

Form 990-PF

Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2019

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.
► Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning _____, and ending _____

Name of foundation		A Employer identification number		
THE MICHAEL GORDON FOUNDATION INC		13-3585393		
Number and street (or P O box number if mail is not delivered to street address) C/O BTVK, ONE PENN PLAZA, STE 3000		Room/suite		
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10119				
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		B Telephone number 718-258-5434		
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 13,092,836. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
Revenue		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
1 Contributions, gifts, grants, etc., received				N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments		11.	11.	STATEMENT 1
4 Dividends and interest from securities		323,542.	326,877.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10		510,263.		RECEIVED
b Gross sales price for all assets on line 6a		4,464,457.		
7 Capital gain net income (from Part IV, line 2)		510,263.		NOV 12 2019
8 Net short-term capital gain				RS-OSC
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income		12,978.	12,978.	STATEMENT 3
12 Total. Add lines 1 through 11		846,794.	850,129.	
13 Compensation of officers, directors, trustees, etc		138,200.	34,550.	103,650.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees		STMT 4	12,790.	9,592.
b Accounting fees			3,198.	
c Other professional fees				
17 Interest		STMT 5	27,192.	6,097.
18 Taxes			6,089.	
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses		STMT 6	85,808.	1,655.
24 Total operating and administrative expenses. Add lines 13 through 23			263,990.	120,994.
25 Contributions, gifts, grants paid			510,619.	510,619.
26 Total expenses and disbursements. Add lines 24 and 25			774,609.	631,613.
27 Subtract line 26 from line 12			72,185.	
a Excess of revenue over expenses and disbursements			722,139.	
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

gai

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		365,843.	262,563.	262,563.
	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	STMT 7	799,247.	1,466,667.	1,471,569.
	b Investments - corporate stock	STMT 8	7,768,018.	6,965,125.	8,318,705.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 9	2,548,302.	2,859,240.	3,039,999.
	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 l)		11,481,410.	11,553,595.	13,092,836.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26, and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		11,481,410.	11,553,595.	
	30 Total net assets or fund balances		11,481,410.	11,553,595.	
	31 Total liabilities and net assets/fund balances		11,481,410.	11,553,595.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 11,481,410.
2 Enter amount from Part I, line 27a	2 72,185.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 11,553,595.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 11,553,595.

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 STIFEL [5416] - SEE ATTACHED		P	VARIOUS	12/31/18
b STIFEL [5416] - SEE ATTACHED		P	VARIOUS	12/31/18
c OPPENHEIMER & CO [4650]		P	VARIOUS	12/31/18
d OPPENHEIMER & CO [4650]		P	VARIOUS	12/31/18
e CAPITAL GAINS DIVIDENDS				
(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 281,773.		244,499.		37,274.
b 1,463,434.		1,279,240.		184,194.
c 581,155.		544,777.		36,378.
d 2,121,846.		1,885,678.		236,168.
e 16,249.				16,249.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				37,274.
b				184,194.
c				36,378.
d				236,168.
e				16,249.
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	510,263.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

 Yes No

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

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))
2017	556,674.	13,927,904.	.039968
2016	590,666.	12,256,151.	.048193
2015	659,351.	12,564,933.	.052475
2014	630,422.	13,919,728.	.045290
2013	534,335.	13,272,063.	.040260

2 Total of line 1, column (d)

2 .226186

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 .045237

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 14,343,435.

5 Multiply line 4 by line 3

5 648,854.

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

6 7,221.

7 Add lines 5 and 6

7 656,075.

8 Enter qualifying distributions from Part XII, line 4

8 631,613.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

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

c All other domestic foundations enter 2% of line 2b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

6a 11,280.

b Exempt foreign organizations - tax withheld at source

6b 0.

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

6c 10,000.

d Backup withholding erroneously withheld

6d 0.

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

7 21,280.

8 Enter any penalty for underpayment of estimated tax. Check here 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 6,837.

11 Enter the amount of line 10 to be Credited to 2019 estimated tax ►

6,837. | Refunded ►

11 0.

Part VII-A. Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

 Yes No1a

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.

1b

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

1c

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?

