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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 01-01-2012 , and ending 12-31-2012

Name of foundation
The William J J Gordon Family Foundation

A Employer identification number
41-6517207

Number and street (or P O box number if mail is not delivered to street address)
413 7th Street

Room/suite

B Telephone number (see instructions)
(434) 244-3365

City or town, state, and ZIP code
Charlottesville, VA 22902

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,915,439

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	54	54		
	4	Dividends and interest from securities	164,388	153,701		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	187,968			
	b	Gross sales price for all assets on line 6a 746,992				
	7	Capital gain net income (from Part IV, line 2)		187,292		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	31,140	30,772		
	12	**Total.** Add lines 1 through 11	383,550	371,819		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,586			14,586
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	39,609	39,609		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,100			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,468			1,468
	22	Printing and publications				
	23	Other expenses (attach schedule)	44,328	20,619		23,709
	24	**Total operating and administrative expenses.** Add lines 13 through 23	103,091	60,228		39,763
	25	Contributions, gifts, grants paid	373,500			373,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	476,591	60,228		413,263
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-93,041			
	b	**Net investment income** (if negative, enter -0-)		311,591		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	32,746	233,983	233,983
	3	Accounts receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	4	Pledges receivable ▶ ___ Less allowance for doubtful accounts ▶ ___			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ___ Less allowance for doubtful accounts ▶ ___			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	643,257	550,629	578,121
	b	Investments—corporate stock (attach schedule)	2,416,971	2,187,266	3,286,897
	c	Investments—corporate bonds (attach schedule)	717,754	717,754	742,235
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,455,390	1,480,872	2,074,203
	14	Land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	15	Other assets (describe ▶ ___)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,266,118	5,170,504	6,915,439
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ___)	2,573		
	23	**Total liabilities** (add lines 17 through 22)	2,573	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,263,545	5,170,504	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,263,545	5,170,504	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,266,118	5,170,504	

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	5,263,545
2	Enter amount from Part I, line 27a	2	-93,041
3	Other increases not included in line 2 (itemize) ▶ ___	3	
4	Add lines 1, 2, and 3	4	5,170,504
5	Decreases not included in line 2 (itemize) ▶ ___	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,170,504

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)
1 a	Publicly-traded Securities			
b	Pass-Through K-1 Capital Gain			
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	746,992		574,155	172,837
b				14,455
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				172,837
b				14,455
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	187,292
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	441,227	6,617,832	000 066672
2010	352,221	6,424,698	000 054823
2009	443,919	5,964,862	000 074422
2008	545,878	6,530,391	000 083590
2007	415,649	7,725,396	000 053803

2	**Total** of line 1, column (d).	2	000 333310
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	000 066662
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,882,216
5	Multiply line 4 by line 3.	5	458,782
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,116
7	Add lines 5 and 6.	7	461,898
8	Enter qualifying distributions from Part XII, line 4.	8	413,263

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	6,232
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	6,232
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	6,232
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 5,810		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 2,073		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	7,883
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,651
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,651 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶

14 The books are in care of ▶G David Phelps Hamar Telephone no ▶(434) 244-3365

Located at ▶413 7th Street Charlottesville VA ZIP+4 ▶22902

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 |

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?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** **No**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(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
Elizabeth Gordon 413 7th Street Charlottesville, VA 22902	Trustee 001 00	0		
G David Phelps Hamar 413 7th Street Charlottesville, VA 22902	Trustee 001 00	14,586		

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

(a) Name and address of each employee paid more than $50,000	**(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
Total number of other employees paid over $50,000 ▶				

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,808,872
b	Average of monthly cash balances	1b	103,946
c	Fair market value of all other assets (see instructions)	1c	2,074,203
d	**Total** (add lines 1a, b, and c)	1d	6,987,021
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,987,021
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,805
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,882,216
6	**Minimum investment return.** Enter 5% of line 5	6	344,111

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	344,111
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,232		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,232
3	Distributable amount before adjustments Subtract line 2c from line 1			3	337,879
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	337,879
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	337,879

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	413,263
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	413,263
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	413,263

