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Return of Private Foundation

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

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

For calendar year 2016 or tax year beginning

, and ending

Name of foundation

THE MICHAEL GORDON FOUNDATION INC

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

C/O BTVK, ONE PENN PLAZA, STE 3000

A Employer identification number

13-3585393

B Telephone number

718-258-5434

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 ► G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) Cash Accrual
► \$ 13,346,517. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments	10.	10.		STATEMENT 1
3	Dividends and interest from securities	314,195.	290,650.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	588,002.			RECEIVED
b	4,826,829.				
7	Capital gain net income (from Part IV line 2)		588,002.	5	
8	Net short-term capital gain			6	MAY 17 2017
9	Income modifications Gross sales less returns and allowances			7	2017
10a	b Less Cost of goods sold			8	IRS
c	Gross profit or (loss)			9	LOGDFN
11	Other income	<15,782.>	<15,782.>		STATEMENT 3
12	Total. Add lines 1 through 11	886,425.	862,880.		
13	Compensation of officers, directors, trustees, etc	130,700.	32,675.		98,025.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4			
b	Accounting fees	8,965.	2,241.		6,724.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 5	10,545.	4,265.	6,280.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6	75,658.	73,966.	1,692.
24	Total operating and administrative expenses. Add lines 13 through 23		225,868.	113,147.	112,721.
25	Contributions, gifts, grants paid		485,442.		485,442.
26	Total expenses and disbursements. Add lines 24 and 25		711,310.	113,147.	598,163.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements		175,115.		
b	Net investment income (if negative, enter -0-)			749,733.	
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		2,273,477.	1,802,667.	1,802,667.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	8,004,847.	8,414,808.	10,016,995.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
Liabilities	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	1,028,431.	1,264,395.	1,526,855.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
Net Assets or Fund Balances	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		11,306,755.	11,481,870.	13,346,517.
	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.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31				
Net Assets or Fund Balances	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		11,306,755.	11,481,870.	
	30 Total net assets or fund balances		11,306,755.	11,481,870.	
	31 Total liabilities and net assets/fund balances		11,306,755.	11,481,870.	

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 11,306,755.
2 Enter amount from Part I, line 27a	2 175,115.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 11,481,870.
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 11,481,870.

Part IV Capital Gains and Losses for Tax on Investment Income		SEE ATTACHED STATEMENT		
(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				
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	4,826,829.		4,238,827.	588,002.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				588,002.
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	588,002.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	659,351.	12,564,933.	.052475
2014	630,422.	13,919,728.	.045290
2013	534,335.	13,272,063.	.040260
2012	549,595.	12,536,434.	.043840
2011	610,408.	11,902,467.	.051284

2 Total of line 1, column (d)

2 .233149

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 .046630

4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5

4 12,256,151.

5 Multiply line 4 by line 3

5 571,504.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 7,497.

7 Add lines 5 and 6

7 579,001.

8 Enter qualifying distributions from Part XII, line 4

8 598,163.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2016 estimated tax payments and 2015 overpayment credited to 2016

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be Credited to 2017 estimated tax ►

6a	3,703.
6b	
6c	
6d	
7	3,703.
8	
9	3,794.
10	
11	

Refunded ►

Part VII-A Statements Regarding Activities

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?

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

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY

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

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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► BAKER TILLY VIRCHOW KRAUSE, LLP Telephone no. ► 212.697.6900 Located at ► ONE PENN PLAZA, STE 3000, NEW YORK, NY	ZIP+4	► 10119
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 2016, 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 ►	16	Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
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 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►	2a	
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	► <input type="checkbox"/>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
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 2016 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 2016)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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?

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 Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A****5b****N/A****6b****X****7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS TILLANDER 1274 RYDER STREET BROOKLYN, NY 11234	PRESIDENT 30.00	85,700.	0.	0.
WILLIAM MCSHERRY 1365 YORK AVE, APT 35G NEW YORK, NY 10021	SECRETARY 4.00	20,000.	0.	0.
JOHN TILLANDER 1274 RYDER STREET BROOKLYN, NY 11234	TREASURER 8.00	25,000.	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 10,616,910.
b	Average of monthly cash balances	1b 1,825,882.
c	Fair market value of all other assets	1c 1.
d	Total (add lines 1a, b, and c)	1d 12,442,793.
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 12,442,793.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 186,642.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 12,256,151.
6	Minimum investment return. Enter 5% of line 5	6 612,808.

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	1 612,808.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 7,497.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 7,497.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 605,311.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 605,311.
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	7 605,311.