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

4a

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

4b If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

5

• By language in the governing instrument, or

6

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

NY

8a 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 explanation8b

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

9

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

10

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>BAKER TILLY VIRCHOW KRAUSE, LLP</u> Telephone no. ► <u>212.697.6900</u> Located at ► <u>ONE PENN PLAZA, STE 3000, NEW YORK, NY</u> ZIP+4 ► <u>10119</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X No

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	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X 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	X 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	X 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	N/A	
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 2018?	1b	
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/> Yes	X 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2018?	4a	X
	4b	X

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

		Yes	No
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))?	<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 type="checkbox"/> Yes <input checked="" 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	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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
THOMAS TILLANDER 1274 RYDER STREET BROOKLYN, NY 11234	PRESIDENT 30.00	88,200.	0.	0.
WILLIAM MCSHERRY 401 EAST 80TH STREET, APT #31C NEW YORK, NY 10075	SECRETARY 4.00	22,500.	0.	0.
JOHN TILLANDER 1274 RYDER STREET BROOKLYN, NY 11234	TREASURER 8.00	27,500.	0.	0.

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

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

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

► 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services



0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	N/A	Expenses
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	N/A	Amount
2		
3		
All other program-related investments. See instructions.		
Total. Add lines 1 through 3		0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,157,195.
b	Average of monthly cash balances	1b	404,667.
c	Fair market value of all other assets	1c	1.
d	Total (add lines 1a, b, and c)	1d	14,561,863.
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	14,561,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	218,428.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,343,435.
6	Minimum investment return. Enter 5% of line 5	6	717,172.

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	717,172.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	14,443.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,443.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	702,729.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	702,729.
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	702,729.

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	631,613.
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	631,613.
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	631,613.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				702,729.
2 Undistributed income, if any, as of the end of 2018			470,305.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 631,613.			470,305.	
a Applied to 2017, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2018 distributable amount				161,308.
e Remaining amount distributed out of corpus		0.		
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				541,421.
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 2013 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

Part XV. Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AQUINAS HIGH SCHOOL 685 EAST 182ND ST, BRONX, NY 10457	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	11,000.
ASSOCIATED BETH RIVKAH SCHOOLS 310 CROWN STREET BROOKLYN, NY 11225	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	6,000.
BAY RIDGE PREPARATORY SCHOOL 7420 FOURTH AVENUE BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
BE'ER HAGOLAH INSTITUTES 671 LOUISIANA AVENUE BROOKLYN, NY 11230	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
BISHOP KEARNEY HIGH SCHOOL 2260 60TH STREET BROOKLYN, NY 11204	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 510,619.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	11.	
4 Dividends and interest from securities			14	323,542.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	12,978.	
8 Gain or (loss) from sales of assets other than inventory			18	510,263.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.	..	846,794.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	846,794.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

**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 of officer or trustee

→ Title

May the IRS discuss this return with the preparer shown below? See instr

Signature or name of preparer		Date	File No.			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	RANDI A. SCHUSTER		10/22/07		P00747022	
	Firm's name ► BAKER TILLY VIRCHOW KRAUSE, LLP			Firm's EIN ► 39-0859910		
	Firm's address ► ONE PENN PLAZA, SUITE 3000 NEW YORK, NY 10119			Phone no. (212) 697-6900		

THE MICHAEL GORDON FOUNDATION INC

13-3585393

Part XV, Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
BISHOP LOUGHLIN MEMORIAL 357 CLERMONT AVENUE BROOKLYN, NY 11238	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	19,000.
BROOKLYN FREE SCHOOL 120 16TH STREET BROOKLYN, NY 11215	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	3,750.
CARDINAL HAYES HIGH SCHOOL 650 GRAND CONCOURSE BRONX, NY 10451	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
CARDINAL SPELLMAN HIGH SCHOOL 1 CARDINAL SPELLMAN PLACE BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	19,050.
CATHEDRAL HIGH SCHOOL 350 EAST 56 STREET NEW YORK, NY 10022	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	22,500.
CATHEDRAL PREPARATORY 56-25 92ND STREET ELMHURST, NY 11373	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	18,000.
CRISTO REY BROOKLYN HIGH SCHOOL 710 EAST 37TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	13,500.
CRISTO REY NEW YORK HIGH SCHOOL 112 EAST 106TH STREET NEW YORK, NY 10029	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
DOMINICAN ACADEMY 44 E 68TH STREET NEW YORK, NY 10065	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	8,000.
FONTBONNE HALL ACADEMY 9901 SHORE ROAD BROOKLYN, NY 11209	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
Total from continuation sheets				453,619.

