EXTENDED TO MAY 16, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014 , and ending JUN 30, 2015

Name of foundation: THE JOEL C. & BERNICE W. GORDON FAMILY FOUNDATION

A Employer identification number: 62-1306906

Number and street (or P O box number if mail is not delivered to street address): 3102 WEST END AVENUE — Room/suite: 650

B Telephone number: 615-385-3541

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37203

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: [X] 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)* ▶$ 4,315,187.

J Accounting method: [X] 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))

	Line		(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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 1
	4	Dividends and interest from securities	779.	779.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	228,733.			
	b	Gross sales price for all assets on line 6a 770,702.				
	7	Capital gain net income (from Part IV, line 2)		228,733.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	229,520.	229,520.		
Operating and Administrative Expenses	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	2,155.	1,077.		1,078.
	c	Other professional fees				
	17	Interest	1,577.	789.		788.
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,732.	1,866.		1,866.
	25	Contributions, gifts, grants paid	840,119.			840,119.
	26	**Total expenses and disbursements.** Add lines 24 and 25	843,851.	1,866.		841,985.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<614,331.>			
	b	**Net investment income** (if negative, enter -0-)		227,654.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	20,842.	26,832.	26,832.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,415,931.	1,522,211.	4,288,355.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	429,908.	0.	0.
	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 I)	1,866,681.	1,549,043.	4,315,187.
Liabilities	17 Accounts payable and accrued expenses	825,493.		
	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)	825,493.	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	233,946.	233,946.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	807,242.	1,315,097.	
	30 **Total net assets or fund balances**	1,041,188.	1,549,043.	
	31 **Total liabilities and net assets/fund balances**	1,866,681.	1,549,043.	

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	1,041,188.
2	Enter amount from Part I, line 27a	2	<614,331.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,122,186.
4	Add lines 1, 2, and 3	4	1,549,043.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,549,043.

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	CHARLES SCHWAB - SEE ATTACHED	P	VARIOUS	VARIOUS
b	MORGAN STANLEY SHORT-TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
c	MORGAN STANLEY LONG-TERM - SEE ATTACHED	P	VARIOUS	VARIOUS
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	108,061.		165,119.	<57,058.>
b	731.			731.
c	661,910.		376,850.	285,060.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<57,058.>
b				731.
c				285,060.
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	228,733.
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))
2013	507,273.	3,948,045.	.128487
2012	393,091.	3,339,927.	.117694
2011	369,492.	3,809,605.	.096990
2010	266,948.	3,289,030.	.081163
2009	160,546.	3,311,291.	.048484

2 **Total** of line 1, column (d)	2	.472818
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	.094564
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,097,502.
5 Multiply line 4 by line 3	5	387,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,277.
7 Add lines 5 and 6	7	389,753.
8 Enter qualifying distributions from Part XII, line 4	8	841,985.

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 ▶ ☐ 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	2,277.
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	2,277.
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	2,277.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	1,709.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,709.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	7.
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	425.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 425. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Line	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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOEL C. GORDON Telephone no. ▶615-385-3541

Located at ▶3102 WEST END AVENUE, SUITE 650, NASHVILLE, TN ZIP+4 ▶37203

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

			Yes	No
16	At any time during calendar year 2014, 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 instructions)?	N/A	1b		
	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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		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 4945(d)(4)(A)? (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)?	N/A	5b		
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? N/A	☐ 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		X
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?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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 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.

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	4,159,901.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,159,901.
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	4,159,901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	62,399.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,097,502.
6	**Minimum investment return.** Enter 5% of line 5		6	204,875.

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	204,875.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 2,277.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,277.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	202,598.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	202,598.
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	202,598.

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	841,985.
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	841,985.
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	2,277.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	839,708.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				202,598.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010 107,626.				
c From 2011 185,038.				
d From 2012 234,433.				
e From 2013 314,853.				
f Total of lines 3a through e	841,950.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 841,985.				
a Applied to 2013, 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 2014 distributable amount				202,598.
e Remaining amount distributed out of corpus	639,387.			
5 Excess distributions carryover applied to 2014 (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	1,481,337.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	1,481,337.			
10 Analysis of line 9:				
a Excess from 2010 107,626.				
b Excess from 2011 185,038.				
c Excess from 2012 234,433.				
d Excess from 2013 314,853.				
e Excess from 2014 639,387.				

