

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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

1912

For calendar year 2019 or tax year beginning

, and ending

Name of foundation The John R. & Kiendl Dauphinot Gordon Fd		A Employer identification number 13-6920431
Number and street (or P O box number if mail is not delivered to street address) Sullivan & Cromwell, 125 Broad St.	Room/suite	B Telephone number (212) 558-4000
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10004-2498		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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 <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 29,953.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,534,504.			
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		1,749.	1,749.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-4,547.			
b Gross sales price for all assets on line 6a		10,318,406.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		1,531,706.	1,749.	0.	
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		15,000.	9,000.	0.	6,000.
b Accounting fees					
c Other professional fees					
17 Interest		50.	50.	0.	0.
18 Taxes Stmt 4		5,000.	0.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		300.	0.	0.	260.
24 Total operating and administrative expenses Add lines 13 through 23		20,350.	9,050.	0.	6,260.
25 Contributions, gifts, grants paid		1,923,264.			1,923,264.
26 Total expenses and disbursements Add lines 24 and 25		1,943,614.	9,050.	0.	1,929,524.
27 Subtract line 26 from line 12.		-411,908.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			0.		
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	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	268,468.	29,953.	29,953.
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	173,391.	0.	0.
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)	441,859.	29,953.	29,953.
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 FASB ASC 958, check here ▶ <input type="checkbox"/>			
24 Net assets without donor restrictions			
25 Net assets with donor restrictions			
Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>			
26 Capital stock, trust principal, or current funds	441,859.	29,953.	
27 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
28 Retained earnings, accumulated income, endowment, or other funds	-103,053.	0.	
29 Total net assets or fund balances	441,859.	29,953.	
30 Total liabilities and net assets/fund balances	441,859.	29,953.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	441,859.
2 Enter amount from Part I, line 27a	2	-411,908.
3 Other increases not included in line 2 (itemize) ▶ <u>Rounding</u>	3	2.
4 Add lines 1, 2, and 3	4	29,953.
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 29	6	29,953.

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 See Attached Statements			
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 10,318,406.		10,325,992.	-7,586.

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			-7,586.

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	-7,586.
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	-8,344.

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))
2018	861,053.	466,845.	1.844409
2017	1,020,579.	731,823.	1.394571
2016	1,034,538.	469,840.	2.201894
2015	1,189,674.	355,750.	3.344129
2014	1,196,065.	386,124.	3.097619

2 Total of line 1, column (d)	2	11.882622
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	2.376524
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	306,703.
5 Multiply line 4 by line 3	5	728,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	728,887.
8 Enter qualifying distributions from Part XII, line 4	8	1,929,524.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	6,679.
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	6,679.
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 2020 estimated tax <input checked="" type="checkbox"/> 6,679. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions. 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions. 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A. 14 The books are in care of Sullivan & Cromwell LLP Telephone no. (212) 558-4000 Located at 125 Broad Street, New York, NY ZIP+4 10004-2498. 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 2019, 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.

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.

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here. c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019? 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? 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.) 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? b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?

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:		Yes	No
(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.		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	
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
John R. Gordon 635 Park Avenue New York, NY 10065	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	154,640.
b Average of monthly cash balances	1b	156,734.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	311,374.
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	311,374.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,671.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	306,703.
6 Minimum investment return Enter 5% of line 5	6	15,335.

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	15,335.
2a Tax on investment income for 2019 from Part VI, line 5	2a	
b Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	15,335.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	15,335.
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	15,335.

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	1,929,524.
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	1,929,524.
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	1,929,524.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				15,335.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	1,189,474.			
b From 2015	1,187,861.			
c From 2016	1,030,069.			
d From 2017	986,824.			
e From 2018	842,711.			
f Total of lines 3a through e	5,236,939.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ \$ 1,929,524.				
a Applied to 2018, 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 2019 distributable amount				15,335.
e Remaining amount distributed out of corpus	1,914,189.			
5 Excess distributions carryover applied to 2019 (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	7,151,128.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	1,189,474.			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	5,961,654.			
10 Analysis of line 9:				
a Excess from 2015	1,187,861.			
b Excess from 2016	1,030,069.			
c Excess from 2017	986,824.			
d Excess from 2018	842,711.			
e Excess from 2019	1,914,189.			

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	
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					
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 6

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule Attached			Charitable Purposes	1,923,264.
Total				▶ 3a 1,923,264.
b Approved for future payment				
None				
Total				▶ 3b 0.

