

Extended to November 15, 2018  
Return of Private Foundation

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

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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

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

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

Room/suite: \_\_\_\_\_

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

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

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

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 531,432.**

J Accounting method:  Cash  Accrual  Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses		(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	1,443,104.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,051.	2,051.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	140,564.			Statement 1
	b Gross sales price for all assets on line 6a	15,947,318.			
	7 Capital gain net income (from Part IV, line 2)		144,272.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	1,585,719.	146,323.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	7,500.	4,500.	0.	3,000.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	10,032.	32.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,300.	0.	0.	0.
	22 Printing and publications				
	23 Other expenses Stmt 5	267.	0.	0.	255.
	24 Total operating and administrative expenses. Add lines 13 through 23	22,099.	4,532.	0.	3,255.
	25 Contributions, gifts, grants paid	1,979,392.			1,017,324.
26 Total expenses and disbursements. Add lines 24 and 25	2,001,491.	4,532.	0.	1,020,579.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-415,772.				
b Net investment income (if negative, enter -0-)		141,791.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	681,592.	405,584.	405,584.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 6	279,943.	140,179.	125,848.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	961,535.	545,763.	531,432.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	961,535.	545,763.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-415,772.	
30 Total net assets or fund balances	961,535.	545,763.		
31 Total liabilities and net assets/fund balances	961,535.	545,763.		

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	961,535.
2 Enter amount from Part I, line 27a	2	-415,772.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	545,763.
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	545,763.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, 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 <b>See Attached Statements</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 <b>15,947,318.</b>		<b>15,803,046.</b>	<b>144,272.</b>

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

(i) FMV 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			<b>144,272.</b>

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	<b>144,272.</b>
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	<b>144,272.</b>

**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 doesn't 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))
2016	<b>1,034,538.</b>	<b>469,840.</b>	<b>2.201894</b>
2015	<b>1,189,674.</b>	<b>355,750.</b>	<b>3.344129</b>
2014	<b>1,196,065.</b>	<b>386,124.</b>	<b>3.097619</b>
2013	<b>1,391,344.</b>	<b>* 147,594.</b>	<b>9.426833</b>
2012	<b>642,908.</b>	<b>133,685.</b>	<b>4.809126</b>

2 Total of line 1, column (d)	2	<b>22.879601</b>
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	<b>4.575920</b>
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	<b>731,823.</b>
5 Multiply line 4 by line 3	5	<b>3,348,764.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>1,418.</b>
7 Add lines 5 and 6	7	<b>3,350,182.</b>
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	<b>1,020,579.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	2,836.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	2,836.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,836.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	9,515.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	9,515.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
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	6,679.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. $\$$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	X	
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14 The books are in care of ► <u>Sullivan &amp; Cromwell LLP</u> Telephone no. ► <u>(212) 558-4000</u> Located at ► <u>125 Broad Street, New York, NY</u> ZIP+4 ► <u>10004-2498</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <u>N/A</u>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here ► <u>N/A</u>	1b	
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017.) <u>N/A</u>	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 2017?	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:			<b>Yes</b>	<b>No</b>
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>	5b		X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John R. Gordon Deltec Asset Management, 530 Fifth Ave New York, NY 10036	Trustee 0.00	0.	0.	0.
Kiendl D. Gordon 635 Park Avenue New York, NY 10065	Trustee 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0



**Part 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	387,939.
b Average of monthly cash balances	1b	355,029.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	742,968.
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	742,968.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,145.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	731,823.
6 Minimum investment return. Enter 5% of line 5	6	36,591.

**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	36,591.
2a Tax on investment income for 2017 from Part VI, line 5	2a	2,836.
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,836.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	33,755.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	33,755.
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	33,755.

