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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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

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2015Department of the Treasury
Internal Revenue Service▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation THE WILLIAM J. J. GORDON FAMILY FOUNDATION		A Employer identification number 41-6517207
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
G. DAVID PHELPS HAMAR 300 PARK AVE	19TH FL	(434) 981-2080
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here. ☐
G Check all that apply		D 1 Foreign organizations, check here. ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
☐ 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) ▶ \$ 7,396,598.		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	129.	129.		
	4 Dividends and interest from securities	107,409.	107,409.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,670,678.			
	b Gross sales price for all assets on line 6a	5,037,157.			
	7 Capital gain net income (from Part IV, line 2)		1,616,771.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1	35,992.	34,229.			
12 Total. Add lines 1 through 11	1,814,208.	1,758,538.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,656.			15,656.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH. 2	2,828.			2,828.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	34,052.	34,052.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 3	10,401.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 5	61,792.	33,396.		28,396.
	24 Total operating and administrative expenses. Add lines 13 through 23.	124,729.	67,448.		46,880.
	25 Contributions, gifts, grants paid	477,498.			477,498.
26 Total expenses and disbursements. Add lines 24 and 25	602,227.	67,448.	0.	524,378.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,211,981.				
b Net investment income (if negative, enter -0-)		1,691,090.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		274,883.	325,239.	325,239.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable.				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use.				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) [6]		431,519.	361,707.	372,569.
	b	Investments - corporate stock (attach schedule) ATCH. 7		2,211,677.	3,528,433.	3,621,634.
	c	Investments - corporate bonds (attach schedule) ATCH. 8		735,284.	579,857.	559,993.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans.					
13	Investments - other (attach schedule) ATCH. 9		1,688,534.	1,757,150.	2,517,163.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		5,341,897.	6,552,386.	7,396,598.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable.				
	19	Deferred revenue.				
	20	Loans from officers, directors, trustees, and other disqualified persons.				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)		1,492.		
23	Total liabilities (add lines 17 through 22)		1,492.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		5,340,405.	6,552,386.	
	30	Total net assets or fund balances (see instructions).		5,340,405.	6,552,386.	
	31	Total liabilities and net assets/fund balances (see instructions)		5,341,897.	6,552,386.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).	1	5,340,405.
2	Enter amount from Part I, line 27a.	2	1,211,981.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,552,386.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,552,386.

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 SEE PART IV SCHEDULE					
b					
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					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,616,771.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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.

(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	515,665.	7,970,924.	0.064693
2013	449,078.	7,902,608.	0.056827
2012	413,263.	6,882,216.	0.060048
2011	441,227.	6,617,832.	0.066672
2010	352,221.	6,424,698.	0.054823
2 Total of line 1, column (d)			2 0.303063
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 0.060613
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 7,416,887.
5 Multiply line 4 by line 3			5 449,560.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,911.
7 Add lines 5 and 6			7 466,471.
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			8 524,378.

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)		1	16,911.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	16,911.
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	16,911.
6 Credits/Payments			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 6,658.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 28,009.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	34,667.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	17,756.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☒ 17,000. Refunded ☐		11	756.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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).	☐	☒
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).	☐	☒
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	☒	☐
14 The books are in care of <u>FOUNDATION SOURCE</u> Telephone no <u>800-839-1754</u> Located at <u>501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE</u> ZIP+4 <u>19809-1377</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. <u>15</u>		
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 <u></u>	☐	☒

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)? 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 2015?	☐	☒
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? ☐ Yes ☒ No If "Yes," list the years <u></u>		
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)	☐	☐
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 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)	☐	☐
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	☐	☒
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?	☐	☒

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 ☒ NoOrganizations 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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 10		15,656.	0.	0.

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

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

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

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	4,836,912.
b	Average of monthly cash balances	1b	175,760.
c	Fair market value of all other assets (see instructions)	1c	2,517,163.
d	Total (add lines 1a, b, and c)	1d	7,529,835.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,529,835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	112,948.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,416,887.
6	Minimum investment return. Enter 5% of line 5	6	370,844.