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 598,163.
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	4 598,163.
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 7,497.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 590,666.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				605,311.
2 Undistributed income, if any, as of the end of 2016			334,682.	
a Enter amount for 2015 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
1 Total of lines 3a through e		0.		
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 598,163.			334,682.	
a Applied to 2015, but not more than line 2a				
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 2016 distributable amount				263,481.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2016 (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		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				341,830.
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 2011 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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				
ASSOCIATED BETH RIVKAH SCHOOLS 310 CROWN STREET BROOKLYN, NY 11225	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	6,000.
BAY RIDGE PREPARATORY SCHOOL 7420 FOURTH AVENUE BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	9,000.
BE'ER HAGOLAH INSTITUTES 671 LOUISIANA AVENUE BROOKLYN, NY 11230	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
BISHOP KEARNEY HIGH SCHOOL 2260 60TH STREET BROOKLYN, NY 11204	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	37,500.
BISHOP LOUGHLIN MEMORIAL 357 CLERMONT AVENUE BROOKLYN, NY 11238	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	8,300.
Total	SEE CONTINUATION SHEET(S)			► 3a 485,442.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	10.
4 Dividends and interest from securities			14	314,195.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			01	<15,782.>
8 Gain or (loss) from sales of assets other than inventory			18	588,002.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal Add columns (b), (d), and (e)		0.		886,425.
13 Total. Add line 12, columns (b), (d), and (e)			18	886,425.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

FIRST
MANHATTAN
CO.

399 Park Avenue, New York, NY 10022
212.756.3300 | www.firstmanhattan.com

**Brokerage
Account Statement**

Statement Period: 12/01/2016 - 12/31/2016

Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					
Common Stocks (continued)					
PFIZER INC COM	4,050,000	32.4800	131,544.00	5,184.00	3.94%
Security Identifier: PFE CUSIP: 717081103					
QUALCOMM INC	500,000	65.2000	32,600.00	1,060.00	3.25%
Security Identifier: QCOM CUSIP: 747525103					
SERVICE CORP INTL	2,550,000	28.4000	72,420.00	1,328.00	1.83%
Security Identifier: SCI CUSIP: B17565104					
TIME WARNER INC NEW COM NEW	500,000	96.5300	48,265.00	805.00	1.66%
Security Identifier: TWX CUSIP: 887317303					
VERIZON COMMUNICATIONS INC COM	1,850,000	53.3800	104,091.00	4,504.50	4.32%
Security Identifier: VZ CUSIP: 92343V104					
WELLS FARGO & CO NEW COM	1,200,000	55.1100	66,132.00	1,824.00	2.75%
Security Identifier: WFC CUSIP: 949746101					
ZIMMER BIOMET HLDS INC COM	1,000,000	103.2000	103,200.00	860.00	0.93%
Security Identifier: ZBH CUSIP: 98956P102					
Total Common Stocks		\$2,466,306.60		\$46,824.39	
Total Equities		\$2,466,306.60		\$46,824.39	
			Market Value	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings		\$3,459,910.27		\$0.00	\$46,824.39

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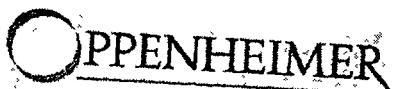
Account Number 54Z-011535
THE MICHAEL GORDON FDTN INC

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Pending LLC, Member FDIC, NYSE, SIPC



Oppenheimer & Co. Inc
85 Broad Street
New York, NY 10004
(212) 669-8000
Transacts Business on All Principal Exchanges

STATEMENT OF
ACCOUNT



HOLZ RUBENSTEIN REMICK LLP
ATTN: RANDI SCHUSTER
ONE PENN PLAZA STE#3000

DUPLICATE FOR,
MICHAEL GORDON FOUNDATION INC
(OMEGA)
JOHN TILLANDER TRUST

Page
6 of 10

Account Number
G24-1584650

Financial Advisor
CAJONE ARTHUR G - HC2

Period Ending
12/31/16

Common Stock

Description	Trade Date Acct Type	Quantity	Symbol	Unit Cost Avg Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EA	Portfolio Percent
YELP INC CLA	09/25/2014	500	YELP	70.93000		35,465.00	18,065.00	(18,400)	LT		
	09/25/2014	500	YELP	71.34600		35,870.00	19,065.00	(16,605)	LT		
	10/13/2014	500	YSLP	63.58400		31,797.00	19,084.00	(12,732)	LT		
	11/12/2014	500	YELP	80.78900		30,399.00	19,085.00	(11,334)	LT		
(G) CASH		2,000	YELP	88.68800	38.13000	133,331.95	76,280.00	(57,072)			
SUB-TOTAL COMMON STOCK						2,918,143.63	3,842,631.30	324,337		67,730	71.23

