Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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): G. DAVID PHELPS HAMAR 300 PARK AVE

Room/suite: 19TH FL

B Telephone number (see instructions): (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: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,030,846.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	347.	347.		
	4	Dividends and interest from securities	53,033.	53,033.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-90,295.			
	b	Gross sales price for all assets on line 6a 4,561,753.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	35,379.	35,246.		
	12	**Total.** Add lines 1 through 11	-1,536.	88,626.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,184.			14,184.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) [2]	59,587.	59,587.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) [3]	39,965.	1,056.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 4	51,187.	24,651.		26,536.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	164,923.	85,294.		40,720.
	25	Contributions, gifts, grants paid	480,000.			480,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	644,923.	85,294.		520,720.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-646,459.			
	b	**Net investment income** (if negative, enter -0-)		3,332.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2016)

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	325,239.	286,417.	286,417.
	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)[5]	361,707.	151,893.	149,627.
	b Investments - corporate stock (attach schedule) ATCH 6	3,528,433.	3,383,099.	3,582,061.
	c Investments - corporate bonds (attach schedule) ATCH 7	579,857.	478,007.	473,404.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 8	1,757,150.	1,606,511.	2,539,337.
	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)	6,552,386.	5,905,927.	7,030,846.
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 ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 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	6,552,386.	5,905,927.	
	30 Total net assets or fund balances (see instructions)	6,552,386.	5,905,927.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,552,386.	5,905,927.	

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	6,552,386.
2	Enter amount from Part I, line 27a	2	-646,459.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,905,927.
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	5,905,927.

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)
1 a	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	-91,176.
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

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	507,467.	7,416,887.	0.068420
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

2	**Total** of line 1, column (d)	2	0.316660
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	0.063332
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,056,431.
5	Multiply line 4 by line 3	5	446,898.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	33.
7	Add lines 5 and 6	7	446,931.
8	Enter qualifying distributions from Part XII, line 4	8	520,720.

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 ▶ [X] and enter 1% of Part I, line 27b	1	33.
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	33.
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	33.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 18,900.		
b	Exempt foreign organizations - tax withheld at source . . . 6b		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	18,900.
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	18,867.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 100. **Refunded** ▶	11	18,767.

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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?	1c		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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754
Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 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? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (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 9		14,184.	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 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 10		59,587.
Total number of others receiving over $50,000 for professional services ▶		

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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	4,364,686.
b	Average of monthly cash balances	1b	259,866.
c	Fair market value of all other assets (see instructions)	1c	2,539,337.
d	**Total** (add lines 1a, b, and c)	1d	7,163,889.
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	7,163,889.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	107,458.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,056,431.
6	**Minimum investment return.** Enter 5% of line 5	6	352,822.

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	352,822.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	33.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	1.		
c	Add lines 2a and 2b			2c	34.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	352,788.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	352,788.
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	352,788.

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	520,720.
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	520,720.
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	33.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	520,687.

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				352,788.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011 115,266.				
b From 2012 75,384.				
c From 2013 65,139.				
d From 2014 130,040.				
e From 2015 174,552.				
f Total of lines 3a through e	560,381.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 520,720.				
a Applied to 2015, 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 2016 distributable amount				352,788.
e Remaining amount distributed out of corpus	167,932.			
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	728,313.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				
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 2011 not applied on line 5 or line 7 (see instructions)	115,266.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	613,047.			
10 Analysis of line 9				
a Excess from 2012 75,384.				
b Excess from 2013 65,139.				
c Excess from 2014 130,040.				
d Excess from 2015 174,552.				
e Excess from 2016 167,932.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets. . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				480,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	347.	
4 Dividends and interest from securities			14	53,033.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	881.	18	-91,176.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a K-1 INC/LOSS	525990	133.	14	35,246.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,014.		-2,550.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -1,536.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ [signature] 11/13/17 ▶ Trustee

Signature of officer or trustee Date 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/13/2017		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 4,561,753	$ 4,665,561	$ (103,808)
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 12,632
Total included in Part IV				$ 4,561,753	$ 4,665,561	$ (91,176)
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 881
Part I, Line 6a Total						$ (90,295)