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	370,844.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	16,911.
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	4,107.
c	Add lines 2a and 2b	2c	21,018.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	349,826.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	349,826.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	349,826.

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	524,378.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	524,378.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	16,911.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	507,467.

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				349,826.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20 13 20 12 20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010	36,573.			
b From 2011	115,266.			
c From 2012	75,384.			
d From 2013	65,139.			
e From 2014	130,040.			
f Total of lines 3a through e	422,402.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 524,378.				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				349,826.
e Remaining amount distributed out of corpus.	174,552.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	596,954.			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	36,573.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	560,381.			
10 Analysis of line 9				
a Excess from 2011	115,266.			
b Excess from 2012	75,384.			
c Excess from 2013	65,139.			
d Excess from 2014	130,040.			
e Excess from 2015	174,552.			

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
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

N/A

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 ATCH 11				
Total			▶ 3a	477,498.
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

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

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|--|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 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 | | | |

[illegible]

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

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

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.

**Sign
Here**

Signature of officer or trustee _____ Date 11/8/16 Title _____

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

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 11/03/2016	Check ☐ if self-employed	PTIN P01345770
Firm's name ► FOUNDATION SOURCE			Firm's EIN ► 510398347	
Firm's address ► ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 8008391754	

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

<u>Name</u>	<u>Date Acquired</u>	<u>Acquisition Method</u>	<u>Date Sold</u>	<u>Gross Sales Price</u>	<u>Book Basis</u>	<u>Net Gain/(Loss)</u>
Publicly-traded Securities						
Passthrough K-1 Capital Gain/(Loss) - non UBI				\$ 5,037,157	\$ 3,636,171	\$ 1,400,986
						\$ 215,785
Total included in Part IV				\$ 5,037,157	\$ 3,636,171	\$ 1,616,771
Passthrough K-1 Capital Gain/(Loss) - UBI						\$ 53,907
Part I, Line 6a Total						\$ 1,670,678

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS EAST SIDE CAPITAL L.P.	32,295.	34,229.
FEDERAL TAX REFUND	3,697.	
TOTALS	<u>35,992.</u>	<u>34,229.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL CONSULTATIONS	2,828.			2,828.
TOTALS	<u>2,828.</u>			<u>2,828.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT SERVICES	34,052.	34,052.
TOTALS	<u>34,052.</u>	<u>34,052.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
990-PF ESTIMATED TAX FOR 2015	3,800.
990-T 1ST EXTENSION FOR 2014	5,100.
IRS MISCELLANEOUS FEE	101.
STATE INCOME TAX 2014	1,400.
TOTALS	<u>10,401.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	28,326.		28,326.
BANK CHARGES	25.	25.	
K-1 EXP EAST SIDE CAPITAL L.P.	33,371.	33,371.	
STATE OR LOCAL FILING FEES	70.	70.	
TOTALS	<u>61,792.</u>	<u>33,396.</u>	<u>28,396.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSDESCRIPTION

FICO STRIP CPN-C - 0.000% - 05
US T NOTE - 1.875% - 09/30/201
US TIPS - 0.125% - 04/15/2018
US TIPS - 1.375% - 01/15/2020

