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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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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)
201 N Charles Street

Room/suite

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)*▶$ 1,343,464

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	762	762		
		4	Dividends and interest from securities	23,531	23,531		
		5a	Gross rents				
		b	Net rental income or (loss)				
		6a	Net gain or (loss) from sale of assets not on line 10	61,360			
		b	Gross sales price for all assets on line 6a 662,118				
		7	Capital gain net income (from Part IV, line 2)		61,360		
		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)	8,240	589		
		12	**Total.** Add lines 1 through 11	93,893	86,242		
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)	15,000	10,000		5,000
		b	Accounting fees (attach schedule)	9,500	6,336		3,164
		c	Other professional fees (attach schedule)	13,885	18,885		
		17	Interest				
		18	Taxes (attach schedule) (see instructions)	645	645		
		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	39,030	35,866		8,164
		25	Contributions, gifts, grants paid	64,000			64,000
		26	**Total expenses and disbursements.** Add lines 24 and 25	103,030	35,866		72,164
		27	Subtract line 26 from line 12				
		a	**Excess of revenue over expenses and disbursements**	-9,137			
		b	**Net investment income** (if negative, enter -0-)		50,376		
		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
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	51,773	63,182	63,182
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)	1,034,019	1,009,740	1,280,282
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)	1,085,792	1,072,922	1,343,464
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities**(add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
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	-414,208	-427,078	
30	**Total net assets or fund balances** (see instructions)	1,085,792	1,072,922	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,085,792	1,072,922	

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	1,085,792
2	Enter amount from Part I, line 27a	2	-9,137
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,076,655
5	Decreases not included in line 2 (itemize) ▶	5	3,733
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,072,922

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			

	(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				

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				

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	61,360
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))
2015	69,928	1,434,466	0 04875
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

2 Total of line 1, column (d)	2	0 238921
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 047784
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,307,449
5 Multiply line 4 by line 3	5	62,475
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	504
7 Add lines 5 and 6	7	62,979
8 Enter qualifying distributions from Part XII, line 4	8	72,164

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	504
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	504
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	504
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	1,595		
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	1,595
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	1,091
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 1,091 **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	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
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 2016 or the taxable year beginning in 2016 (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 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		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

			Line	Yes	No
	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)?		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 2016?		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 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 ▶ 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 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).*		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 2016?		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	Title, and average hours per week **(b)** 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 2 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	Title, and average hours per week **(b)** 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	1,257,709
b	Average of monthly cash balances.			1b	69,650
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	1,327,359
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	1,327,359
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	19,910
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,307,449
6	**Minimum investment return.** Enter 5% of line 5.			6	65,372

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	65,372
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	504		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	504
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	64,868
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	64,868
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	64,868

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	72,164
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	72,164
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	504
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	71,660

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				64,868
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			63,670	
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 72,164				
a Applied to 2015, but not more than line 2a			63,670	
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 2016 distributable amount.				8,494
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(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 2015 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 2017				56,374
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 2011 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012. . . .				
b Excess from 2013. . . .				
c Excess from 2014. . . .				
d Excess from 2015. . . .				
e Excess from 2016. . . .				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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 Table				
Total . . . . ▶ **3a**				64,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(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			14	762	
4 Dividends and interest from securities. . . .			14	23,531	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	61,360	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OAKTREE CAPITAL GROUP LLC			14	-30	
b PLAINS ALL AMERICAN PIPEL	221000	7,526			
c THE BLACKSTONE GROUP LP	900099	125	14	619	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		7,651		86,242	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 93,893

(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

******	2017-04-07	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ALEXANDER RUYGROK				P00538216
Firm's name ▶ BOULAND & BRUSH LLC				Firm's EIN ▶
Firm's address ▶ 201 N CHARLES ST SUITE 2400 BALTIMORE, MD 212014102				Phone no (410) 752-6000