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					337,879
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	204,335				
c From 2009.	153,204				
d From 2010.	36,573				
e From 2011.	115,266				
f **Total** of lines 3a through e.		509,378			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 413,263					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					337,879
e Remaining amount distributed out of corpus		75,384			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		584,762			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		584,762			
10 Analysis of line 9					
a Excess from 2008. . . .	204,335				
b Excess from 2009. . . .	153,204				
c Excess from 2010. . . .	36,573				
d Excess from 2011. . . .	115,266				
e Excess from 2012. . . .	75,384				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data TableSee Additional Data Table				
Total . . . . ▶ **3a**				373,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	54	
4 Dividends and interest from securities. . . .			14	164,388	
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	525990	676	18	187,292	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Pass-Through K-1 Inc/Loss	525990	198	14	30,772	
b Federal Tax Refund			01	170	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		874		382,676	

13 Total. Add line 12, columns (b), (d), and (e). 13 383,550

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

****** | 2013-11-07 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell	Jeffrey D Haskell	2013-11-07		

Firm's name ▶ Foundation Source

Firm's EIN ▶

Firm's address ▶ One Hollow Lane Suite 212 Lake Success, NY 11042

Phone no (800) 839-1754

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO, NC 27312	N/A	509a1	General Unrestricted	5,000
AMERICAN LIVESTOCK BREEDS CONSERVANCY PO BOX 477 PITTSBORO, NC 27312	N/A	509a1	The Gordon Family Foundation Scholarship Program	5,000
ANIMAL PEOPLE INC PO BOX 960 CLINTON, WA 98236	N/A	509a1	General Unrestricted	1,000
ANIMAL TRUSTEES OF AUSTIN PO BOX 14542 AUSTIN, TX 78755	N/A	509a1	General Unrestricted	15,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A	509a1	General Unrestricted	1,000
ANOTHER CHANCE ANIMAL RESCUE 37 MARKET ST NORTH BERWICK, ME 03906	N/A	509a1	General Unrestricted	1,000
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE, NH 03431	N/A	509a1	MERE Project	4,000
ARUNDEL HISTORICAL SOCIETY 3 TALBOT DR ARUNDEL, ME 04046	N/A	509a1	General Unrestricted	1,000
AUSTIN LYRIC OPERA 3009 INDUSTRIAL TERRACE STE 100 AUSTIN, TX 78758	N/A	509a1	General Unrestricted	2,000
AUSTIN SYMPHONY ORCHESTRA SOCIETY 1101 RED RIVER ST AUSTIN, TX 78701	N/A	509a2	General Unrestricted	2,000
AUSTIN ZOO PO BOX 91808 AUSTIN, TX 78709	N/A	509a1	General Unrestricted	1,000
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA RD CASCO, ME 04015	N/A	509a1	General Unrestricted	5,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL - KLRU 2504 B WHITIS AVE AUSTIN, TX 78712	N/A	509a1	General Unrestricted	5,000
CARLISLE CHARITABLE FOUNDATION PO BOX 935 KENNEBUNK, ME 04043	N/A	509a1	Charitable Event	2,500
C GRANT 37 BEAVER POND ROAD LYMAN, NH 03585	NONE	N/A	Hardship Assistance Grant	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON,AZ 85702	N/A	509a1	General Unrestricted	2,000
CENTER FOR WILDLIFE INC PO BOX 620 CAPE NEDDICK,ME 03902	N/A	509a1	General Unrestricted	1,500
CHILDRENS MUSEUM AND THEATRE OF MAINE 142 FREE ST PORTLAND,ME 04101	N/A	509a2	General Unrestricted	3,000