US OBLIGATIONS TOTAL

<u>ATTACHMENT 6</u>	
<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
32,817.	49,281.
51,490.	50,705.
231,179.	226,694.
46,221.	45,889.
<u>361,707.</u>	<u>372,569.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALLERGAN PLC	189,972.	179,063.
AUTONATION INC	149,759.	144,616.
AUTOZONE INC	143,220.	151,350.
BECTON DICKINSON & CO	181,114.	181,980.
BROWN FORMAN CORP CL B	89,714.	89,153.
BUFFALO WILD WINGS, INC	126,158.	108,402.
COSTCO WHOLESALE CORPORATION	133,955.	148,257.
DANAHER CORP	50,932.	55,356.
DOMINOS PIZZA INC	96,698.	93,228.
FEDEX CORPORATION	138,377.	121,278.
GRACE (W.R.) CO	252,223.	248,278.
HILTON HOTELS CORP	71,966.	70,427.
HOME DEPOT INC	37,371.	188,324.
IDEXX CORP	111,206.	108,651.
LINDT & SPRUENGLI AG	133,216.	149,091.
MARTIN MARIETTA MATLS INC	133,173.	107,215.
MASTERCARD INC	74,834.	74,091.
MONDELEZ INTERNATIONAL INC	35,493.	35,872.
MOODYS CORP	165,734.	148,503.
NIKE INC-CL B	121,237.	129,500.
SEI INVESTMENTS	100,099.	99,665.
SHERWIN-WILLIAMS CO	168,388.	158,356.
SONIC CORPORATION	146,278.	156,897.
THERMO FISHER SCIENTIFIC INC	99,121.	108,657.
TRANSDIGM GRP INC	125,666.	132,273.
UNION PACIFIC	150,156.	125,589.
WALT DISNEY HOLDINGS CO	141,923.	123,679.
WAYFAIR INC	117,819.	143,765.
WELLS FARGO & CO	42,631.	40,118.
TOTALS	<u>3,528,433.</u>	<u>3,621,634.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BANK OF NOVA SCOTIA - 1.250% -	29,986.	29,947.
BURLINGTON NORTHN INC - 8.750%	103,000.	95,703.
CHEVRON CORP - 1.961% - 03/03/	30,009.	29,563.
DTE ELECTRIC CO - 5.600% - 06/	34,596.	32,764.
DUKE ENERGY CAROLINAS LLC - 4.	32,714.	32,471.
INTERNATIONAL BUSINESS MACHINE	37,816.	34,602.
MERCK & CO INC - 1.850% - 02/1	32,003.	31,851.
NORSK HYDRO - 6.700% - 01/15/2	34,702.	32,882.
PARTNERS HEALTHCARE TAX BD - 3	30,009.	30,938.
PECO ENERGY CO - 5.350% - 03/0	33,032.	32,234.
PFIZER INC - 6.200% - 03/15/20	80,919.	78,750.
SMALL BUSINESS ADMIN GTD - 4.2	29,482.	29,182.
SOUTHERN CALIF GAS - 5.450% -	39,230.	37,818.
XTRA FIN CORP GTD SR NT - 5.15	32,359.	31,288.
TOTALS	<u>579,857.</u>	<u>559,993.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EAST SIDE CAPITAL L.P.	1,757,150.	2,517,163.
TOTALS	<u>1,757,150.</u>	<u>2,517,163.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,037,157.		PUBLICLY-TRADED SECURITIES					1,400,986.	
		3,636,171.						
		PASSTHROUGH K1 CAPITAL GAIN					215,785.	
TOTAL GAIN (LOSS)							<u>1,616,771.</u>	

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH GORDON	TRUSTEE	0.	0.	0.
G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	1.00			
G DAVID PHELPS HAMAR*	TRUSTEE	15,656.	0.	0.
G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	1.00			
*G DAVID PHELPS HAMAR, TRUSTEE OF THE WILLIAM J.J. GORDON FAMILY FOUNDATION (THE "FOUNDATION"), IS A SENIOR VICE PRESIDENT & HEAD OF WEALTH ADVISORY SERVICES AT THE INVESTMENT MANAGEMENT FIRM OF CHILTON TRUST COMPANY, A DISQUALIFIED PERSON WHICH PROVIDES INVESTMENT MANAGEMENT SERVICES TO THE FOUNDATION. DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2015, THE FOUNDATION PAID \$13,243 FOR INVESTMENT MANAGEMENT SERVICES RENDERED BY SUCH DISQUALIFIED PERSON AS REPORTED IN FORM 990-PF, PART I, LINE 16C. SUCH INVESTMENT MANAGEMENT FIRM BILLED THE FOUNDATION AT THE SAME RATE OR BELOW THE RATE IT CHARGES ITS OTHER CLIENTS.				
GRAND TOTALS		15,656.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN HUMANIST ASSOCIATION 1777 T ST NW WASHINGTON, DC 20009	N/A PC	GENERAL & UNRESTRICTED	10,000
AMERICAN HUMANIST ASSOCIATION - HUMANIST CHAPLAINC THE MEMORIAL CHURCH 1 HARVARD YARD CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	5,000
ANIMAL PEOPLE INC PO BOX 960 CLINTON, WA 98236	N/A PC	GENERAL & UNRESTRICTED	1,000
ANIMAL TRUSTEES OF AUSTIN PO BOX 14542 AUSTIN, TX 78755	N/A PC	GENERAL & UNRESTRICTED	15,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A PC	GENERAL & UNRESTRICTED	1,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A PC	FOOD FOR THE ANIMALS FUND	1,000

