

Extended to November 15, 2016
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation: **The John R. & Kiendl Dauphinot Gordon Fd**

Number and street (or P O box number if mail is not delivered to street address): **Sullivan & Cromwell, 125 Broad St.**

Room/suite: _____

City or town, state or province, country, and ZIP or foreign postal code: **New York, NY 10004-2498**

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 500,607.**

J Accounting method: Cash Accrual
 Other (specify) _____

A Employer identification number: **13-6920431**

B Telephone number: **(212) 558-4000**

C If exemption application is pending, check here

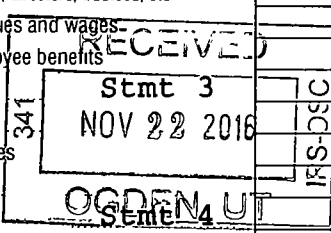
D 1 Foreign organizations, check here
 2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	2,111,129.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1.	1.		Statement 2
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	306,063.			Statement 1
b	Gross sales price for all assets on line 6a	11,306,013.			
7	Capital gain net income (from Part IV, line 2)		809,616.		
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	2,417,193.	809,617.	0.	
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	18,000.	10,800.	0.	7,200.
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	19,000.	0.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,150.	0.	0.	0.
22	Printing and publications				
23	Other expenses	317.	72.	0.	245.
24	Total operating and administrative expenses. Add lines 13 through 23	38,467.	10,872.	0.	7,445.
25	Contributions, gifts, grants paid	2,205,229.			1,182,229.
26	Total expenses and disbursements. Add lines 24 and 25	2,243,696.	10,872.	0.	1,189,674.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	173,497.			
b	Net investment income (if negative, enter -0-)		798,745.		
c	Adjusted net income (if negative, enter -0-)			0.	

SCANNED DEC 01 2016 Revenue Operating and Administrative Expenses



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			1.	1.
	2	Savings and temporary cash investments		335,563.	237,721.	237,721.
	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		0.	271,344.	262,885.
	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 I)		335,563.	509,066.	500,607.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		335,563.	509,066.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		130,206.	303,703.	
30	Total net assets or fund balances		335,563.	509,066.		
31	Total liabilities and net assets/fund balances		335,563.	509,066.		

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	335,563.
2	Enter amount from Part I, line 27a	2	173,497.
3	Other increases not included in line 2 (itemize) ▶ Adjustments - Rounding	3	6.
4	Add lines 1, 2, and 3	4	509,066.
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	509,066.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
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 11,306,013.		10,496,397.	809,616.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			809,616.

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	809,616.
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	267,905.

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))
2014	1,196,065.	386,124.	3.097619
2013	1,391,344.	* 147,594.	9.426833
2012	642,908.	133,685.	4.809126
2011	1,080,491.	195,862.	5.516593
2010	1,138,935.	175,071.	6.505561

2 Total of line 1, column (d)	2	29.355732
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	5.871146
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	355,750.
5 Multiply line 4 by line 3	5	2,088,660.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,987.
7 Add lines 5 and 6	7	2,096,647.
8 Enter qualifying distributions from Part XII, line 4 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.	8	1,189,674.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	15,975.
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	15,975.
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	15,975.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	13,662.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	18,662.
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	2,687.
11	Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 2,687. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	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 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ▶	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 2015 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 2015)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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)? 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

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

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	272,026.
b	Average of monthly cash balances	1b	89,142.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	361,168.
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	361,168.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	355,750.
6	Minimum investment return. Enter 5% of line 5	6	17,788.

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	17,788.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	15,975.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,813.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,813.
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	1,813.

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	1,189,674.
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	1,189,674.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,189,674.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,813.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	1,135,589.			
b From 2011	1,071,326.			
c From 2012	636,300.			
d From 2013	1,395,506.			
e From 2014	1,189,474.			
f Total of lines 3a through e	5,428,195.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	1,189,674.			
a Applied to 2014, 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 2015 distributable amount				1,813.
e Remaining amount distributed out of corpus	1,187,861.			
5 Excess distributions carryover applied to 2015 (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	6,616,056.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	1,135,589.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	5,480,467.			
10 Analysis of line 9:				
a Excess from 2011	1,071,326.			
b Excess from 2012	636,300.			
c Excess from 2013	1,395,506.			
d Excess from 2014	1,189,474.			
e Excess from 2015	1,187,861.			

