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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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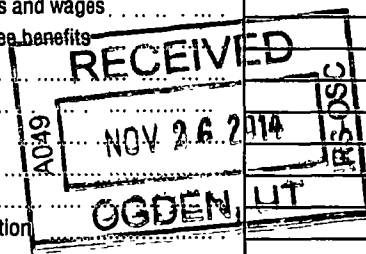
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation The John R. and Kiendl Dauphinot Gordon Fund		A Employer identification number 13-6920431
Number and street (or P.O. box number if mail is not delivered to street address) Sullivan & Cromwell, 125 Broad St.	Room/suite	B Telephone number (212) 558-4000
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10004-2498		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 96,445. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,254,657.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	233,133.			Statement 1
	b Gross sales price for all assets on line 6a	3,744,445.			
	7 Capital gain net income (from Part IV, line 2)		577,131.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	2,487,790.	577,131.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	876.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses Stmt. 2	440.	0.	0.	235.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,316.	0.	0.	235.
	25 Contributions, gifts, grants paid	2,419,880.			1,396,880.
26 Total expenses and disbursements. Add lines 24 and 25	2,421,196.	0.	0.	1,397,115.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	66,594.				
b Net investment income (if negative, enter -0-)		577,131.			
c Adjusted net income (if negative, enter -0-)			0.		



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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	7,646.	0.	0.
	2 Savings and temporary cash investments	72,202.	96,445.	96,445.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	79,848.	96,445.	96,445.	
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 and complete lines 24 through 28 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	79,848.	96,445.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-79,058.	-108,909.	
30 Total net assets or fund balances	79,848.	96,445.		
31 Total liabilities and net assets/fund balances	79,848.	96,445.		

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	79,848.
2 Enter amount from Part I, line 27a	2	66,594.
3 Other increases not included in line 2 (itemize) Adjustments - Rounding	3	3.
4 Add lines 1, 2, and 3	4	146,445.
5 Decreases not included in line 2 (itemize) Prior year adjustment	5	50,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	96,445.

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Part IV Capital Gains and Losses for Tax on Investment Income

1a	(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.)
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	3,744,445.	3,167,314.	577,131.

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			
b			
c			
d			
e			577,131.

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	577,131.
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	227,341.

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))
2012	642,908.	133,685.	4.809126
2011	1,080,491.	195,862.	5.516593
2010	1,138,935.	175,071.	6.505561
2009	1,170.	112,058.	.010441
2008	401,387.	166,597.	2.409329

2	Total of line 1, column (d)	2	19.251050
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	3.850210
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,105.
5	Multiply line 4 by line 3	5	115,911.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,771.
7	Add lines 5 and 6	7	121,682.
8	Enter qualifying distributions from Part XII, line 4	8	1,397,115.

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)		
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	5,771.
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	5,771.
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	5,771.
6 Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,148.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	12,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	13,148.
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	7,377.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 7,377. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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>Sullivan & Cromwell LLP</u> Telephone no. ▶ <u>(212) 558-4000</u> Located at ▶ <u>125 Broad Street, New York, NY</u> ZIP+4 ▶ <u>10004-2498</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	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2013 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 2013.)	N/A	
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 2013?	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

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? 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 N/A

5b		X
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John R. Gordon Deltec Asset Management, 623 Fifth Ave New York, NY 10022	Trustee 0.00	0.	0.	0.
Kiendl D. Gordon 635 Park Avenue New York, NY 10065	Trustee 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 0.	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	72,419.
b	Average of monthly cash balances	1b	-41,856.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	30,563.
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	30,563.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	458.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,105.
6	Minimum investment return. Enter 5% of line 5	6	1,505.

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	1,505.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,771.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	5,771.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	0.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	0.
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	0.

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	1,397,115.
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	1,397,115.
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	5,771.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,391,344.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	395,967.			
b From 2009				
c From 2010	1,135,589.			
d From 2011	1,071,326.			
e From 2012	636,300.			
f Total of lines 3a through e	3,239,182.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,397,115.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	1,397,115.			
f Excess distributions carryover applied to 2013 (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	4,636,297.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	395,967.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,240,330.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	1,135,589.			
c Excess from 2011	1,071,326.			
d Excess from 2012	636,300.			
e Excess from 2013	1,397,115.			