The John R. & Kiendl Dauphinot Gordon Fd 13-6920431

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 Aegerion Pharmaceuticals		09/12/14	01/14/19
b 150 shs Alphabet Inc		02/05/19	02/05/19
c 250 shs Alphabet Inc		06/10/19	06/10/19
d 300 shs Alphabet Inc		06/24/19	06/24/19
e 15,000 shs Altice USA Inc		06/17/19	06/17/19
f 30 shs Amazon Inc		01/02/19	01/02/19
g 100 shs Amazon Inc		01/10/19	01/10/19
h 6,000 shs Amphenol Corp		06/14/19	06/14/19
i 5,000 shs Bank Montreal		04/05/19	04/05/19
j 5,000 shs BB&T Corp		06/05/19	06/10/19
k 7,150 shs Boston Scientific Corp		04/23/19	04/23/19
l 7,387 shs Centene Corp		06/18/19	06/18/19
m 5,000 shs Endo International		01/02/19	01/30/19
n 8,000 shs Endo International		01/02/19	03/18/19
o 10,000 shs Endo International		Various	03/21/19

(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 758.			758.
b 171,667.		170,258.	1,409.
c 272,236.		270,206.	2,030.
d 335,295.		334,403.	892.
e 348,433.		345,245.	3,188.
f 45,115.		44,194.	921.
g 165,448.		162,385.	3,063.
h 565,614.		559,504.	6,110.
i 238,939.		235,508.	3,431.
j 248,019.		242,859.	5,160.
k 255,804.		251,866.	3,938.
l 412,422.		419,386.	-6,964.
m 47,742.		38,116.	9,626.
n 69,017.		60,985.	8,032.
o 88,066.		78,023.	10,043.

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			758.
b			** 1,409.
c			** 2,030.
d			** 892.
e			** 3,188.
f			** 921.
g			** 3,063.
h			** 6,110.
i			** 3,431.
j			** 5,160.
k			** 3,938.
l			** -6,964.
m			** 9,626.
n			** 8,032.
o			** 10,043.

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

The John R. & Kiendl Dauphinot Gordon Fd 13-6920431

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 Endo International		01/04/19	04/05/19
b 10,000 shs Endo International		04/05/19	05/10/19
c 30,000 shs EQT Corp		12/19/19	12/19/19
d 10,000 shs First Data Corp		01/16/19	01/16/19
e 3,000 shs Flex Ltd		08/01/19	10/28/19
f 1,000 shs Home Depot Inc		04/29/19	04/29/19
g 1,850 shs Knight-Swift Transportation		01/30/19	01/30/19
h 1,000 shs Nvidia Corp		01/11/19	01/11/19
i 2,000 shs Nvidia Corp		01/28/19	01/28/19
j 1,100 shs Palo Alto Networks		04/02/19	04/02/19
k 1,100 shs Palo Alto Networks		04/04/19	04/04/19
l 940 shs Palo Alto Networks		05/16/19	05/16/19
m 1,500 shs Palo Alto Networks		05/30/19	05/30/19
n 250 shs Proshares Trust Ultrapro		01/17/19	01/17/19
o 1,500 shs Salesforce.com Inc		03/29/19	03/29/19

(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 81,866.		81,866.	0.
b 81,323.		81,033.	290.
c 319,216.		310,033.	9,183.
d 211,464.		204,662.	6,802.
e 34,881.		32,498.	2,383.
f 202,638.		201,638.	1,000.
g 61,154.		58,777.	2,377.
h 148,290.		144,862.	3,428.
i 279,250.		263,780.	15,470.
j 263,771.		262,819.	952.
k 260,041.		257,501.	2,540.
l 210,783.		208,953.	1,830.
m 306,140.		304,994.	1,146.
n 10,854.		10,615.	239.
o 236,689.		235,058.	1,631.

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			** 0.
b			** 290.
c			** 9,183.
d			** 6,802.
e			** 2,383.
f			** 1,000.
g			** 2,377.
h			** 3,428.
i			** 15,470.
j			** 952.
k			** 2,540.
l			** 1,830.
m			** 1,146.
n			** 239.
o			** 1,631.