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE											
(L) 12% HEALTHCARE	(G) 6% ENERGY	(I) 7% UTILITIES	(M) 3% MEDIA & COMMUNICATION	(N) 8% PUBLIC SERVICES	(O) 16% TECHNOLOGY	(P) 20% FINANCIAL	(Q) 3% BASIC INDUSTRY	(R) 5% CAPITAL GOODS	(S) 10% CONSTRUCTION & BLDG.	(T) 2% TELECOMMUNICATIONS	

Preferred or Other Stock

Description	Trade Date Acct Type	Quantity	Symbol	Unit Cost Avg Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EA	Portfolio Percent
METLIFE INC PFDA FLT RATE	01/02/2000	2,000	METPRA	14.99000		29,980.00	48,560.00	16,580	LT		
MOODY'S BAAG CALLABLE 030-DAY (CASH)		2,000	METPRA	14.99000	23.28000	29,980.00	48,560.00	16,580			
SUB-TOTAL PREFERRED OR OTHER STOCK						29,980.00	48,560.00	16,580		2,022	0.86
TOTAL EQUITIES						2,948,121.63	3,842,631.30	840,567		67,730	72.09

Mutual Funds

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value	Increased/Dec.	EY	EA	Est Yield to Net Cost Percent
HENDERSON GLOBAL TECH A, OPEN END SYMBOL: HFGAX		3,607,3180	22.95030	89,464.31	76,000.00	22.75000	78,791.48	(703)	4,781				1.46
FEDERATED GOVERNMENT OBLIGATION FUND OPEN END MMKT SYMBOL: GOFXX	Purchases Reinvestment	3,268,4350	22.84878	76,000.00	76,000.00		74,356.09	(643)					
		238,8830	23.00000	5,494.31			5,434.58	(60)					
		150,482,6600	1.00000	150,482.66	150,436.00	1.00000	150,492.66	0	62,0300%	460	0.29	2.78	
	Purchases Reinvestment	156,430,0900	1.00000	156,430.09	150,430.09		150,430.09	62.57					
SUB-TOTAL OPEN END FUNDS					230,966.97		230,284.14	(703)			468		4.27



Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF
ACCOUNT



HOLTZ RUBENSTEIN REMINICK LLP
ATTN: RANDI SCHUSTER
ONE PENN PLAZA STE#3000

DUPLICATE FOR:
MICHAEL GORDON FOUNDATION INC
(OMEGA)
JOHN TILLANDER TTEE

Page
7 of 10

Account Number
G24-1584850

Financial Advisor
CAJONE ARTHUR G - HC2

Period Ending
12/31/16

Exchange Traded Funds

Description	Trade Date /Acc Type	Quantity	Symbol	Unit Cost /Avg Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAU	Portfolio Percent
ETF MANAGERS TR PUREFUNDS ISE CY SBVICB1 ETF	02/05/2015 01/15/2016	1,500 500	HACK	26.19360 22.68500	31,290.30 11,492.52	39,660.00 13,220.00	388 1,727	LT ST			
	CASH	2,000	HACK	25.39140	28.44000	50,782.82	62,880.00	2,097	1.22%	648	0.06
FIRST TR EXCHANGE TRADED FD II CLOUD COMPUTING SBVICB1 ETF	04/22/2016	2,000	SKYY	29.70000	34.48000	59,400.00	68,660.00	9,560	ST		
	CASH	2,000	SKYY	29.70000	34.48000	59,400.00	68,660.00	9,560	0.352%	242	1.28
ISHARES TR MSCI EAFE ETF CLOSED END SBVICB1 ETF	02/13/2016 02/13/2015 03/20/2016	1,600 1,000 500	EFA	63.73860 64.17860 65.61000	68,607.00 64,178.00 32,805.00	68,595.00 67,730.00 28,885.00	(9,012) (6,448) (4,040)	LT LT LT			
	CASH	5,000	EFA	64.23000	57.73200	192,690.00	173,190.00	(19,500)	3.067%	5,312	3.21
POWERSHARES ETF TRUST WATER RESOURCE CLOSED END SBVICB1 ETF	02/04/2011 08/16/2012	4,000 2,000 6,000	PHO	18.67423 18.22660 18.45840	18.23695 34.5950 24.98000	94,260.00 45,180.00 147,340.00	20,063 10,720 30,783	LT LT 0.472%			
SPDR SERIES TRUST B&P DIVID ETF CLOSED END SBVICB1 ETF	12/23/2011 12/26/2011 12/29/2011	1,500 1,000 500	SDY	53.06080 53.61080 54.16880	53.51000 53.51000 54.08000	80,940.00 65,580.00 42,780.00	128,340.00 31,760.00 256,680.00	47,400 31,760 157,920	LT LT LT		
	CASH	3,000	SDY	53.04330	56.66000	161,030.00	64,880	2,612%		6,706	4.76
SELECT SECTOR SPDR TR SBI HEALTHCARE CLOSED END SBVICB1 ETF	12/14/2016	1,000	XLV	70.04600	70.04900	68,940.00	68,940.00	(1,108)	ST		
	CASH	1,000	XLV	70.04600	69.94000	70,048.00	68,940.00	(1,108)	1.004%	1,105	1.28
SELECT SECTOR SPDR TR SBI INT-FIN CLOSED END SBVICB1 ETF	10/27/2011	4,000	XLF	13.98000	13.72480	93,000.00	93,000.00	48,276	LT		
	CASH	4,000	XLF	10.83120	23.25000	41,724.80	93,000.00	48,276	2.000%	1,880	1.72
VANECK VECTORS ETF TR PHARMACEUTICAL E SBVICB1 ETF	01/04/2013	1,000	PPH	40.64700	40.64700	52,510.00	52,510.00	11,863	LT		
	CASH	1,000	PPH	40.64700	52.51000	40,647.00	52,510.00	11,863	2.425%	1,273	0.97
SUB-TOTAL EXCHANGE TRADED FUNDS						736,680.17	913,700.00	177,818		17,548	18.53