C CONN 1300 EAST ST JOHNS 2B AUSTIN,TX 78731	NONE	N/A	Hardship Assistance Grant	5,000
CHURCH COMMUNITY OUTREACH SERVICES INC PO BOX 1175 KENNEBUNK,ME 04043	N/A	509a1	Community Outreach Program	2,000
CHURCH COMMUNITY OUTREACH SERVICES INC PO BOX 1175 KENNEBUNK,ME 04043	N/A	509a1	Holiday Food Baskets	2,000
COMMUNITY BICYCLE CENTER 284 HILL ST BIDDEFORD,ME 04005	N/A	509a1	The Girls Program Run by Helena Brook	10,000
COMMUNITY DENTAL 366 US RTE 1 FALMOUTH,ME 04105	N/A	509a1	New Dental Project Directed and Run by Dr Jeffrey Walawender	10,000
COMMUNITY HARVEST PO BOX 1393 KENNEBUNK,ME 04043	N/A	509a1	General Unrestricted	500
EARTHWATCH INSTITUTE INC 114 WESTERN AVE BOSTON,MA 02134	N/A	509a1	Hill Project on Mammal Conservation in South Africa	10,000
FREE SACRED TRINITY CHURCH 9665 GRANITE RIDGE DR STE 310 SAN DIEGO,CA 92123	N/A	509a1	Austin Institute Fund	1,500
FRIENDS OF CHIEFLAND POLICE DEPARTMENT INC PO BOX 1777 CHIEFLAND,FL 32644	N/A	509a1	General Unrestricted	10,000
FRIENDS OF PATA MANZANILLO INC 15863 W SIERRA ST SURPRISE,AZ 85379	N/A	509a1	Fabiolas Guadalajara Project	3,000
FRIENDS OF THE CHASSAHOWITZKA NATIONAL WILDLIFE REFUGE COMPLEX 1502 SE KINGS BAY DR CRYSTAL RIVER,FL 34429	N/A	509a1	General Unrestricted	10,000
GOOD SHEPHERD FOOD-BANK PO BOX 1807 AUBURN,ME 04211	N/A	509a2	General Unrestricted	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HOPE WATER FOUNDATION 3 HIGHLAND TER STE 813 MADISON,CT 06443	N/A	509a1	General Unrestricted	5,000
HOSPICE OF CITRUS COUNTY INC PO BOX 641270 BEVERLY HILLS,FL 34464	N/A	509a1	Camp Good Hope	5,000
HOSPICE OF MARION COUNTY INC PO BOX 4860 OCALA,FL 34478	N/A	509a2	General Unrestricted	10,000
HOSPICE OF SOUTHERN MAINE 180 US RTE 1 SCARBOROUGH,ME 04074	N/A	509a1	General Unrestricted	3,000
HUMANE SOCIETY OF THE UNITED STATES 2100 L ST NW WASHINGTON,DC 20037	N/A	509a1	General Unrestricted	15,000
J KIMBALL 331 GOOSEROCKS ROAD KENNEBUNKPORT,ME 04046	NONE	N/A	Hardship Assistance Grant	5,000
J LANIGAN 69 MILLS ROAD PO BOX 650-B KENNEBUNKPORT,ME 04046	N/A	N/A	Hardship Assistance Grant	8,000
JEWISH FAMILY AND CHILDRENS SERVICE 1430 MAIN ST WALTHAM,MA 02451	N/A	509a1	General Unrestricted	5,000
K MCCULLOUGH 2301 LAWNMONT 12 AUSTIN,TX 78756	NONE	N/A	Hardship Assistance Grant	5,000
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION 262 BEACH AVE KENNEBUNK,ME 04043	N/A	509a2	Jungle Gym	3,000
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION 262 BEACH AVE KENNEBUNK,ME 04043	N/A	509a2	Playground Project	3,000
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION 262 BEACH AVE KENNEBUNK,ME 04043	N/A	509a2	New Playground Equipment	4,000
KIDS FREE TO GROW 62 PORTLAND RD STE 15 KENNEBUNK,ME 04043	N/A	509a1	General Unrestricted	2,000
MAINE ADAPTIVE SPORTS & RECREATION 8 SUNDANCE LN NEWRY,ME 04261	N/A	509a1	General Unrestricted	5,000
MAINE PUBLIC BROADCASTING CORPORATION 1450 LISBON ST LEWISTON,ME 04240	N/A	509a1	General Unrestricted	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS ST STE M1 PORTLAND, ME 04101	N/A	509a1	General Unrestricted	5,000
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	N/A	509a1	General Unrestricted	2,000
NEW ENGLAND PRIMATE SANCTUARY INC PO BOX 23 MERRIMAC, MA 01860	N/A	509a1	General Unrestricted	1,000
OCTAGON SEQUENCE OF EIGHT INC 41660 HORSESHOE RD PUNTA GORDA, FL 33982	N/A	509a1	General Unrestricted	4,000
P CARTWRIGHT 21350 SW Raintree Street DUNNELLON, FL 34431	NONE	N/A	Hardship Assistance Grant	5,000