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
ANOTHER CHANCE ANIMAL RESCUE PO BOX 552 NORTH BERWICK, ME 03906	N/A PC		GENERAL & UNRESTRICTED	1,000
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE, NH 03431	N/A PC		GENERAL & UNRESTRICTED	4,000.
AQUAHOLICS SPECIAL SURFERS 123 LINCOLN ST WESTBROOK, ME 04092	N/A PC		GENERAL & UNRESTRICTED	3,500
ARUNDEL HISTORICAL SOCIETY 3 TALBOT DR ARUNDEL, ME 04046	N/A PC		GENERAL & UNRESTRICTED	2,000.
AUSTIN LYRIC OPERA 3009 INDUSTRIAL TERRACE, STE 100 AUSTIN, TX 78758	N/A PC		GENERAL & UNRESTRICTED	2,000
AUSTIN SYMPHONY ORCHESTRA SOCIETY 1101 RED RIVER ST AUSTIN, TX 78701	N/A PC		GENERAL & UNRESTRICTED	2,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AUSTIN ZOO PO BOX 91808 AUSTIN, TX 78709	N/A PC		GENERAL & UNRESTRICTED	1,000
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA RD CASCO, ME 04015	N/A PC		GENERAL & UNRESTRICTED	3,000.
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL PO BOX 7158 AUSTIN, TX 78713	N/A PC		GENERAL & UNRESTRICTED	5,000
CARLISLE CHARITABLE FOUNDATION PO BOX 935 KENNEBUNK, ME 04043	N/A PC		GENERAL & UNRESTRICTED	3,500
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC		GENERAL & UNRESTRICTED	2,000
CENTER FOR WILDLIFE INC PO BOX 620 CAPE NEDDICK, ME 03902	N/A PC		GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS MUSEUM AND THEATRE OF MAINE 142 FREE ST PORTLAND, ME 04101	N/A PC		EDUCATION SCHOLARSHIP FUND	3,000
CHIMP HAVEN INC 13600 CHIMPANZEE PL KEITHVILLE, LA 71047	N/A PC		GENERAL & UNRESTRICTED	8,333
C. CONN 1300 E. SAINT JOHNS AVENUE AUSTIN, TX 78752	NONE I		HARDSHIP ASSISTANCE GRANT	5,000
CHURCH COMMUNITY OUTREACH SERVICES INC PO BOX 1175 KENNEBUNK, ME 04043	N/A PC		GENERAL & UNRESTRICTED	4,000
D E W ANIMAL KINGDOM & SANCTUARY 918 POND RD MT VERNON, ME 04352	N/A PC		GENERAL & UNRESTRICTED	9,333
EARTHWATCH INSTITUTE INC 114 WESTERN AVE BOSTON, MA 02134	N/A PC		GENERAL & UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ECOTRUST 721 NW 9TH AVE, STE 200 PORTLAND, OR 97209	N/A PC	GENERAL & UNRESTRICTED	5,000
ELECTRONIC FRONTIER FOUNDATION INC 815 EDDY ST SAN FRANCISCO, CA 94109	N/A PC	GENERAL & UNRESTRICTED	1,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	GENERAL & UNRESTRICTED	5,000
EVER AFTER MUSTANG RESCUE TRAINING AND EDUCATIONAL 6 YATES ST BIDDEFORD POOL, ME 04006	N/A PC	GENERAL & UNRESTRICTED	3,000
FREE FLIGHT 2132 JIMMY DURANTE BLVD DEL MAR, CA 92014	N/A PC	GENERAL & UNRESTRICTED	1,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	VISITING VETERINARIAN FUND	2,500
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	GUADALAJARA SPAY NEUTER PROGRAM	3,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	SUSAN MONGER I V C PROGRAM	7,000
FRIENDS OF ZENGER FARM 11741 SE FOSTER RD PORTLAND, OR 97266	N/A PC	GENERAL & UNRESTRICTED	2,500.
GOOD SHEPHERD FOOD-BANK PO BOX 1807 AUBURN, ME 04211	N/A PC	GENERAL & UNRESTRICTED	5,000.
GROWING GARDENS OF BOULDER COUNTY INC PO BOX 1066 BOULDER, CO 80306	N/A PC	GENERAL & UNRESTRICTED	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759	N/A PC		GENERAL & UNRESTRICTED	5,000
HOSPICE OF SOUTHERN MAINE 180 US RTE 1 SCARBOROUGH, ME 04074	N/A PC		GENERAL & UNRESTRICTED	1,000
IMMIGRANT LEGAL ADVOCACY PROJECT PO BOX 17917 PORTLAND, ME 04112	N/A PC		COTSIRLLOS FAMILY FOUNDATION MATCHING DONATION	20,000
JEWISH FAMILY AND CHILDRENS SERVICE 1430 MAIN ST WALTHAM, MA 02451	N/A PC		ADOPTION PROGRAM	5,000.
KATE O EATON MEMORIAL SCHOLARSHIP FOUNDATION INC PO BOX 7290 CAPE PORPOISE, ME 04014	N/A PC		GENERAL & UNRESTRICTED	2,000
KEITH MCCLELLAND FUND 21 PADDY CREEK RD KENNEBUNKPORT, ME 04046	N/A PC		GENERAL & UNRESTRICTED	500