Closed End Funds

Description	Trade Date /Acc Type	Quantity	Symbol	Unit Cost /Avg Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAU	Portfolio Percent
COHEN & STEERS INFRASTRUCTURE CLOSED END	09/15/2010 01/24/2012	3,000 1,000	UTF	16.35000 16.58000	16.49832 16.65944	58,080.00 19,360.00	13,591 3,390	LT LT			
	CASH	4,000	UTF	16.13000	18.36000	60,547.76	77,440.00	16,892	8.305%	6,432	1.44
SUB-TOTAL CLOSED END FUNDS						68,647.76	77,440.00	18,892		6,432	1.44
TOTAL MUTUAL FUNDS						1,027,414.90	1,221,424.14	194,008		34,741	22.84

STIFEL

THE MICHAEL GORDON
FOUNDATION INC
STIFEL VANTAGE ACCOUNT
ATTN: THOMAS TILLANDER

December 1
December 31, 2016
Account Number:

Page 5 of 14
UNB4 5608-5416

ASSET DETAILS (continued)

PORTFOLIO ASSETS HELD AT STIFEL (continued)

	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss ¹⁰	Estimated Annualized Income	Estimated Yield %
Equities							
XYLEM INC CUSIP: 98419M100	XYL Cash	1,000	49.5200 49,520.00	56,867.05 56,867.05	12,652.95	619.80	1.25%
Preferreds							
SOTHERLY HOTELS INC SER B CML REDEEMABLE PERPETUAL PFD 8%	SOHOB Cash	2,000	25.4698 50,939.80	26,097.6 52,195.14	-1,255.34	4,000.00	7.85%
SOTHERLY HOTELS LP SR UNSEC'D NOTE 7% DUE 11/15/2019 CUSIP: 83800E109	SOHOM Cash	8,000	26.0000 208,000.00	28,2321 209,856.68	-1,858.68	14,000.00	8.73%
Mutual Funds							
Closed-End Funds							
BLACKROCK ENHANCED EQUITY DIV TR CUSIP: 09251A104 Original Cost: 100,237.02	BDJ Cash	12,000	8.1500 97,800.00	8,1226 97,471.60	97,471.60 328.40	6,724.80	8.88%
DOUBLELINE INCOME SOLUTIONS FUND CUSIP: 258622108	DSL Cash	5,000	18.9900 94,950.00	20,3408 101,704.09	101,704.09 -6,754.09	-6,754.09	9,000.00 9.46%
NEUBERGER BERMAN MLP INCOME FUND INC CUSIP: 84129H104 Original Cost: 211,965.47	NML Cash	12,000	9.3900 112,880.00	16,9813 203,776.47	203,775.47 -91,095.47	-91,095.47	7,920.00 7.03%



