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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return 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 THE MICHAEL GORDON FOUNDATION INC C/O HOLTZ RUBENSTEIN REMINICK LLP		A Employer identification number 13-3585393
Number and street (or P O box number if mail is not delivered to street address) ONE PENN PLAZA, STE 3000	Room/suite	B Telephone number 718-258-5434
City or town, state, and ZIP code NEW YORK, NY 10119		C If exemption application is pending, check here <input type="checkbox"/>
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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,937,853.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		13.	13.		STATEMENT 1
4 Dividends and interest from securities		410,156.	410,156.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		132,990.			
b Gross sales price for all assets on line 6a		4,174,855.			
7 Capital gain net income (from Part IV, line 2)			132,990.		
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		4,127.	4,127.		STATEMENT 3
12 Total. Add lines 1 through 11		547,286.	547,286.		
13 Compensation of officers, directors, trustees, etc		118,200.	29,550.		88,650.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		5,175.	1,294.		3,881.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		10,376.	4,814.		5,562.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		102,552.	101,730.		822.
24 Total operating and administrative expenses Add lines 13 through 23		236,303.	137,388.		98,915.
25 Contributions, gifts, grants paid		450,680.			450,680.
26 Total expenses and disbursements Add lines 24 and 25		686,983.	137,388.		549,595.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<139,697.>			
b Net investment income (if negative, enter -0-)			409,898.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

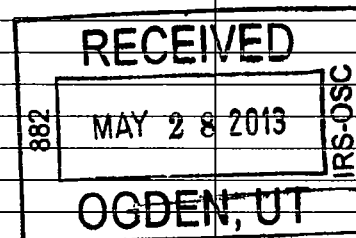
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THE MICHAEL GORDON FOUNDATION INC
C/O HOLTZ RUBENSTEIN REMINICK LLP

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			963,427.	1,182,654.	1,182,654.
	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 STMT 7			2,712,377.	2,734,911.	2,927,110.
	b Investments - corporate stock STMT 8			5,989,091.	5,767,567.	6,261,897.
	c Investments - corporate bonds STMT 9			2,358,655.	2,299,401.	2,467,227.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 10			122,290.	21,610.	98,965.	
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			12,145,840.	12,006,143.	12,937,853.	
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"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	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			12,145,840.	12,006,143.	
	30 Total net assets or fund balances			12,145,840.	12,006,143.	
	31 Total liabilities and net assets/fund balances			12,145,840.	12,006,143.	

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	12,145,840.
2 Enter amount from Part I, line 27a	2	<139,697.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,006,143.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,006,143.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,174,855.		4,030,891.	132,990.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			132,990.

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	132,990.
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	610,408.	11,902,467.	.051284
2010	572,733.	12,467,465.	.045938
2009	640,306.	12,154,022.	.052683
2008	725,459.	13,329,064.	.054427
2007	743,085.	14,514,301.	.051197

2 Total of line 1, column (d)	2	.255529
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	.051106
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,536,434.
5 Multiply line 4 by line 3	5	640,687.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,099.
7 Add lines 5 and 6	7	644,786.
8 Enter qualifying distributions from Part XII, line 4	8	549,595.

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

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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	8,198.
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	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	8,198.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	8,198.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,592.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,592.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	3,606.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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"/> <u>NY</u>		
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 2012 or the taxable year beginning in 2012 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>HOLTZ RUBENSTEIN REMINICK, LLP</u> Telephone no. ► <u>212.697.6900</u> Located at ► <u>ONE PENN PLAZA, STE 3000, NEW YORK, NY</u> ZIP+4 ► <u>10119</u>			
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 ► <u>15</u> <u>N/A</u>			
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 <u>N/A</u> <input type="checkbox"/>	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.) <u>N/A</u>	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.) <u>N/A</u>	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

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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)? ☐ Yes ☒ No
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). ☐ N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
THOMAS TILLANDER M. GORDON FOUNDATION, P.O. BOX 340708 BROOKLYN, NY 11234	PRESIDENT 30.00	85,700.	0.	0.
WILLIAM MCSHERRY C/O CROWELL & MORING, 590 MADISON AVE NEW YORK, NY 10022	SECRETARY 4.00	15,000.	0.	0.
JOHN TILLANDER 1274 RYDER STREET BROOKLYN, NY 11234	TREASURER 8.00	17,500.	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	11,865,328.
b	Average of monthly cash balances	1b	862,015.
c	Fair market value of all other assets	1c	1.
d	Total (add lines 1a, b, and c)	1d	12,727,344.
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	12,727,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,910.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,536,434.
6	Minimum investment return. Enter 5% of line 5	6	626,822.

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	626,822.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,198.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,198.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	618,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	618,624.
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	618,624.

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	549,595.
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	549,595.
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	549,595.