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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 2013, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

See Statement 3
 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 address 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:

The John R. and Kiendl Dauphinot
Gordon Fund

Form 990-PF (2013)

13-6920431 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Rider Attached			Charitable Purposes	1,396,880.
Total			▶ 3a	1,396,880.
b Approved for future payment				
None				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization The John R. and Kiendl Dauphinot Gordon Fund	Employer identification number 13-6920431
-------------------------------------------------------------------------------------	-----------------------------------------------------

Organization type (check one):

- Filers of: Section:
- Form 990 or 990-EZ 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization The John R. and Kiendl Dauphinot Gordon Fund	Employer identification number 13-6920431
---------------------------------------------------------------------------------	-----------------------------------------------------

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Albert H. Gordon Testamentary Trust Under SIXTH John R. Gordon, Trustee, 635 Park Avenue New York, NY 10065	\$ 1,484,504.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	John R. Gordon 635 Park Avenue New York, NY 10065	\$ 28.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	Kiendl Dauphinot Gordon 635 Park Avenue New York, NY 10065	\$ 257,925.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	Kiendl Dauphinot Gordon 635 Park Avenue New York, NY 10065	\$ 512,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

THE JOHN R. AND KIENDL
DAUPHINOT GORDON FUND
c/o Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498

Employer Identification No. 13-6920431

RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
Section 501(c)(3) of Internal Revenue Code
Form 990-PF

Calendar Year 2013

Part XV, Questions 3 (a)

Grants and Contributions Paid During the Year

<u>Name</u>	<u>Amount</u>
The Jewish Federation Los Angeles, CA	\$5,000.00
Lincoln Center Theater New York, NY	10,000.00
Epiphany School Dorchester, MA	1,000.00
Williamstown Theatre Festival Williamstown, MA	600.00
Gallim Dance Brooklyn, NY	2,500.00
The Roundabout Theatre Company New York, NY	565,000.00
Church of Heavenly Rest New York, NY	125,000.00
The Jackie Robinson Foundation New York, NY	5,000.00
The Boys Club of New York New York, NY	30,000.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
Section 501(c)(3) of Internal Revenue Code
Form 990-PF

Calendar Year 2013

Part XV, Questions 3 (a) (Cont'd)

Grants and Contributions Paid During the Year (Cont'd)

<u>Name</u>	<u>Amount</u>
Bring Change 2 Mind San Francisco, CA	\$9,500.00
Lenox Hill Neighborhood House New York, NY	2,000.00
564 Park Avenue Preservation New York, NY	2,000.00
Abilis Greenwich, CT	10,000.00
Saint David's School New York, NY	5,000.00
The American Friends of Winchester College New York, NY	38,756.00
Harvard Business School Cambridge, MA	6,500.00
Park Avenue Armory New York, NY	9,500.00
Harvard Law School Cambridge, MA	100,000.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
Section 501(c)(3) of Internal Revenue Code
Form 990-PF

Calendar Year 2013

Part XV, Questions 3 (a) (Cont'd)

Grants and Contributions Paid During the Year (Cont'd)

<u>Name</u>	<u>Amount</u>
National Foundation for Facial Reconstruction New York, NY	\$315,900.00
Prostate Cancer Foundation New York, NY	4,124.00
The Buoniconti Fund to Cure Paralysis Miami, FL	1,000.00
St. John's Cemetery Fund Fishers Island, NY	5,000.00
Manhattan Institute New York, NY	10,000.00
Facing History and Ourselves Brookline, MA	1,000.00
Teachers College New York, NY	2,500.00
Cold Spring Harbor Laboratory Cold Spring Harbor, NY	1,000.00
National Council on Alcoholism and Drug Dependence New York, NY	2,000.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
Section 501(c)(3) of Internal Revenue Code
Form 990-PF

Calendar Year 2013

Part XV, Questions 3 (a) (Cont'd)

Grants and Contributions Paid During the Year (Cont'd)

<u>Name</u>	<u>Amount</u>
Lighthouse Works Fishers Island, NY	\$2,000.00
Trudeau Institute Saranac Lake, NY	10,000.00
NYC Outward Bound Schools Long Island City, NY	12,000.00
San Francisco Ballet San Francisco, CA	2,000.000
The Fund for Park Avenue New York, NY	1,000.00
Wounded Warrior Project Jacksonville, FL	<u>100,000.00</u>
Total Qualifying Distributions	\$1,396,880.00

THE JOHN R. AND KIENDL
DAUPHINOT GORDON FUND
c/o Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004-2498