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>		<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION PO BOX 707 KENNEBUNK, ME 04043	N/A	PC	GENERAL & UNRESTRICTED	2,000.
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION PO BOX 707 KENNEBUNK, ME 04043	N/A	PC	SAILING PROGRAM	3,000
KENNEBUNK FREE LIBRARY ASSOCIATION 112 MAIN ST KENNEBUNK, ME 04043	N/A	PC	GENERAL & UNRESTRICTED	1,000
KENNEBUNKPORT CONSERVATION TRUST PO BOX 7028 CAPE PORPOISE, ME 04014	N/A	PC	GENERAL & UNRESTRICTED	3,000
KIDS FREE TO GROW 62 PORTLAND RD STE 15 KENNEBUNK, ME 04043	N/A	PC	GENERAL & UNRESTRICTED	1,000
LEUKEMIA & LYMPHOMA SOCIETY - MASSACHUSETTS CHAPTE 9 ERIE DR, STE 101 NATICK, MA 01760	N/A	PC	GENERAL & UNRESTRICTED	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
LEUKEMIA & LYMPHOMA SOCIETY - MASSACHUSETTS CHAPTE 9 ERIE DR, STE 101 NATICK, MA 01760	N/A PC		DOWNEAST DIVAS CAMPAIGN	10,000.
LEUKEMIA & LYMPHOMA SOCIETY - MASSACHUSETTS CHAPTE 9 ERIE DR, STE 101 NATICK, MA 01760	N/A PC		DOWNEAST DIVAS CAMPAIGN	2,000
LEUKEMIA & LYMPHOMA SOCIETY - MASSACHUSETTS CHAPTE 9 ERIE DR, STE 101 NATICK, MA 01760	N/A PC		DOWNEAST DIVAS CAMPAIGN	3,000.
LOUIS T GRAVES MEMORIAL PUBLIC LIBRARY ASSOCIATION PO BOX 391 KENNEBUNKPORT, ME 04046	N/A PC		GENERAL & UNRESTRICTED	2,000
MAINE ADAPTIVE SPORTS & RECREATION 8 SUNDANCE LN NEWRY, ME 04261	N/A PC		GENERAL & UNRESTRICTED	3,000
MAINE PARENT TEACHER ASSOCIATION INC 42 DAMON PASTURE LN LAKEVILLE, ME 04487	N/A PC		GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MAINE PUBLIC BROADCASTING CORPORATION 1450 LISBON ST LEWISTON, ME 04240	N/A PC		GENERAL & UNRESTRICTED	4,000
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS ST STE M1 PORTLAND, ME 04101	N/A PC		GENERAL & UNRESTRICTED	3,000
NEW ENGLAND PRIMATE SANCTUARY INC PO BOX 23 MERRIMAC, MA 01860	N/A PC		GENERAL & UNRESTRICTED	2,000
OCTAGON SEQUENCE OF EIGHT INC 41660 HORSESHOE RD PUNTA GORDA, FL 33982	N/A PC		GENERAL & UNRESTRICTED	2,000
OREGON HUMANE SOCIETY 1067 NE COLUMBIA BLVD PORTLAND, OR 97211	N/A PC		GENERAL & UNRESTRICTED	2,500
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 SE WATER AVE PORTLAND, OR 97214	N/A PC		SCHOLARSHIPS FUND FOR THE TEEN SCIENCE ALLIANCE, MUSEUM 3.0 DESIGN LAB, AND GENERAL OPERATIONS FUND	6,000