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)

THE MICHAEL GORDON FOUNDATION INC
C/O HOLTZ RUBENSTEIN REMINICK LLP

Form 990-PF (2012)

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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				618,624.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			125,227.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 549,595.				
a Applied to 2011, but not more than line 2a			125,227.	
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				424,368.
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.			0.
6 Enter the net total of each column as indicated below:				
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				194,256.
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	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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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 2012, 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)

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

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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	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				
ALL HALLOWS HIGH SCHOOL 111 EAST 164TH STREET BRONX, NY 10452	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	2,500.
AQUINAS HIGH SCHOOL 685 EAST 182ND STREET BRONX, NY 10457	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	8,000.
AUDITORY ORAL SCHOOL OF NY 3321 AVENUE M BROOKLYN, NY 11210	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	38,755.
BAY RIDGE PREPARATORY SCHOOL 7420 FOURTH AVENUE BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
BE'ER HAGOLAH INSTITUTES 671 LOUISIANA AVE. BROOKLYN, NY 11239	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	25,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	450,680.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE MICHAEL GORDON FOUNDATION INC
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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
BISHOP KEARNEY HIGH SCHOOL 2202 60TH STREET BROOKLYN, NY 11204	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	22,675.
BROOKLYN FREE SCHOOL 327 CLINTON AVE. BROOKLYN, NY 11238	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
CATHEDRAL HIGH SCHOOL 350 EAST 56TH STREET NEW YORK, NY 10022	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	11,000.
CATHERINE MCCAULEY SCHOOL 710 EAST 37TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	30,000.
DEPT. OF EDUCATION DIOCESE OF BKLYN 21 BAY 11TH STREET BROOKLYN, NY 11228	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	11,000.
FONTBONNE HALL ACADEMY 9901 SHORE ROAD BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
HOLY CROSS SCHOOL 26-20 FRANCIS LEWIS BLVD. FLUSHING, NY 11358	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
LOYOLA SCHOOL 980 PARK AVENUE NEW YORK, NY 10028	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
MOTHER CABRINI HIGH SCHOOL 701 FORT WASHINGTON AVENUE NEW YORK, NY 10040	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
NAZARETH HIGH SCHOOL 475 EAST 57TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	30,000.
Total from continuation sheets				371,425.

THE MICHAEL GORDON FOUNDATION INC
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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
NOTRE DAME ACADEMY 76-134 HOWARD AVENUE STATEN ISLAND, NY 10301	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
NOTRE DAME SCHOOL 327 WEST 13TH STREET NEW YORK, NY 10014	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
PRESTON HIGH SCHOOL 2780 SCHURZ AVENUE BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
QUEENS CENTER FOR PROGRESS 82-25 164TH STREET JAMAICA, NY 11432	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	6,750.
RYKEN EDUCATION CENTER 7100 SHORE ROAD BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,000.
SAINT SAVIOUR HIGH SCHOOL 588 SIXTH STREET BROOKLYN, NY 11215	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
ST. EDMUND PREPARATORY SCHOOL 2474 OCEAN AVENUE BROOKLYN, NY 11229	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	22,000.
ST. JEAN BAPTISTE HIGH SCHOOL 173 EAST 75TH STREET NEW YORK, NY 10021	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
ST. JOHN VILLA ACADEMY 57 CLEVELAND PLACE STATEN ISLAND, NY 10305	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
ST. JOSEPH HIGH SCHOOL 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	21,000.
Total from continuation sheets				

THE MICHAEL GORDON FOUNDATION INC
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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
STATEN ISLAND ACADEMY 715 TODT HILL ROAD STATEN ISLAND, NY 10304	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	25,000.
THE CHURCHILL SCHOOL & CENTER 301 EAST 29TH STREET NEW YORK, NY 10016	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
THE GATEWAY SCHOOL 211 WEST 61ST STREET NEW YORK, NY 10023	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
THE GILLEN BREWER SCHOOL 410 EAST 92ND STREET NEW YORK, NY 10128	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,000.
THE JEWISH GUILD FOR THE BLIND 15 WEST 65TH STREET NEW YORK, NY 10023	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	2,500.
THE LEARNING SPRING 247 EAST 20TH STREET NEW YORK, NY 10003	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
YESHIVA DARCHEI TORAH 1214 HEYSON ROAD FAR ROCKAWAY, NY 11691	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	2,500.
Total from continuation sheets				

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			14	13.		
4 Dividends and interest from securities			14	410,156.		
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			01	4,127.		
8 Gain or (loss) from sales of assets other than inventory			18	132,990.		
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.		547,286.		0.
13 Total Add line 12, columns (b), (d), and (e)					13	547,286.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