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	11,000
SLIGO SDA CHURCH 7700 CARROLL AVE TAKOMA PARK, MD 20912	N/A	N/A	FOR EMERGENCY AID	16,000
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	5,000
LASIERRA UNIVERSITY -WOMENS RESOURSE CT 4500 RIVERWALK PARKWAY RIVERSIDE, CA 92515	N/A	N/A	SUPPORT THE WOMEN'S RESOURCE CENTER	5,000
ASSOCIATION OF SEVENTH DAY ADVENTIST FOR PO BOX 619047 ROSEVILLE, CA 95661	N/A	N/A	SUPPORT EDUCATIONTHROUGH PUBLICATIONOF SPECTRUM MAGAZINE	15,000
Total . . . . ▶ **3a**				64,000

TY 2016 Accounting Fees Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOULAND & BRUSH LLC - ACCOUNTING/ TAX	9,500	6,336	0	3,164

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491118004207

TY 2016 General Explanation Attachment

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		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

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491118004207

TY 2016 Legal Fees Schedule

Name: Orion Charitable Foundation Inc
EIN: 52-2276233
Software ID: 16000303
Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOULAND & BRUSH, LLC	15,000	10,000	0	5,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491118004207

TY 2016 Other Decreases Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

Description	Amount
BOOK ADJUSTMENTS TO BASIS	3,733

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491118004207

TY 2016 Other Income Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OAKTREE CAPITAL GROUP LLC	-30	-30	
PLAINS ALL AMERICAN PIPEL	7,526		
THE BLACKSTONE GROUP LP	744	619	

TY 2016 Other Professional Fees Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
3885	13,885	18,885	0	0

TY 2016 Taxes Schedule

Name: Orion Charitable Foundation Inc

EIN: 52-2276233

Software ID: 16000303

Software Version: 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN INCOME TAXES	635	635		
FOREIGN TAX FROM PLAINS ALL AMERICAN PIP	10	10		

UBWFA

Portfolio Holdings

Orion Charitable Fdtn Inc Capital Appreciation

Period Ending: 12/31/2016

Portfolio Inception Date: 12/14/2000

Description	Account Key	Weight	Symbol	Quantity	Unit Cost	Price	Cost Basis	Current Value	Unrealized Gain	Cumulative Income	Current Yield
Arista Networks Inc	<3100>	2 2%	ANET	300 000	$78.30	$96.77	$23,490.81	$29,031 00	$5,540 19	$0.00	0 0%
Facebook	<3100>	1 3%	FB	150,000	$130 67	$115 05	$19,600 41	$17,257.50	($2,342 91)	$0 00	0.0%
Intercontinental Exchange Inc	<3100>	2 1%	ICE	500 000	$50.42	$56.42	$25,210 99	$28,210 00	$2,999 01	$170 00	1.2%
iShrs NASDAQ Biotech ETF	<3100>	1.6%	IBB	80 000	$268 02	$265 38	$21,441 89	$21,230 40	($211.49)	$7.35	0 1%
iShrs S&P Sm Cap Grwth ETF	<3100>	2 2%	IJT	200.000	$126 86	$150 00	$25,371 99	$30,000 00	$4,628 01	$160 41	1 4%
iShrs S&P Sm Cp 600 Idx ETF	<3100>	2 0%	IJR	200 000	$108 76	$137.52	$21,752 06	$27,504.00	$5,751 94	$250 29	1 6%
PayPal Holdings Inc	<3100>	1.5%	PYPL	500 000	$33.51	$39 47	$16,755.36	$19,735 00	$2,979 64	$0 00	0 0%
Power Shares QQQ (NASDAQ100)	<3100>	1 8%	QQQ	200 000	$107 67	$118 48	$21,533.99	$23,696.00	$2,162 01	$129 76	1.2%
Vanguard Mid Cap ETF	<3100>	2 0%	VO	200 000	$128 69	$131 63	$25,738 94	$26,326.00	$587 06	$231 20	0.5%
Alphabet Inc A	<3100>	1 4%	GOOGL	24.000	$439 75	$792 45	$10,553.92	$19,018 80	$8,464 88	$0 00	0 0%
Alphabet Inc C	<3100>	1 4%	GOOG	24 000	$437.21	$771.82	$10,492 92	$18,523.68	$8,030 76	$36 70	0 8%
Blackstone Group	<3100>	1 8%	BX	900.000	$29.50	$27 03	$26,552.38	$24,327 00	($2,225 38)	$5,658 00	3 9%
Cal-Maine Foods, Inc	<3100>	1.6%	CALM	500 000	$21 66	$44 18	$10,828 83	$22,087 50	$11,258 67	$6,286 75	4.0%
CVS Corp	<3100>	2 3%	CVS	400 000	$92 95	$78 91	$37,178.15	$31,564.00	($5,614 15)	$89 25	1 1%
Express Scripts Cl A	<3100>	2.6%	ESRX	500.000	$51.10	$68 79	$25,549 77	$34,395.00	$8,845.23	$0 00	0 0%
iShrs Russ MidCap Idx ETF	<3100>	2 0%	IWR	150 000	$166 73	$178.86	$25,008 99	$26,829 00	$1,820 01	$348 06	2 3%