Employer Identification No. 13-6920431

RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX
Section 501(c)(3) of Internal Revenue Code
Form 990-PF

Calendar Year 2013

Part XV, Questions 3 (a) (Cont'd)

Grants and Contributions Paid During the Year (Cont'd)

<u>Name</u>	<u>Amount</u>
The Drumcliff Foundation Philadelphia, PA	\$511,500.00
The Kathy and Al Gordon Fund New York, NY	<u>511,500.00</u>
Total Non-Qualifying Distributions for which the Foundation is maintaining expenditure responsibility	<u>1,023,000.00</u>
Total Grants Paid	<u>\$2,419,880.00*</u>

*All of the above grant recipients are either public charities under Internal Revenue Code Section 509(a) or private foundations under Internal Revenue Code Section 501(c)(3).

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2013 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Drumcliff Foundation
Mr. Daniel F. Gordon, Trustee
P.O. Box 26087
Philadelphia, PA 19128

(iii) Date and amount of grant

March 15, 2013	\$127,875.00
June 13, 2013	127,875.00
September 30, 2013	127,875.00
December 9, 2013	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

None in 2013

(v) Diversion

To our knowledge, the grantee has not diverted
any portion of the funds

(vi) Reports

The grantee has submitted a financial and
narrative report for 2013 dated November 2014,
and agrees to submit annual financial and
narrative reports until the grant is expended..

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND
EIN: 13-6920431
2013 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Drumcliff Foundation
Mr. Daniel F. Gordon, Trustee
P.O. Box 26087
Philadelphia, PA 19128

(iii) Date and amount of grant

May 2, 2012	\$127,875.00
June 20, 2012	127,875.00
September 19, 2012	127,875.33
December 7, 2012	<u>127,875.00</u>
	<u>\$511,500.33</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$263,372.00 in 2013

(v) Diversion

To our knowledge, the grantee has not diverted
any portion of the funds

(vi) Reports

The grantee has submitted a financial and
narrative report for 2013 dated November 2014,
and agrees to submit annual financial and
narrative reports until the grant is expended..

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2013 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Drumcliff Foundation
Mr. Daniel F. Gordon, Trustee
P.O. Box 26087
Philadelphia, PA 19128

(iii) Date and amount of grant

March 9, 2011	\$261,545.50
June 21, 2011	261,454.00
September 27, 2011	261,454.00
December 5, 2011	<u>261,455.00</u>
	<u>\$1,045,908.50</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$319,314.00 in 2013

(v) Diversion

To our knowledge, the grantee has not diverted
any portion of the funds

(vi) Reports

The grantee has submitted a financial and
narrative report for 2013 dated November 2014,
and agrees to submit annual financial and
narrative reports until the grant is expended.

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2013 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Kathy and Al Gordon Fund
Ms. Kathleen Gordon, Trustee
Ms. Nancy M. Mulligan, Trustee
Mr. William A. Oates, Trustee
570 Park Avenue
New York, NY 10065

(iii) Date and amount of grant

March 25, 2013	\$127,875.00
June 14, 2013	127,875.00
September 23, 2013	127,875.00
December 30, 2013	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$480,485.00 in 2013

(v) Diversion

To our knowledge, the grantee has not diverted
any portion of the funds

(vi) Reports

The grantee has submitted a financial and
narrative report for 2013 dated November, 2014.

(vii) Verification

The file was in order.

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 34,000 Shs Amr Corp., Common	P	10/24/13	11/27/13
b 2,000 Shs Cameron International Corp.	P	07/18/13	07/19/13
c 4,000 Shs Citigroup Inc., Common	D	01/23/12	07/16/13
d 1,000 Shs Citigroup Inc., Common	D	02/01/12	07/16/13
e 10,000 Shs Citigroup Inc., Common	D	08/03/12	08/08/13
f 5,000 Shs Comcast Corp., Common	P	08/20/13	09/03/13
g 8,901 Shs Freeport-McMoran Copper Cl B	P	07/22/13	07/23/13
h 7,400 Shs General Motors Co., Common	P	12/18/13	12/18/13
i 5,000 Shs Gilead Sciences Inc., Common	P	12/09/13	12/20/13
j 1,000 Shs Halliburton Co., Common	P	11/04/13	11/14/13
k 5,000 Shs Hertz Global Holdings Inc., Common	P	07/30/13	07/31/13
l 1,000 Shs Jazz Pharmaceuticals PLC	P	10/08/13	10/08/13
m 10,000 Shs Micron Technology Inc., Common	P	10/08/13	10/09/13
n 10,000 Shs Microsoft Corp., Common	P	12/05/13	12/05/13
o 5,000 Shs Schlumberger Ltd.		12/02/13	12/23/12