FORM 990, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEACE RIVER REFUGE & RANCH INC 640 NE 170TH CT SILVER SPGS, FL 34488	N/A PC	GENERAL & UNRESTRICTED	2,500
PEOPLES COMMUNITY CLINIC INC 2909 N INTERSTATE 35 AUSTIN, TX 78722	N/A PC	GENERAL & UNRESTRICTED	2,500
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A PC	EDUCATION AND SCHOLARSHIP FUND	5,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A PC	FUNDS TO BE APPLIED AT THE DISCRETION OF WILLIAM CARY	10,000.
PREBLE STREET 38 PREBLE ST 3RD FL PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	5,000
PRO PUBLICA INC 155 AVE OF THE AMERICAS 13TH FL NEW YORK, NY 10013	N/A PC	GENERAL & UNRESTRICTED	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAW ART WORKS INC 37 CENTRAL SQUARE LYNN, MA 01901	N/A PC	GENERAL & UNRESTRICTED	7,000
RIVER TREE ARTS 35 WESTERN AVE KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	1,000.
ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMEN 1970 BROADWAY STE 600 OAKLAND, CA 94612	N/A PC	BLUE TOMORROW COMMUNITY SUPPORT PROJECT	10,000
SAFE HAVEN HUMANE SOCIETY PO BOX 91 WELLS, ME 04090	N/A PC	GENERAL & UNRESTRICTED	2,000
S. PEABODY P O BOX 126 PAWLET, VT 05761	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
SEA TO SHORE ALLIANCE 4411 BEE RIDGE RD STE 490 SARASOTA, FL 34233	N/A PC	GENERAL & UNRESTRICTED	8,333

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SECRET SANTA PO BOX 301 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	4,000
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS 23532 CALABASAS RD STE A CALABASAS, CA 91302	N/A PC	SMARTY PANTS PROJECT	8,000
SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIS P O BOX 414 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	8,000
S. RICHARD 23 LEMONT STREET SOUTH PORTLAND, ME 04106	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
TELLING ROOM 225 COMMERCIAL ST STE 201 PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	10,000
TELLING ROOM 225 COMMERCIAL ST STE 201 PORTLAND, ME 04101	N/A PC	SPONSOR FOR THE GLITTERATI PROJECT	10,000