CONTINUATION FOR 990-PF, PART IV
13-3585393 PAGE 1 OF 1

THE MICHAEL GORDON FOUNDATION INC

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	OPPENHEIMER - SEE ATTACHED	P	VARIOUS	12/31/16
b	OPPENHEIMER - SEE ATTACHED	P	VARIOUS	12/31/16
c	STIFEL - SEE ATTACHED	P	VARIOUS	12/31/16
d	STIFEL - SEE ATTACHED	P	VARIOUS	12/31/16
e	FIRST MANHATTAN - SEE ATTACHED	P	VARIOUS	12/31/16
f	FIRST MANHATTAN - SEE ATTACHED	P	VARIOUS	12/31/16
g	4700 SHS APOLLO GLOBAL MGMT L LC CL A SHS	P	VARIOUS	02/17/16
h	4000 SHS BLACKSTONE GROUP L P COM UNIT REPSTG LTD	P	VARIOUS	02/17/16
i	3550 SHS BOULEVARD ACQUISITION CORP II UNIT 1 COM	P	VARIOUS	02/16/16
j	CAPITAL GAINS DIVIDENDS			
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	644,521.		616,496.	28,025.
b	421,322.		312,494.	108,828.
c	448,680.		392,143.	56,537.
d	61,663.		31,710.	29,953.
e	706,202.		742,080.	<35,878. >
f	2,314,702.		1,883,186.	431,516.
g	67,711.		87,860.	<20,149. >
h	106,939.		137,358.	<30,419. >
i	34,410.		35,500.	<1,090. >
j	20,679.			20,679.
k				
l				
m				
n				
o				
	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				28,025.
b				108,828.
c				56,537.
d				29,953.
e				<35,878. >
f				431,516.
g				<20,149. >
h				<30,419. >
i				<1,090. >
j				20,679.
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	588,002.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

Oppenheimer & Co. Inc.	Proceeds Not Reported to the IRS	Account G241584650
2016		02/17/2017

Sales transactions are organized into sections according to term (long, short or undetermined). For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase

Several columns include both an amount and a qualifying notation to its right. Where proceeds are the result of an option exercise or assignment, there is indication of whether the amount is N (net of option premium) or G (Gross). Accrued market discount and Wash sale loss disallowed appear in the same column, identified by the letters D or W, respectively. Where you are not permitted to recognize a loss, an indication of X (change in control or capital structure) or Z (other corporate action) is used

Some tax lots may have notations in the column of additional information because they require special treatment on your tax returns. Sales of securities such as Contingent Payment Debt Instruments (CPDI) are marked as "Ordinary" because gains and losses on these instruments generally do not qualify as short- or long-term capital transactions. Similarly, sales of collectibles, noted as "12-1X Collectible," are handled distinctly under the tax code. You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment for these scenarios

Closing of written options is presented in a distinct manner in accordance with IRS regulation. For these transactions the Cost or other basis is always presented as \$0.00 and the Proceeds is the net of the amount received when the option was written and the cost to close the position

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional Information
BLACKSTONE GROUP L P COM UNIT LTD / CUSIP 09253U108 / Symbol BX 08/02/16	3,000 000	77,878 60	07/08/16	71,532 83		6,345 77	Sale
GUGGENHEIM SOLAR ETF / CUSIP 18383Q739 / Symbol TAN							
		2 transactions for 11/21/16					
	1 500 000	25,656 44	12/17/15	47,445 00		-21,788 56	Sale
	500 000	8,552 15	04/22/16	12 185 00		-3,632 85	Sale
11/21/16	2,000 000	34,208 59	Various	59,630 00		-25,421 41	Total of 2 transactions
EDGEWELL PERS CARE CO / CUSIP 28035Q102 / Symbol EPC							
		3 transactions for 04/29/16					
	1 000 000	82,208 21	11/20/15	81,196 04		1,012 17	Sale
	500 000	41,104 10	01/06/16	39,305 00		1 799 10	Sale
	500 000	41,104 10	02/05/16	38,670 00		2 434 10	Sale
04/29/16	2,000 000	164,416 41	Various	159,171 04		5,245 37	Total of 3 transactions

Oppenheimer & Co. Inc.		Account G241584650
2016		02/17/2017

Proceeds Not Reported to the IRS
(continued)

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part I, with Box C checked

Description of property		Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional Information
GTT COMMUNICATIONS INC / CUSIP 362393100 / Symbol GTT							
11/03/16	3,000 000	63,087 62	06/16/16	53,787 62		9,300 00	Sale
MARATHON OIL CORP B/E 2 7% DUE 06/01/20 / CUSIP 565849AN6 / Symbol							
10/25/16	50,000 000	49,545 17	02/24/16	35,577 06	2,245 06 D	11,723 05	Sale ⁵⁶ Original basis \$35,562 50
MASTEC INC / CUSIP 576323109 / Symbol MTZ							
09/23/16	2,000 000	56,898 75	03/01/16	35,639 95		21,258 80	Sale
PAYPAL HLDGS INC / CUSIP 70450Y103 / Symbol PYPL							
10/27/16	1,000 000	41,649 19	09/07/16	38,109 90		3,539 29	Sale
SANFILIPPO JOHN B & SON INC / CUSIP 800422107 / Symbol JBSS							
06/14/16	1,000 000	44,759 12	06/03/16	49,222 70		-4,463 58	Sale
SELECT SECTOR SPDR TR RL EST SEL SEC / CUSIP 81369Y860 / Symbol XLRE							
09/22/16	0 000	19 25	09/22/16	0 00		19 25	Cash in lieu
10/06/16	556 000	17,280 16	09/22/16	18,097 79		-817 63	Sale
Security total		17,299 41		18,097 79		-798 38	
ZOETIS INC CL A / CUSIP 98978V103 / Symbol ZTS							
2 transactions for 05/06/16							
05/06/16	1,000 000	47,388 96	08/17/15	47,596 23		-207 27	Sale
	1,000 000	47,388 96	09/17/15	45,885 82		1,503 14	Sale
	2,000 000	94,777 92	Various	93,482 05		1,295 87	Total of 2 transactions
Totals		644,520 78		614,250 94	2,245 06 D	28,024 78	