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

The John R. & Kiendl Dauphinot Gordon Fd

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 4,000 shs SPDT Gold Trust		06/19/19	06/20/19
b 5,500 shs Tal Ed Group		01/17/19	01/17/19
c 1,000 shs UnitedHealth Group		03/27/19	03/27/19
d 1,000 shs UnitedHealth Group		04/08/19	04/08/19
e 1,000 shs UnitedHealth Group		04/11/19	04/11/19
f 1,000 shs UnitedHealth Group		04/15/19	04/15/19
g 1,000 shs UnitedHealth Group		04/26/19	04/26/19
h 870 shs UnitedHealth Group		05/08/19	05/08/19
i 1,000 shs UnitedHealth Group		05/31/19	05/31/19
j 1,630 shs UnitedHealth Group		06/04/19	06/04/19
k 1,250 shs UnitedHealth Group		06/07/19	06/07/19
l 1,000 shs UnitedHealth Group		07/08/19	07/08/19
m 1,000 shs UnitedHealth Group		07/09/19	07/09/19
n 3,000 shs Bank Montreal		05/10/19	05/10/19
o 1,399 shs Bank Montreal		05/06/19	05/23/19

(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 521,377.		507,328.	14,049.
b 163,736.		160,862.	2,874.
c 240,833.		240,625.	208.
d 248,589.		246,803.	1,786.
e 235,151.		234,124.	1,027.
f 229,744.		227,053.	2,691.
g 235,737.		232,638.	3,099.
h 209,055.		206,633.	2,422.
i 242,577.		241,507.	1,070.
j 391,347.		387,176.	4,171.
k 306,911.		304,441.	2,470.
l 247,188.		245,862.	1,326.
m 245,347.		244,002.	1,345.
n 130,489.		129,608.	881.
o 45,972.		68,839.	-22,867.

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			** 14,049.
b			** 2,874.
c			** 208.
d			** 1,786.
e			** 1,027.
f			** 2,691.
g			** 3,099.
h			** 2,422.
i			** 1,070.
j			** 4,171.
k			** 2,470.
l			** 1,326.
m			** 1,345.
n			** 881.
o			** -22,867.

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 3,000 shs Centene Corp		03/13/19	03/25/19
b 3,000 shs Centene Corp		04/09/19	04/09/19
c 3,000 shs Centene Corp		03/13/19	05/22/19
d 10,000 shs Endo International		03/21/19	05/22/19
e 10,500 shs Gulfport Energy Corp		Various	06/18/19
f 4,500 shs Gulfport Energy Corp		07/10/18	06/18/19
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 170,660.		170,660.	0.
b 173,158.		173,158.	0.
c 169,788.		169,788.	0.
d 62,966.		86,430.	-23,464.
e 52,392.		115,019.	-62,627.
f 22,454.		61,409.	-38,955.
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			** 0.
b			** 0.
c			** 0.
d			** -23,464.
e			** -62,627.
f			** -38,955.
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	-7,586.
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	-8,344.

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 for the latest information.

OMB No 1545-0047

2019

Name of the organization

The John R. & Kiendl Dauphinot Gordon Fd

Employer identification number

13-6920431

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 foundation

Check 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).

Name of organization The John R. & Kiendl Dauphinot Gordon Fd	Employer identification number 13-6920431
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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	\$ <u>1,534,504.</u>	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

Employer identification number

The John R. & Kiendl Dauphinot Gordon Fd

13-6920431

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
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/> <hr/>	\$ _____	_____

