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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label Otherwise, print or type. See Specific Instructions.	Name of foundation THE GORDON FUND C/O BESSEMER TRUST		A Employer identification number 13-3257793
	Number and street (or P.O. box number if mail is not delivered to street address) 630 FIFTH AVENUE		B Telephone number 212 708-9100
	City or town, state, and ZIP code NEW YORK, NY 10111		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,790,596 (Part I, column (d) must be on cash basis)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	84,200.	84,200.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	727,998.			
b	Gross sales price for all assets on line 6a	2,393,062.			
7	Capital gain net income (from Part IV, line 2)		727,998.		
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.	0.	0.	STATEMENT 2
12	Total Add lines 1 through 11	812,202.	812,198.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	15,000.	0.	0.	15,000.
b	Accounting fees STMT 4	4,000.	0.	0.	4,000.
c	Other professional fees STMT 5	15,588.	15,588.	0.	0.
17	Interest				
18	Taxes STMT 6	30,066.	1,002.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 7	370.	0.	0.	370.
24	Total operating and administrative expenses. Add lines 18 through 23	65,024.	16,590.	0.	19,370.
25	Contributions, gifts, grants paid	25,000.			25,000.
26	Total expenses and disbursements. Add lines 24 and 25	90,024.	16,590.	0.	44,370.
27	Subtract line 26 from line 12	722,178.			
a	Excess of revenue over expenses and disbursements		795,608.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			0.	

SCANNED MAY 27 2010

ESTIMATED DATE MAY 17 2010

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			45,834.	5,000.	5,000.
	2 Savings and temporary cash investments			2,013,766.	131,321.	131,321.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations					
	b Investments - corporate stock STMT 8			40,806.	2,507,443.	3,012,343.
	c Investments - corporate bonds STMT 9			0.	1,196,000.	1,187,022.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			1,300,000.	282,806.	454,910.	
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			3,400,406.	4,122,570.	4,790,596.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds			3,400,406.	4,122,570.	
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			3,400,406.	4,122,570.		
31 Total liabilities and net assets/fund balances			3,400,406.	4,122,570.		

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	3,400,406.
2 Enter amount from Part I, line 27a	2	722,178.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,122,584.
5 Decreases not included in line 2 (itemize) ▶ TRUNCATION	5	14.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,122,570.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b MSC OFFSHORE FUND		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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 385,206.		365,064.	20,142.
b 2,000,718.		1,300,000.	700,718.
c 7,138.			7,138.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			20,142.
b			700,718.
c			7,138.
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	727,998.
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 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))
2008	184,559.	4,783,437.	.038583
2007	9,560.	5,186,979.	.001843
2006	137,355.	4,807,537.	.028571
2005	808,600.	4,944,578.	.163533
2004	1,125,345.	6,160,704.	.182665

2 Total of line 1, column (d)	2	.415195
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	.083039
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,362,551.
5 Multiply line 4 by line 3	5	362,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,956.
7 Add lines 5 and 6	7	370,218.
8 Enter qualifying distributions from Part XII, line 4	8	44,370.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	15,912.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	15,912.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	15,912.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 14,000.	7	14,000.
b Exempt foreign organizations - tax withheld at source	6b	8	51.
c Tax paid with application for extension of time to file (Form 8868)	6c	9	1,963.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► BESSEMER TRUST Located at ► 630 FIFTH AVENUE, NEW YORK, NY	Telephone no ► 212 708-9100 ZIP+4 ► 10111		
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	

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?		4b X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
MARY GORDON ROBERTS C/O BESSEMER TRUST CO, 630 FIFTH AVEN NEW YORK, NY 10111	TRUSTEE 3.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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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
NONE		

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.

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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	3,912,654.
b	Average of monthly cash balances	1b	16,152.
c	Fair market value of all other assets	1c	500,180.
d	Total (add lines 1a, b, and c)	1d	4,428,986.
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	4,428,986.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,435.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,362,551.
6	Minimum investment return. Enter 5% of line 5	6	218,128.

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	218,128.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	15,912.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,912.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	202,216.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	202,216.
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	202,216.

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	44,370.
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	44,370.
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	44,370.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				202,216.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	833,676.			
b From 2005	572,728.			
c From 2006				
d From 2007				
e From 2008	184,559.			
f Total of lines 3a through e	1,590,963.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	44,370.			
a Applied to 2008, 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)	44,370.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	202,216.			202,216.
6 Enter the net total of each column as indicated below:	1,433,117.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	631,460.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	801,657.			
10 Analysis of line 9				
a Excess from 2005	572,728.			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	184,559.			
e Excess from 2009	44,370.			

