value of all other assets	1c	3,600,583.
d	**Total** (add lines 1a, b, and c)	1d	17,565,900.
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	17,565,900.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	263,489.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,302,411.
6	**Minimum investment return** Enter 5% of line 5	6	865,121.

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	865,121.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,667.		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,667.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	860,454.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	860,454.
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	860,454.

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	886,757.
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	886,757.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	886,757.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				860,454.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014 131,146.				
e From 2015				
f Total of lines 3a through e	131,146.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶$ 886,757.				
a Applied to 2015, 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 2016 distributable amount				860,454.
e Remaining amount distributed out of corpus	26,303.			
5 Excess distributions carryover applied to 2016 (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	157,449.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	157,449.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 131,146.				
d Excess from 2015				
e Excess from 2016 26,303.				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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.

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	833,000.
Total			▶ **3a**	833,000.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	356,320.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					3,372.
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	<6,942.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a REFUND RECEIVED				4,000.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		353,378.	3,372.

13 Total. Add line 12, columns (b), (d), and (e) 13 356,750.

(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

623621 11-23-16

09580621 759219 03889.000 2016.04010 WILLIAM B. ORKIN FOUNDATION 03889_02

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 8/9/17 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY KLEIN	[signature] CPA	7-26-17		P00110943

Firm's name ▶ CARR, RIGGS & INGRAM, LLC — Firm's EIN ▶ 72-1396621

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

2016

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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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	$ 419,000.	Person [X] 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.)
		$	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
		$	

(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

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	SALE OF HOUSE AND LAND 164 NEEDLERUSH DRIVE, SANT	D	12/31/15	07/15/16
d	DISALLOWED WASH SALE LOSSES	P		
e	CAPITAL GAINS DIVIDENDS			
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	2,904,860.		2,881,810.	23,050.
b	16,041,070.		16,074,279.	<33,209.>
c	1,010,000.		1,089,800.	<79,800.>
d	79,971.			79,971.
e	3,046.			3,046.
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				23,050.
b				<33,209.>
c				<79,800.>
d				79,971.
e				3,046.
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	<6,942.>
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

623591
04-01-16

STATEMENT A-1

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 24.00% of Portfolio								
AQR STYLE PREMIA ALTERNATIVE FUND			**Security Identifier: QSPRX**					
CLASS R6				CUSIP: 00191K849				
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash								
05/06/15	38,191.012	9.5190	363,553.30	9.9400	379,618.67	16,065.37	6,606.05	1.74%
06/22/15	9,417.151	9.7710	92,016.26	9.9400	93,606.48	1,590.22	1,628.92	1.74%
03/08/16	12,822.728	10.0900	129,384.92	9.9400	127,457.91	-1,927.01	2,218.00	1.74%
Total Covered	**60,430.891**		**584,954.48**		**600,683.06**	**15,728.58**	**10,452.97**	
Total	***60,430.891***		***$584,954.48***		***$600,683.06***	***$15,728.58***	***$10,452.97***	
DREYFUS/ STANDISH GLOBAL FIXED INCOME			**Security Identifier: SDGIX**					
FUND CLASS I				CUSIP: 26203E844				
Open End Fund								
Dividend Option: Cash, Capital Gains Option: Cash								
09/29/15	4,591.969	21.3900	98,222.22	21.0600	96,706.87	-1,515.35	1,451.06	1.50%
Reinvestments to Date	207.863	21.2980	4,427.01	21.0600	4,377.59	-49.42	65.68	1.50%
Total Covered	**4,799.832**		**102,649.23**		**101,084.46**	**-1,564.77**	**1,516.74**	
Total	**4,799.832**		**$102,649.23**		**$101,084.46**	**-$1,564.77**	**$1,516.74**	
STONE RIDGE ALTERNATIVE LENDING			**Security Identifier: LENDX**					
RISK PREMIUM FUND				CUSIP: 86172R101				
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
06/27/16	53,124.789	10.4500	555,174.04	10.2400	543,997.84	-11,176.20	61,893.19	11.37%