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 2015, 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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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 7

- 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		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	1,182,229.
Total					▶ 3a 1,182,229.
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

2015

Name of the organization

The John R. & Kiendl Dauphinot Gordon Fd

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

-
- For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

-
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions
- exclusively*
- for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2015)**

Name of organization The John R. & Kiendl Dauphinot Gordon Fd	Employer identification number 13-6920431
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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	<u>Albert H. Gordon Testamentary Trust</u> <u>Under SIXTH</u> <u>John R. Gordon, Trustee, 635 Park</u> <u>Avenue</u> <u>New York, NY 10065</u>	\$ <u>1,534,504.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<u>Kiendl Dauphinot Gordon</u> <u>635 Park Avenue</u> <u>New York, NY 10065</u>	\$ <u>558,625.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	<u>John R. Gordon</u> <u>635 Park Avenue</u> <u>New York, NY 10065</u>	\$ <u>18,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

The John R. & Kiendl Dauphinot Gordon Fd

13-6920431

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	25,000 Shares Depomed Inc., Common	\$ 558,625.	06/19/15
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization The John R. & Kiendl Dauphinot Gordon Fd	Employer identification number 13-6920431
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 1,000 Actavis Plc Shs		03/26/15	03/26/15
b 1,000 Shs Allergan Plc Common		09/17/15	09/21/15
c 805 Shs Allergan Plc Common		10/01/15	10/01/15
d 1,000 Shs Allergan Plc Common		10/05/15	10/05/15
e 1,000 Shs Allergan Plc Common		10/15/15	10/15/15
f 750 Shs Allergan Plc Common		10/20/15	10/20/15
g 500 Shs Allergan Plc Common		10/21/15	10/21/15
h 500 Shs Axovant Sciences Ltd Common		11/10/15	12/01/15
i 2,000 Shs Axovant Sciences Ltd Common		12/21/15	12/23/15
j 2,000 Shs Axovant Sciences Ltd Common		12/21/15	12/24/15
k 1,000 Shs Axovant Sciences Ltd Common		12/21/15	12/28/15
l 1,000 Shs Axovant Sciences Ltd Common		12/22/15	12/28/15
m 2,000 Shs Axovant Sciences Ltd Common		12/22/15	12/30/15
n 12,000 Shs Horizon Pharma Plc Shs		12/16/15	12/17/15
o 2,000 Shs Michael Kors Holdings Ltd Shs		02/05/15	02/06/15

(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 303,372.		299,779.	3,593.
b 299,836.		298,703.	1,133.
c 224,131.		216,344.	7,787.
d 278,587.		278,587.	0.
e 270,087.		263,437.	6,650.
f 198,414.		195,233.	3,181.
g 133,242.		131,508.	1,734.
h 9,492.		8,332.	1,160.
i 37,891.		36,013.	1,878.
j 38,474.		36,013.	2,461.
k 19,042.		18,007.	1,035.
l 19,042.		17,894.	1,148.
m 39,000.		35,788.	3,212.
n 257,351.		251,244.	6,107.
o 143,485.		135,247.	8,238.

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			** 3,593.
b			** 1,133.
c			** 7,787.
d			** 0.
e			** 6,650.
f			** 3,181.
g			** 1,734.
h			** 1,160.
i			** 1,878.
j			** 2,461.
k			** 1,035.
l			** 1,148.
m			** 3,212.
n			** 6,107.
o			** 8,238.