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.	35,379.	35,246.
TOTALS	35,379.	35,246.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	59,587.	59,587.
TOTALS	59,587.	59,587.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2016	1,900.	
990-PF EXTENSION FOR 2015	28,009.	
990-T EXTENSION FOR 2015	9,000.	
FOREIGN TAX PAID	1,056.	1,056.
TOTALS	39,965.	1,056.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	26,466.		26,466.
BANK CHARGES	120.	120.	
K-1 EXP EAST SIDE CAPITAL L.P.	24,531.	24,531.	
STATE OR LOCAL FILING FEES	70.		70.
TOTALS	51,187.	24,651.	26,536.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SMALL BUSINESS ADMIN GTD - 4.2	24,015.	23,576.
US T - 1.000% - 05/31/2018	40,011.	39,984.
US T NTS - 2.250% - 07/31/2021	52,867.	50,784.
US OBLIGATIONS TOTAL	116,893.	114,344.
FLORIDA ST BRD ADMINFIN CORP -	35,000.	35,283.
STATE OBLIGATIONS TOTAL	35,000.	35,283.
US AND STATE OBLIGATIONS TOTAL	151,893.	149,627.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
3M CO	45,050.	45,892.
ALLERGAN PLC	123,439.	116,556.
AUTONATION INC	172,143.	147,701.
AUTOZONE INC	160,830.	179,282.
BALL CP	98,121.	98,116.
BECTON DICKINSON & CO	96,971.	104,131.
BROWN FORMAN CORP CL B	83,035.	77,532.
CASEY'S GENERAL STORES, INC	167,798.	169,166.
CBRE GROUP INC	68,881.	72,364.
COSTCO WHOLESALE CORPORATION	100,806.	109,835.
DAVIDE CAMPARI - MILANO SPA	87,805.	84,513.
DECKERS OUTDOOR CORPORATION	27,064.	27,086.
DENTSPLY SIRONA INC	63,387.	60,790.
FACEBOOK INC	109,256.	105,731.
FEDEX CORPORATION	57,962.	70,756.
FORTUNE BRANDS HOME & SECURITY	54,767.	52,925.
GRAND CITY PROPERTIES	58,989.	58,193.
HEINEKEN NV	41,860.	37,731.
HOME DEPOT INC	55,335.	210,641.
INGEVITY CORPORATION	65,073.	79,492.
LINDT & SPRUENGLI AG	133,216.	121,808.
MARTIN MARIETTA MATLS INC	43,580.	60,035.
MASTERCARD INC	74,834.	78,573.
METTLER-TOLEDO INTL	15,389.	16,324.
MICROSOFT CORP	137,305.	150,690.
MOLSON COOR BREW CO CL B	37,271.	37,464.
MOODYS CORP	139,876.	121,703.
NESTLE S.A	22,674.	22,311.
OLD DOMINION FREIGHT LINES	31,064.	39,378.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PEPSICO INC	35,473.	36,934.
PHILIP MORRIS INTL	62,993.	64,043.
ROBERT HALF INTL INC	49,585.	53,658.
SHERWIN-WILLIAMS CO	222,786.	217,680.
THE HERSHEY COMPANY	72,710.	76,124.
THERMO FISHER SCIENTIFIC INC	122,249.	130,518.
UNION PACIFIC	88,844.	100,051.
VISA INC	35,905.	36,045.
WALT DISNEY HOLDINGS CO	75,256.	74,934.
WAYFAIR INC	103,524.	94,320.
WHIRLPOOL CORP	81,250.	81,251.
YUM BRANDS INC	58,743.	59,784.
TOTALS	3,383,099.	3,582,061.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AMERICAN INTL GROUP NOTE - 0.0	31,447.	30,728.
ANHEUSER BUSCH - 2.650% - 02/0	30,982.	30,173.
AT&T INC - 2.800% - 02/17/2021	29,947.	29,762.
AUTOZONE INC - 4.000% - 11/15/	26,798.	26,238.
CITIGROUP INC - 2.350% - 08/02	30,045.	29,346.
CVS CAREMARK CORP NOTE - 4.125	21,193.	21,162.
DUKE ENERGY CAROLINAS LLC - 4.	32,156.	32,069.
EBAY INC - 2.500% - 03/09/2018	25,385.	25,220.
ECOLAB INC - 4.350% - 12/08/20	33,255.	32,420.
MERCK & CO INC - 1.850% - 02/1	32,003.	32,020.
ONTARIO (PROVINCE OF) - 1.250%	49,882.	49,386.
REGIONS FINL CORP - 3.200% - 0	24,974.	25,354.
ROPER TECHNOLOGIES INC - 2.800	19,969.	19,990.
STARBUCKS CORP - 2.100% - 02/0	29,983.	29,904.
TORONTO-DOMINION BANK - 1.450%	29,995.	29,854.
WELLS FARGO - 0.025% - 03/04/2	29,993.	29,778.
TOTALS	478,007.	473,404.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EAST SIDE CAPITAL L.P.	1,606,511.	2,539,337.
TOTALS	1,606,511.	2,539,337.

