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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning AUG 1, 2012, and ending JUL 31, 2013

Name of foundation

A Employer identification number

THE HAROLD AND MARION GORDON FOUNDATION

38-2707899

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

32500 CONCORD DRIVE

301

B Telephone number

(248) 585-0800

City or town, state, and ZIP code

MADISON HEIGHTS, MI 48071

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 changeD 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 foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☒ Cash☐ Accrual

(from Part II, col. (c), line 16)

Other (specify)

\$ 1,954,199. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

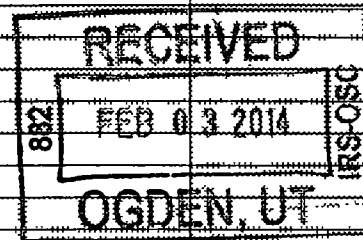
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			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				
	4	Dividends and interest from securities	41,811.	41,811.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	33,986.			
	b	Gross sales price for all assets on line 6a	252,217.			
	7	Capital gain net income (from Part IV, line 2)		33,986.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-123,422.	-123,422.		STATEMENT 2
	12	Total. Add lines 1 through 11	-47,625.	-47,625.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	STMT 3 2,250.	2,250.		0.
	c	Other professional fees	STMT 4 10,043.	10,043.		0.
	17	Interest				
	18	Taxes	STMT 5 332.	21.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	STMT 6 21.	21.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	12,646.	12,335.		0.
	25	Contributions, gifts, grants paid	96,437.			96,437.
	26	Total expenses and disbursements. Add lines 24 and 25	109,083.	12,335.		96,437.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-156,708.			
	b	Net investment income (if negative, enter -0-)		0.		
	c	Adjusted net income (if negative, enter -0-)			N/A	



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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	-2,996.	7,981.	7,981.
	2 Savings and temporary cash investments	209,140.	181,078.	180,933.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	601,672.	561,181.	824,196.
	c Investments - corporate bonds STMT 8	792,578.	815,308.	812,956.
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	243,228.	119,772.	119,772.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	6,852.	8,361.	8,361.	
16 Total assets (to be completed by all filers)	1,850,474.	1,693,681.	1,954,199.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	1,850,474.	1,693,681.		
30 Total net assets or fund balances	1,850,474.	1,693,681.		
31 Total liabilities and net assets/fund balances	1,850,474.	1,693,681.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,850,474.
2 Enter amount from Part I, line 27a	2	-156,708.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,693,766.
5 Decreases not included in line 2 (itemize) ▶ NON-DEDUCTIBLE EXPENSES FROM K-1	5	85.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,693,681.

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 SALE OF SECURITIES	P		
b SALE OF SECURITIES	P		
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 13,504.		12,666.	838.
b 238,713.		205,565.	33,148.
c			
d			
e			

(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			838.
b			33,148.
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	33,986.
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	50,175.	1,959,480.	.025606
2010	88,062.	1,999,031.	.044052
2009	42,588.	1,930,496.	.022061
2008	100,873.	1,877,508.	.053727
2007	56,116.	2,171,993.	.025836

2 Total of line 1, column (d)	2	.171282
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	.034256
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,930,230.
5 Multiply line 4 by line 3	5	66,122.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	66,122.
8 Enter qualifying distributions from Part XII, line 4	8	96,437.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
3	Add lines 1 and 2	3	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	520.
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	520.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	520.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 520. Refunded <input type="checkbox"/>	11	0.

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
1b 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
1c 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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?		N/A
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 checked="" type="checkbox"/> MI		
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

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 ► N/A	13	X	
14	The books are in care of ► MS. ELIZABETH ANN HUNSANGER Telephone no ► (248) 585-0800 Located at ► 32500 CONCORD DRIVE, STE. 301, MADISON HEIGHTS, M ZIP+4 ► 48071			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

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
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,775,657.
b	Average of monthly cash balances	1b	183,967.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,959,624.
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	1,959,624.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	29,394.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,930,230.
6	Minimum investment return. Enter 5% of line 5	6	96,512.

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	96,512.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	96,512.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	96,512.
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	96,512.

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	96,437.
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	96,437.
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	96,437.