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
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

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	2,000 Shs Michael Kors Holdings Ltd Shs		08/11/15	09/03/15
b	3,500 Shs Abbvie Inc., Common		03/05/15	03/16/15
c	1,000 Shs Alibaba Group Shs Adr		01/29/15	02/02/15
d	1,000 Shs Alibaba Group Shs Adr		08/31/15	09/03/15
e	2,550 Shs Alibaba Group Shs Adr		09/03/15	09/03/15
f	1,850 Shs Alibaba Group Shs Adr		09/09/15	09/09/15
g	2,600 Shs Alibaba Group Shs Adr		10/15/15	10/21/15
h	4,000 Shs Alibaba Group Shs Adr		10/23/15	10/28/15
i	3,500 Shs Alibaba Group Shs Adr		11/06/15	11/30/15
j	4,000 Shs American Airlines Group		07/14/15	08/05/15
k	5,000 Shs American Airlines Group		10/12/15	10/14/15
l	1,400 Shs Apple Inc., Common		08/13/15	08/17/15
m	3,000 Shs Avis Budget Group		09/08/15	09/08/15
n	5,000 Shs Avis Budget Group		09/17/15	10/05/15
o	3,000 Shs Baker Hughes Inc., Common		12/01/15	12/09/15

	(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	130,846.		129,874.	972.
b	205,753.		199,244.	6,509.
c	90,036.		88,914.	1,122.
d	66,646.		66,288.	358.
e	103,301.		102,284.	1,017.
f	118,667.		114,937.	3,730.
g	180,632.		180,186.	446.
h	327,298.		293,884.	33,414.
i	289,188.		286,933.	2,255.
j	171,509.		167,522.	3,987.
k	220,739.		213,426.	7,313.
l	162,546.		161,253.	1,293.
m	132,008.		130,443.	1,565.
n	233,591.		231,408.	2,183.
o	159,146.		159,146.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 972.
b			** 6,509.
c			** 1,122.
d			** 358.
e			** 1,017.
f			** 3,730.
g			** 446.
h			** 33,414.
i			** 2,255.
j			** 3,987.
k			** 7,313.
l			** 1,293.
m			** 1,565.
n			** 2,183.
o			** 0.

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
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

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 520 Shs Baker Hughes Inc., Common		12/01/15	12/10/15
b 3,000 Shs Baker Hughes Inc., Common		12/10/15	12/10/15
c 520 Shs Baker Hughes Inc., Common		12/10/15	12/10/15
d 520 Shs Baker Hughes Inc., Common		12/10/15	12/10/15
e 440 Shs Baker Hughes Inc., Common		12/10/15	12/10/15
f 520 Shs Baker Hughes Inc., Common		12/10/15	12/15/15
g 10,000 Shs Citigroup Inc., Common		07/06/15	07/06/15
h 10,000 Shs Citigroup Inc., Common		07/07/15	07/07/15
i 5,000 Shs Delta Airlines Inc., Common		01/27/15	01/29/15
j 5,000 Shs Delta Airlines Inc., Common		10/09/15	10/14/15
k 2,546 Shs Depomed Inc., Common		03/20/15	04/08/15
l 2,500 Sh Depomed Inc., Common		04/06/15	04/08/15
m 6,000 Shs Depomed Inc., Common		11/09/15	11/19/15
n 5,000 Shs Depomed Inc., Common		12/11/15	12/15/15
o 775 Shs Depomed Inc., Common		10/26/15	10/26/15

(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 27,278.		27,278.	0.
b 157,372.		157,086.	286.
c 27,278.		27,278.	0.
d 27,278.		27,247.	31.
e 23,081.		22,837.	244.
f 25,147.		26,989.	-1,842.
g 550,358.		548,512.	1,846.
h 542,624.		533,651.	8,973.
i 249,286.		246,823.	2,463.
j 245,688.		232,008.	13,680.
k 61,579.		60,989.	590.
l 60,466.		56,640.	3,826.
m 120,788.		119,751.	1,037.
n 94,487.		91,796.	2,691.
o 13,244.		13,066.	178.

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			** 0.
b			** 286.
c			** 0.
d			** 31.
e			** 244.
f			** -1,842.
g			** 1,846.
h			** 8,973.
i			** 2,463.
j			** 13,680.
k			** 590.
l			** 3,826.
m			** 1,037.
n			** 2,691.
o			** 178.