S PEABODY PO BOX 604 GUILFORD, CT 06437	NONE	N/A	Hardship Assistance Grant	5,000
PEACE RIVER REFUGE & RANCH INC 640 NE 170TH CT SILVER SPGS, FL 34488	N/A	509a1	General Unrestricted	4,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A	509a1	General Unrestricted	3,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A	509a1	Committee of 100 Program	10,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A	509a1	Update to Lighting in the Art Museum	5,000
RIVER TREE ARTS 35 WESTERN AVE KENNEBUNK, ME 04043	N/A	509a2	Unrestricted Support and After School Arts Program	4,000
SAFE HAVEN HUMANE SOCIETY PO BOX 91 WELLS, ME 04090	N/A	509a1	General Unrestricted	1,000
SAIL MAINE INC 58 FORE ST PORTLAND, ME 04101	N/A	509a2	General Unrestricted	10,000
SECRET SANTA PO BOX 301 KENNEBUNK, ME 04043	N/A	509a1	General Unrestricted	5,000
SHARE OUR STRENGTH INC 1730 M ST NW WASHINGTON, DC 20036	N/A	509a1	Maine Chapter - No Kid Hungry Project	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SHARE OUR STRENGTH INC 1730 M ST NW WASHINGTON, DC 20036	N/A	509a1	Unrestricted Support to the Maine Chapter	5,000
SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIST PO BOX 414 KENNEBUNKPORT, ME 04046	N/A	509a1	General Unrestricted	1,000
THE CENTER FOR GRIEVING CHILDREN 555 FOREST AVE PORTLAND, ME 04101	N/A	509a1	General Unrestricted	4,000
THE UNIVERSITY OF TEXAS AT AUSTIN 1 UNIVERSITY STA D7500 AUSTIN, TX 78712	N/A	509a1	KUT Program	5,000
T CHADWICK 524 SE 4TH DRIVE WILLISTON, FL 32696	NONE	N/A	Hardship Assistance Grant	5,000
TOWN OF KENNEBUNK 1 SUMMER ST KENNEBUNK, ME 04043	N/A	509a1	Fuel Heat Assistance Program	4,500
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A	509a1	General Unrestricted	1,000
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A	509a1	Fuel Heat Assistance Program	5,000
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A	509a1	Fuel Heat Assistance Program	6,000
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A	509a1	Fuel Heat Assistance Program	5,000
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A	509a1	Fuel Heat Assistance Program	3,000
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 100 HAVEN AVE TOWER III STE 25F NEW YORK, NY 10032	N/A	509a1	General Unrestricted	3,000
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ STE 6 CAMBRIDGE, MA 02138	N/A	509a1	General Unrestricted	2,000
UNITED STATES FRIENDS OF THE DAVID SHELDRICK WILDLIFE TRUST INC 201 N ILLINOIS ST 16TH FL S TOWER INDIANAPOLIS, IN 46204	N/A	509a1	General Unrestricted	5,000
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A	509a1	General Unrestricted	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A	509a1	Annual Fund	10,000
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A	509a1	Lower School	5,000
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A	509a1	Waynflete Ice Skating Rink	5,000
W BRADNER PO BOX 261 SPRINGVALE, ME 04083	NONE	N/A	Hardship Assistance Grant	5,000
WINTERKIDS EDUCATION FOUNDATION 120 EXCHANGE ST PORTLAND, ME 04112	N/A	509a1	General Unrestricted	2,000
YORK COUNTY COMMUNITY ACTION CORP 6 SPRUCE ST SANFORD, ME 04073	N/A	509a1	General Unrestricted	2,000
YORK COUNTY SHELTER PROGRAMS INC PO BOX 820 ALFRED, ME 04002	N/A	509a1	General Unrestricted	7,000
Total . . . . ▶ **3a**				373,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
EAST SIDE CAPITAL L P					746,992	574,155			172,837	
Pass-Through K-1 Capital Gain									14,455	
Pass-Through K-1 UBI									676	

