



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.		A Employer identification number 04-3434410
Number and street (or P O box number if mail is not delivered to street address) 260 DUNBAR ROAD		Room/suite
City or town, state, and ZIP code PALM BEACH, FL 33480		B Telephone number 561-932-1600
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ► \$ 694,609.	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)
Revenue		
1 Contributions, gifts, grants, etc., received	428,121.	N/A
2 Check ► <input 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	8,419.	8,419.
5a Gross rents		STATEMENT 1
b Net rental income or (loss)		
6a Net gain or (loss) from sale of assets not on line 10	718.	
b Gross sales price for all assets on line 6a	36,497.	
7 Capital gain net income (from Part IV, line 2)		718.
8 Net short-term capital gain		
9 Income modifications		
Gross sales less returns		
10a and allowances		
b Less Cost of goods sold		
c Gross profit or (loss)		
11 Other income		
12 Total. Add lines 1 through 11	437,258.	9,137.
13 Compensation of officers, directors, trustees, etc	0.	0.
14 Other employee salaries and wages		0.
15 Pension plans, employee benefits		
16a Legal fees		
b Accounting fees	39.	39.
c Other professional fees		
17 Interest	39.	0.
18 Taxes	556.	556.
19 Depreciation and depletion		
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses	35.	35.
24 Total operating and administrative expenses. Add lines 13 through 23	630.	630.
25 Contributions, gifts, grants paid	92,389.	
26 Total expenses and disbursements. Add lines 24 and 25	93,019.	630.
27 Subtract line 26 from line 12:	344,239.	
a Excess of revenue over expenses and disbursements		
b Net investment income (if negative, enter -0-)		8,507.
c Adjusted net income (if negative, enter -0-)		N/A

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

NOV 27 2015

2012.04040

9

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 2

	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	1,527.		
	2 Savings and temporary cash investments			
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other	STMT 5	266,312.	293,996.
	14 Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	267,839.	293,996.	694,609.
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	267,839.	293,996.	
	30 Total net assets or fund balances	267,839.	293,996.	
	31 Total liabilities and net assets/fund balances	267,839.	293,996.	

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	267,839.
2 Enter amount from Part I, line 27a	2	344,239.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	612,078.
5 Decreases not included in line 2 (itemize) ►	5	318,082.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	293,996.

Form 990-PF (2012)

223511
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 3

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	MATTHEWS ASIAN GROWTH & INCOME FUND	P	11/23/04	03/16/12
b	MATTHEWS ASIAN GROWTH & INCOME FUND	P	11/23/04	05/21/12
c	MATTHEWS ASIAN GROWTH & INCOME FUND	P	11/23/04	05/25/12
d	MATTHEWS ASIAN GROWTH & INCOME FUND	P	11/23/04	10/17/12
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	9,990.		9,759.	231.
b	11,158.		11,385.	-227.
c	6,264.		6,506.	-242.
d	9,085.		8,129.	956.
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				231.
b				-227.
c				-242.
d				956.
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	718.
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))
2011	49,657.	345,545.	.143706
2010	74,887.	376,588.	.198857
2009	17,820.	344,532.	.051722
2008	32,156.	354,930.	.090598
2007	134,444.	253,493.	.530366

2 Total of line 1, column (d)

2 1.015249

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 .203050

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 339,601.

5 Multiply line 4 by line 3

5 68,956.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 85.

7 Add lines 5 and 6

7 69,041.

8 Enter qualifying distributions from Part XII, line 4

8 92,389.

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.

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 4

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)	
1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 85.
1c 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 85.
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 85.
6 Credits/Payments:	
6a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 760.
6b Exempt foreign organizations - tax withheld at source	6b
6c Tax paid with application for extension of time to file (Form 8868)	6c 500.
6d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 1,260.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 1,175.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11 1,055.
120 . Refunded ►	

Part VII-A Statements Regarding Activities

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?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	1b
1c Did the foundation file Form 1120-POL for this year?	1c <input checked="" type="checkbox"/>
1d 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 .	
1e 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? <i>If "Yes," attach a detailed description of the activities.</i>	2 <input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>	3 <input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a <input checked="" type="checkbox"/>
4b If "Yes," has it filed a tax return on Form 990-T for this year?	4b <input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction 7.</i>	5 <input checked="" type="checkbox"/>
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 <input checked="" type="checkbox"/>
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7 <input checked="" type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MA	
8b 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 <input checked="" type="checkbox"/>
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9 <input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10 <input checked="" type="checkbox"/> STMT 6

Form 990-PF (2012)

223531
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BENJAMIN H. GORDON Located at ► 260 DUNBAR ROAD, PALM BEACH, FL	Telephone no. ► 561-932-1600 ZIP+4 ► 33480
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
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► 16 Yes No X

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 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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 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 2012.)	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 2012?		4b X

Form 990-PF (2012)

223541
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 6

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)?