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
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

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 800 Shs Depomed Inc., Common		10/23/15	10/23/15
b 3,600 Shs Depomed Inc., Common		10/07/15	10/07/15
c 1,320 Shs Direxion Shs ETF Trust Small Cap		07/09/15	07/10/15
d 700 Shs FaceBook Inc., Class A		10/02/15	10/02/15
e 500 Shs Illumina Inc., Common		07/22/15	07/23/15
f 7,040 Shs Key Energy Services		04/15/15	04/30/15
g 9,000 Shs Mrc Global Inc., Common		04/07/15	04/08/15
h 1,350 Shs Mastercard Inc., Class A		07/29/15	07/29/15
i 250 Shs Mckesson Corp., Common		10/27/15	10/27/15
j 10,000 Shs Micron Technology Inc.		02/24/15	02/25/15
k 5,000 Shs Micron Technology Inc.		03/03/15	06/01/15
l 10,000 Shs Organovo Holdings Inc.		04/15/15	05/05/15
m 2,000 Shs Precision Castparts Corp.		01/16/15	01/20/15
n 2,000 Shs Schlumberger Ltd		10/16/15	10/16/15
o 4,000 Shs United Contl Holdings Inc., Common		06/03/15	06/26/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 13,436.		12,738.	698.
b 67,815.		64,291.	3,524.
c 42,665.		39,017.	3,648.
d 63,971.		62,409.	1,562.
e 107,240.		104,146.	3,094.
f 17,002.		14,450.	2,552.
g 119,940.		117,446.	2,494.
h 130,984.		126,875.	4,109.
i 45,101.		43,232.	1,869.
j 307,683.		292,011.	15,672.
k 140,185.		148,592.	-8,407.
l 49,966.		48,930.	1,036.
m 408,562.		383,214.	25,348.
n 147,825.		145,812.	2,013.
o 220,184.		222,612.	-2,428.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** 698.
b			** 3,524.
c			** 3,648.
d			** 1,562.
e			** 3,094.
f			** 2,552.
g			** 2,494.
h			** 4,109.
i			** 1,869.
j			** 15,672.
k			** -8,407.
l			** 1,036.
m			** 25,348.
n			** 2,013.
o			** -2,428.

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
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

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 1,569 Shs United Rentals Inc., Common		01/06/15	01/08/15
b 3,771 Shs United Rentals Inc., Common		01/22/15	01/23/15
c 3,000 Shs United Rentals Inc., Common		02/02/15	02/03/15
d 330 Shs United Rentals Inc., Common		04/15/15	04/15/15
e 2,000 Shs United Rentals Inc., Common		04/16/15	04/20/15
f 1,000 Shs Valeant Pharmaceutic Intl		10/02/15	10/02/15
g 500 Shs Valeant Pharmaceutic Intl		10/19/15	10/19/15
h 400 Shs Valeant Pharmaceutic Intl		11/20/15	11/24/15
i 1,000 Shs Valeant Pharmaceutic Intl		11/20/15	11/25/15
j 520 Shs Vertex Pharmaceutical Inc.		12/31/14	01/08/15
k 4,000 Shs Xpo Logistics Inc., Common		10/30/15	10/30/15
l 3,000 Shs Xpo Logistics Inc., Common		09/15/15	11/05/15
m 3,000 Shs Xpo Logistics Inc., Common		11/02/15	11/05/15
n 1,000 Shs Xpo Logistics Inc., Common		11/02/15	11/05/15
o 5,000 Shs Depomed Inc., Common		07/11/07	06/22/15

(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 141,826.		137,221.	4,605.
b 333,696.		320,736.	12,960.
c 263,293.		249,462.	13,831.
d 32,613.		32,004.	609.
e 195,747.		195,712.	35.
f 175,089.		170,008.	5,081.
g 84,040.		82,008.	2,032.
h 35,389.		33,647.	1,742.
i 88,707.		84,117.	4,590.
j 64,065.		62,841.	1,224.
k 110,501.		105,008.	5,493.
l 91,028.		91,028.	0.
m 91,028.		84,842.	6,186.
n 30,343.		27,094.	3,249.
o 115,186.		10,629.	104,557.