STATEMENT A-1

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
STONE RIDGE ALTERNATIVE LENDING *(continued)*								
09/06/16	6,297.000	10.3930	65,445.83	10.2400	64,481.28	-964.55	7,336.34	11.37%
10/03/16	3,169.000	10.4360	33,072.67	10.2400	32,450.56	-622.11	3,692.05	11.37%
12/07/16	26,162.000	10.1910	266,610.78	10.2400	267,898.88	1,288.10	30,480.12	11.37%
Total Covered	**88,752.789**		**920,303.32**		**908,828.56**	**-11,474.76**	**103,401.70**	
Total	**88,752.789**		**$920,303.32**		**$908,828.56**	**-$11,474.76**	**$103,401.70**	
STONE RIDGE REINSURANCE RISK			**Security Identifier: SRRIX**					
PREMIUM INTERVAL FUND			CUSIP 86172910 1					
Open End Fund								
Dividend Option Reinvest; Capital Gains Option Reinvest								
12/23/15	37,693.000	10.1010	380,719.30	10.1400	382,207.02	1,487.72	23,543.87	6.15%
01/07/16	13,012.859	10.1120	131,580.00	10.1400	131,950.39	370.39	8,128.12	6.15%
05/16/16	6,554.000	10.2030	66,870.80	10.1400	66,457.56	-413.24	4,093.77	6.15%
08/19/16	5,612.176	10.3940	58,330.51	10.1400	56,907.46	-1,423.05	3,505.49	6.15%
12/12/16	22,517.184	10.1410	228,344.25	10.1400	228,324.25	-20.00	14,064.73	6.15%
Total Covered	**85,389.219**		**865,844.86**		**865,846.68**	**1.82**	**53,335.98**	
Total	**85,389.219**		**$865,844.86**		**$865,846.68**	**$1.82**	**$53,335.98**	
TCW CORE FIXED INCOME FD CL I			**Security Identifier: TGCFX**					
Open-End Fund			CUSIP: 87234N401					
Dividend Option: Cash; Capital Gains Option: Cash								
06/18/13	36,949.842	11.0500	408,310.63	10.8800	402,014.28	-6,296.35	7,094.37	1.76%
02/03/16	5,602.667	11.0910	62,137.67	10.8800	60,957.02	-1,180.65	1,075.71	1.76%
Reinvestments to Date	181.007	11.0700	2,003.75	10.8800	1,969.35	-34.40	34.75	1.76%
Total Covered	**42,733.516**		**472,452.05**		**464,940.65**	**-7,511.40**	**8,204.83**	
Total	**42,733.516**		**$472,452.05**		**$464,940.65**	**-$7,511.40**	**$8,204.83**	
Total Mutual Funds			**$2,946,203.94**		**$2,941,383.41**	**-$4,820.53**	**$176,912.22**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 74.00% of Portfolio								
ISHARES TR RUSSELL 1000 VALUE ETF			**Security Identifier: IWD**					
Dividend Option: Cash; Capital Gains Option: Cash			CUSIP: 464287598					
08/05/16	40,105.000	105.9390	4,248,685.57	112.0300	4,492,963.12	244,277.55	101,081.00	2.24%
08/10/16	559.000	105.6210	59,042.03	112.0300	62,624.75	3,582.72	1,408.91	2.24%
11/09/16	15,541.000	106.4870	1,654,912.87	112.0300	1,741,058.21	86,145.34	39,169.67	2.24%
12/07/16	2,027.000	112.6620	228,364.96	112.0300	227,084.88	-1,280.08	5,108.87	2.24%
Total Covered	**58,232.000**		**6,191,005.43**		**6,523,730.96**	**332,725.53**	**146,768.45**	
Total	**58,232.000**		**$6,191,005.43**		**$6,523,730.96**	**$332,725.53**	**$146,768.45**	