	(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	412,046.		220,784.	191,262.
b	131,035.		128,607.	2,428.
c	207,950.		119,848.	88,102.
d	51,987.		31,648.	20,339.
e	515,980.		274,631.	241,349.
f	214,588.		211,561.	3,027.
g	265,241.		257,710.	7,531.
h	304,164.		296,347.	7,817.
i	373,885.		372,762.	1,123.
j	56,171.		53,280.	2,891.
k	128,240.		126,058.	2,182.
l	84,092.		81,508.	2,584.
m	180,965.		177,833.	3,132.
n	378,768.		375,812.	2,956.
o	439,333.		438,925.	408.

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			** 191,262.
b			** 2,428.
c			88,102.
d			20,339.
e			241,349.
f			** 3,027.
g			** 7,531.
h			** 7,817.
i			** 1,123.
j			** 2,891.
k			** 2,182.
l			** 2,584.
m			** 3,132.
n			** 2,956.
o			** 408.

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	577,131.
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	227,341.

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
34,000 Shs Amr Corp., Common	412,046.	220,784.	0.	0.	191,262.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,000 Shs Cameron International Corp.	131,035.	128,607.	0.	0.	2,428.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,000 Shs Citigroup Inc., Common	207,950.	206,340.	0.	0.	1,610.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,000 Shs Citigroup Inc., Common	51,987.	51,585.	0.	0.	402.

(a) Description of Property	(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10,000 Shs Citigroup Inc., Common	515,980.	512,200.	0.	0.	3,780.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,000 Shs Comcast Corp., Common	214,588.	211,561.	0.	0.	3,027.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,901 Shs Freeport-McMoran Copper Cl B	265,241.	257,710.	0.	0.	7,531.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
7,400 Shs General Motors Co., Common		12/18/13	12/18/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
304,164.	296,347.	0.	0.
			7,817.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Gilead Sciences Inc., Common		12/09/13	12/20/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
373,885.	372,762.	0.	0.
			1,123.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,000 Shs Halliburton Co., Common		11/04/13	11/14/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
56,171.	53,280.	0.	0.
			2,891.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Hertz Global Holdings Inc., Common		07/30/13	07/31/13
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
128,240.	126,058.	0.	0.
			2,182.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,000 Shs Jazz Pharmaceuticals PLC	84,092.	81,508.	0.	0.	2,584.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10,000 Shs Micron Technology Inc., Common	180,965.	177,833.	0.	0.	3,132.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10,000 Shs Microsoft Corp., Common	378,768.	375,812.	0.	0.	2,956.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,000 Shs Schlumberger Ltd.	439,333.	438,925.	0.	0.	408.

Capital Gains Dividends from Part IV					0.
Total to Form 990-PF, Part I, line 6a					233,133.

Form 990-PF	Other Expenses			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
New York State Department of Law - Filing Fee, Annual Report	100.	0.	0.	100.	
American Lawer Media - Publication of annual notice	135.	0.	0.	135.	
Transfer fees and bank charges	205.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	440.	0.	0.	235.	

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	3
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Name of Manager

John R. Gordon
Kiendl D. Gordon

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions	
	The John R. and Kiendl Dauphinot Gordon Fund	Employer identification number (EIN) or	13-6920431
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	c/o Sullivan & Cromwell LLP, 125 Broad Street		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	New York NY		10004-2498

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

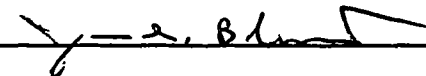
- The books are in the care of **Sullivan & Cromwell LLP**
 Telephone No. **(212) 558-4000** Fax No. **(212) 558-4683**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until November 15, 20 14.
- For calendar year 2013, or other tax year beginning _____, 20 _____, and ending _____, 20 _____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension The above private foundation is awaiting the expenditure responsibility report and other financial reports from a private foundation on extension.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 13,148.00
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 13,148.00
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature  Title Attorney Date 08/12/14
Form **8868** (Rev. 1-2014)