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			** 4,605.
b			** 12,960.
c			** 13,831.
d			** 609.
e			** 35.
f			** 5,081.
g			** 2,032.
h			** 1,742.
i			** 4,590.
j			** 1,224.
k			** 5,493.
l			** 0.
m			** 6,186.
n			** 3,249.
o			104,557.

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 }

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

2

3

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 5,000 Shs Depomed Inc., Common		07/11/07	06/23/15
b 934 Shs Depomed Inc., Common		07/11/07	06/26/15
c 9,066 Shs Depomed Inc., Common		07/13/07	06/26/15
d 5,000 Shs Depomed Inc., Common		07/13/07	07/07/15
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 117,036.		10,629.	106,407.
b 20,852.		1,985.	18,867.
c 202,407.		20,515.	181,892.
d 141,302.		11,314.	129,988.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			106,407.
b			18,867.
c			181,892.
d			129,988.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	809,616.
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	267,905.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2015 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 17, 2014	\$127,875.00
June 30, 2014	127,875.00
September 30, 2014	127,875.00
December 15, 2014	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$479,189.00 in 2015

(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 2015 dated November 2016,
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

2015 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

(ii) Date and amount of grant

March 17, 2015	\$127,875.00
June 17, 2015	127,875.00
September 17, 2015	127,875.00
December 17, 2015	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$452,118.00 in 2015

(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 2015 dated November 2016,
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

2015 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 19, 2015	\$127,875.00
June 19, 2015	127,875.00
September 20, 2015	127,875.00
December 17, 2015	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$267,218.00 in 2015

(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 2015 dated November, 2016.

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2015 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 19, 2014	\$127,875.00
June 30, 2014	127,875.00
September 17, 2014	127,875.00
December 16, 2014	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$159,782 in 2015

(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 2015 dated November, 2016.

(vii) Verification

The file was in order.

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 2015

Part XV, Questions 3 (a)

Grants and Contributions Paid During the Year

<u>Name</u>	<u>Amount</u>
St. Barnabas Hospice West Orange, NJ	\$1,000.00
Lincoln Center Theater New York, NY	8,594.00
NY City Outward Bound School Long Island City, NY	10,000.00
Young Women's Leadership Network New York, NY	10,000.00
New York Live Arts New York, NY	30,700.00
The Roundabout Theatre Company New York, NY	54,660.00
Church of Heavenly Rest New York, NY	100,000.00
American Friends of Winchester College New York, NY	44,025.00
The Boys Club of New York New York, NY	61,200.00

THE JOHN R. AND KIENDL
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New York, New York 10004-2498

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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 2015

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

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

<u>Name</u>	<u>Amount</u>
Lenox Hill Neighborhood House New York, NY	\$1,000.00
The School of American Ballet New York, NY	5,000.00
The Foundation for Facial Reconstruction New York, NY	107,200.00
Abilis Greenwich, CT	5,000.00
Saint David's School New York, NY	7,500.00
The International Friends of the London Library New York, NY	19,300.00
Harvard Law School Cambridge, MA	100,000.00
Park Avenue Armory New York, NY	14,550.00
Harvard College Cambridge, MA	500,000.00

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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 2015

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

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

<u>Name</u>	<u>Amount</u>
The Catholic Big Sisters and Big Brothers New York, NY	\$1,000.00
Prostate Cancer Foundation New York, NY	60,000.00
Carl Shurz Park Conservancy New York, NY	1,000.00
Pine Ridge Girls' School Pacific Palisades, CA	25,000.00
The Fund for Park Avenue New York, NY	1,000.00
Gallim Dance Brooklyn , NY	1,000.00
Buglisi Dance Theatre New York, NY	500.00
564 Park Avenue Preservation Foundation New York, NY	1,000.00
National Council on Alcoholism and Drug Dependence New York, NY	5,000.00

THE JOHN R. AND KIENDL
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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 2015

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

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

<u>Name</u>	<u>Amount</u>
No Barriers, USA Fort Collins, CO	\$5,000.00
Leave No Veteran Behind Chicago, IL	<u>2,000.00</u>
Total Qualifying Distributions	\$1,182,229.00
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>\$2,205,229.00*</u>