**Part XII** Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,020,579.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,020,579.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,020,579.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				33,755.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	636,300.			
b From 2013	1,395,506.			
c From 2014	1,189,474.			
d From 2015	1,187,861.			
e From 2016	1,030,069.			
f Total of lines 3a through e	5,439,210.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$	1,020,579.			
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2017 distributable amount				33,755.
e Remaining amount distributed out of corpus	986,824.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	6,426,034.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	636,300.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,789,734.			
10 Analysis of line 9:				
a Excess from 2013	1,395,506.			
b Excess from 2014	1,189,474.			
c Excess from 2015	1,187,861.			
d Excess from 2016	1,030,069.			
e Excess from 2017	986,824.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

**See Statement 7**  
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

**None**

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

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- c Any submission deadlines:

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- 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
<p>a <i>Paid during the year</i></p> <p>See Rider Attached</p>			Charitable Purposes	1,017,324.
<p><b>Total</b></p>				<p>▶ <b>3a</b> 1,017,324.</p>
<p>b <i>Approved for future payment</i></p> <p>None</p>				
<p><b>Total</b></p>				<p>▶ <b>3b</b> 0.</p>





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No 1545-0047

**2017**

Name of the organization

Employer identification number

The John R. & Kiendl Dauphinot Gordon Fd13-6920431

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization <b>The John R. &amp; Kiendl Dauphinot Gordon Fd</b>	Employer identification number <b>13-6920431</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Albert H. Gordon Testamentary Trust Under SIXTH John R. Gordon, Trustee, 635 Park Avenue  New York, NY 10065	\$ 1,443,104.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>The John R. &amp; Kiendl Dauphinot Gordon Fd</b>	Employer identification number <b>13-6920431</b>
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**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization <b>The John R. &amp; Kiendl Dauphinot Gordon Fd</b>	Employer identification number <b>13-6920431</b>
---	---

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

THE JOHN R. AND KIENDL  
DAUPHINOT GORDON FUND  
c/o Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004-2498

Employer Identification No. 13-6920431

RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

Part XV, Questions 3 (a)

Grants and Contributions Paid During the Year

<u>Name</u>	<u>Amount</u>
myFace New York, NY	\$87,000.00
NY Province of the Society of Jesus New York, NY	2,000.00
The American Friends of Winchester College New York, NY	3,700.00
The International Friends of the London Library New York, NY	19,300.00
Manhattan Institute New York, NY	1,000.00
The Roundabout Theatre Company New York, NY	71,500.00
Church of Heavenly Rest New York, NY	50,000.00
The Fund For Park Avenue New York, NY	1,000.00
Vincera Institute Philadelphia, PA	2,000.00

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Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

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

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

<u>Name</u>	<u>Amount</u>
Lenox Hill Neighborhood House New York, NY	\$980.00
The Lighthouse Works, Inc. New York, NY	1,000.00
564 Park Avenue Preservation Foundation New York, NY	564.00
Abilis Greenwich, CT	10,000.00
Saint David's School New York, NY	1,000.00
U. S. Holocaust Memorial Museum Washington, DC	2,500.00
Harvard Business School Cambridge, MA	150,000.00
Park Avenue Armory New York, NY	9,520.00
Harvard College Cambridge, MA	300,000.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

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

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

<u>Name</u>	<u>Amount</u>
NYC Outward Bound Schools Long Island City, NY	\$9,770.00
Prostate Cancer Foundation New York, NY	17,250.00
Harvard Law School Cambridge, MA	100,000.00
New York Restoration Project New York, NY	13,950.00
American Ballet Theatre New York, NY	4,200.00
American Friends of Winchester College New York, NY	35,200.00
Lincoln Center Theatre New York, NY	9,300.00
Young Women's Leadership Network New York, NY	10,000.00
Second Stage Theatre New York, NY	2,200.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

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

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

<u>Name</u>	<u>Amount</u>
School of American Ballet New York, NY	\$10,000.00
Chances for Children New York, NY	2,500.00
FJK Dance New York, NY	29,740.00
St. Paul's School Concord, NH	1,000.00
Classic Stage Company New York, NY	650.00
NY Shakespeare Exchange Brooklyn, NY	500.00
St. Ignatius Loyola New York, NY	1,000.00
Fountain House New York, NY	1,000.00
Alvin Ailey American Dance Theatre New York, NY	1,000.00