Name of organization

Employer identification number

The John R. & Kiendl Dauphinot Gordon Fd

13-6920431

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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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
Manner Acquired					
Date Acquired					
Date Sold					
Aegerion Pharmaceuticals	758.	0.	0.	0.	758.
				09/12/14	01/14/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
150 shs Alphabet Inc	171,667.	170,258.	0.	0.	1,409.
				02/05/19	02/05/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired					
Date Acquired					
Date Sold					
250 shs Alphabet Inc	272,236.	270,206.	0.	0.	2,030.
				06/10/19	06/10/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
300 shs Alphabet Inc	335,295.	334,403.	0.		06/24/19	06/24/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
15,000 shs Altice USA Inc	348,433.	345,245.	0.		06/17/19	06/17/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
30 shs Amazon Inc	45,115.	44,194.	0.		01/02/19	01/02/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
100 shs Amazon Inc	165,448.	162,385.	0.		01/10/19	01/10/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,000 shs Amphenol Corp	565,614.	559,504.	0.	0.	6,110.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,000 shs Bank Montreal	238,939.	235,508.	0.	0.	3,431.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,000 shs BB&T Corp	248,019.	242,859.	0.	0.	5,160.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7,150 shs Boston Scientific Corp	255,804.	251,866.	0.	0.	3,938.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
7,387 shs Centene Corp	412,422.	406,297.	0.		06/18/19	06/18/19
				(e) Deprec.		Gain or Loss
					0.	6,125.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
5,000 shs Endo International	47,742.	39,292.	0.		01/02/19	01/30/19
				(e) Deprec.		Gain or Loss
					0.	8,450.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
8,000 shs Endo International	69,017.	62,867.	0.		01/02/19	03/18/19
				(e) Deprec.		Gain or Loss
					0.	6,150.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Date Sold
10,000 shs Endo International	88,066.	81,087.	0.		Various	03/21/19
				(e) Deprec.		Gain or Loss
					0.	6,979.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
10,000 shs Endo International			01/04/19	04/05/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
81,866.	81,087.	0.	0.	779.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
10,000 shs Endo International			04/05/19	05/10/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
81,323.	81,060.	0.	0.	263.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
30,000 shs EQT Corp			12/19/19	12/19/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
319,216.	310,033.	0.	0.	9,183.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
10,000 shs First Data Corp			01/16/19	01/16/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
211,464.	204,662.	0.	0.	6,802.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
3,000 shs Flex Ltd	34,881.	32,498.	0.	0.	08/01/19	10/28/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
1,000 shs Home Depot Inc	202,638.	201,638.	0.	0.	04/29/19	04/29/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
1,850 shs Knight-Swift Transportation	61,154.	58,777.	0.	0.	01/30/19	01/30/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
1,000 shs Nvidia Corp	148,290.	144,862.	0.	0.	01/11/19	01/11/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
2,000 shs Nvidia Corp	279,250.	263,780.	0.		01/28/19	01/28/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
1,100 shs Palo Alto Networks	263,771.	262,819.	0.		04/02/19	04/02/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
1,100 shs Palo Alto Networks	260,041.	257,501.	0.		04/04/19	04/04/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	(f) Gain or Loss
940 shs Palo Alto Networks	210,783.	208,953.	0.		05/16/19	05/16/19

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,500 shs Palo Alto Networks	306,140.	304,994.	0.	0.	1,146.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
250 shs Proshares Trust Ultrapro	10,854.	10,615.	0.	0.	239.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,500 shs Salesforce.com Inc	236,689.	235,058.	0.	0.	1,631.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,000 shs SPDT Gold Trust	521,377.	507,328.	0.	0.	14,049.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,500 shs Tal Ed Group	163,736.	160,862.	0.	0.	2,874.

(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 UnitedHealth Group	240,833.	240,625.	0.	0.	208.

(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 UnitedHealth Group	248,589.	246,803.	0.	0.	1,786.

(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 UnitedHealth Group	235,151.	234,124.	0.	0.	1,027.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,000 shs UnitedHealth Group		04/15/19	04/15/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
229,744.	227,053.	0.	0.
(f) Gain or Loss	2,691.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,000 shs UnitedHealth Group		04/26/19	04/26/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
235,737.	232,638.	0.	0.
(f) Gain or Loss	3,099.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
870 shs UnitedHealth Group		05/08/19	05/08/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
209,055.	206,633.	0.	0.
(f) Gain or Loss	2,422.		

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
1,000 shs UnitedHealth Group		05/31/19	05/31/19
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
242,577.	241,507.	0.	0.
(f) Gain or Loss	1,070.		

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,630 shs UnitedHealth Group	391,347.	387,176.	0.		06/04/19	06/04/19
				(e) Deprec.		(f) Gain or Loss
					0.	4,171.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,250 shs UnitedHealth Group	306,911.	304,441.	0.		06/07/19	06/07/19
				(e) Deprec.		(f) Gain or Loss
					0.	2,470.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 shs UnitedHealth Group	247,188.	245,862.	0.		07/08/19	07/08/19
				(e) Deprec.		(f) Gain or Loss
					0.	1,326.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
1,000 shs UnitedHealth Group	245,347.	244,002.	0.		07/09/19	07/09/19
				(e) Deprec.		(f) Gain or Loss
					0.	1,345.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,000 shs Bank Montreal	130,489.	135,335.	0.	0.	-4,846.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,399 shs Bank Montreal	45,972.	63,111.	0.	0.	-17,139.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,000 shs Centene Corp	170,660.	179,196.	0.	0.	-8,536.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,000 shs Centene Corp	173,158.	173,749.	0.	0.	-591.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
3,000 shs Centene Corp	169,788.	173,749.	0.		03/13/19	05/22/19
				(e) Deprec.		(f) Gain or Loss
					0.	-3,961.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
10,000 shs Endo International	62,966.	81,060.	0.		03/21/19	05/22/19
				(e) Deprec.		(f) Gain or Loss
					0.	-18,094.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
10,500 shs Gulfport Energy Corp	52,392.	121,374.	0.		Various	06/18/19
				(e) Deprec.		(f) Gain or Loss
					0.	-68,982.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
4,500 shs Gulfport Energy Corp	22,454.	52,017.	0.		07/10/18	06/18/19
				(e) Deprec.		(f) Gain or Loss
					0.	-29,563.