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

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	Manner Acquired	Date Acquired	Date Sold	(e) Deprec.	(f) Gain or Loss
1,000 Actavis Plc Shs	303,372.	299,779.	0.		03/26/15	03/26/15	0.	3,593.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(e) Deprec.	(f) Gain or Loss
1,000 Shs Allergan Plc Common	299,836.	298,703.	0.		09/17/15	09/21/15	0.	1,133.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(e) Deprec.	(f) Gain or Loss
805 Shs Allergan Plc Common	224,131.	216,344.	0.		10/01/15	10/01/15	0.	7,787.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
1,000 Shs Allergan Plc Common			10/05/15	10/05/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
278,587.	278,587.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
1,000 Shs Allergan Plc Common			10/15/15	10/15/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
270,087.	263,437.	0.	0.	6,650.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
750 Shs Allergan Plc Common			10/20/15	10/20/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
198,414.	195,233.	0.	0.	3,181.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
500 Shs Allergan Plc Common			10/21/15	10/21/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
133,242.	131,508.	0.	0.	1,734.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
500 Shs Axovant Sciences Ltd Common	9,492.	8,332.	0.		11/10/15	12/01/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,160.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,000 Shs Axovant Sciences Ltd Common	37,891.	36,013.	0.		12/21/15	12/23/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,878.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,000 Shs Axovant Sciences Ltd Common	38,474.	36,013.	0.		12/21/15	12/24/15
				(e) Deprec.		(f) Gain or Loss
					0.	2,461.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 Shs Axovant Sciences Ltd Common	19,042.	18,007.	0.		12/21/15	12/28/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,035.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 Shs Axovant Sciences Ltd Common	19,042.	17,894.	0.		12/22/15	12/28/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,148.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,000 Shs Axovant Sciences Ltd Common	39,000.	35,788.	0.		12/22/15	12/30/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,212.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
12,000 Shs Horizon Pharma Plc Shs	257,351.	251,244.	0.		12/16/15	12/17/15
				(e) Deprec.		(f) Gain or Loss
					0.	6,107.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,000 Shs Michael Kors Holdings Ltd Shs	143,485.	135,247.	0.		02/05/15	02/06/15
				(e) Deprec.		(f) Gain or Loss
					0.	8,238.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
2,000 Shs Michael Kors Holdings Ltd Shs			08/11/15	09/03/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
130,846.	129,874.	0.	0.	972.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
3,500 Shs Abbvie Inc., Common			03/05/15	03/16/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
205,753.	199,244.	0.	0.	6,509.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
1,000 Shs Alibaba Group Shs ADR			01/29/15	02/02/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
90,036.	88,914.	0.	0.	1,122.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
1,000 Shs Alibaba Group Shs ADR			08/31/15	09/03/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
66,646.	66,288.	0.	0.	358.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,550 Shs Alibaba Group Shs Adr	103,301.	102,284.	0.		09/03/15	09/03/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,017.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,850 Shs Alibaba Group Shs Adr	118,667.	114,937.	0.		09/09/15	09/09/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,730.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,600 Shs Alibaba Group Shs Adr	180,632.	180,186.	0.		10/15/15	10/21/15
				(e) Deprec.		(f) Gain or Loss
					0.	446.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
4,000 Shs Alibaba Group Shs Adr	327,298.	293,884.	0.		10/23/15	10/28/15
				(e) Deprec.		(f) Gain or Loss
					0.	33,414.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
3,500 Shs Alibaba Group Shs Adr					11/06/15	11/30/15
	289,188.	286,933.	0.		0.	2,255.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
4,000 Shs American Airlines Group					07/14/15	08/05/15
	171,509.	167,522.	0.		0.	3,987.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