Oppenheimer & Co, Inc. 2016	Proceeds Not Reported to the IRS (continued)	Account G241584850 02/17/2017
--------------------------------	-------------------------------------------------	----------------------------------

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part II, with Box F checked

Description of property						
Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z) Additional Information
AMERICAN WTR WKS CO INC NEW / CUSIP 030420103 / Symbol AWK						
02/26/16	1,000 000	66,908 54	10/12/09	19,820 00		47,088 54 Sale
AQUA AMERICA INC / CUSIP 03836W103 / Symbol WTR						
04/21/16	2,000 000	61,590 08	03/14/14	50,859 60		10,730 48 Sale
2 transactions for 10/04/16						
	2,000 000	59,351 37	04/04/14	50,779 40		8,571 97 Sale
	1,000 000	29,675 68	05/30/14	25,240 00		4,435 68 Sale
10/04/16	3,000 000	89,027 05	Various	76,019 40		13,007 65 Total of 2 transactions
Security total						
		150,617 13		126,879 00		23,738 13
SKYWORKS SOLUTIONS INC / CUSIP 83088M102 / Symbol SWKS						
2 transactions for 01/13/16						
	1,000 000	64,188 92	08/23/13	25,095 88		39,093 03 Sale
	1,000 000	64,188 92	08/30/13	25,289 00		38,899 92 Sale
01/13/16	2,000 000	128,377 84	Various	50,384 88		77,992 95 Total of 2 transactions
MYLAN N V SHS EURO / CUSIP N59465109 / Symbol MYL						
11/15/16	2,000 000	75,418 55	03/02/15	115,410 00		-39,991 45 Sale
Totals						
		421,322 06		312,493 88		108,828 17

Stifel, Nicolaus & Company, Inc	Account # 54085416
2016	03/11/2017 CORRECTED

Sales transactions are organized into sections according to term (long, short or undetermined). For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase.

Several columns include both an amount and a qualifying notation to its right. Where proceeds are the result of an option exercise or assignment, there is indication of whether the amount is N (net of option premium) or G (gross). Accrued market discount and Wash sale loss disallowed appear in the same column identified by the letters D or W, respectively. Where you are not permitted to recognize a loss, an indication of X (change in control or capital structure) or Z (other corporate action) is used.

Some tax lots may have notations in the column of additional information because they require special treatment on your tax returns. Sales of securities such as Contingent Payment Debt Instruments (CPDI) are marked as "Ordinary" because gains and losses on these instruments generally do not qualify as short- or long-term capital transactions. Similarly, sales of collectibles, noted as *12 [X] Collectable, are handled distinctly under the tax code. You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment for these scenarios.

Closing of written options is presented in a distinct manner in accordance with IRS regulation. For these transactions the Cost or other basis is always presented as \$0.00 and the Proceeds is the net of the amount received when the option was written and the cost to close the position.

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss (-) & Loss not allowed (X) also not reported (Z)	Additional information
ASTEC INDUSTRIES INC / CUSIP 046224101 / Symbol ASTE							
07/13/16	500 000	28,561 10	08/31/15	20,015 47	0 00	8,545 63	Sale
07/26/16	500 000	28,183 65	08/31/15	20,015 47	0 00	8,168 18	Sale
11/09/16	500 000	30,831 40	01/14/16	17,970 54	0 00	12,860 86	Sale
	Security total	87,576 15		58,001 48	0 00	29,574 67	
B&G FOODS INC NEW / CUSIP 05508R106 / Symbol BGS							
3 transactions for 04/29/16							
	1 000 000	38,694 12	12/28/15	35,760 44	0 00	2,933 68	Sale, ^{AC} Original basis \$36,027.15
	500 000	19,347 06	03/02/16	17,625 32	0 00	1,721 74	Sale, ^{AC} Original basis \$17,698.06
	1 000 000	38,694 14	03/22/16	34,194 75	0 00	4,499 39	Sale, ^{AC} Original basis \$34,340.23
04/29/16	2,500 000	96,735 32	Various	87,580 51	0 00	9,154 81	Total of 3 transactions