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RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

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

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

Hebron Academy Hebron, ME		\$50,000.00
The Metropolitan Opera House New York, NY		<u>5,000.00</u>
Total Qualifying Distributions		1,017,324.00
The Drumcliff Foundation Philadelphia, PA	481,034.00	
The Kathy and Al Gordon Fund New York, NY	<u>481,034.00</u>	
Total Non-Qualifying Distributions for which the Foundation is maintaining expenditure responsibility		<u>962,068.00</u>
Total Grants Paid		<u>\$1,979,392.00*</u>

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

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2017 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Drumcliff Foundation  
Mr. Daniel F. Gordon, Trustee  
P.O. Box 26087  
Philadelphia, PA 19128

(iii) Date and amount of grant

March 20, 2017	\$120,258.50
June 20, 2017	120,258.50
September 20, 2017	120,258.50
December 20, 2017	<u>120,258.50</u>
	<u>\$481,034.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$481,034. in 2017

(v) Diversion

To our knowledge, the grantee has not diverted  
any portion of the funds

(vi) Reports

The grantee has submitted a financial and  
narrative report for 2017 dated November 2018.

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2017 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Kathy and Al Gordon Fund  
Ms. Kathleen Gordon, Trustee  
Ms. Nancy M. Mulligan, Trustee  
570 Park Avenue  
New York, NY 10065

(iii) Date and amount of grant

March 21, 2017	\$120,258.50
July 5, 2017	120,258.50
September 22, 2017	120,258.50
December 18, 2017	<u>120,258.50</u>
	<u>\$481,034.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$88,118.00 in 2017

(v) Diversion

To our knowledge, the grantee has not diverted any portion of the funds

(vi) Reports

The grantee has submitted a financial and narrative report for 2017 dated November, 2018, and agrees to submit annual financial and narrative reports until the grant is expended.

(vii) Verification

The file was in order.

THE JOHN AND KIENDL DAUPHINOT GORDON FUND

EIN: 13-6920431

2017 Form 990-PF

Statement to Part VII-B, Line 5c

(i) Name and address of the grantee

The Kathy and Al Gordon Fund  
Ms. Kathleen Gordon, Trustee  
Ms. Nancy M. Mulligan, Trustee  
570 Park Avenue  
New York, NY 10065

(iii) Date and amount of grant

March 28, 2016	\$127,875.00
June 15, 2016	127,875.00
September 15, 2016	127,875.00
December 15, 2016	<u>127,875.00</u>
	<u>\$511,500.00</u>

(iii) Purpose of grant

General Support

(iv) Amount Expended

\$393,882. in 2017

(v) Diversion

To our knowledge, the grantee has not diverted  
any portion of the funds

(vi) Reports

The grantee has submitted a financial and  
narrative report for 2016 dated November, 2018.

(vii) Verification

The file was in order.

THE JOHN R. AND KIENDL  
DAUPHINOT GORDON FUND  
c/o Sullivan & Cromwell LLP  
125 Broad Street  
New York, New York 10004-2498

Employer Identification No. 13-6920431

RETURN OF PRIVATE FOUNDATION EXEMPT FROM INCOME TAX  
Section 501(c)(3) of Internal Revenue Code  
Form 990-PF

Calendar Year 2017

Part VII-A, Line 5

Statement Regarding Substantial Contraction

During the calendar year 2017 there was a substantial contraction, as defined in Regulations Sec. 16043-3(d), of The John R. Kiendl Dauphinot Gordon Fund. The substantial contraction occurred as a result of the distribution during the tax year of more than 25% of the fair market value of the net assets of The John R. Kiendl Dauphinot Gordon Fund at the beginning of the tax year.