5,000 Shs American Airlines Group					10/12/15	10/14/15
	220,739.	213,426.	0.		0.	7,313.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,400 Shs Apple Inc., Common					08/13/15	08/17/15
	162,546.	161,253.	0.		0.	1,293.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
3,000 Shs Avis Budget Group			09/08/15	09/08/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
132,008.	130,443.	0.	0.	1,565.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
5,000 Shs Avis Budget Group			09/17/15	10/05/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
233,591.	231,408.	0.	0.	2,183.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
3,000 Shs Baker Hughes Inc., Common			12/01/15	12/09/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
159,146.	159,146.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
520 Shs Baker Hughes Inc., Common			12/01/15	12/10/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27,278.	27,278.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
3,000 Shs Baker Hughes Inc., Common			12/10/15	12/10/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
157,372.	157,086.	0.	0.	286.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
520 Shs Baker Hughes Inc., Common			12/10/15	12/10/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27,278.	27,278.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
520 Shs Baker Hughes Inc., Common			12/10/15	12/10/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27,278.	27,247.	0.	0.	31.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
440 Shs Baker Hughes Inc., Common			12/10/15	12/10/15
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23,081.	22,837.	0.	0.	244.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
520 Shs Baker Hughes Inc., Common	25,147.	26,989.	0.		12/10/15	12/15/15
				(e) Deprec.		(f) Gain or Loss
					0.	-1,842.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
10,000 Shs Citigroup Inc., Common	550,358.	548,512.	0.		07/06/15	07/06/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,846.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
10,000 Shs Citigroup Inc., Common	542,624.	533,651.	0.		07/07/15	07/07/15
				(e) Deprec.		(f) Gain or Loss
					0.	8,973.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Delta Airlines Inc., Common	249,286.	246,823.	0.		01/27/15	01/29/15
				(e) Deprec.		(f) Gain or Loss
					0.	2,463.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Delta Airlines Inc., Common	245,688.	232,008.	0.		10/09/15	10/14/15
				(e) Deprec.		(f) Gain or Loss
					0.	13,680.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,546 Shs Depomed Inc., Common	61,579.	60,989.	0.		03/20/15	04/08/15
				(e) Deprec.		(f) Gain or Loss
					0.	590.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
2,500 Sh Depomed Inc., Common	60,466.	56,640.	0.		04/06/15	04/08/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,826.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
6,000 Shs Depomed Inc., Common	120,788.	119,751.	0.		11/09/15	11/19/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,037.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Depomed Inc., Common	94,487.	91,796.	0.		12/11/15	12/15/15
				(e) Deprec.		(f) Gain or Loss
					0.	2,691.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
775 Shs Depomed Inc., Common	13,244.	13,066.	0.		10/26/15	10/26/15
				(e) Deprec.		(f) Gain or Loss
					0.	178.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
800 Shs Depomed Inc., Common	13,436.	12,738.	0.		10/23/15	10/23/15
				(e) Deprec.		(f) Gain or Loss
					0.	698.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
3,600 Shs Depomed Inc., Common	67,815.	64,291.	0.		10/07/15	10/07/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,524.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,320 Shs Direxion Shs ETF Trust Small Cap	42,665.	39,017.	0.	0.	3,648.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
700 Shs FaceBook Inc., Class A	63,971.	62,409.	0.	0.	1,562.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 Shs Illumina Inc., Common	107,240.	104,146.	0.	0.	3,094.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7,040 Shs Key Energy Services	17,002.	14,450.	0.	0.	2,552.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
9,000 Shs Mrc Global Inc., Common	119,940.	117,446.	0.	0.	2,494.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,350 Shs Mastercard Inc., Class A	130,984.	126,875.	0.	0.	4,109.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
250 Shs Mckesson Corp., Common	45,101.	43,232.	0.	0.	1,869.