TY 2012 General Explanation Attachment

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

TY 2012 Investments Corporate Bonds Schedule

Name: The William J J Gordon Family Foundation
EIN: 41-6517207
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ARDEN RLTY LTD PARTNERSHIP 5.250 03/01/2015	100,784	107,608
NOVA SCOTIA PROV CDADEB 8.25000 11/15/2019	167,309	177,882
PARTNERS HEALTHCARE TAX BD 3.443 07/01/2021	30,010	31,799
PEPSIAMERICAS INC NT 4.875 01/15/2015	82,362	81,230
ROYAL BANK OF CANADAMTN-2.8750-04/19/2016	76,292	79,379
SANOFI-AVENTIS NOTE 0.6728 03/28/2014	99,923	100,372
SHELL INTL - 4.000 - 03/21/2014	79,288	78,301
WYETH NT 5.500 02/15/2016	81,786	85,664

TY 2012 Investments Corporate Stock Schedule

Name: The William J J Gordon Family Foundation
EIN: 41-6517207
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2000 shares of ABBOTT LABS	91,487	131,000
600 shares of AIR PRODS CHEM INC.	52,535	50,412
3000 shares of AMERICAN WATER WORKS COMPANY INC COMMON STOCK	62,970	111,390
85 shares of AMGEN INC	4,555	7,327
230 shares of ANADARKO PETROLEUM CORP	5,928	17,091
2000 shares of BOB EVANS FARMS, INC.	74,283	80,400
3010 shares of CHEVRON CORP	128,497	325,500
3600 shares of DOMINION RESOURCES INC	114,556	186,480
3000 shares of DOUGLAS DYNAMICS INC	44,676	43,170
2000 shares of ECOLOGY INC	35,015	47,080
1500 shares of EMERSON ELECTRIC CO.	83,539	79,440
4030 shares of GENERAL ELECTRIC CO	121,971	84,590
2500 shares of HOME DEPOT INC.	65,610	154,625
2395 shares of INTEL CORP	65,575	49,385
1390 shares of INTERNATIONAL BUSINESS MACHINES	112,561	266,255
1210 shares of JOHNSON JOHNSON	61,817	84,821
1500 shares of LANCASTER COLONY CORPORATION	90,653	103,785
2285 shares of LOCKHEED MARTIN CORP	114,958	210,883
1500 shares of MCCORMICK CO	94,172	95,295
4410 shares of MICROSOFT CORPORATION	113,085	117,790
2000 shares of MINE SAFETY APPL	44,953	85,420
2700 shares of OIL SVC HLDRS TR	85,035	104,301
4845 shares of ORACLE CORP	58,334	161,435
2800 shares of PEPSICO INC	129,108	191,604
400 shares of PRAXAIR INC.	12,699	43,780
750 shares of SPDR SP MIDCAP 400 EFT TRUST	83,768	139,283
1500 shares of STRYKER CORPORATION	87,394	82,230
2500 shares of UNITED TECHNOLOGIES CORP	118,885	205,025
1000 shares of XYLEM INC	28,647	27,100

TY 2012 Investments Government Obligations Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

US Government Securities - End of Year Book Value: 327,575

US Government Securities - End of Year Fair Market Value: 340,471

State & Local Government Securities - End of Year Book Value: 223,054

State & Local Government Securities - End of Year Fair Market Value: 237,650

TY 2012 Investments - Other Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EAST SIDE CAPITAL L.P.		1,480,872	2,074,203

TY 2012 Other Expenses Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	23,639			23,639
K-1 Exp EAST SIDE CAPITAL L P	20,619	20,619		
State or Local Filing Fees	70			70

TY 2012 Other Income Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss EAST SIDE CAPITAL L P	30,970	30,772	
Federal Tax Refund	170		

TY 2012 Other Liabilities Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Beginning of Year - Book Value	End of Year - Book Value
	2,573	

TY 2012 Other Professional Fees Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	39,609	39,609		

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TY 2012 Taxes Schedule

Name: The William J J Gordon Family Foundation

EIN: 41-6517207

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	3,100			