The distributions were not due to any plan of liquidation, dissolution or termination, and are not part of a series of related dispositions made during prior tax years.

A schedule of listing the names of all recipients of assets is attached as a rider to Part XV, Line 3a.

Form 990-PF                      Gain or (Loss) from Sale of Assets                      Statement    1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
10,000 Shs Deutsche Bank AG	201,832.	195,533.	0.	0.	6,299.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,000 Shs Endo Intl Plc Shs	139,378.	138,465.	0.	0.	913.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,000 Shs Endo Intl Plc Shs	17,138.	16,816.	0.	0.	322.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Deltec Asset Management	2,051.	0.	2,051.	2,051.	0.
To Part I, line 4	2,051.	0.	2,051.	2,051.	0.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sullivan & Cromwell LLP	7,500.	4,500.	0.	3,000.
To Fm 990-PF, Pg 1, ln 16a	7,500.	4,500.	0.	3,000.

Form 990-PF

Taxes

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2016 Tax Payment with Extension	5,000.	0.	0.	0.
2017 Second quarter estimated tax payment - Excise Tax	5,000.	0.	0.	0.
Foreign Tax Withheld on Foreign Dividends	32.	32.	0.	0.
To Form 990-PF, Pg 1, ln 18	10,032.	32.	0.	0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
New York State Department of Law - Filing Fee, Annual Report	100.	0.	0.	100.	
American Lawyer Media - Publication of annual notice	155.	0.	0.	155.	
Miscellaneous investment fees	12.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	267.	0.	0.	255.	

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Form 990-PF	Corporate Stock	Statement	6
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<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1,000 Shs Logmein Inc., Common	116,212.	114,500.
2,550 Shs Therapeutix Inc., Common	23,967.	11,348.
Total to Form 990-PF, Part II, line 10b	140,179.	125,848.

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Form 990-PF

Part XV - Line 1a  
List of Foundation Managers

Statement 7

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Name of Manager

John R. Gordon  
Kiendl D. Gordon

**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 10,000 Shs Deutsche Bank AG		02/02/17	02/03/17
b 8,000 Shs Endo Intl Plc Shs		11/10/16	01/05/17
c 1,000 Shs Endo Intl Plc Shs		11/10/16	01/09/17
d 1,000 Shs Endo Intl Plc Shs		01/06/17	01/09/17
e 2,000 Shs Endo Intl Plc Shs		01/06/17	01/09/17
f 10,000 Shs Endo Intl Plc Shs		02/16/17	02/27/17
g 3,000 Shs Liberty Global Plc Shs Class A		01/30/17	02/03/17
h 600 Shs Broadcom Ltd Shs		06/01/17	06/02/17
i 6,000 Shs Abbott Labs Common		02/02/17	02/07/17
j 1,000 Shs Alexion Pharmaceutic Als Inc.		06/02/17	06/08/17
k 3,000 Shs Alexion Pharmaceutic Als Inc.		06/05/17	06/08/17
l 1,000 Shs Alibaba Group Holding Ltd Sponsored Ads		12/07/17	12/18/17
m 300 Shs Alphabet Inc., Capital Stk Cl A		03/23/17	03/28/17
n 10,000 Shs American Airlines Group Inc.		01/12/17	01/12/17
o 1,000 Shs American Airlines Group Inc.		04/27/17	04/27/17