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 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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 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
<p>a Paid during the year</p> <p>ASPHALT GREEN 55 EAST 90TH STREET NEW YORK, NY 10128</p>		PUBLIC CHARITY	GENERAL PURPOSES	25,000.
Total				▶ 3a 25,000.
<p>b Approved for future payment</p> <p>NONE</p>				
Total				▶ 3b 0.

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
THE GORDON FUND IM											
CASH AND SHORT TERM											
CASH AVAILABLE											
999994	PRINCIPAL CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999995	INCOME CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
999996	NET CASH		0 000	\$0 00	\$0	\$0 000	\$0	0 0%	\$0	\$0	
Total CASH AVAILABLE					\$0		\$0	0.0%	\$0	\$0	
CASH EQUIVALENTS											
999990	BESSEMER SWEEP PROGRAM		54,615,350	\$1 00	\$54,615	\$1 000	\$54,615	42.1%	\$0	\$81	0 15%
			75,217,500	\$1 00	\$75,217	\$1 000	\$75,217	57 9%	\$0	\$112	0 15%
Total CASH EQUIVALENTS					\$129,832		\$129,832	100.0%	\$0	\$193	0.15%
Total CASH AND SHORT TERM					\$129,832		\$129,832	100.0%	\$0	\$193	0.15%
FIXED INCOME											
BOND FUNDS											
861017	OLD WESTBURY FIXED INC FD	680414406	104,033 550	\$11 50	\$1,196,000	\$11 410	\$1,187,022	100 0%	(\$8,977)	\$39,116	3 30%
Total BOND FUNDS					\$1,196,000		\$1,187,022	100.0%	(\$8,977)	\$39,116	3.30%
Total FIXED INCOME					\$1,196,000		\$1,187,022	100.0%	(\$8,977)	\$39,116	3.30%
U.S. LARGE CAP											
INFORMATION TECHNOLOGY											
817150	CISCO SYSTEMS INC	17275R102	1,810 000	\$18 10	\$32,765	\$23 940	\$43,331	3 8%	\$10,565	\$0	0 00%
821020	CORNING INC	219350105	1,550 000	\$12 90	\$19,996	\$19 310	\$29,930	2 7%	\$9,934	\$310	1 04%
825987	EMC CORP	268648102	1,890 000	\$11 85	\$22,399	\$17 470	\$33,018	2 9%	\$10,619	\$0	0 00%
836142	GOOGLE INC	38259P508	63 000	\$435 81	\$27,456	\$619 968	\$39,058	3 5%	\$11,602	\$0	0 00%
851360	MICROSOFT CORP	594918104	1,250 000	\$27 54	\$34,425	\$30 480	\$38,100	3 4%	\$3,674	\$650	1 71%
863118	PAYCHEX INC	704326107	1,100 000	\$29 82	\$32,806	\$30 640	\$33,704	3 0%	\$897	\$1,364	4 05%
Total INFORMATION TECHNOLOGY					\$169,847		\$217,141	19.2%	\$47,291	\$2,324	1.07%
INDUSTRIALS											