Capital Gains Dividends from Part IV						0.
Total to Form 990-PF, Part I, line 6a						-4,547.

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
Deltec Asset Management	1,749.	0.	1,749.	1,749.	0.
To Part I, line 4	1,749.	0.	1,749.	1,749.	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	15,000.	9,000.	0.	6,000.
To Fm 990-PF, Pg 1, ln 16a	15,000.	9,000.	0.	6,000.

Form 990-PF	Taxes			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
1st quarter 2019 estimate	5,000.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	5,000.	0.	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	
American Lawyer Media - Publication of Annual Notice New York State Department of Law - Filing Fee	160.	0.	0.	160.	
Checkbook Fee	100.	0.	0.	100.	
	40.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	300.	0.	0.	260.	

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 6

Name of Manager

John R. Gordon
Kiendl D. Gordon

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 2019

Part VII-A, Line 5

Statement Regarding Substantial Contraction

During the calendar year 2019 there was a substantial contraction, as defined in Regulations Sec. 1.6043-3(d), of The John R. and 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. and 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 listing the names of all recipients of assets is shown in Part XV, Line 3a.

THE JOHN R. AND KIENDL
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Part XV, Questions 3 (a)

Grants and Contributions Paid During the Year

<u>Name</u>	<u>Amount</u>
Abilis Greenwich, CT	\$10,000.00
Adopt-A-Native-Elder Salt Lake City, UT	500.00
American Associates of the National Theatre Inc. New York, NY	1,000.00
Bahamas Hurricane Restoration Fund Washington, DC	15,000.00
Bigs & Littles NYC Mentoring New York, NY	2,500.00
Carl Schurz Park Conservancy New York, NY	1,000.00
FJK Dance New York, NY	27,000.00
Fountain House New York, NY	2,000.00
Friends of Harvard Soccer Harvard, MA	25,000.00
The Fund for Park Avenue New York, NY	1,000.00

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Calendar Year 2019

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

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

<u>Name</u>	<u>Amount</u>
Gallim Dance Company Inc. Brooklyn, NY	\$2,500.00
Harvard Business School Cambridge, MA	150,000.00
Heritage Public Library Charles City, VA	35,000.00
Historic Saranac Lake Saranac Lake, NY	2,000.00
The International Friends of the London Library New York, NY	10,000.00
The Jazz Foundation of America Inc. New York, NY	2,150.00
Lenox Hill Neighborhood House New York, NY	1,000.00
Love and Hope in Action Stuart, FL	100.00
Management Leadership for Tomorrow Bethesda, MD	1,000.00
Manhattan Institute for Policy Research, Inc. New York, NY	2,500.00

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

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

<u>Name</u>	<u>Amount</u>
Metropolitan Opera Association Inc. New York, NY	\$5,000.00
myFace New York, NY	50,000.00
New York Road Runners, Inc. New York, NY	2,000.00
NYC Outward Bound Schools Long Island City, NY	10,000.00
Park Avenue Armory New York, NY	21,000.00
564 Park Avenue Preservation Foundation New York, NY	564.00
President and Fellows of Harvard College Cambridge, MA	325,000.00
Prostate Cancer Foundation Santa Monica, CA	56,500.00
Raising Hands Tutoring, Inc. Highland Park, NJ	2,500.00
The Roundabout Theatre Company New York, NY	147,200.00

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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	\$5,000.00
The Society of Memorial Sloan Kettering New York, NY	25,000.00
St. David's School New York, NY	2,000.00
St. Paul's School Concord, NH	1,000.00
U.S. Holocaust Memorial Museum Washington, DC	5,000.00
Vincera Foundation Philadelphia, PA	<u>7,000.00</u>
Total Qualifying Distributions	\$956,014.00

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

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

<u>Name</u>	<u>Amount</u>
The Drumcliff Foundation Philadelphia, PA	\$511,500.00
The Kathy and Al Gordon Fund New York, NY	<u>455,750.00</u>
Total Non-Qualifying Distributions for which the Foundation is maintaining expenditure responsibility	<u>967,250.00</u>
Total Grants Paid	<u>\$1,923,264.00*</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).