(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 201,832.		195,533.	6,299.
b 139,378.		138,465.	913.
c 17,138.		17,138.	0.
d 17,138.		16,820.	318.
e 34,275.		33,299.	976.
f 133,975.		133,697.	278.
g 109,042.		108,878.	164.
h 148,774.		141,612.	7,162.
i 257,286.		252,312.	4,974.
j 103,171.		102,041.	1,130.
k 309,512.		303,390.	6,122.
l 174,548.		173,553.	995.
m 253,488.		251,528.	1,960.
n 483,356.		479,512.	3,844.
o 43,771.		43,273.	498.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 6,299.
b			** 913.
c			** 0.
d			** 318.
e			** 976.
f			** 278.
g			** 164.
h			** 7,162.
i			** 4,974.
j			** 1,130.
k			** 6,122.
l			** 995.
m			** 1,960.
n			** 3,844.
o			** 498.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(e) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3,000 Shs American International Group Inc.		02/16/17	02/21/17
b 3,000 Shs Amgen Inc., Common		03/20/17	03/20/17
c 1,000 Shs Applied Materials Inc.		11/03/17	11/03/17
d 1,500 Shs Applied Materials Inc.		11/21/17	11/21/17
e 6,000 Shs Applied Materials Inc.		12/07/17	12/20/17
f 5,000 Shs Boston Scientific Corp.		01/12/17	01/12/17
g 1,000 Shs Celgene Corp.		08/30/17	08/31/17
h 3,000 Shs Citigroup Inc., New.		08/29/17	08/29/17
i 1,600 Shs Cognizant Technology Solutions Corp., C		11/01/17	11/01/17
j 2,000 Shs CTRIP Com International Ltd ADS		03/15/17	03/23/17
k 6,000 Shs CTRIP Com International Ltd Ads		05/11/17	05/12/17
l 5,000 Shs Delta Airlines Inc., New		01/11/17	01/12/17
m 1,000 Shs Delta Airlines Inc.		01/11/17	01/13/17
n 4,000 Shs Delta Airlines Inc.		05/31/17	06/01/17
o 1,000 Shs DiamondBack Energy Inc.		02/08/17	02/08/17

(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 189,330.		184,936.	4,394.
b 507,735.		504,979.	2,756.
c 56,431.		55,994.	437.
d 88,109.		87,574.	535.
e 321,177.		310,633.	10,544.
f 117,039.		115,308.	1,731.
g 138,385.		133,012.	5,373.
h 202,667.		200,108.	2,559.
i 117,857.		115,896.	1,961.
j 97,800.		96,671.	1,129.
k 329,511.		321,560.	7,951.
l 257,736.		254,449.	3,287.
m 51,543.		50,890.	653.
n 197,868.		195,332.	2,536.
o 100,700.		97,526.	3,174.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 4,394.
b			** 2,756.
c			** 437.
d			** 535.
e			** 10,544.
f			** 1,731.
g			** 5,373.
h			** 2,559.
i			** 1,961.
j			** 1,129.
k			** 7,951.
l			** 3,287.
m			** 653.
n			** 2,536.
o			** 3,174.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2,000 Shs DiamondBack Energy Inc.		02/08/17	02/09/17
b 3,000 Shs DiamondBack Energy Inc.		03/29/17	04/03/17
c 3,000 Shs Direxion Shs ETF Tr		01/06/17	01/09/17
d 1,000 Shs EOG Res Inc.		02/27/17	03/01/17
e 4,500 Shs EOG Res		04/04/17	04/06/17
f 1,614 Shs Fidelity National Information Services		12/15/16	01/05/17
g 2,000 Shs Fidelity National Information Services		10/31/17	10/31/17
h 10,000 Shs Finisar Corp.		02/17/17	02/21/17
i 10,000 Shs Finisar Corp.		03/27/17	04/19/17
j 4,000 Shs Finisar Corp.		05/10/17	06/01/17
k 10,000 Shs Finisar Corp.		03/28/17	06/15/17
l 3,000 Shs Flowserve Corp.		07/28/17	07/28/17
m 5,000 Shs Foot Locker Inc.		05/26/17	05/30/17
n 720 Shs Goldman Sachs Group Inc.		04/03/17	04/03/17
o 625 Shs Goldman Sachs Group Inc.		06/08/17	06/08/17