Organizations relying on a current notice regarding disaster assistance check here N/A

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?

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

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

N/A

5b

►

Yes

No

6b

X

Yes

No

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
BENJAMIN H. GORDON 260 DUNBAR ROAD PALM BEACH, FL 33480	PRESIDENT/TREASURER 1.00	0.	0.	0.
ELIZABETH GORDON 260 DUNBAR ROAD PALM BEACH, FL 33480	DIRECTOR 1.00	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

Form 990-PF (2012)

223551
12-05-12

BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.

Form 990-PF (2012)

04-3434410 Page 7

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	
3	
Total. Add lines 1 through 3 ► 0.	0.

Form 990-PF (2012)

223561
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410 Page 8

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	340,944.
b Average of monthly cash balances	1b	3,829.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	344,773.
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	344,773.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,172.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	339,601.
6 Minimum investment return. Enter 5% of line 5	6	16,980.

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	16,980.
2a Tax on investment income for 2012 from Part VI, line 5	2a	85.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	85.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	16,895.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	16,895.
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	16,895.

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	92,389.
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	92,389.
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	85.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	92,304.

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.

Form 990-PF (2012)

223571
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				16,895.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:			0.	
3 Excess distributions carryover, if any, to 2012:				
a From 2007	123,771.			
b From 2008	16,125.			
c From 2009	799.			
d From 2010	56,509.			
e From 2011	33,104.			
f Total of lines 3a through e	230,308.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 92,389.			0.	
a Applied to 2011, 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 2012 distributable amount				16,895.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		
6 Enter the net total of each column as indicated below:		305,802.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7		123,771.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		182,031.		
10 Analysis of line 9:				
a Excess from 2008	16,125.			
b Excess from 2009	799.			
c Excess from 2010	56,509.			
d Excess from 2011	33,104.			
e Excess from 2012	75,494.			

Form 990-PF (2012)

223581
12-05-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

Form 990-PF (2012)

04-3434410 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ALZHEIMER'S FOUNDATION OF AMERICA 322 8TH AVE 7TH FLOOR NEW YORK, NY 10001		EXEMPT	TO FUND ALZHEIMERS RESEARCH	400.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE NEW YORK, NY 10017		EXEMPT	TO FUND RELIGIOUS COMMUNITY	1,050.
AMERICAN LOGISTICS AID NETWORK P.O. BOX 1748 ANNAPOLIS, MD 21404		EXEMPT	TO FUND EMERGENCY RESPONSE INITIATIVES	500.
ANN NORTON SCULPTURE GARDENS 253 BARCELONA ROAD WEST PALM BEACH, FL 33401		EXEMPT	TO FUND THE ARTS	300.
CAMP NASSAD PO BOX 57 COTE SAINT-LUC, QC H4V 1H8		EXEMPT	TO FUND RELIGIOUS COMMUNITY	100.
Total	SEE CONTINUATION SHEET(S)		► 3a	92,389.
b Approved for future payment				
NONE				
Total			► 3b	0.

223611
12-05-12

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	8,419.	
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	718.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		9,137.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	9,137.
(See worksheet in line 13 instructions to verify calculations.)					

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).
3	THE BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.
3	MAINTAINS CASH IN A NON-INTEREST BEARING ACCOUNT FOR FUTURE CHARITABLE
3	DONATIONS.

BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.

Form 990-PF (2012)

04-3434410 Page 13

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

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

(2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

of which preparer has any knowledge.

PRESIDENT/TREASURER

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	MICHAEL I. DASZKAL	<i>michael daszkal</i>	11/12/13		P00050966	
	Firm's name ► DASZKAL BOLTON LLP			Firm's EIN ► 65-0406502		
Firm's address ► 2401 NW BOCA RATON BLVD BOCA RATON, FL 33431-6639			Phone no. (561) 367-1040			

Form 990-PF (2012)

223622
12-05-12

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.