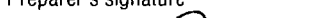
- | | | Yes | No |
|--|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No
		5/15/13	President
	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
	RANDI A. SCHUSTER		5/14/13		P00747022
	Firm's name ▶ HOLTZ RUBENSTEIN REMINICK LLP			Firm's EIN ▶ 11-2355064	
	Firm's address ▶ ONE PENN PLAZA - SUITE 3000 NEW YORK, NY 10119			Phone no. (212) 697-6900	

Form **990-PF** (2012)

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 K-1 POWERSHARES DB BASE METALS FUND			VARIOUS	12/31/12
b K-1 POWERSHARES DB BASE METALS FUND			VARIOUS	12/31/12
c 5000 SHS DRYSHIPS		P	04/08/11	01/01/12
d 5034 SHS CEMEX SAB DE CV SPON ADR NEW		P	12/21/10	01/01/12
e OPPENHEIMER - SEE ATTACHED		P	VARIOUS	12/31/12
f OPPENHEIMER - SEE ATTACHED		P	VARIOUS	12/31/12
g STATE STREET - SEE ATTACHED		P	VARIOUS	12/31/12
h STATE STREET - SEE ATTACHED		P	VARIOUS	12/31/12
i WELLS FARGO - SEE ATTACHED		P	VARIOUS	12/31/12
j WELLS FARGO - SEE ATTACHED		P	VARIOUS	12/31/12
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			311.
b			<11,285.>
c 9,900.		25,450.	<15,550.>
d 27,234.		50,075.	<22,841.>
e 675,549.		679,966.	<4,417.>
f 1,112,646.		1,019,049.	93,597.
g 120,996.		96,433.	24,563.
h 291,576.		240,828.	50,748.
i 179,101.		179,121.	<20.>
j 1,757,853.		1,739,969.	17,884.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			311.
b			<11,285.>
c			<15,550.>
d			<22,841.>
e			<4,417.>
f			93,597.
g			24,563.
h			50,748.
i			<20.>
j			17,884.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	132,990.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN CHASE	13.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
K-1 POWERSHARES DB	39.	0.	39.
OPPENHEIMER #4650	95,632.	0.	95,632.
OPPENHEIMER #4650	45,859.	0.	45,859.
STATE STREET	67,366.	0.	67,366.
WELLS FARGO	201,252.	0.	201,252.
WILLIAMS 79 ASSOCIATES LLC	8.	0.	8.
TOTAL TO FM 990-PF, PART I, LN 4	410,156.	0.	410,156.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 WILLIAM 79 - NET PASSTHROUGH LOSS	4,450.	4,450.	
K-1 POWERSHARES - NET PASSTHROUGH LOSS	<427.>	<427.>	
OTHER INCOME	104.	104.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,127.	4,127.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,175.	1,294.		3,881.
TO FORM 990-PF, PG 1, LN 16B	5,175.	1,294.		3,881.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	7,416.	1,854.		5,562.
FOREIGN TAX	2,960.	2,960.		0.
TO FORM 990-PF, PG 1, LN 18	10,376.	4,814.		5,562.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	72.	0.		72.
INVESTMENT FEES	90,341.	90,341.		0.
NYS FILING FEES	750.	0.		750.
PASSTHROUGH INVESTMENT EXPENSES	5,595.	5,595.		0.
OTHER INVESTMENT EXPENSE	5,794.	5,794.		0.
TO FORM 990-PF, PG 1, LN 23	102,552.	101,730.		822.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - GOVERNMENT OBLIGATIONS	X		2,734,911.	2,927,110.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,734,911.	2,927,110.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,734,911.	2,927,110.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - SECURITIES	2,207,299.	2,233,337.
OPPENHEIMER - MUTUAL FUNDS	583,960.	642,437.
STATE STREET BANK - SECURITIES	2,976,308.	3,386,123.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,767,567.	6,261,897.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - CORPORATE BONDS	1,659,644.	1,739,744.
OPPENHEIMER - CORPORATE BONDS	639,757.	727,483.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,299,401.	2,467,227.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WELLS FARGO - MORTGAGE BACKED SECURITIES	COST	97,428.	98,964.
INVESTMENT IN WILLIAMS 79 ASSOCIATES LLC	COST	<75,818.>	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,610.	98,965.