Continued on Next Page

Portfolio Holdings

Orion Charitable Fdtn Inc Capital Appreciation

Period Ending. 12/31/2016

Portfolio Inception Date: 12/14/2000

Description	Account Key	Weight	Symbol	Quantity	Unit Cost	Price	Cost Basis	Current Value	Unrealized Gain	Cumulative Income	Current Yield
Lab Corp of America	<3100>	2 9%	LH	300 000	$71 12	$128,38	$21,335.96	$38,514 00	$17,178 04	$0 00	0 0%
Markel CP Com	<3100>	1 7%	MKL	25 000	$643 78	$904 50	$16,094 49	$22,612 50	$6,518 01	$0 00	0 0%
Priceline Group Inc	<3100>	2 2%	PCLN	20 000	$1,042 32	$1,466 06	$20,846 47	$29,321.20	$8,474 73	$0 00	0.0%
Qualcomm Inc	<3100>	1 2%	QCOM	250 000	$68 92	$65 20	$17,229 97	$16,300 00	($929 97)	$1,472 50	3 3%
Rockwell Automation Inc	<3100>	3.0%	ROK	300.000	$63 12	$134 40	$18 936.99	$40,320 00	$21,383 01	$5,635.28	2 3%
SPDR S&P Mid Cap 400 ETF	<3100>	4 5%	MDY	200 000	$272 97	$301 73	$54 593 01	$60,346 00	$5,752 99	$0,00	1 5%
Stryker Corp	<3100>	2 7%	SYK	300 000	$93 95	$119.81	$28,184 49	$35,943.00	$7,758 51	$456 00	0 3%
Visa Inc Class A	<3100>	1 7%	V	300 000	$76 67	$78 02	$22,999 65	$23,406 00	$406 35	$91 50	0 8%
Walt Disney Co	<3100>	2 2%	DIS	280,000	$89 35	$104 22	$25,017.41	$29,181 60	$4,164 19	$198.80	0 7%
Growth & Income		**25.6%**					**$223,227.84**	**$343,550.38**	**$120,322.54**	**$32,921.13**	**2.5%**
3M Company	<3100>	2 3%	MMM	175 000	$78 23	$178.57	$13,689 91	$31,249 75	$17,559 84	$5,962 83	2 5%
Apple Computer Inc	<3100>	2 2%	AAPL	250 000	$63 14	$115 82	$15,784 28	$28,955.00	$13,170 72	$2,833.50	2 0%
Bank of New York	<3100>	1 9%	BK	525.000	$34.95	$47 38	$18,347 72	$24,874.50	$6,526 78	$913 50	1 6%
Gentex Corp Com	<3100>	3 1%	GNTX	2,100.000	$11 02	$19 69	$23,142.09	$41,349 00	$18,206 91	$3,556 50	1 8%
Guggenheim S&P 500® Equal Wt Energy ETF	<3100>	1 1%	RYE	240 000	$58 10	$64 01	$13,944 39	$15,362 88	$1,418 49	$25,02	0 7%
Johnson & Johnson	<3100>	1 9%	JNJ	225 000	$97 91	$115 21	$22,029.64	$25 922 25	$3,892 61	$877 50	2 8%
Microsoft	<3100>	3 2%	MSFT	700 000	$29.28	$62 14	$20,498 01	$43,498.00	$22,999 99	$3,997 00	2 5%
Oaktree Capital Grp LLC Cl A	<3100>	1.7%	OAK	600 000	$51 53	$37 50	$30,916 99	$22,500.00	($8,416 99)	$2,137 50	6 5%