Stifel, Nicolaus & Company, Inc.	2016	Proceeds Not Reported to the IRS (continued)	Account 54085416
			03/11/2017 CORRECTED

SHORT TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part I, with Box C checked

Description of property							
Date sold or disposed	Quantity	Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
BLACKROCK CAP INV'T CORP / CUSIP 092533108 / Symbol BKCC							
2 transactions for 04/01/16							
04/01/16	11,000 000	104,456 15	06/15/15	106,807 04	0 00	2,350 89	Sale
	2,000 000	18,992 03	12/08/15	20,007 05	0 00	1,015 02	Sale
	13,000 000	123,448 18	Various	126,814 09	0 00	-3,365 91	Total of 2 transactions
DONALDSON COMPANY INC / CUSIP 257651109 / Symbol DCI							
3 transactions for 06/30/16							
06/30/16	1,000 000	34,043 49	11/25/15	31,584 52	0 00	2,458 97	Sale
	1,000 000	34,043 50	01/22/16	27,374 02	0 00	6,669 48	Sale
	500 000	17,021 75	04/08/16	15,597 84	0 00	1,423 91	Sale
	2,500 000	85,108 74	Various	74,556 38	0 00	10,552 36	Total of 3 transactions
WHITEWAVE FOODS A / CUSIP 966244105 / Symbol WWAV							
2 transactions for 07/07/16							
07/07/16	500 000	27,905 82	05/18/16	21,771 94	0 00	6,133 88	Sale
	500 000	27,905 82	06/07/16	23,418 23	0 00	4,487 59	Sale
	1,000 000	55,811 64	Various	45,190 17	0 00	10,621 47	Total of 2 transactions
Totals		448,680 03		392,142 63	0 00	56,537 40	

Stifel, Nicolaus & Company, Inc.	2016	Proceeds Not Reported to the IRS (continued)	Account 54085416
			03/11/2017 CORRECTED

LONG TERM TRANSACTIONS [Ordinary gains or losses are identified in the Additional information column]
Report on Form 8949, Part II, with Box F checked

Description of property		Proceeds & Reported (G)ross or (N)et	Date acquired	Cost or other basis	Accrued mkt disc (D) & Wash sale loss disallowed (W)	Gain or loss(-) & Loss not allowed (X) also not reported (Z)	Additional information
Date sold or disposed	Quantity						
11/09/16	1,000 000	61,662 78	10/27/15	31,709 91	0 00	29,952 87	Sale
Totals		61 662 78		31 709 91	0 00	29 952 87	

THE MICHAEL GORDON FOUNDATION INC

13-3585393

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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)				
BROOKLYN FREE SCHOOL 120 16TH STREET BROOKLYN, NY 11215	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	3,750.
CARDINAL HAYES HIGH SCHOOL 650 GRAND CONCOURSE BRONX, NY 10451	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
CARDINAL SPELLMAN HIGH SCHOOL 1 CARDINAL SPELLMAN PLACE BRONX, NY 10466	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	8,405.
CATHEDRAL HIGH SCHOOL 350 EAST 56 STREET NEW YORK, NY 10022	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
CATHEDRAL PREPARATORY SEMINARY 56-25 92ND STREET ELMHURST, NY 11373	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
CRISTO REY BROOKLYN HIGH SCHOOL 710 EAST 37TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
CRISTO REY NEW YORK HIGH SCHOOL 112 EAST 106TH STREET NEW YORK, NY 10029	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
DOMINICAN ACADEMY 44 E 68TH STREET NEW YORK, NY 10065	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	18,000.
FONTBONNE HALL ACADEMY 9901 SHORE ROAD BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
FORDHAM PREP 441 EAST FORDHAM ROAD BRONX, NY 10458	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,500.
Total from continuation sheets				417,142.