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				96,512.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			95,561.	
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 ▶ \$ 96,437.				
a Applied to 2011, but not more than line 2a			95,561.	
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				876.
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				95,636.
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				

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- [illegible]

Form **990-PF** (2012)

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				
SMOKE FREE GAMING OF AMERICA 5994 S. HOLLY ST., #153 GREENWOOD VILLAGE, CO 80111	NONE	PC	GENERAL/UNRESTRICTED	25,000.
ALLIED JEWISH FEDERATION 300 S. DAHLIA ST., SUITE 300 DENVER, CO 80246	NONE	PC	GENERAL/UNRESTRICTED	1,100.
COLORADO COMMON CAUSE EDUCATION 1133 19TH STREET NW, 9TH FLOOR WASHINGTON, DC 20036	NONE	PC	GENERAL/UNRESTRICTED	25,000.
GREATER MIAMI JEWISH FEDERATION 4200 BISCAYNE BLVD. MIAMI, FL 33137	NONE	PC	GENERAL/UNRESTRICTED	5,000.
NEW ERA OF COLORADO FOUNDATION P.O. BOX 371364 DENVER, CO 80237	NONE	PC	GENERAL/UNRESTRICTED	10,000.
Total			SEE CONTINUATION SHEET(S)	96,437.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

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

▶ Patt: Ann Good

Date _____

OFFICER

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

Firm's name ► DOEREN MAYHEW

Firm's EIN ▶	38-2492570
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Firm's address ► 305 WEST BIG BEAVER ROAD
TROY, MI 48084

Phone no 248-244-3000

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
PIXIE PROJECT 510 NE M L KING BLVD. PORTLAND, OR 97232	NONE	PC	GENERAL/UNRESTRICTED	1,000.
TEMPLE BETH AM 5950 NORTH KENDALL DRIVE PINECREST, FL 33156	NONE	PC	GENERAL/UNRESTRICTED	500.
THE JOSHUA SCHOOL 2303 EAST DARTMOUTH AVE. ENGLEWOOD, CO 80113	NONE	PC	GENERAL/UNRESTRICTED	1,000.
SUSAN G. KOMEN RACE FOR THE CURE 1835 FRANKLIN ST. DENVER, CO 80218	NONE	PC	GENERAL/UNRESTRICTED	300.
COMMON GROUND 505 EIGHTH AVENUE, 5TH FLOOR NEW YORK, NY 10018	NONE	PC	GENERAL/UNRESTRICTED	1,000.
GREENWOOD WILDLIFE REHABILITATION CENTER P.O. BOX 18987 BOULDER, CO 80308	NONE	PC	GENERAL/UNRESTRICTED	500.
SPECIALISTERNE 9200 EAST MINERAL AVENUE CENTENNIAL, CO 80112	NONE	PC	GENERAL/UNRESTRICTED	5,000.
TEMPLE EMANUEL 51 GRAPE STREET DENVER, CO 80220	NONE	PC	GENERAL/UNRESTRICTED	2,037.
JEWISH COMMUNITY RELATIONS COUNCIL 300 S. DAHLIA ST. DENVER, CO 80246	NONE	PC	GENERAL/UNRESTRICTED	1,000.
NEW FAMILIES NEW FUTURES 1299 GILPIN STREET #7E DENVER, CO 80218	NONE	PC	GENERAL/UNRESTRICTED	2,500.
Total from continuation sheets				30,337.

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
THE NATIONAL MS SOCIETY 900 SOUTH BROADWAY, SUITE 200 DENVER, CO 80209	NONE	PC	GENERAL/UNRESTRICTED	500.
COLORADO CROSS-DISABILITY COALITION 655 BROADWAY #775 DENVER, CO 80203	NONE	PC	GENERAL/UNRESTRICTED	1,000.
ADAM'S CAMP 6767 S. SPRUCE ST. CENTENNIAL, CO 80112	NONE	PC	GENERAL/UNRESTRICTED	1,000.
CHILDREN'S HOSPITAL OF COLORADO 13123 E. 16TH AVE # MS8414 AURORA, CO 80045	NONE	PC	GENERAL/UNRESTRICTED	1,000.
GLOBAL DOWN SYNDROME FOUNDATION 3300 EAST FIRST AVE., SUITE 390 DENVER, CO 80206	NONE	PC	GENERAL/UNRESTRICTED	1,000.
SEWALL CHILD DEVELOPMENT CENTER 1360 VINE ST. DENVER, CO 80206	NONE	PC	GENERAL/UNRESTRICTED	1,000.
AMERICANS FOR CAMPAIGN REFORM 818 CONNECTICUT AVE. NW, SUITE 600 WASHINGTON, DC 20006	NONE	PC	GENERAL/UNRESTRICTED	10,000.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	17,533.	0.	17,533.
INTEREST	24,227.	0.	24,227.
PERLMAN GROUP 1, LLC	51.	0.	51.
TOTAL TO FM 990-PF, PART I, LN 4	41,811.	0.	41,811.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL REAL ESTATE LOSS FROM K-1	-123,422.	-123,422.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-123,422.	-123,422.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,250.	2,250.		0.
TO FORM 990-PF, PG 1, LN 16B	2,250.	2,250.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	10,043.	10,043.		0.
TO FORM 990-PF, PG 1, LN 16C	10,043.	10,043.		0.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	21.	21.		0.
EXCISE TAX	311.	0.		0.
TO FORM 990-PF, PG 1, LN 18	332.	21.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MAR	20.	20.		0.
MISCELLANEOUS EXPENSES	1.	1.		0.
TO FORM 990-PF, PG 1, LN 23	21.	21.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BOEING CO.	3,421.		21,020.	
ALLERGAN INCORPORATED	14,192.		27,336.	
CATERPILLAR INCORPORATED	10,369.		16,582.	
HONEYWELL INTERNATIONAL INC.	10,290.		20,745.	
JOHNSON & JOHNSON	12,314.		18,700.	
MICROSOFT CORPORATION	22,332.		25,472.	
PEPSICO INCORPORATED	20,815.		29,239.	
PROCTER & GAMBLE CO.	22,672.		32,120.	
QUALCOMM INCORPORATED	18,410.		25,825.	
CELGENE CORPORATION	9,529.		25,701.	
CISCO SYSTEMS INCORPORATED	16,973.		15,354.	
EXXON MOBIL CORPORATION	21,096.		28,125.	
NIKE INCORPORATED	11,316.		25,168.	
PRUDENTIAL FINANCIAL INC.	24,686.		31,588.	
SCHLUMBERGER LIMITED NETHERLANDS ANTILLES	17,714.		24,399.	
ISHARES RUSSELL 2000	38,558.		51,828.	
ISHARES TR RUSSELL MIDCAP	42,494.		54,800.	
PRAXAIR INC.	17,493.		24,034.	
VERIZON	19,088.		29,688.	