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 2014, 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	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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).)

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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:

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 ATTACHED SCHEDULE	NONE		TO FURTHER THE CHARITABLE PURPOSE OF THE ORGANIZATION.	840,119.
Total			▶ 3a	840,119.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

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11-24-14

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	8.	
4 Dividends and interest from securities			14	779.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	228,733.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		229,520.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 229,520.

(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).

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

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

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

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

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

Joel C Gordon | 5-11-16 | ▶ PRESIDENT

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
PAM BALDRIDGE	Pam Baldridge PAM BALDRIDGE	05/09/16		P00291120
Firm's name ▶ KRAFTCPAS PLLC			Firm's EIN ▶ 62-0713250	
Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228			Phone no. 615-242-7351	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	8.	8.	
TOTAL TO PART I, LINE 3	8.	8.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB	361.	0.	361.	361.	
MORGAN STANLEY	418.	0.	418.	418.	
TO PART I, LINE 4	779.	0.	779.	779.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,155.	1,077.		1,078.
TO FORM 990-PF, PG 1, LN 16B	2,155.	1,077.		1,078.

FOOTNOTES STATEMENT 4

DURING THE TAX YEAR ENDED JUNE 30, 2015, THE FOUNDATION DISCOVERED THAT SOME PREVIOUSLY ISSUED CHECKS WHICH WERE STILL RECORDED AS OUTSTANDING CHECKS HAD ACTUALLY BEEN VOIDED AND THEREFORE, NEED TO BE ADJUSTED THROUGH RETAINED EARNINGS. THESE OLD OUTSTANDING CHECKS FOR CONTRIUBTIONS WERE FROM 2009 AND BEFORE, SO NO ADJUSTMENT WAS MADE TO THE EXCESS DISTRIBUTION CARRYOVER SINCE THE ITEMS WERE PRIOR TO THE 5 YEAR ALLOWABLE CARRYOVER.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 5

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT-SEE FOOTNOTE FOR ADDITIONAL INFORMATION	1,122,186.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,122,186.

FORM 990-PF	CORPORATE STOCK	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (MORGAN STANLEY)	1,438,140.	4,204,284.
INVESTMENTS (CHARLES SCHWAB)	84,071.	84,071.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,522,211.	4,288,355.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS (MORGAN STANLEY)	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOEL C. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	PRESIDENT 0.00	0.	0.	0.
BERNICE W. GORDON 6408 EAST VALLEY COURT NASHVILLE, TN 37205	SECRETARY 0.00	0.	0.	0.
SHERRIE GORDON EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ALAN J. EISENMAN 5213 BRAEBURN STREET HOUSTON, TX 77401	TRUSTEE 0.00	0.	0.	0.
ROBERT A. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JULIE S. GORDON 5008 HILL PLACE DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
FRANK E. GORDON 4414 SUNNYBROOK DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
GWEN L. GORDON 4414 SUNNYBROOK DRIVE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
GAIL GORDON JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
JEFFREY M. JACOBS 404 WILSONIA AVENUE NASHVILLE, TN 37205	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Date	Check Number	Description	Amount
7/31/2014		Rabbi David Stern	180
7/31/2014		Temple Emanuel Dellon	508
9/30/2014		Beth Isreael	3,000
10/31/2014		Jewish Federation	8,780
10/31/2014		Emery Weiner School	1,333
12/31/2014		Congregation Beth Israel	1,800
3/31/2015		BBYO	252
7/11/2014	1275	Frist Center for the Visual Arts	2,500
7/11/2014	1276	Jewish Federation	10,000
10/15/2014	1314	Nashville Public Library	2,500
12/19/2014	1342	United Way of Middle Tennessee	10,000
1/7/2015	1353	Frist Center for the Visual Arts	5,000
2/6/2015	1365	Gordon Jewish Community Center	2,500
3/25/2015	1379	Frist Center for the Visual Arts	930
4/24/2015	1397	Ensworth School	2,750
4/27/2015	1398	The Temple	4,025
4/27/2015	1399	Jewish Federation	10,200
5/18/2015	1405	Ensworth School	15,000
5/31/2015	1417	University School of Nashville	700
6/8/2015	1416	Nashville Public Television	2,000
9/5/2014	1290	Community Foundation of Middle Tennessee	3,000
9/22/2014	1298	Community Foundation of Middle Tennessee	750
10/8/2014	1310	Monroe Carell Jr. Children's Hospital	1,000
11/24/2014	1327	Community Foundation of Middle Tennessee	100
12/3/2014	1339	Gordon Jewish Community Center	1,500
12/3/2014	1340	Akiva School	2,500
2/6/2015	1362	The Temple	5,225
2/11/2015	1368	Nashville Zoo	2,500
4/15/2015	1391	Jewish Federation	3,200
4/15/2015	1392	Jewish Federation	3,000
5/4/2015	1404	The Temple	600
5/18/2015	1406	University School of Nashville	6,400
7/9/2014	1274	Gordon Jewish Community Center	1,000