OMB No. 1545-0047

2012**Name of the organization****BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.****Employer identification number****04-3434410****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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.

Employer identification number

04-3434410

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	BENJAMIN AND ELIZABETH GORDON 260 DUNBAR ROAD PALM BEACH, FL 33480	\$ 428,121.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.

Employer identification number

04-3434410

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	8628 SHARES OF FIRST CASH FINANCIAL SERVICES	\$ 428,121.	12/31/12
		\$	
		\$	
223453 12-21-12	Schedule B (Form 990, 990-EZ, or 990-PF) (2012)	22	

Name of organization

Employer identification number

BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.

04-3434410

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information once) ► \$

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

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

04-3434410

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S RIGHTS 330 SEVENTH AVE., 4TH FLOOR NEW YORK, NY 10001		EXEMPT	TO FUND CHILD WELFARE REFORM	500.
EINSTEIN HEALTHCARE NETWORK 5501 OLD YORK RD PHILADELPHIA, PA 19141		EXEMPT	TO FUND MEDICAL PROGRAMS	100.
INVESTIGATIVE PROJECT ON TERRORISM FOUNDATION (IPTF) 5505 CONNECTICUT AVE NW NO. 341 WASHINGTON, DC 20015		EXEMPT	TO FUND INVESTIGATIONS ON TERRORISM	500.
INTERNATIONAL YACHT RESTORATION SOCIETY 449 THAMES STREET, SUITE 111 NEWPORT, RI 02840		EXEMPT	TO FUND HISTORICAL NAUTICAL ARTIFACTS	748.
GLADES ACADEMY FOUNDATION 1 CLEMATIS STREET WEST PALM BEACH, FL 33401		EXEMPT	TO FUND PUBLIC EDUCATION	400.
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021		EXEMPT	TO FUND ISREALI ENVIRONMENTAL PRESERVATION	13,000.
JOSEPH SLIFKA CENTER FOE JEWISH LIFE AT YALE 80 WALL STREET NEW HAVEN, CT 06511		EXEMPT	TO FUND RELIGIOUS COMMUNITY	540.
LAUREN TAPPER COLLEGE FUND		EXEMPT	TO FUND EDUCATION	180.
MAKE-A-WISH FOUNDATION OF SOUTHERN FLORIDA 4491 SOUTH STATE ROAD 7 SUITE 201 FT. LAUDERDALE, FL 33314		EXEMPT	TO FUND HEALTH AND HUMAN SERVICES	202.
MIDDLE EAST FORUM 1500 WALNUT ST. SUITE 1050 PHILADELPHIA, PA 19102		EXEMPT	TO FUND SCHOLARLY RESEARCH ON U.S. INTERESTS	500.
Total from continuation sheets				90,039.

223631
05-01-12

**BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.**

04-3434410

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL DANCE INSTITUTE 217 WEST 147TH STREET NEW YORK, NY 10039		EXEMPT	TO FUND THE ARTS	100.
NEW HOPE CHARITIES 626 NORTH DIXIE HIGHWAY WEST PALM BEACH, FL 33401		EXEMPT	TO FUND HEALTH AND HUMAN SERVICES	250.
NEWPORT ART MUSEUM 76 BELLEVUE AVENUE NEWPORT, RI 02840		EXEMPT	TO FUND THE ARTS	184.
NETWORK FOR GOOD 1140 CONNECTICUT AVE SUITE 700 WASHINGTON, DC 20036		EXEMPT	TO FUND HEALTH AND HUMAN SERVICES	100.
PALM BEACH CIVIC ASSOCIATION 139 NORTH COUNTY ROAD, SUITE 33 PALM BEACH, FL 33480		EXEMPT	TO FUND THE CIVIC ASSOCIATION	250.
PALM BEACH DAY ACADEMY 1901 SOUTH FLAGLER DRIVE WEST PALM BEACH, FL 33401		EXEMPT	TO FUND EDUCATION	1,000.
PALM BEACH SYNAGOGUE 120 NORTH COUNTY ROAD PALM BEACH, FL 33480		EXEMPT	TO FUND RELIGIOUS COMMUNITY	5,000.
PALM BEACH ZOO 1301 SUMMIT BLVD WEST PALM BEACH, FL 33405		EXEMPT	TO FUND ANIMAL CONSERVATION	1,195.
PLANNED PARENTHOOD 434 WEST 33RD STREET NEW YORK, NY 10001		EXEMPT	TO FUND HEALTH AND HUMAN SERVICES	670.
PRESERVATION SOCIETY OF NEWPORT COUNTY 424 BELLEVUE AVENUE NEWPORT, RI 02840		EXEMPT	TO FUND HISTORICAL LANDMARK PRESERVATION	900.
Total from continuation sheets				

223631
05-01-12

BENJAMIN AND ELIZABETH GORDON CHARITABLE
FOUNDATION, INC.