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)	
		PUBLICLY-TRADED SECURITIES						
4,561,753.		4,665,561.					-103,808.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							12,632.	
TOTAL GAIN(LOSS)							-91,176.	

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH GORDON G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
G DAVID PHELPS HAMAR* G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	TRUSTEE 1.00	14,184.	0.	0.
	GRAND TOTALS	14,184.	0.	0.

*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, 2016, THE FOUNDATION PAID $59,587 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.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CHILTON TRUST COMPANY 300 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	59,587.
TOTAL COMPENSATION		59,587.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
13 HANDS EQUINE RESCUE INC PO BOX 313 BEDFORD HILLS, NY 10507	N/A PC	GENERAL & UNRESTRICTED	5,000
ADELANTE MUJERES 2036 MAIN ST STE A FOREST GROVE, OR 97116	N/A PC	GENERAL & UNRESTRICTED	2,500.
AMERICAN HUMANIST ASSOCIATION 1821 JEFFERSON PL NW WASHINGTON, DC 20036	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	10,000
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	5,000.

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
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A PC	OPERATIONS SUPPORT	2,000
ANOTHER CHANCE ANIMAL RESCUE PO BOX 552 NORTH BERWICK, ME 03906	N/A PC	GENERAL & UNRESTRICTED	1,000
ANTIOCH UNIVERSITY 900 DAYTON ST YELLOW SPGS, OH 45387	N/A PC	PETER PALMIATO'S PROGRAM	4,000
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 YEAR

ATTACHMENT 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
C CONN 1300 E ST JOHN'S AVENUE AUSTIN, TX 78752	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA RD CASCO, ME 04015	N/A PC	GENERAL & UNRESTRICTED	6,000.
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	4,000
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC	GENERAL & UNRESTRICTED	2,000.

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
CENTER FOR WILDLIFE INC PO BOX 620 CAPE NEDDICK, ME 03902	N/A PC	GENERAL & UNRESTRICTED	2,500
CHARITY NAVIGATOR 139 HARRISTOWN RD, STE 201 GLEN ROCK, NJ 07452	N/A PC	GENERAL & UNRESTRICTED	500
CHURCH COMMUNITY OUTREACH SERVICES INC PO BOX 1175 KENNEBUNK, ME 04043	N/A PC	FEED AND FUEL FUND	3,000
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE 2ND FL NEW YORK, NY 10001	N/A PC	DOCTORS TRAVELING TO ALEPPO FUND	25,000
ECOTRUST 721 NW 9TH AVE, STE 200 PORTLAND, OR 97209	N/A PC	GENERAL & UNRESTRICTED	3,000.
EDUCATION FOUNDATION OF THE KENNEBUNKS AND ARUNDEL PO BOX 1531 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	2,000.

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
ELECTRONIC FRONTIER FOUNDATION INC 815 EDDY ST SAN FRANCISCO, CA 94109	N/A PC	GENERAL & UNRESTRICTED	5,000
EMANCIPET 7010 EASY WIND DR STE 260 AUSTIN, TX 78752	N/A PC	PETS OF THE HOMELESS PROGRAM	2,500
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	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	1,500
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	2,000.
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	GENERAL & UNRESTRICTED	1,000

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
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	FOMA FUND AND FABIOLA'S PROGRAM	5,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	GUDALAJARA PROGRAM	9,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	PATA PROGRAM	1,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	INTERNATIONAL VETERINARY CONSULTANTS INITIATIVE	9,000
FRIENDS OF THAI DAUGHTERS INC PO BOX 370 TREVETT, ME 04571	N/A PC	GENERAL & UNRESTRICTED	25,000
FRIENDS OF TREES 3117 NE MLK BLVD PORTLAND, OR 97212	N/A PC	GENERAL & UNRESTRICTED	1,000