WASTE MANAGEMENT INC.	17,245.	21,015.
WELLS FARGO CORP.	18,836.	30,450.
YUM BRANDS	13,490.	29,168.
ISHARES TR MSCI EMERG MKT	0.	0.
GOOGLE	13,254.	22,194.
INTERNATIONAL BUSINESS MACHINES	16,438.	24,380.
VODAFONE GROUP	15,337.	20,962.
JP MORGAN CHASE	15,834.	22,292.
ORACLE CORP	0.	0.
DU PONT E I DE NEMOURS & CO	18,055.	23,076.
KRAFT FOODS INC.	0.	0.
THERMO FISHER SCIENTIFIC CORP.	7,614.	13,667.
US BANCORP DEL	14,406.	22,392.
MONDELEZ	17,231.	21,889.
OCCIDENTAL PETE CORP	20,601.	20,036.
STARBUCKS CORP	19,078.	24,951.
TOTAL TO FORM 990-PF, PART II, LINE 10B	561,181.	824,196.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
WALGREEN CO.	49,805.	50,000.
BERKSHIRE HATHAWAY	0.	0.
NOVARTIS CAPITAL CORP.	51,923.	50,930.
HONEYWELL INTERNATIONAL	49,740.	50,905.
GENERAL ELECTRIC CAPITAL CORP.	51,430.	52,120.
BOEING CO.	0.	0.
SHELL INTL FIN	51,348.	52,365.
PACCAR FINL CORP.	0.	0.
AMERICAN EXPRESS	52,300.	51,920.
APPLIED MATLS INC.	52,637.	51,839.
DEERE JOHN CAP CORP.	51,284.	51,104.
INTEL CORP.	51,139.	51,479.
AT&T INC.	49,930.	49,930.
PHILIP MORRIS INTL INC.	51,356.	50,059.
TEVA PHARMACEUTICAL	52,794.	51,991.
SANOFI S A	50,176.	50,489.
PACCAR FINL CORP.	49,632.	49,651.
PEPSICO INC.	49,814.	49,203.
FEDERAL HOME LN BKS	50,000.	48,971.
TOTAL TO FORM 990-PF, PART II, LINE 10C	815,308.	812,956.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PERLMAN GROUP 1, LLC	COST	119,772.	119,772.
TOTAL TO FORM 990-PF, PART II, LINE 13		119,772.	119,772.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	6,852.	8,361.	8,361.
TO FORM 990-PF, PART II, LINE 15	6,852.	8,361.	8,361.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH M. GORDON 32500 CONCORD DRIVE MADISON HEIGHTS, MI 48071	PRESIDENT 1.00	0.	0.	0.
MARION T. GORDON 32500 CONCORD DRIVE MADISON HEIGHTS, MI 48071	VICE PRESIDENT 1.00	0.	0.	0.
PATTI ANN GORDON 32500 CONCORD DRIVE MADISON HEIGHTS, MI 48071	SECRETARY 1.00	0.	0.	0.
WENDY SUE KOENIGSBERG 32500 CONCORD DRIVE MADISON HEIGHTS, MI 48071	TREASURER 1.00	0.	0.	0.
ELIZABETH ANN HUNSANGER 32500 CONCORD DRIVE MADISON HEIGHTS, MI 48071	ASSISTANT SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

KENNETH M. GORDON

MARION T. GORDON