Continued on Next Page

UBWFA

Portfolio Holdings

Orion Charitable Fdtn Inc Capital Appreciation

Period Ending: 12/31/2016

Portfolio Inception Date 12/14/2000

Description	Account Key	Weight	Symbol	Quantity	Unit Cost	Price	Cost Basis	Current Value	Unrealized Gain	Cumulative Income	Current Yield
Pepsico Incorporated	<3100>	2 3%	PEP	300 000	$49 30	$104,63	$14,788 84	$31,389 00	$16,600 16	$6 397 78	2,9%
Royal Canbbean Cruises LTD CO M	<3100>	2 1%	RCL	350 000	$70,99	$82 04	$24,847 43	$28,714 00	$3,866 57	$168,00	2.3%
Texas Instruments	<3100>	2 2%	TXN	400,000	$24 83	$72 97	$9,932 95	$29,188 00	$19,255 05	$4,854 00	2 7%
U.S Bancorp	<3100>	1 5%	USB	400.000	$38 26	$51 37	$15 305,59	$20,548 00	$5,242 41	$1,198.00	2 2%
Foreign Equity		**15.1%**					**$169,065.35**	**$202,929.32**	**$33,863.97**	**$41,389.01**	**1.9%**
Amer Fds New World Fd Cl 2	<3100>	2 5%	NFFFX	641 534	$50 99	$51 31	$32,710 83	$32,917 11	$206 28	$710,83	1 3%
Bayer AG	<3100>	2 9%	BAYRY	375 000	$53.17	$104 28	$19,937.49	$39,105 00	$19 167 51	$4,777 11	2 7%
Harbor Int'l Inst (LCB)	<3100>	5 0%	HAINX	1,147 501	$50 18	$58 41	$57,576 83	$67,025 53	$9,448 70	$34,060 87	2 0%
Oakmark Int'l Stk (FLCB)	<3100>	4,8%	OAKIX	2,814 171	$20 91	$22 70	$58,840,20	$63,881 68	$5,041 48	$1,840 20	1 5%
Foreign Income		**2.8%**					**$45,146.72**	**$38,123.00**	**($7,023.72)**	**$1,718.75**	**7.2%**
Allergan PLC Pfd A	<3100>	2.8%	AGNPRA	50 000	$902 93	$762 46	$45,146 72	$38 123 00	($7,023.72)	$1,718 75	7.2%
Liquidity		**4.7%**					**$63,181.76**	**$63,181.76**	**$0.00**	**$3.95**	**0.0%**
TD Bank USA FDIC Insrd Deposit Not Cvrd By SIPC	<3100>	4 7%	IDA12					$63,181 76		$3.95	0 0%
Portfolio Total		**100.0%**					**$1,072,921.51**	**$1,343,463.64**	**$270,542.13**	**$97,254.69**	**1.7%**

Group Member Legend

<3100>	Orion Charitable Fdtn Inc c/o Bouland & Brush	Charitable Investment