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOOD SHEPHERD FOOD-BANK PO BOX 1807 AUBURN, ME 04211	N/A PC	GENERAL & UNRESTRICTED	6,000
GROWING GARDENS 2203 NE OREGON ST PORTLAND, OR 97232	N/A PC	GENERAL & UNRESTRICTED	2,500
HONOR FLIGHT NETWORK OF KANSAS CITY PO BOX 46718 KANSAS CITY, MO 64188	N/A PC	HELP THE VETS FUND	4,000
HOSPICE AUSTIN 4107 SPICEWOOD SPRINGS RD STE 100 AUSTIN, TX 78759	N/A PC	GENERAL & UNRESTRICTED	3,000.
HOSPICE OF SOUTHERN MAINE 180 US RTE 1 SCARBOROUGH, ME 04074	N/A PC	GENERAL & UNRESTRICTED	2,000
IMMIGRANT LEGAL ADVOCACY PROJECT PO BOX 17917 PORTLAND, ME 04112	N/A PC	GENERAL & UNRESTRICTED	10,000.

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
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	1,000
KEITH MCCLELLAND FUND 21 PADDY CREEK RD KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	500.
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION PO BOX 707 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	4,000.
KENNEBUNK FREE LIBRARY ASSOCIATION 112 MAIN ST KENNEBUNK, ME 04043	N/A PC	CHILDRENS BOOKS FUND	1,500.
KENNEBUNKPORT CONSERVATION TRUST PO BOX 7028 CAPE PORPOISE, ME 04014	N/A PC	GENERAL & UNPESTRICTED	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
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	RESEARCH PROJECT	500
LOUIS T GRAVES MEMORIAL PUBLIC LIBRARY ASSOCIATION PO BOX 391 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	3,000.
MAINE ADAPTIVE SPORTS & RECREATION 8 SUNDANCE LN NEWRY, ME 04261	N/A PC	GENERAL & UNRESTRICTED	6,000
MAINE CHILDRENS HOME FOR LITTLE WANDERERS 93 SILVER ST WATERVILLE, ME 04901	N/A PC	GENERAL & UNRESTRICTED	1,000
MAINE PARENT TEACHER ASSOCIATION INC 42 DAMON PASTURE LN LAKEVILLE, ME 04487	N/A PC	CHARITABLE EVENT	1,000

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
MAINE PARENT TEACHER ASSOCIATION INC - KENNEBUNKPO PO BOX 329 KENNEBUNKPORT, ME 04046	N/A PC	CHARITABLE EVENT	1,000
MAINE PUBLIC BROADCASTING CORPORATION 1450 LISBON ST LEWISTON, ME 04240	N/A PC	GENERAL & UNRESTRICTED	9,500
MAKE-A-WISH FOUNDATION OF MAINE 477 CONGRESS ST STE M1 PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	5,000
MARINE MAMMALS OF MAINE PO BOX 751 BATH, ME 04530	N/A PC	GENERAL & UNRESTRICTED	2,500.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVE BOSTON, MA 02115	N/A PC	GENERAL & UNRESTRICTED	5,000
NEW ENGLAND PRIMATE SANCTUARY INC PO BOX 23 MERRIMAC, MA 01860	N/A PC	GENERAL & UNRESTRICTED	2,000

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
OCTAGON SEQUENCE OF EIGHT INC 41660 HORSESHOE RD PUNTA GORDA, FL 33982	N/A PC	GENERAL & UNRESTRICTED	2,000.
OREGON CHILDRENS FOUNDATION 101 SW MARKET ST PORTLAND, OR 97201	N/A PC	GENERAL & UNRESTRICTED	1,500
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 SE WATER AVE PORTLAND, OR 97214	N/A PC	TSA SCHOLARSHIP FUND, TSA PROGRAMMING, AND OPERATING SUPPORT FOR THE CENTER FOR INNOVATION	7,500
PEACE RIVER REFUGE & RANCH INC 640 NE 170TH CT SILVER SPGS, FL 34488	N/A PC	GENERAL & UNRESTRICTED	2,000
PLANNED PARENTHOOD ASSOCIATION OF PENNSYLVANIA INC 1514 N 2ND ST HARRISBURG, PA 17102	N/A PC	GENERAL & UNRESTRICTED	2,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC. 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	2,500