THE MICHAEL GORDON FOUNDATION INC

13-3585393

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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)				
HEBREW ACADEMY FOR SPECIAL CHILDREN 1311 55TH STREET BROOKLYN, NY 11219	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,704.
JEWISH INSTITUTE OF QUEENS 60.05 WOODHAVEN BLVD. ELMHURST, NY 11373	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
LA SALLE ACADEMY 44 EAST 2ND STREET NEW YORK, NY 10003	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	9,000.
LOYOLA SCHOOL 980 PARK AVENUE NEW YORK, NY 10028	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
MOORE CATHOLIC HIGH SCHOOL 100 MERRILL AVENUE STATEN ISLAND, NY 10312	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
MOUNT ST. MICHAEL ACADEMY 4399 MURDOCK AVENUE BRONX, NY 10466	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	22,500.
NAZARETH REGIONAL HIGH SCHOOL 475 EAST 57TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	21,000.
NEW YORK CHILD LEARNING INSTITUTE 143-14 14TH AVENUE COLLEGE POINT, NY 11356	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	24,958.
NOTRE DAME ACADEMY 135 HOWARD AVENUE STATEN ISLAND, NY 10301	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
NOTRE DAME SCHOOL 327 WEST 13TH STREET NEW YORK, NY 10014	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	19,000.
Total from continuation sheets				

THE MICHAEL GORDON FOUNDATION INC

13-3585393

Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

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)				
PRESTON HIGH SCHOOL 2780 SCHURZ AVENUE BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,500.
SAINT BARNABAS HIGH SCHOOL 420 EAST 240TH STREET BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
SAINT JEAN BAPTISTE 173 EAST 75TH STREET NEW YORK, NY 10021	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	18,000.
SAINT SAVIOUR HIGH SCHOOL 588 SIXTH STREET BROOKLYN, NY 11215	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
ST. EDMUND PREPARATORY HIGH SCHOOL 2474 OCEAN AVENUE BROOKLYN, NY 11229 BROOKLYN, NY 11229	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	24,000.
ST. JOHN VILLA ACADEMY 57 CLEVELAND PLACE STATEN ISLAND, NY 10305	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	21,000.
ST. JOSEPH HIGH SCHOOL 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	21,000.
ST. JOSEPH HILL ACADEMY 850 HYLAN BOULEVARD STATEN ISLAND, NY 10305	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
ST. PETER'S BOYS SCHOOL 200 CLINTON AVENUE STATEN ISLAND, NY 10301	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
STATEN ISLAND ACADEMY 715 TODT HILL RD, STATEN ISLAND, NY 10304	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
Total from continuation sheets				

THE MICHAEL GORDON FOUNDATION INC

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Part XV Supplementary Information

3. Grants and Contributions Paid During the Year (Continuation)

THE MICHAEL GORDON FOUNDATION INC

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	10.	10.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST MANHATTAN	55,834.	0.	55,834.	55,834.	
FIRST MANHATTAN	1,109.	0.	1,109.	1,109.	
K-1 WILLIAMS 79					
ASSOCIATES LLC	55.	0.	55.	55.	
OPPENHEIMER #4650	105,665.	15,585.	90,080.	90,080.	
OPPENHEIMER #4650	1,256.	0.	1,256.	1,256.	
OPPENHEIMER #4650-ACCRUED					
INTEREST PAID	<330.>	0.	<330.>	<330.>	
STATE STREET	8,834.	0.	8,834.	8,834.	
STIFEL	14,059.	0.	14,059.	14,059.	
STIFEL	151,647.	5,094.	146,553.	123,008.	
STIFEL- BOND					
PREMIUM	<3,255.>	0.	<3,255.>	<3,255.>	
TO PART I, LINE 4	334,874.	20,679.	314,195.	290,650.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 WILLIAM 79 -INCOME/(LOSS)	<15,782.>	<15,782.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<15,782.>	<15,782.>	

THE MICHAEL GORDON FOUNDATION INC

13-3585393

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,965.	2,241.		6,724.
TO FORM 990-PF, PG 1, LN 16B	8,965.	2,241.		6,724.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	8,373.	2,093.		6,280.
FOREIGN TAX	2,172.	2,172.		0.
TO FORM 990-PF, PG 1, LN 18	10,545.	4,265.		6,280.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	815.	0.		815.
INVESTMENT FEES	73,966.	73,966.		0.
NYS FILING FEES	750.	0.		750.
TRAVEL	127.	0.		127.
TO FORM 990-PF, PG 1, LN 23	75,658.	73,966.		1,692.

THE MICHAEL GORDON FOUNDATION INC

13-3585393

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - SECURITIES	2,948,124.	3,889,091.
STATE STREET BANK - SECURITIES	0.	0.
STIFEL - SECURITIES	3,538,544.	3,661,597.
FIRST MANHATTAN - SECURITIES	1,928,140.	2,466,307.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,414,808.	10,016,995.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN WILLIAMS 79 ASSOCIATES LLC	COST	<165,970.>	1.
STIFEL - MUTUAL FUNDS	COST	402,951.	305,430.
OPPENHEIMER - MUTUAL FUNDS	COST	1,027,414.	1,221,424.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,264,395.	1,526,855.

STATEMENT(S) 7, 8