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THE GORDON FUND IM											
U.S. LARGE CAP											
INDUSTRIALS											
829361	FEDEX CORP	31428X106	275 000	\$80.95	\$22,261	\$83,447	\$22,948	2.0%	\$686	\$121	0.53%
841546	ILLINOIS TOOL WORKS INC	452308109	770 000	\$34.19	\$26,326	\$47,990	\$36,952	3.3%	\$10,625	\$954	2.58%
881939	UNITED PARCEL SERVICE CL B	911312106	365 000	\$52.77	\$19,261	\$57,370	\$20,940	1.9%	\$1,678	\$657	3.14%
882670	UNION PACIFIC CORP	907818108	375 000	\$53.82	\$20,182	\$63,899	\$23,962	2.1%	\$3,779	\$405	1.69%
901201	TYCO INTL LTD NEW	H89128104	950 000	\$35.11	\$33,358	\$35,680	\$33,896	3.0%	\$537	\$760	2.24%
902026	INGERSOLL-RAND PUBLIC LTD	G47791101	950 000	\$35.66	\$33,875	\$35,740	\$33,953	3.0%	\$77	\$266	0.78%
Total INDUSTRIALS					\$155,263		\$172,651	15.3%	\$17,382	\$3,163	1.83%
HEALTH CARE											
815323	CELGENE CORP	151020104	715 000	\$44.12	\$31,545	\$55,680	\$39,811	3.5%	\$8,266	\$0	0.00%
843800	JOHNSON & JOHNSON	478160104	260 000	\$55.76	\$14,498	\$64,408	\$16,746	1.5%	\$2,247	\$509	3.04%
864075	PFIZER INC	717081103	1,750 000	\$17.30	\$30,275	\$18,190	\$31,832	2.8%	\$1,556	\$1,260	3.96%
880100	THERMO FISHER SCIENTIFIC	883556102	510 000	\$36.09	\$18,405	\$47,688	\$24,321	2.2%	\$5,916	\$0	0.00%
959901	TEVA PHARM INDS LTD ADR	881624209	620 000	\$45.60	\$28,272	\$56,179	\$34,831	3.1%	\$6,559	\$298	0.86%
Total HEALTH CARE					\$122,995		\$147,541	13.1%	\$24,544	\$2,067	1.40%
FINANCIALS											
803330	AMERICAN EXPRESS	025816109	1,030 000	\$24.82	\$25,567	\$40,519	\$41,735	3.7%	\$16,167	\$741	1.78%
843894	JPMORGAN CHASE & CO	46625H100	900 000	\$42.87	\$38,581	\$41,670	\$37,503	3.3%	(\$1,078)	\$180	0.48%
854169	MORGAN STANLEY GRP INC	617446448	1,275 000	\$29.03	\$37,007	\$29,600	\$37,740	3.3%	\$732	\$255	0.68%
878279	T ROWE PRICE GROUP INC	74144T108	620 000	\$42.19	\$26,160	\$53,250	\$33,015	2.9%	\$6,854	\$620	1.88%
Total FINANCIALS					\$127,315		\$149,993	13.3%	\$22,675	\$1,796	1.20%
CONSUMER STAPLES											
866630	PROCTER & GAMBLE CO	742718109	790 000	\$52.68	\$41,619	\$60,629	\$47,897	4.2%	\$6,278	\$1,390	2.90%
886463	WAL-MART STORES INC	931142103	710 000	\$49.92	\$35,446	\$53,449	\$37,949	3.4%	\$2,502	\$773	2.04%
Total CONSUMER STAPLES					\$77,065		\$85,846	7.6%	\$8,780	\$2,163	2.52%
MATERIALS											

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THE GORDON FUND IM											
U.S. LARGE CAP											
MATERIALS											
824450	DOW CHEMICAL	260543103	1,250,000	\$26.71	\$33,387	\$27,630	\$34,537	3.1%	\$1,149	\$750	2.17%
842900	INTERNATIONAL PAPER	460146103	1,730,000	\$13.01	\$22,502	\$26,780	\$46,329	4.1%	\$23,826	\$173	0.37%
Total MATERIALS					\$55,889		\$80,866	7.2%	\$24,975	\$923	1.14%
CONSUMER DISCRETIONARY											
823615	DISNEY (WALT) HOLDING CO	254687106	890,000	\$23.13	\$20,586	\$32,249	\$28,702	2.5%	\$8,116	\$311	1.08%
845207	KOHL'S CORP	500255104	570,000	\$42.67	\$24,321	\$53,930	\$30,740	2.7%	\$6,418	\$0	0.00%
847586	LOWES COS INC	548661107	1,500,000	\$20.13	\$30,202	\$23,390	\$35,085	3.1%	\$4,882	\$540	1.54%
876205	STAPLES INC	855030102	1,550,000	\$18.72	\$29,020	\$24,590	\$38,114	3.4%	\$9,093	\$511	1.34%
Total CONSUMER DISCRETIONARY					\$104,129		\$132,641	11.8%	\$28,509	\$1,362	1.03%
ENERGY											
806043	APACHE CORP	037411105	325,000	\$81.61	\$26,523	\$103,169	\$33,530	3.0%	\$7,006	\$195	0.58%
826663	EOG RES INC	26875P101	430,000	\$72.76	\$31,286	\$97,300	\$41,839	3.7%	\$10,552	\$249	0.60%
839788	HESS CORP	42809H107	600,000	\$54.92	\$32,952	\$60,500	\$36,300	3.2%	\$3,347	\$240	0.66%
967854	WEATHERFORD INTL LTD	H27013103	1,700,000	\$14.81	\$25,179	\$17,910	\$30,447	2.7%	\$5,267	\$0	0.00%
Total ENERGY					\$115,940		\$142,116	12.6%	\$26,172	\$684	0.48%
Total U.S. LARGE CAP					\$928,443		\$1,128,795	100.0%	\$200,328	\$14,482	1.28%
NON-U.S. LARGE CAP											
NON-U.S. LARGE CAP FUNDS											
943344	OLD WESTBURY NON-US LC FD	680414109	62,470,356	\$7.64	\$477,000	\$9,300	\$580,974	100.0%	\$103,974	\$8,183	1.41%
Total NON-U.S. LARGE CAP FUNDS					\$477,000		\$580,974	100.0%	\$103,974	\$8,183	1.41%
Total NON-U.S. LARGE CAP					\$477,000		\$580,974	100.0%	\$103,974	\$8,183	1.41%
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
905637	OLD WEST GL SM & MD CAP FD	680414604	52,261,141	\$10.45	\$546,000	\$12,770	\$667,374	100.0%	\$121,374	\$5,435	0.81%