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
3869 - MICHAEL GORDON FOUNDATION INC
BM3869
State Street Bank & Trust
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-11-11	02-28-12	400.00	PLAINS EXPLORATION & PRODUCT	14,259.24	17,783.47	3,524.23	
05-11-11	02-29-12	100.00	PLAINS EXPLORATION & PRODUCT	3,564.81	4,400.90	836.09	
06-15-11	02-29-12	100.00	PLAINS EXPLORATION & PRODUCT	3,552.65	4,400.90	848.25	
06-15-11	03-01-12	150.00	PLAINS EXPLORATION & PRODUCT	5,328.98	6,738.67	1,409.69	
06-07-11	03-01-12	100.00	PLAINS EXPLORATION & PRODUCT	3,490.42	4,492.45	1,002.03	
03-14-11	03-01-12	200.00	PLAINS EXPLORATION & PRODUCT	6,978.52	8,984.90	2,006.38	
04-30-12	05-01-12	-100.00	PHILLIPS 66 COM - WHEN-ISSUED	3,082.69	3,434.99		352.30 #
04-26-12	05-01-12	-25.00	PHILLIPS 66 COM - WHEN-ISSUED	770.67	869.27		98.60 #
04-26-12	05-01-12	-75.00	PHILLIPS 66 COM - WHEN-ISSUED	2,297.03	2,607.80		310.77 #
06-15-11	06-04-12	250.00	QUALCOMM INC COM	13,537.35	13,858.44	321.09	
01-19-11	06-04-12	300.00	QUALCOMM INC COM	15,669.00	16,630.12		961.12
01-07-11	06-04-12	250.00	QUALCOMM INC COM	12,936.95	13,858.44		921.49
01-07-11	06-12-12	175.00	PHILLIPS 66 COM	5,359.74	5,833.01		473.27
06-15-11	06-25-12	350.00	JOHNSON & JOHNSON	23,185.61	23,229.65		44.04
01-07-11	06-25-12	200.00	JOHNSON & JOHNSON	12,560.16	13,274.08		713.92
01-07-11	06-26-12	500.00	JOHNSON & JOHNSON	31,400.40	33,255.70		1,855.30
06-07-11	07-30-12	200.00	ANHEUSER BUSCH INBEV SPONSORED ADR	11,836.62	16,234.78		4,398.16
05-11-11	07-30-12	50.00	ANHEUSER BUSCH INBEV SPONSORED ADR	2,909.63	4,058.69		1,149.06
04-07-11	08-03-12	250.00	GAP INC DEL COM	5,647.53	8,349.06		2,701.53
03-14-11	08-03-12	550.00	NOBLE CORP	24,218.37	20,840.13		-3,378.24
04-07-11	08-06-12	450.00	GAP INC DEL COM	10,165.55	15,196.38		5,030.83
04-07-11	08-13-12	150.00	GAP INC DEL COM	3,388.52	5,179.62		1,791.10
04-13-11	08-13-12	400.00	GAP INC DEL COM	8,987.12	13,812.33		4,825.21
04-13-11	08-17-12	100.00	GAP INC DEL COM	2,246.78	3,583.49		1,336.71
04-08-11	08-17-12	350.00	GAP INC DEL COM	7,830.83	12,542.22		4,711.39
04-08-11	09-07-12	100.00	GAP INC DEL COM	2,237.38	3,589.90		1,352.52
06-07-11	09-07-12	200.00	GAP INC DEL COM	3,611.06	7,179.80		3,568.74
03-16-11	11-30-12	500.00	LOWES COS INC COM	13,144.05	18,002.99		4,858.94
01-25-11	11-30-12	100.00	LOWES COS INC COM	2,544.96	3,600.60		1,055.64

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
3869 - MICHAEL GORDON FOUNDATION INC
BM3869
State Street Bank & Trust
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
09-21-12	12-26-12	150.00	PLAINS EXPLORATION & PRODUCT	5,954.15	6,961.87	1,007.72	
03-14-11	12-26-12	600.00	PLAINS EXPLORATION & PRODUCT	20,935.56	27,847.47		6,911.91
03-16-11	12-26-12	400.00	PLAINS EXPLORATION & PRODUCT	13,862.00	18,564.98		4,702.98
11-26-12	12-26-12	1,150.00	PLAINS EXPLORATION & PRODUCT	39,767.00	53,374.33	13,607.33	
			TOTAL	337,261	412,572		

STATE OF NEW YORK

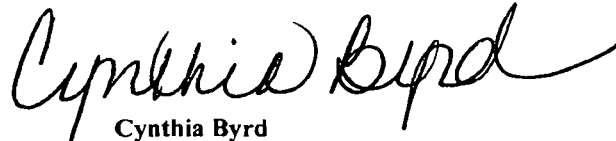
County of New York, s:

THE ANNUAL RETURN
OF MICHAEL GORDON
FOUNDATION For the
CALENDAR year ended
DECEMBER 31, 2011, is
available at its principal
office located at C/O HRR
LLP - 1430 B'WAY, 17TH
FLOOR, NEW YORK, NY
10018 for inspection during
regular business hours by
any citizen who requests it
within 180 days hereof.
Principal Manager of the
Foundation is THOMAS
TILLANDER.
1881885 my7

Mary Pawlina, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 7th day of May, 2012.

TO WIT : MAY 7, 2012

SWORN BEFORE ME, this 7th day
Of May, 2012.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015