7/14/2014	1277	Room In the Inn	100
7/14/2014	1278	Congregation Sherith Israel	1,500
7/16/2014	1279	Congregation Sherith Israel	50
7/16/2014	1280	The Temple	145
7/17/2014	1281	The Temple Yahrzeit Fund	50
7/21/2014	1282	PJ Library of Nashville	200
7/23/2014	1283	World Jewish Congress	200
8/4/2014	1284	Gordon Jewish Community Center	100,000
8/6/2014	1285	Jewish Federation	1,000
8/13/2014	1287	Gordon Park	1,000
8/19/2014	1288	The Conservancy Gala	1,000
8/25/2014	1289	USN Artlectic	200
9/8/2014	1291	University School of Nashville	2,500
9/8/2014	1292	Room In the Inn	1,000
9/8/2014	1293	Family & Children's Service	1,000
9/8/2014	1294	Hewbrew Union College	5,000
9/8/2014	1295	Maloto, Inc.	10,000
9/10/2014	1297	University of Kentucky	100,000
9/22/2014	1299	Nashville Public Radio	225
9/22/2014	1300	Legal Aid Society	200
9/22/2014	1301	Nashville Public Television	2,000
9/22/2014	1302	USN Artlectic	250
9/22/2014	1303	West End United Methodist Church	25
9/24/2014	1304	Jewish Federation	39,500
9/24/2014	1305	Leadership Nashville	1,500
9/26/2014	1306	Beth Abraham Synagogue	50
9/26/2014	1307	Al Menah Circus	48
10/3/2014	1308	Second Harvest Food Bank	5,000
10/8/2014	1309	Gordon Group	500
10/10/2014	1311	Symphony Ball	250
10/10/2014	1312	Symphony Ball	250
10/10/2014	1313	Cheekwood	1,500
10/15/2014	1315	Ensworth	2,500
10/20/2014	1316	Homework Hotline	500