04-3434410

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
REDWOOD LIBRARY AND ATHENAEUM 50 BELLEVUE AVENUE NEWPORT, RI 02840		EXEMPT	TO FUND PUBLIC SERVICES	500.
SOCIETY OF THE FOUR ARTS 2 FOUR ARTS PLAZA PALM BEACH, FL 33480		EXEMPT	TO FUND THE ARTS	400.
SOUTH FLORIDA SCIENCE CENTER 4801 DREHER TRAIL NORTH WEST PALM BEACH, FL 33405		EXEMPT	TO FUND SCIENTIFIC RESEARCH	6,500.
TEMPLE EMANU-EL OF PALM BEACH 190 N. COUNTY ROAD PALM BEACH, FL 33480		EXEMPT	TO FUND RELIGIOUS COMMUNITY	1,800.
THE ALLIANCE FOR EATING DISORDER AWARENESS 1649 FORUM PLACE #10 WEST PALM BEACH, FL 33401		EXEMPT	TO FUND EATING DISORDER AWARENESS	1,000.
THE JORDAN BOYS AND GIRLS CLUB 550 W. VAN BUREN ST., SUITE 350 CHICAGO, IL 60607		EXEMPT	TO FUND COMMUNITY PROGRAMS	100.
THE PARADISE FUND P.O. BOX 2020 PALM BEACH, FL 33480		EXEMPT	TO FUND CHILD WELFARE PROGRAMS	500.
TOURO SYNAGOGUE 85 TOURO ST NEWPORT, RI 02840		EXEMPT	TO FUND RELIGIOUS COMMUNITY	1,000.
UNITED WAY - PALM BEACH 44 COCONUT ROW PALM BEACH, FL 33480		EXEMPT	TO FUND HEALTH AND HUMAN SERVICE PROGRAMS	10,000.
WASHINGTON INSTITUTE FOR NEAR EAST POLICY 1828 L STREET NW SUITE 1050 WASHINGTON, DC 20036		EXEMPT	TO FUND POLICY NEWS AND RESEARCH	5,000.
Total from continuation sheets				

223631
05-01-12

BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.

04-3434410

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

223631
05-01-12

BENJAMIN AND ELIZABETH GORDON CHARITABLE

04-3434410

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB #2981	8,419.	0.	8,419.
TOTAL TO FM 990-PF, PART I, LN 4	8,419.	0.	8,419.

FORM 990-PF

TAXES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	556.	556.		0.
TO FORM 990-PF, PG 1, LN 18	556.	556.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE FILING FEE	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	35.	35.		0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 4

DESCRIPTION	AMOUNT
UNREALIZED GAINS FROM CONTRIBUTED MARKETABLE SECURITIES	318,082.
TOTAL TO FORM 990-PF, PART III, LINE 5	318,082.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MATTHEWS ASAIN GROWTH	COST	204,926.	236,890.
ISHARES S&P LATIN AMERICA INDEX	COST	6,147.	29,598.
FIRST CASH FINANCIAL SERVICES	FMV	82,923.	428,121.
TOTAL TO FORM 990-PF, PART II, LINE 13		293,996.	694,609.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 6

NAME OF CONTRIBUTOR

ADDRESS

BENJAMIN AND ELIZABETH GORDON

260 DUNBAR ROAD
PALM BEACH, FL 33480

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions BENJAMIN AND ELIZABETH GORDON CHARITABLE FOUNDATION, INC.	Employer identification number (EIN) or 04-3434410
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 260 DUNBAR ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALM BEACH, FL 33480	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

BENJAMIN H. GORDON

- The books are in the care of ► **260 DUNBAR ROAD - PALM BEACH, FL 33480**
Telephone No. ► **561-932-1600** FAX No. ► **561-655-6232**

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME TO FILE IS REQUESTED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►

Title ► **PRESIDENT/TREASURER**

Date ►

Form 8868 (Rev. 1-2013)