(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 205,414.		195,053.	10,361.
b 311,520.		302,912.	8,608.
c 121,223.		114,391.	6,832.
d 99,734.		98,062.	1,672.
e 442,383.		435,174.	7,209.
f 126,737.		124,170.	2,567.
g 185,088.		184,388.	700.
h 346,969.		333,548.	13,421.
i 223,042.		223,042.	0.
j 102,150.		97,372.	4,778.
k 257,318.		355,079.	-97,761.
l 124,789.		124,583.	206.
m 301,179.		296,754.	4,425.
n 164,966.		163,898.	1,068.
o 137,676.		135,883.	1,793.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 10,361.
b			** 8,608.
c			** 6,832.
d			** 1,672.
e			** 7,209.
f			** 2,567.
g			** 700.
h			** 13,421.
i			** 0.
j			** 4,778.
k			** -97,761.
l			** 206.
m			** 4,425.
n			** 1,068.
o			** 1,793.

2 Capital gain net income or (net capital loss) ( If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 )	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 5,000 Shs Halliburton Co.		02/01/17	02/01/17
b 3,000 Shs Halliburton Co.		02/08/17	02/09/17
c 2,000 Shs Halliburton Co.		04/10/17	06/05/17
d 4,000 Shs Halliburton Co.		04/10/17	09/28/17
e 3,200 Shs Halliburton Co.		09/06/17	09/28/17
f 800 Shs Halliburton Co.		10/05/17	12/04/17
g 3,200 Shs Halliburton Co.		10/05/17	12/04/17
h 800 Shs Halliburton Co.		11/17/17	12/04/17
i 3,200 Shs Halliburton Co.		11/17/17	12/04/17
j 1,000 Shs Halliburton Co.		11/17/17	12/04/17
k 6,000 Shs Hca Holdings Inc.		01/23/17	01/23/17
l 6,000 Shs Hca Holdings Inc.		01/24/17	01/24/17
m 900 Shs Hca Holdings Inc.		06/28/17	06/28/17
n 2,000 Shs Hca Holdings Inc.		07/26/17	07/26/17
o 3,000 Shs Intel Corp.		01/26/17	01/27/17

(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 280,545.		277,862.	2,683.
b 167,838.		161,753.	6,085.
c 90,590.		99,794.	-9,204.
d 183,349.		183,349.	0.
e 146,679.		143,207.	3,472.
f 35,776.		35,776.	0.
g 143,103.		143,103.	0.
h 35,776.		36,965.	-1,189.
i 143,103.		134,867.	8,236.
j 44,720.		41,778.	2,942.
k 479,335.		470,304.	9,031.
l 480,596.		478,213.	2,383.
m 78,654.		78,211.	443.
n 163,282.		161,294.	1,988.
o 113,990.		112,778.	1,212.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 2,683.
b			** 6,085.
c			** -9,204.
d			** 0.
e			** 3,472.
f			** 0.
g			** 0.
h			** -1,189.
i			** 8,236.
j			** 2,942.
k			** 9,031.
l			** 2,383.
m			** 443.
n			** 1,988.
o			** 1,212.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

Part IV Capital Gains and Losses for Tax on Investment Income			
(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,000 Shs Ishares Tr		03/02/17	03/02/17
b 1,000 Shs Ishares Tr		03/02/17	03/03/17
c 1,000 Shs Ishares Tr		03/06/17	03/15/17
d 1,100 Shs JD Com Inc., Sponsored Adr		09/12/17	09/13/17
e 3,000 Shs Lowes Cos Inc.		08/23/17	08/24/17
f 500 Shs Nvidia Corp.		12/18/17	12/20/17
g 9,000 Shs Oclaro Inc.		03/06/17	03/21/17
h 100 Shs Oclaro Inc.		03/27/17	06/06/17
i 5,000 Shs Ocular Therapeutix Inc.		02/13/17	03/20/17
j 1,000 Shs Ocular Therapeutix Inc.		03/21/17	07/05/17
k 3,000 Shs Ocular Therapeutix Inc.		02/13/17	04/19/17
l 2,000 Shs Ocular Therapeutix Inc.		02/13/17	04/19/17
m 2,000 Shs Ocular Therapeutix Inc.		03/21/17	07/07/17
n 100 Shs Ocular Therapeutix Inc.		03/21/17	07/10/17
o 3,750 Shs Oracle Corp.		02/22/17	03/01/17