FORM 990B-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS CAMPAIGN FOR THE ENVIRONMENT FUND 105 W RIVERSIDE DR STE 120 AUSTIN, TX 78704	N/A PC		GENERAL & UNRESTRICTED	5,000
THE CENTER FOR GRIEVING CHILDREN 555 FOREST AVE PORTLAND, ME 04101	N/A PC		GENERAL & UNRESTRICTED	5,000
THE CENTER FOR GRIEVING CHILDREN 555 FOREST AVE PORTLAND, ME 04101	N/A PC		CHARITABLE EVENT	5,000.
THE CORAL REEF ALLIANCE 1330 BROADWAY STE 1602 OAKLAND, CA 94612	N/A PC		GENERAL & UNRESTRICTED	5,000
THE KINDNESS RANCH ANIMAL SANCTUARY 854 STATE HWY 270 HARTVILLE, WY 82215	N/A PC		GENERAL & UNRESTRICTED	8,333.
THE LIVESTOCK CONSERVANCY INC PO BOX 477 PITTSBORO, NC 27312	N/A PC		GERMPLASM PROJECT	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE RED SOX FOUNDATION INC 4 YAWKEY WAY BOSTON, MA 02215	N/A PC	GENERAL & UNRESTRICTED	4,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A PC	KUT PROGRAM	5,000
THORNE ECOLOGICAL INSTITUTE PO BOX 19107 BOULDER, CO 80308	N/A PC	GENERAL & UNRESTRICTED	5,000
TOWN OF KENNEBUNK 1 SUMMER ST KENNEBUNK, ME 04043	N/A PC	FOOD AND FAMILY FOOD FUND	2,500
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A PC	FUEL AND FAMILY FOOD FUND	2,500
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW 100 HAVEN AVE, TOWER III, STE 25F NEW YORK, NY 10032	N/A PC	DR FREDRICA PERERA HEINZ AWARD FUND HOSTED BY COLUMBIA CENTER FOR CHILDREN'S ENVIRONMENTAL HEALTH	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	7,000
UNITED STATES FRIENDS OF THE DAVID SHELDRIK WILDL 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A PC	GENERAL & UNRESTRICTED	13,333
UNITED STATES FUND FOR UNICEF 125 MAIDEN LN FL 10 NEW YORK, NY 10038	N/A PC	MAINE KID POWER PROGRAM	10,000
UNITED WAY PO BOX 727 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	3,000
UNIVERSITY OF CALIFORNIA SANTA BARBARA - ARTS & LE BLDG 402 UNIV OF CA SANTA BARBARA SANTA BARBARA, CA 93106	N/A PC	ARTS & LECTURES CAMPAIGN	5,000
VILLALOBOS RESCUE CENTER PETS IN THE HOOD INC PO BOX 771127 NEW ORLEANS, LA 70177	N/A PC	GENERAL & UNRESTRICTED	8,333.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WAYNELETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A PC		ATTENDANCE SUPPORT FUND	5,000
WAYNELETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A PC		TO FOCUS ON NEW PROGRAMS/NEW TOOLS TO EXPAND CURRENT STUDIES	15,000
WAYSIDE FOOD PROGRAMS PO BOX 1278 PORTLAND, ME 04104	N/A PC		GENERAL & UNRESTRICTED	3,000
WILDLIFE CONSERVATION NETWORK INC 209 MISSISSIPPI ST SAN FRANCISCO, CA 94107	N/A PC		GENERAL & UNRESTRICTED	5,000
WINTERKIDS EDUCATION FOUNDATION 120 EXCHANGE ST PORTLAND, ME 04112	N/A PC		GENERAL & UNRESTRICTED	4,000
XERCES SOCIETY INC 628 NE BROADWAY ST, STE 200 PORTLAND, OR 97232	N/A PC		GENERAL & UNRESTRICTED	5,000.

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YORK COUNTY COMMUNITY ACTION CORP 6 SPRUCE ST SANFORD, ME 04073	N/A PC	GENERAL & UNRESTRICTED	2,500
YORK COUNTY SHELTER PROGRAMS INC 3 GEORGE RD ALFRED, ME 04002	N/A PC	GENERAL & UNRESTRICTED	3,000
TOTAL CONTRIBUTIONS PAID			477,498

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT	
				AMOUNT	FUNCTION INCOME
K-1 INC/LOSS FEDERAL TAX REFUND	525990	-1,934.	14 01	34,229.	
				3,697.	
TOTALS		-1,934.		37,926.	