STATEMENT A-1

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 2000 VALUE ETF				**Security Identifier: IWN**				
Dividend Option: Cash; Capital Gains Option: Cash				CUSIP: 464287630				
11/09/15	4,151.000	105.1330	436,408.44	118.9400	493,719.94	57,311.50	8,603.51	1.74%
ISHARES INC CORE MSCI EMERGING MKTS				**Security Identifier: IEMG**				
ETF				CUSIP: 46434G103				
Dividend Option: Cash; Capital Gains Option: Cash								
09/01/16	39,718.000	44.6870	1,774,872.01	42.4500	1,686,029.11	-88,842.90	38,384.31	2.27%
11/09/16	8,328.000	44.0900	367,178.66	42.4500	353,523.61	-13,655.05	8,048.35	2.27%
12/07/16	1,364.000	43.9510	59,948.71	42.4500	57,901.78	-2,046.93	1,318.20	2.27%
Total Covered	**49,410.000**		**2,201,999.38**		**2,097,454.50**	**-104,544.88**	**47,750.86**	
Total	**49,410.000**		**$2,201,999.38**		**$2,097,454.50**	**-$104,544.88**	**$47,750.86**	
Total Exchange-Traded Products			**$8,829,413.25**		**$9,114,905.40**	**$285,492.15**	**$203,122.82**	

1-0		
1-1		2,946,203.94
1-2		8,829,413.25
1-T	Total	11,775,617.19

Book Value 12/31/16

1-0		
1-1		2,941,383.41
1-2		9,114,905.40
1-T	Total	= 12,056,288.81

FMV 12/31/16

STATEMENT A-2

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 99.00% of Portfolio								
STONE RIDGE ALTERNATIVE LENDING			**Security Identifier: LENDX**					
RISK PREMIUM FUND			CUSIP: 86172R101					
Open End Fund								
Dividend Option: Cash; Capital Gains Option: Cash							72,467.41	11.37%
06/27/16	62,200.957	10.4500	650,000.00	10.2400	636,937.80	-13,062.20		
STONE RIDGE REINSURANCE RISK			**Security Identifier: SRRIX**					
PREMIUM INTERVAL FUND			CUSIP: 861729101					
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest							39,687.61	6.15%
03/21/16	63,538.612	10.2300	650,000.00	10.1400	644,281.53	-5,718.47	2,447.17	6.15%
Reinvestments to Date	3,917.835	10.1300	39,687.67	10.1400	39,726.84	39.17		
Total Covered	**67,456.447**		**689,687.67**		**684,008.37**	**-5,679.30**	**42,134.78**	
Total	**67,456.447**		**$689,687.67**		**$684,008.37**	**-$5,679.30**	**$42,134.78**	
VANGUARD SHORT-TERM INVESTMENT-GRADE			**Security Identifier: VFSUX**					
FUND ADMIRAL SHARES			CUSIP: 922031836					
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
01/06/16	2,627.251	10.5800	27,796.54	10.6300	27,927.67	131.13	577.88	2.06%
11/30/16	0.802	10.6980	8.58	10.6300	8.52	-0.06	0.18	2.06%
			101 day(s) added to your holding period as a result of a wash sale.					
11/30/16	4.082	10.6830	43.61	10.6300	43.39	-0.22	0.90	2.06%
			68 day(s) added to your holding period as a result of a wash sale.					

STATEMENT A-2

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
VANGUARD SHORT-TERM INVESTMENT-GRADE *(continued)*								
12/02/16	2.787	10.6850	29.78	10.6300	29.62	-0.16	0.61	2.06%
			68 day(s) added to your holding period as a result of a wash sale					
12/02/16	4.992	10.6830	53.33	10.6300	53.06	-0.27	1.10	2.06%
			38 day(s) added to your holding period as a result of a wash sale					
12/02/16	107.513	10.6740	1,147.63	10.6300	1,142.87	-4.76	23.65	2.06%
			130 day(s) added to your holding period as a result of a wash sale					
12/02/16	6.255	10.7190	66.65	10.6300	66.28	-0.55	1.37	2.06%
			7 day(s) added to your holding period as a result of a wash sale					
12/02/16	46,826.850	10.6500	498,705.75	10.6300	497,769.20	-936.55	10,299.93	2.06%
12/12/16	37,558.685	10.6500	400,000.00	10.6300	399,248.82	-751.18	8,261.33	2.06%
Reinvestments to Date	87.057	10.6100	925.68	10.6300	925.44	1.76	19.15	2.06%
Total Covered	87,226.254		928,775.73		927,214.87	-1,560.86	19,106.10	
Total	87,226.254		$928,775.73		$927,214.87	-$1,560.86	$19,106.10	
Total Mutual Funds			$2,268,463.40		$2,248,161.04	-$20,302.36	$133,788.29	