(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.	307,683.	292,011.	0.	0.	15,672.

(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 Micron Technology Inc.	140,185.	148,592.	0.	0.	-8,407.

(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 Organovo Holdings Inc.	49,966.	48,930.	0.	0.	1,036.

(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 Precision Castparts Corp.	408,562.	383,214.	0.	0.	25,348.

(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 Schlumberger Ltd	147,825.	145,812.	0.	0.	2,013.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,000 Shs United Contl Holdings Inc., Common	220,184.	222,612.	0.	0.	-2,428.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,569 Shs United Rentals Inc., Common	141,826.	137,221.	0.	0.	4,605.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,771 Shs United Rentals Inc., Common	333,696.	320,736.	0.	0.	12,960.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,000 Shs United Rentals Inc., Common	263,293.	249,462.	0.	0.	13,831.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
330 Shs United Rentals Inc., Common		04/15/15	04/15/15	32,613.	32,004.	0.	0.	609.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,000 Shs United Rentals Inc., Common		04/16/15	04/20/15	195,747.	195,712.	0.	0.	35.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,000 Shs Valeant Pharmaceutical Intl		10/02/15	10/02/15	175,089.	170,008.	0.	0.	5,081.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
500 Shs Valeant Pharmaceutical Intl		10/19/15	10/19/15	84,040.	82,008.	0.	0.	2,032.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
400 Shs Valeant Pharmaceutical Intl	35,389.	33,647.	0.		11/20/15	11/24/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,742.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 Shs Valeant Pharmaceutical Intl	88,707.	84,117.	0.		11/20/15	11/25/15
				(e) Deprec.		(f) Gain or Loss
					0.	4,590.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
520 Shs Vertex Pharmaceutical Inc.	64,065.	62,841.	0.		12/31/14	01/08/15
				(e) Deprec.		(f) Gain or Loss
					0.	1,224.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
4,000 Shs Xpo Logistics Inc., Common	110,501.	105,008.	0.		10/30/15	10/30/15
				(e) Deprec.		(f) Gain or Loss
					0.	5,493.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
3,000 Shs Xpo Logistics Inc., Common	91,028.	91,028.	0.		09/15/15	11/05/15
				(e) Deprec.		(f) Gain or Loss
					0.	0.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
3,000 Shs Xpo Logistics Inc., Common	91,028.	84,842.	0.		11/02/15	11/05/15
				(e) Deprec.		(f) Gain or Loss
					0.	6,186.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 Shs Xpo Logistics Inc., Common	30,343.	27,094.	0.		11/02/15	11/05/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,249.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
5,000 Shs Depomed Inc., Common	115,186.	111,725.	0.		07/11/07	06/22/15
				(e) Deprec.		(f) Gain or Loss
					0.	3,461.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
5,000 Shs Depomed Inc., Common	117,036.	111,725.	0.		07/11/07	06/23/15
				(e) Deprec.		Gain or Loss
					0.	5,311.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
934 Shs Depomed Inc., Common	20,852.	20,870.	0.		07/11/07	06/26/15
				(e) Deprec.		Gain or Loss
					0.	-18.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
9,066 Shs Depomed Inc., Common	202,407.	202,580.	0.		07/13/07	06/26/15
				(e) Deprec.		Gain or Loss
					0.	-173.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
5,000 Shs Depomed Inc., Common	141,302.	111,725.	0.		07/13/07	07/07/15
				(e) Deprec.		Gain or Loss
					0.	29,577.

Capital Gains Dividends from Part IV						0.
Total to Form 990-PF, Part I, line 6a						306,063.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest	1.	1.	0.
Total to Part I, line 3	1.	1.	0.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sullivan & Cromwell LLP	18,000.	10,800.	0.	7,200.
To Fm 990-PF, Pg 1, ln 16a	18,000.	10,800.	0.	7,200.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2014 United States Treasury - 2014 Excise Tax	15,000.	0.	0.	0.
2015 Fourth quarter estimated tax payment - Excise Tax	4,000.	0.	0.	0.
To Form 990-PF, Pg 1, ln 18	19,000.	0.	0.	0.

Form 990-PF	Other Expenses			Statement	5
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	145.	0.	0.	145.	
Miscellaneous investment fees	72.	72.	0.	0.	
To Form 990-PF, Pg 1, ln 23	317.	72.	0.	245.	

Form 990-PF	Corporate Stock		Statement	6
Description	Book Value	Fair Market Value		
14,500 Shares Depomed Inc., Common	271,344.	262,885.		
Total to Form 990-PF, Part II, line 10b	271,344.	262,885.		

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	7
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Name of Manager

John R. Gordon
Kiendl D. Gordon