THE MICHAEL GORDON FOUNDATION INC

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
FORDHAM PREPARATORY 441 EAST FORDHAM ROAD BRONX, NY 10458	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,500.
HEBREW ACADEMY FOR SPECIAL CHILDREN 715 TODT HILL RD, STATEN ISLAND, NY 10304	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
LA SALLE ACADEMY 1311 55TH STREET BROOKLYN, NY 11219	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	19,000.
LOYOLA SCHOOL OF NEW YORK 44 EAST 2ND STREET NEW YORK, NY 10003	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
MOORE CATHOLIC HIGH SCHOOL 980 PARK AVENUE NEW YORK, NY 10028	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
MOUNT ST. MICHAEL ACADEMY 100 MERRILL AVENUE STATEN ISLAND, NY 10312	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,500.
NAZARETH REGIONAL HIGH SCHOOL 4399 MURDOCK AVENUE BRONX, NY 10466	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	11,000.
NOTRE DAME ACADEMY 475 EAST 57TH STREET BROOKLYN, NY 11203	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	20,000.
NOTRE DAME SCHOOL OF MANHATTAN 135 HOWARD AVENUE STATEN ISLAND, NY 10301	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
PRESTON HIGH SCHOOL 327 WEST 13TH STREET NEW YORK, NY 10014	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	25,000.
Total from continuation sheets				

THE MICHAEL GORDON FOUNDATION INC

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
QUEENS CENTERS FOR PROGRESS 410 EAST 92ND ST, NEW YORK, NY 10128	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	15,819.
SAINT BARNABAS HIGH SCHOOL 2780 SCHURZ AVENUE BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
SAINT JEAN BAPTISTE 82-25 164TH ST, JAMAICA, NY 11432	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
SAINT SAVIOUR HIGH SCHOOL 420 EAST 240TH STREET BRONX, NY 10465	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,000.
ST. EDMUND PREPARATORY HIGH SCHOOL 173 EAST 75TH STREET NEW YORK, NY 10021	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	12,000.
ST. JOSEPH HIGH SCHOOL 588 SIXTH STREET BROOKLYN, NY 11215	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	10,000.
ST. JOSEPH HILL ACADEMY 2474 OCEAN AVENUE BROOKLYN, NY 11229 BROOKLYN, NY 11229	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	22,500.
ST. PETER'S BOYS SCHOOL 57 CLEVELAND PLACE STATEN ISLAND, NY 10305	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	7,500.
STATEN ISLAND ACADEMY 80 WILLOUGHBY STREET BROOKLYN, NY 11201	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	5,000.
THE GILLEN BREWER SCHOOL 254 WEST 29TH STREET NEW YORK, NY 10001	NONE	501 (C) (3)	TO ACHIEVE CHARITABLE PURPOSE	25,000.
Total from continuation sheets				

THE MICHAEL GORDON FOUNDATION INC

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Part XV, Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
JPMORGAN CHASE	11.	11.	
TOTAL TO PART I, LINE 3	11.	11.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND- -OPPENHEIMER	163,261.	14,524.	148,737.	148,737.	
DIVIDEND-STIFEL	166,830.	1,725.	165,105.	165,105.	
INTEREST- -OPPENHEIMER	11,993.	0.	11,993.	11,993.	
INTEREST-STIFEL	869.	0.	869.	869.	
K-1 WILLIAMS 79					
ASSOCIATES LLC	173.	0.	173.	173.	
LESS: BOND PREMIUM					
AMORTIZATION	-3,335.	0.	-3,335.	0.	
TO PART I, LINE 4	339,791.	16,249.	323,542.	326,877.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 WILLIAM 79 -INCOME/(LOSS)	12,978.	12,978.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,978.	12,978.	

THE MICHAEL GORDON FOUNDATION INC

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FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,790.	3,198.		9,592.
TO FORM 990-PF, PG 1, LN 16B	12,790.	3,198.		9,592.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	8,129.	2,032.		6,097.
FOREIGN TAX	4,057.	4,057.		0.
FEDERAL TAX	15,006.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,192.	6,089.		6,097.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	905.	0.		905.
INVESTMENT FEES	84,153.	84,153.		0.
NYS FILING FEES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 23	85,808.	84,153.		1,655.

STATEMENT(S) 4, 5, 6

THE MICHAEL GORDON FOUNDATION INC

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FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - FIXED INCOME	X		1,466,667.	1,471,569.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,466,667.	1,471,569.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,466,667.	1,471,569.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER - SECURITIES	3,700,179.	5,202,271.
STIFEL - SECURITIES	3,264,946.	3,116,434.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,965,125.	8,318,705.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN WILLIAMS 79 ASSOCIATES LLC	COST	-154,468.	1.
STIFEL - MUTUAL FUNDS	COST	1,054,041.	764,288.
OPPENHEIMER - MUTUAL FUNDS	COST	1,959,667.	2,275,710.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,859,240.	3,039,999.

STATEMENT(S) 7, 8, 9