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
PLANNED PARENTHOOD OF THE TEXAS CAPITAL REGION INC 201 E BEN WHITE BLVD BLDG B AUSTIN, TX 78704	N/A PC	GENERAL & UNRESTRICTED	5,000.
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	3,000
PREBLE STREET 38 PREBLE ST 3RD FL PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	6,500
PROJECT ACCESS NOW PO BOX 10953 PORTLAND, OR 97296	N/A PC	GENERAL & UNRESTRICTED	1,000
R BROWN 8807 N. MADRONE TRAIL AUSTIN, TX 78737	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
RAW ART WORKS INC 37 CENTRAL SQ LYNN, MA 01901	N/A PC	GENERAL & UNRESTRICTED	5,000

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
RIVER TREE ARTS 35 WESTERN AVE KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	4,000
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
SECRET SANTA PO BOX 301 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	5,000
SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIS P O BOX 414 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	4,000
SPECIAL SURFERS 146 HOLMES RD SCARBOROUGH, ME 04074	N/A PC	GENERAL & UNRESTRICTED	1,500.

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ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPONSORS INC 338 HWY 99 N EUGENE, OR 97402	N/A PC	GENERAL & UNRESTRICTED	1,000.
TELLING ROOM 225 COMMERCIAL ST STE 201 PORTLAND, ME 04101	N/A PC	CHARITABLE EVENT	9,000.
THE AGAINST MALARIA FOUNDATION PO BOX 7247-6370 PHILADELPHIA, PA 19170	N/A PC	GENERAL & UNRESTRICTED	5,000.
THE CENTER FOR GRIEVING CHILDREN 555 FOREST AVE PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	20,500
THE CORAL REEF ALLIANCE 1330 BROADWAY STE 1602 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	2,500
THE DAVID SHELDRICK WILDLIFE TRUST USA 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A PC	GENERAL & UNRESTRICTED	5,000

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
THE LIVESTOCK CONSERVANCY INC PO BOX 477 PITTSBORO, NC 27312	N/A PC	GENERAL & UNRESTRICTED	10,000
THE RED SOX FOUNDATION INC 4 YAWKEY WAY BOSTON, MA 02215	N/A PC	GENERAL & UNRESTRICTED	2,500
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	KUT TEXAS STANDARD PROGRAM	5,000.
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	KUT TEXAS STANDARD PROGRAM	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	HALLS CAVE PROJECT	5,000
THORNE ECOLOGICAL INSTITUTE PO BOX 19107 BOULDER, CO 80308	N/A PC	GENERAL & UNRESTRICTED	5,000.

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ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOWN OF KENNEBUNK 1 SUMMER ST KENNEBUNK, ME 04043	N/A GOV	FOOD AND FUEL FUND	2,500
TOWN OF KENNEBUNKPORT PO BOX 566 KENNEBUNKPORT, ME 04046	N/A GOV	FOOD AND FUEL FUND	2,500
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW 722 W 168TH ST 12TH FL NEW YORK, NY 10032	N/A PC	GENERAL & UNRESTRICTED	10,000
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	2,000
UNITED STATES FUND FOR UNICEF 125 MAIDEN LN 10TH FLR NEW YORK, NY 10038	N/A PC	CHARITABLE EVENT	1,000
UNITED WAY PO BOX 727 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	3,000

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ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY INC PO BOX 15200 PORTLAND, ME 04112	N/A PC	HOUSING FOR THE HOMELESS IN MAINE PROGRAM	40,000
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A PC	NEW LOWER SCHOOL CAMPAIGN	5,000.
WAYSIDE FOOD PROGRAMS PO BOX 1278 PORTLAND, ME 04104	N/A PC	FEED THE HUNGRY FUND	3,000.
WINTERKIDS EDUCATION FOUNDATION 120 EXCHANGE ST PORTLAND, ME 04112	N/A PC	GENERAL & UNRESTRICTED	6,000.
XERCES SOCIETY INC 628 NE BROADWAY ST STE 200 PORTLAND, OR 97232	N/A PC	GENERAL & UNRESTRICTED	2,500
YORK COUNTY COMMUNITY ACTION CORP 6 SPRUCE ST SANFORD, ME 04073	N/A PC	GENERAL & UNRESTRICTED	2,500.

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
YORK COUNTY SHELTER PROGRAMS INC 24 GEORGE RD ALFRED, ME 04002	N/A PC	GENERAL & UNRESTRICTED	2,500.
		TOTAL CONTRIBUTIONS PAID	480,000.