10/20/2014	1317	Gordon Jewish Community Center	200
10/20/2014	1318	Symphony Ball	3,000
10/20/2014	1319	MHRC Support Fund	250
10/21/2014	1320	Nashville Public Library	1,500
11/5/2014	1321	Grand Street Settlement	100
11/10/2014	1322	Shrine Temple	20
11/10/2014	1323	Pencil Foundation	100
11/14/2014	1324	United State Holocaust Museum	100
11/14/2014	1325	Coalition to Salute America's Heroes	100
11/24/2014	1328	Lutheran High North	100
11/24/2014	1329	Gordon Jewish Community Center	1,000
12/1/2014	1331	The Temple	16,000
12/01/14	1332	United Way of Middle Tennessee	15,000
12/01/14	1333	Nashville's Zoo	1,000
12/01/14	1336	Gordon Jewish Community Center	843
12/12/14	1341	Jewish Family Service	1,000
12/29/14	1349	Congregation Sherith Israel	50
12/29/14	1346	The Temple Yahrzeit Fund	50
12/29/14	1350	The Temple Yahrzeit Fund	50
12/29/14	1351	Frist Center for the Visual Arts	5,000
12/29/14	1347	Frist Center for the Visual Arts	10,000
12/29/14	1348	Room In the Inn	100
01/05/15	1352	Congregation Sherith Israel	25
01/07/15	1354	Nashville Public Education Foundation	10,000
01/07/15	1355	Nashville Public LIbrary	100,000
01/07/15	1356	United Way of Middle Tennessee	100
01/07/15	1357	West End Synagogue	50
01/09/15	1358	Frist Center for the Visual Arts	200
01/09/15	1359	Frist Center for the Visual Arts	200
01/28/15	1360	Friends of Warner Parks	100
02/04/15	1361	The Temple	125
02/06/15	1363	Youth Villages	2,500
02/06/15	1364	The National World War II Museum	80
02/11/15	1366	The Temple	50

02/11/15	1369	Park Center	250
02/13/15	1370	Tennessee State Museum	100
02/25/15	1372	Owl's Hill Sanctuary	500
02/25/15	1373	Congregation Micah	50
03/04/15	1374	Leadership Nashville	1,500
03/11/15	1376	Gordon Jewish Community Center	25
03/18/15	1377	NCJW	200
03/25/15	1380	Jewish Family Service	300
03/27/15	1381	MS Society	500
03/31/15	1382	Athens AZA	100
04/01/15	1383	Gordon Jewish Community Center	107,000
04/01/15	1384	Jewish Federation	40,000
04/01/15	1385	United Way of Middle Tennessee	16,500
04/01/15	1386	Temple Ohabai Sholom	16,000
04/03/15	1387	Meharry Circle of Friends	2,000
04/08/15	1388	Alex Sokol Scholarship	200
04/17/15	1393	The Temple	25
04/17/15	1394	Hebrew Union College	250
04/20/15	1395	The Temple	1,800
04/24/15	1396	The Conservancy	125
05/18/15	1407	National Commodore Club	4,000
05/22/15	1409	The Temple	100
05/27/15	1410	The Temple	100
05/27/15	1411	Nashville Public Radio	120
05/29/15	1412	Homework Hotline	200
06/03/15	1413	Congregation Sherith Israel	100
06/03/15	1414	United Way of Metropolitan Nashville	1,500
06/17/15	1418	United State Holocaust Museum	100
06/22/15	1419	Jewish Family Service	100
06/30/15	1421	West End Synagogue	50
06/30/15	1422	Congregation Sherith Israel	1,920
06/30/15	1423	World Jewish Congress	200
06/30/15	1424	The Temple	200
06/30/15	1425	Council on Aging	100

08/11/14	1286	Jewish Federation	10,000
08/31/14	1296	Nashville Public Library	1,500
11/14/14	1326	Symphony Ball	1,280
12/01/14	1330	Frist Center for the Visual Arts	5,000
12/01/14	1334	Nashville Zoo	1,000
12/01/14	1335	Gordon Jewish Community Center	1,500
12/03/14	1338	Cheekwood	3,500
12/19/14	1343	Vanderbilt Children's Hospital	5,000
12/19/14	1344	United Way of Middle Tennessee	10,000
12/19/14	1345	Red Cross	2,500
02/25/15	1371	The Temple	5,625
03/11/15	1375	Frist Center for the Visual Arts	930
04/17/15	1393	The Temple	-
04/29/15	1400	Jewish Federation	10,000
04/29/15	1401	United Way of Metropolitan Nashville	10,000
04/29/15	1402	University School of Nashville	5,950
04/29/15	1403	The Temple	600
05/18/15	1408	Habitat for Humanity	50
06/08/15	1415	Frist Center for the Visual Arts	2,500
06/22/15	1420	University School of Nashville	4,000
			$ 840,119