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Security no	Security name	CUSIP/ ISIN/ SEDOL	Shares/ units	Average cost per share/unit	Cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/(loss)	Estimated annual income	Current yield
8M0063 THE GORDON FUND IM											
GLOBAL SMALL & MID CAP											
GLOBAL SMALL & MID CAP FUNDS											
Total GLOBAL SMALL & MID CAP FUNDS					\$546,000		\$667,374	100.0%	\$121,374	\$5,435	0.81%
Total GLOBAL SMALL & MID CAP					\$546,000		\$667,374	100.0%	\$121,374	\$5,435	0.81%
GLOBAL OPPORTUNITIES											
GLOBAL OPPORTUNITIES FUNDS											
943328	OLD WESTBURY GL OPPTIES FD	680414802	89,844 496	\$6 19	\$556,000	\$7 070	\$635,200	100 0%	\$79,200	\$15,093	2 38%
Total GLOBAL OPPORTUNITIES FUNDS					\$556,000		\$635,200	100.0%	\$79,200	\$15,093	2.38%
Total GLOBAL OPPORTUNITIES					\$556,000		\$635,200	100.0%	\$79,200	\$15,093	2.38%
REAL RETURN/COMMODITIES											
REAL RETURN FUNDS											
860093	OLD WESTBURY REAL RETRN FD	680414703	28,656 403	\$8 44	\$242,000	\$9 860	\$282,552	100 0%	\$40,552	\$2,493	0 88%
Total REAL RETURN FUNDS					\$242,000		\$282,552	100.0%	\$40,552	\$2,493	0.88%
Total REAL RETURN/COMMODITIES					\$242,000		\$282,552	100.0%	\$40,552	\$2,493	0.88%
Total 8M0063					\$4,075,275		\$4,611,749		\$536,451	\$84,995	1.84%

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FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
BESSEMER TRUST CO	91,338.	7,138.	84,200.		
TOTAL TO FM 990-PF, PART I, LN 4	91,338.	7,138.	84,200.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
U S REFUND	4.	0.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	4.	0.	0.		

FORM 990-PF		LEGAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ATTORNEY FEES	15,000.	0.	0.	15,000.	
TO FM 990-PF, PG 1, LN 16A	15,000.	0.	0.	15,000.	

FORM 990-PF		ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FINANCIAL SERVICES FEES	4,000.	0.	0.	4,000.	
TO FORM 990-PF, PG 1, LN 16B	4,000.	0.	0.	4,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT SERVICES FEES	15,588.	15,588.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	15,588.	15,588.	0.	0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	1,002.	1,002.	0.	0.
2009 ESTIMATED TAX	14,000.	0.	0.	0.
2008 BALANCE DUE	15,064.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	30,066.	1,002.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS DEPT OF LAW	250.	0.	0.	250.
ANNUAL PUBLISHING NOTICE	120.	0.	0.	120.
TO FORM 990-PF, PG 1, LN 23	370.	0.	0.	370.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	2,507,443.	3,012,343.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,507,443.	3,012,343.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED	1,196,000.	1,187,022.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,196,000.	1,187,022.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL RETURN FUND	COST	242,000.	282,552.
29,717 SHRS INDEPENDENCE HLDG	COST	40,806.	172,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		282,806.	454,910.

THE GORDON FUND

**FORM 990-PF
EIN 13-3257793
TAX PERIOD ENDED 12/31/09**

Supplemental Schedule of Information

Part XIII, Undistributed Income, Line 4c

Election Under IRC REg. Sec. 53-4942(a)-3(d)(2)

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), The Gordon Fund hereby elects to treat as a current year's qualifying distributions in excess of the immediately preceding year's undistributed income as being made out of corpus.

Mary G Roberts
Signature

MARY GORDON ROBERTS
Name

Trustee
Title