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 303,035.		300,508.	2,527.
b 301,985.		301,008.	977.
c 301,031.		300,008.	1,023.
d 49,372.		46,283.	3,089.
e 220,614.		215,558.	5,056.
f 98,365.		96,887.	1,478.
g 87,039.		85,322.	1,717.
h 1,037.		990.	47.
i 49,241.		44,267.	4,974.
j 10,493.		10,098.	395.
k 25,191.		25,191.	0.
l 17,128.		17,128.	0.
m 14,218.		18,253.	-4,035.
n 645.		993.	-348.
o 160,301.		158,637.	1,664.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 2,527.
b			** 977.
c			** 1,023.
d			** 3,089.
e			** 5,056.
f			** 1,478.
g			** 1,717.
h			** 47.
i			** 4,974.
j			** 395.
k			** 0.
l			** 0.
m			** -4,035.
n			** -348.
o			** 1,664.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2,000 Shs Pioneer Natural Resources Co.		10/05/17	11/01/17
b 450 Shs Pioneer Natural Resources Co.		11/06/17	11/06/17
c 1,000 Shs Pioneer Natural Resources Co.		11/27/17	11/28/17
d 1,000 Shs Pioneer Natural Resources Co.		11/17/17	11/21/17
e 6,000 Shs SPDR Ser Tr S&P Biotech ETF		03/13/17	03/15/17
f 3,750 Shs Salesforce. com Inc.		05/22/17	05/24/17
g 3,000 Shs Salesforce.com Inc.		09/29/17	09/29/17
h 45 Shs Samsung Electrs Ltd		07/19/17	11/02/17
i 480 Shs Schlumberger Ltd		11/06/17	11/06/17
j 1,080 Shs Schlumberger Ltd		12/11/17	12/12/17
k 1,300 Shs ServiceNow Inc.		12/07/17	12/08/17
l 1,900 Shs Shire Plc Spon Adr		02/10/17	02/15/17
m 6,000 Shs Southwest Airlines Co.		01/04/17	01/09/17
n 2,000 Shs Southwest Airlines Co.		01/04/17	01/10/17
o 15,000 Shs Tenet Healthcare Corp.		01/24/17	01/25/17

(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 309,232.		305,200.	4,032.
b 71,360.		68,322.	3,038.
c 150,935.		150,831.	104.
d 151,918.		151,918.	0.
e 430,161.		427,260.	2,901.
f 334,247.		327,150.	7,097.
g 279,888.		278,560.	1,328.
h 57,320.		50,639.	6,681.
i 32,132.		31,008.	1,124.
j 69,941.		68,376.	1,565.
k 159,134.		155,288.	3,846.
l 329,663.		326,255.	3,408.
m 304,301.		304,027.	274.
n 102,432.		101,342.	1,090.
o 280,389.		271,708.	8,681.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			** 4,032.
b			** 3,038.
c			** 104.
d			** 0.
e			** 2,901.
f			** 7,097.
g			** 1,328.
h			** 6,681.
i			** 1,124.
j			** 1,565.
k			** 3,846.
l			** 3,408.
m			** 274.
n			** 1,090.
o			** 8,681.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 10,000 Shs Tenet Healthcare Corp.		01/26/17	02/06/17
b 1,309 Shs Tenet Healthcare Corp.		03/01/17	03/02/17
c 5,000 Shs Tenet Healthcare Corp.		06/29/17	06/29/17
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 183,903.		183,833.	70.
b 25,131.		24,408.	723.
c 97,440.		96,308.	1,132.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 70.
b			** 723.
c			** 1,132.
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	144,272.
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	144,272.