Book Value 12/31/16

FMV 12/31/16

William B .Orkin Foundation, Inc.
Charitable Contributions
For the Period From Jan 1, 2016 to Dec 31, 2016

Donee	Status	Purpose	Amount
Adopt a Golden Atlanta PO Box 420256 Atlanta, GA 30342-9998	501(c)(3)	Operating Grant	45,000
Alpharetta Police Athletic League 2565 Old Milton Parkway Alpharetta, GA 30009	501(c)(3)	Operating Grant	1,000
Adventures in Missions 6000 Wellspring Trail Gainesville, GA 30506	501(c)(3)	Operating Grant	10,000
Byrdhouse Ministries Inc 2485 Bethany Bend Alpharetta, GA 30004	501(c)(3)	Operating Grant	20,000
Caring Together in Hope 14 Sloan Street Roswell, GA 30075	501(c)(3)	Operating Grant	5,000
Chattahoochee Nature Center 9135 Willeo Rd Roswell, GA 30075	501(c)(3)	Operating Grant	2,500
Chip's Nation Pediatric Cancer Foundation 135 Classic Cove Sandy Springs, GA 30350	501(c)(3)	Operating Grant	20,000
Church of the Holy Apostles 3585 Northside Pkwy NW Atlanta, GA 30327	501(c)(3)	Operating Grant	20,000
Cystic Fibrosis Foundation of Georgia 2302 Parklake Dr NE # 210 Atlanta, GA 30345	501(c)(3)	Operating Grant	20,000
Fellowship of Christian Athletes Atlanta, GA	501(c)(3)	Operating Grant	5,000
Fix Georgia Pets 6300 Powers Ferry Road Suite 600-205 Atlanta, GA 30339	501(c)(3)	Operating Grant	5,000
Friends of the Milton Library 845 Mayfield Road Milton, GA 30009	501(c)(3)	Operating Grant	500
The Horizons School 1900 DeKalb Ave NE Atlanta, GA 30307	501(c)(3)	Operating Grant	50,000
The Humane Society of Forsyth County 4440 Keith Bridge Rd Cumming, GA 30041	501(c)(3)	Operating Grant	2,500
Jericho House 3621 GA-255 Sautee Nacoochee, GA 30571	501(c)(3)	Operating Grant	10,000

Joshua's Dream Ranch P O Box 1004 Blairsville, GA 30514	501(c)(3)	Operating Grant	2,500
Meals on Wheels 1705 Commerce Dr NW Atlanta, GA 30318	501(c)(3)	Operating Grant	5,000
Mill Springs Academy 13660 New Providence Rd Alpharetta GA 30004	501(c)(3)	Operating Grant	60,000
Milton First Responders Foundation 980 Birmingham Rd #501 Milton, GA 30004	501(c)(3)	Operating Grant	7,500
North Metro Miracle League 1506 Klondike Road, Suite 105 Conyers, GA 30094	501(c)(3)	Operating Grant	7,500
Ocular Melanoma Foundation 1717 K St NW Washington, DC 20006	501(c)(3)	Operating Grant	1,000
One Thing For Youth 161 Allmond Lane Alpharetta, GA 30004	501(c)(3)	Operating Grant	370,000
Open Arms Home for Children Fannin County, GA	501(c)(3)	Operating Grant	10,000
Pier Foundation, Inc 206 Boen Creek Rd Tiger, GA 30576	501(c)(3)	Operating Grant	30,000
Presbyterian Homes of Georgia 301 E. Screven Street Quitman, GA 31643	501(c)(3)	Operating Grant	5,000
Securing A Mind Foundation P O Box 1201 Alpharetta, GA 30009	501(c)(3)	Operating Grant	15,000
Snack in a Backpack P.O Box 2123 Blue Ridge, GA 30513	501(c)(3)	Operating Grant	5,000
Special Olympics Georgia 4000 Dekalb Technology Parkway Building 400 Atlanta, GA 30340	501(c)(3)	Operating Grant	3,000
Stonecreek Church 13540 GA-9 Alpharetta, GA 30004	501(c)(3)	Operating Grant	70,000
Unity of Faith Outreach 3650 Bakers Ferry Rd SW Atlanta, GA 30331	501(c)(3)	Operating Grant	20,000
Wreaths Across America 4 Point St Columbia Falls, ME 04623	501(c)(3)	Operating Grant	5,000
			833,000

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	359,366.	3,046.	356,320.	356,320.	
TO PART I, LINE 4	359,366.	3,046.	356,320.	356,320.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
HOUSE AND LAND - SANTA ROSA BEACH, FL	1	31,901.
TOTAL TO FORM 990-PF, PART I, LINE 5A		31,901.

FORM 990-PF RENTAL EXPENSES STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
LEGAL FEES		288.	
INSURANCE		8,960.	
DUES		3,255.	
MAINTENANCE		3,084.	
UTILITIES		2,453.	
MANAGEMENT FEES		9,570.	
OTHER FEES		319.	
PPTY TAX CONSULTATION		600.	
- SUBTOTAL -	1		28,529.
TOTAL RENTAL EXPENSES			28,529.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			3,372.

FORM 990-PF	OTHER INCOME	STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND RECEIVED	4,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,000.	0.	

FORM 990-PF	LEGAL FEES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,197.	5,598.		5,599.
LEGAL FEES	288.	0.		0.
TO FM 990-PF, PG 1, LN 16A	11,485.	5,598.		5,599.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	3,500.	1,500.		1,500.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BALENTINE #JF4 ADVISORY FEES	13,591.	13,591.		0.
BALENTINE #N10 ADVISORY FEES	87,054.	87,054.		0.
MANAGEMENT FEES RENEE LIPHAM	46,583.	0.		46,538.

MANAGEMENT FEES	9,570.	0.		0.
OTHER FEES	319.	0.		0.
PPTY TAX CONSULTATION	600.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	157,717.	100,645.		46,538.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2016 FEDERAL ESTIMATE	2,310.	0.		0.
NC PROPERTY TAX	3,713.	3,713.		0.
CORPORATE REGISTRATION	120.	0.		120.
RABUN COUNTY PROPERTY TAX	1,118.	0.		0.
FORSYTH COUNTY PROPERTY TAX	6,186.	0.		0.
TO FORM 990-PF, PG 1, LN 18	13,447.	3,713.		120.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	8,960.	0.		0.
DUES	3,255.	0.		0.
MAINTENANCE	3,084.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15,299.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BALENTINE #N10 (SEE STATEMENT A-1 ATTACHED)	11,775,617.	12,056,289.
BALENTINE #J4F (SEE STATEMENT A-2 ATTACHED)	2,268,463.	2,248,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,044,080.	14,304,450.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND NC HWY 107	2,430,000.	0.	2,430,000.
LAND RABUN CNTY, GA	58,500.	0.	58,500.
LAND GA HWY 369	565,000.	0.	565,000.
TOTAL TO FM 990-PF, PART II, LN 14	3,053,500.	0.	3,053,500.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

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.

2016 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
11	LAND NC HWY 107	12/31/14	L				2,430,000.				2,430,000.			0.	
33	LAND RABUN CNTY, GA	12/31/15	L				58,500.				58,500.			0.	
34	LAND GA HWY 369	12/31/15	L				565,000.				565,000.			0.	
45	(D)LAND NEEDLERUSH DRIVE, FL	12/31/15	L				425,000.				425,000.			0.	
46	(D)HOUSE NEEDLERUSH DRIVE, FL	12/31/15	SL	27.50	MM	17	585,000.				585,000.			11,523.	11,523.
57	(D)FURNISHINGS - NEEDLERUSH DRIVE	03/01/16	SL	5.00	HY	19B	30,000.				30,000.			0.	
	* TOTAL 990-PF PG 1 DEPR						4,093,500.				4,093,500.	0.		11,523.	11,523.
	CURRENT YEAR ACTIVITY														
	BEGINNING BALANCE						4,063,500.			0.	4,063,500.	0.			11,523.
	ACQUISITIONS						30,000.			0.	30,000.	0.			0.
	DISPOSITIONS						1,040,000.			0.	1,040,000.	0.			11,523.
	ENDING BALANCE						3,053,500.			0.	3,053,500.	0.			0.
	ENDING ACCUM DEPR LESS DISPOSITIONS											0.			
	ENDING BOOK VALUE											3,053,500.			

628111 04-01-16

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone