29491009065201

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , 2019, and ending , 20

Name of foundation: THE WILLIAM J. J. GORDON FAMILY FOUNDATION

A Employer identification number: 41-6517207

Number and street (or P O box number if mail is not delivered to street address): G. DAVID PHELPS HAMAR 300 PARK AVE

Room/suite: 19TH FL

B Telephone number (see instructions): (434) 981-2080

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 8,145,595.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,743.	3,743.		
4	Dividends and interest from securities	74,495.	74,495.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	639,199.			
b	Gross sales price for all assets on line 6a 4,067,359.				
7	Capital gain net income (from Part IV, line 2)		639,086.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 1	45,542.	45,533.		
12	**Total** Add lines 1 through 11	762,979.	762,857.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	14,828.			14,828.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) [2]	64,768.	64,768.		
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	7,305.	295.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	54,945.	24,865.		30,044.
24	**Total operating and administrative expenses** Add lines 13 through 23	141,846.	89,928.		44,872.
25	Contributions, gifts, grants paid	386,001.			386,001.
26	**Total expenses and disbursements** Add lines 24 and 25	527,847.	89,928.		430,873.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	235,132.			
b	**Net investment income** (if negative, enter -0-)		672,929.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED NOV 23 2020 OGDEN, UT IRS-OSC

SCANNED FEB 0 3 2021

JSA For Paperwork Reduction Act Notice, see instructions.
9E1410 1 000

Form **990-PF** (2019)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	22,348.	2,001,328.	2,001,328.
	3	Accounts receivable ▶ 211,671.			
		Less allowance for doubtful accounts ▶		211,671.	211,671.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)[5]	132,172.	217,134.	215,211.
	b	Investments - corporate stock (attach schedule) ATCH 6	3,204,678.	3,282,500.	5,344,136.
	c	Investments - corporate bonds (attach schedule) ATCH 7	446,536.	366,785.	373,249.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,037,552.		
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,843,286.	6,079,418.	8,145,595.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ [X] and complete lines 26 through 30			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg , and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	5,843,286.	6,079,418.	
	29	**Total net assets or fund balances** (see instructions)	5,843,286.	6,079,418.	
	30	**Total liabilities and net assets/fund balances** (see instructions)	5,843,286.	6,079,418.	

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	5,843,286.
2	Enter amount from Part I, line 27a	2	235,132.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	1,000.
4	Add lines 1, 2, and 3	4	6,079,418.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	6,079,418.

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)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

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

	(i) 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				

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	639,086.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation 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	463,379.	7,188,497.	0.064461
2017	464,576.	7,573,732.	0.061340
2016	520,687.	7,056,431.	0.073789
2015	507,467.	7,416,887.	0.068420
2014	515,665.	7,970,924.	0.064693

2	**Total** of line 1, column (d)	2	0.332703
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	0.066541
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	7,900,557.
5	Multiply line 4 by line 3	5	525,711.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,729.
7	Add lines 5 and 6	7	532,440.
8	Enter qualifying distributions from Part XII, line 4	8	430,873.

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 27b	1	13,459.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations, enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	
3	Add lines 1 and 2	3	13,459.
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	13,459.
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 . . . 6a 5,100.		
b	Exempt foreign organizations - tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) 6c 14,845.		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	19,945.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	127.
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	6,359.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 6,359. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

JSA
9E1440 1 000

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

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

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	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))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		
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? ☐ Yes ☒ 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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		14,828.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 10		64,768.

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	5,566,895.
b	Average of monthly cash balances	1b	336,687.
c	Fair market value of all other assets (see instructions)	1c	2,117,288.
d	**Total** (add lines 1a, b, and c)	1d	8,020,870.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ... 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,020,870.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	120,313.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,900,557.
6	**Minimum investment return.** Enter 5% of line 5	6	395,028.

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	395,028.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	13,459.		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,459.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	381,569.
4	Recoveries of amounts treated as qualifying distributions			4	1,000.
5	Add lines 3 and 4			5	382,569.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	382,569.

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	430,873.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	430,873.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	430,873.

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				382,569.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only				
b Total for prior years 20 17 ,20 16 ,20 15				
3 Excess distributions carryover, if any, to 2019				
a From 2014 130,040.				
b From 2015 174,552.				
c From 2016 167,932.				
d From 2017 91,174.				
e From 2018 115,779.				
f **Total** of lines 3a through e	679,477.			
4 Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 430,873.				
a Applied to 2018, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2019 distributable amount				382,569.
e Remaining amount distributed out of corpus	48,304.			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	727,781.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2018 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020				
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 2014 not applied on line 5 or line 7 (see instructions)	130,040.			
9 **Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	597,741.			
10 Analysis of line 9				
a Excess from 2015 174,552.				
b Excess from 2016 167,932.				
c Excess from 2017 91,174.				
d Excess from 2018 115,779.				
e Excess from 2019 48,304.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

N/A

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . . . ▶ **3a**				386,001.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,743.	
4 Dividends and interest from securities			14	74,495.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	113.	18	639,086.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 12		9.		45,533.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		122.		762,857.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 762,979.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 11/10/20 ▶ Trustee

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/06/2020		P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

JSA
9E1493 1 000

ATTACHMENT 1

PENALTY COMPUTATION DETAIL - FORM 2220

DATE PD	UNDERPAYMENT	BEG.DATE	END DATE	DAYS	%	PENALTY
QUARTER 1, RATE PERIOD 1 (05/15/2019 - 06/30/2019)						
06/07/2019	104.	05/15/2019	06/07/2019	23	6	
TOTAL TO FORM 2220, LINE 22, COLUMN A						
QUARTER 2, RATE PERIOD 1 (06/17/2019 - 06/30/2019)						
	646.	06/17/2019	06/30/2019	13	6	1.
TOTAL TO FORM 2220, LINE 22, COLUMN B						1.
QUARTER 2, RATE PERIOD 2 (06/30/2019 - 12/31/2019)						
09/09/2019	646.	06/30/2019	09/09/2019	71	5	6.
TOTAL TO FORM 2220, LINE 24, COLUMN B						6.
QUARTER 3, RATE PERIOD 2 (09/16/2019 - 12/31/2019)						
12/03/2019	1,836.	09/16/2019	12/03/2019	78	5	20.
TOTAL TO FORM 2220, LINE 24, COLUMN C						20.
QUARTER 4, RATE PERIOD 2 (12/16/2019 - 12/31/2019)						
	4,832.	12/16/2019	12/31/2019	15	5	10.
TOTAL TO FORM 2220, LINE 24, COLUMN D						10.
QUARTER 4, RATE PERIOD 3 (12/31/2019 - 05/15/2020)						
	4,832.	12/31/2019	05/15/2020	136	5	90.
TOTAL TO FORM 2220, LINE 26, COLUMN D						90.
TOTAL UNDERPAYMENT PENALTY						127.

The William J J Gordon Family Foundation
Taxable Year Ending December 31, 2019

41-6517207

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

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 1,950,651	$ 1,824,460	$ 126,191
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ 512,895
East Side Capital LP	12/31/2004	Purchased	12/31/2019	$ 2,116,708	$ 2,116,708	$ -
Total included in Part IV				$ 4,067,359	$ 3,941,168	$ 639,086
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 113
Part I, Line 6a Total						$ 639,199

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS EAST SIDE CAPITAL L.P.	43,977.	43,977.
K-1 INC/LOSS THE BLACKSTONE GROUP LP	1,627.	1,618.
FOREIGN CURRENCY LOSS	-62.	-62.
TOTALS	45,542.	45,533.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	64,768.	64,768.
TOTALS	64,768.	64,768.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2019	5,100.	
990-PF EXCISE TAX FOR 2018	1,910.	
FOREIGN TAX PAID	295.	295.
TOTALS	7,305.	295.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	29,938.		29,938.
K-1 EXP EAST SIDE CAPITAL L.P.	22,760.	22,760.	
K-1 EXP THE BLACKSTONE GROUP L	148.	112.	
POSTAGE/DELIVERY SERVICE	36.		36.
STATE OR LOCAL FILING FEES	70.		70.
BANK CHARGES	1,993.	1,993.	
TOTALS	54,945.	24,865.	30,044.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BANKS BOND -	29,890.	30,217.
US T - 1.750% - 06/30/2024	30,362.	30,095.
US T NOTE - 1.875% - 06/30/202	30,595.	30,149.
US T NTS - 1.625% - 11/15/2022	29,959.	30,022.
US TIPS - 0.500% - 04/15/2024	31,008.	30,697.
US TIPS - 0.625% - 01/15/2026	35,372.	33,484.
US TURY - 2.750% - 08/15/2021	29,948.	30,547.
US OBLIGATIONS TOTAL	217,134.	215,211.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BALL CP	203,510.	339,258.
BANK OF AMERICA CORP	156,468.	194,802.
CARMAX INC	22,411.	32,789.
CINTAS CRP	110,420.	180,822.
COSTCO WHOLESALE CORPORATION	110,874.	214,856.
CSX CORP	182,510.	244,142.
DAVIDE CAMPARI-MILANO SPA	91,862.	164,746.
DEERE CO	86,446.	97,719.
DOMINOS PIZZA INC	134,197.	152,472.
ECOLAB INC	33,254.	39,756.
ESTEE LAUDER COMPANIES INC	13,398.	13,838.
FRONTDOOR INC	84,743.	120,257.
HEICO CORP	52,525.	108,557.
HOME DEPOT INC	46,570.	270,135.
IDEXX CORP	44,726.	75,467.
INGEVITY CORPORATION	52,695.	90,526.
INTUIT	91,843.	121,274.
IQVIA HOLDINGS INC	41,820.	45,580.
JP MORGAN CHASE	152,735.	195,021.
KANSAS CITY SOUTHERN	26,773.	26,803.
LVMH-MOET HNSY L VUTN	18,796.	21,473.
MASTERCARD INC	67,754.	205,729.
METTLER-TOLEDO INTL	76,021.	113,439.
MICROSOFT CORP	137,305.	382,422.
MOODYS CORP	52,754.	121,791.
POOL CORP	26,189.	28,034.
REPUBLIC SVCS INC	141,804.	167,429.
SHERWIN-WILLIAMS CO	230,151.	458,661.
SKYWORKS SOLUTIONS, INC	25,802.	40,495.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
THE BLACKSTONE GROUP INC CL A	131,843.	218,502.
THERMO FISHER SCIENTIFIC INC	98,184.	135,471.
TORO CO	71,012.	84,610.
ULTA SALON, COSMETICS & FRAGRA	75,433.	79,739.
UNION PACIFIC	155,875.	211,163.
VISA INC	46,134.	106,915.
WALT DISNEY HOLDINGS CO	121,131.	167,048.
ZOETIS INC	66,532.	72,395.
TOTALS	3,282,500.	5,344,136.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BOARDWALK PIPELINES LP NOTE -	20,160.	21,639.
CATERPILLAR FINL SVCS S BE MTN	19,972.	20,050.
CITIGROUP INC - 2.350% - 08/02	30,023.	30,185.
DUKE ENERGY CO - 3.250% - 08/1	19,812.	21,011.
ECOLAB INC - 4.350% - 12/08/20	27,392.	27,227.
EUROPEAN BK RECON & DEV BOND -	34,853.	36,141.
EUROPEAN INVT BK - 1.375% - 09	29,799.	29,767.
GENERAL MTRS FINL COINC NOTE -	20,015.	20,031.
KREDITANSTALT FUR WIEDERAUFBAU	19,956.	20,158.
MANITOBA (PROV OF) - 2.125% -	34,959.	35,287.
ONTARIO (PROVINCE OF) - 1.250%	39,900.	40,488.
STARBUCKS CORP - 2.100% - 02/0	19,989.	20,050.
TOYOTA MOTOR CREDIT CORP MTN -	19,962.	20,999.
WELLS FARGO - 2.500% - 03/04/2	29,993.	30,216.
TOTALS	366,785.	373,249.

ATTACHMENT 8

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
RETURNED GRANT		1,000.
	TOTAL	1,000.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
1,950,651.		1,824,460.					126,191.	
		PASSTHROUGH K1 CAPITAL GAIN/(LOSS)						
							512,895.	
		EAST SIDE CAPITAL L.P.				P	12/31/2004	12/31/2019
2,116,708.		2,116,708.						
TOTAL GAIN(LOSS)							639,086.	

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH GORDON G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	TRUSTEE 1.00	0.	0.	0.
G DAVID PHELPS HAMAR* G. DAVID PHELPS HAMAR 300 PARK AVE 19TH FL NEW YORK, NY 10022	TRUSTEE 5.00	14,828.	0.	0.
GRAND TOTALS		14,828.	0.	0.

*G DAVID PHELPS HAMAR, TRUSTEE OF THE WILLIAM J.J. GORDON FAMILY FOUNDATION (THE "FOUNDATION"), IS A SENIOR VICE PRESIDENT & HEAD OF WEALTH ADVISORY SERVICES AT THE INVESTMENT MANAGEMENT FIRM OF CHILTON TRUST COMPANY, A DISQUALIFIED PERSON WHICH PROVIDES INVESTMENT MANAGEMENT SERVICES TO THE FOUNDATION. DURING THE TAXABLE YEAR ENDING DECEMBER 31,2019, THE FOUNDATION PAID $64,768 FOR INVESTMENT MANAGEMENT SERVICES RENDERED BY SUCH DISQUALIFIED PERSON AS REPORTED IN FORM 990-PF, PART I,LINE 16C. SUCH INVESTMENT MANAGEMENT FIRM BILLED THE FOUNDATION AT THE SAME RATE OR BELOW THE RATE IT CHARGES ITS OTHER CLIENTS.

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

ATTACHMENT 10

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
CHILTON TRUST COMPANY 300 PARK AVENUE, 19TH FLOOR NEW YORK, NY 10022	INVESTMENT MGMT	64,768.
	TOTAL COMPENSATION	64,768.

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADELANTE MUJERES 2030 MAIN ST STE A FOREST GROVE, OR 97116	N/A PC	GENERAL & UNRESTRICTED	2,500
AMAZON CONSERVATION ASSOCIATION 1012 14TH ST NW STE 625 WASHINGTON, DC 20005	N/A PC	AMAZON FIRE CRISIS	16,667
AMERICAN HUMANIST ASSOCIATION 1821 JEFFERSON PL NW WASHINGTON, DC 20036	N/A PC	GENERAL & UNRESTRICTED	4,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A PC	FOOD FOR ANIMALS	2,000
ANIMAL WELFARE SOCIETY INC PO BOX 43 W KENNEBUNK, ME 04094	N/A PC	HIP REPLACEMENT FOR TAYA, THE COLLIE	2,000
ANOTHER CHANCE ANIMAL RESCUE PO BOX 552 NORTH BERWICK, ME 03906	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANTIOCH UNIVERSITY - DEVELOPMENT OFFICE 40 AVON ST KEENE, NH 03431	N/A PC	ENVIRONMENTAL STUDY PROGRAM	2,000
ARUNDEL HISTORICAL SOCIETY 3 TALBOT DR ARUNDEL, ME 04046	N/A PC	GENERAL & UNRESTRICTED	3,000
AUSTIN COMMUNITY FOUNDATION 4315 GUADALUPE ST STE 300 AUSTIN, TX 78751	N/A PC	KITCHEN TABLE CONVERSATIONS	3,000
AUSTIN RECOVERY INC 4201 S CONGRESS AVE STE 202 AUSTIN, TX 78745	N/A PC	GENERAL & UNRESTRICTED	2,000
AUSTIN ZOO PO BOX 91808 AUSTIN, TX 78709	N/A PC	GENERAL & UNRESTRICTED	1,000
BARD COLLEGE PO BOX 5000 ANNANDALE-ON-HUDSON, NY 12504	N/A PC	BARD PRISON INITIATIVE	6,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERWICK ACADEMY TRUSTEES 31 ACADEMY ST SOUTH BERWICK, ME 03908	N/A PC	ARTS PROGRAM IN THE HIGH SCHOOL	2,500
BUILDING NEW HOPE 305 34TH ST PITTSBURGH, PA 15201	N/A PC	GENERAL & UNRESTRICTED	3,000
C CONN 8501 CAMERON ROAD AUSTIN, TX 78754	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
C HARDIN 7101 N IH 35 AUSTIN, TX 78752	NONE I	HARDSHIP ASSISTANCE GRANT	5,000
CAMP SUNSHINE AT SEBAGO LAKE INC 35 ACADIA RD CASCO, ME 04015	N/A PC	GENERAL & UNRESTRICTED	3,000
CAPITAL OF TEXAS PUBLIC TELECOMMUNICATIONS COUNCIL PO BOX 7158 AUSTIN, TX 78713	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CARITAS OF AUSTIN 611 NECHES ST AUSTIN, TX 78701	N/A PC	GENERAL & UNRESTRICTED	5,000
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC	GENERAL & UNRESTRICTED	2,000
CENTER FOR DISASTER PHILANTHROPY INC 1 THOMAS CIR NW STE 700 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	4,000
CENTER FOR WILDLIFE INC PO BOX 620 CAPE NEDDICK, ME 03902	N/A PC	GENERAL & UNRESTRICTED	1,000
CHURCH COMMUNITY OUTREACH SERVICES INC PO BOX 1175 KENNEBUNK, ME 04043	N/A PC	FOOD AND FUEL PROGRAM	2,000
CLEARWATER MARINE AQUARIUM INC 249 WINDWARD PASSAGE CLEARWATER, FL 33767	N/A PC	FOR THE BETTERMENT OF THE MARINE MAMMALS LIVES IN CAPTIVITY	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREATIVE GROWTH INC 355 24TH ST OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	5,000
DRESS FOR SUCCESS OF OREGON INC 1532 NE 37TH AVE NO B PORTLAND, OR 97232	N/A PC	GENERAL & UNRESTRICTED	1,600
EMANCIPET 7010 EASY WIND DR STE 260 AUSTIN, TX 78752	N/A PC	GENERAL & UNRESTRICTED	5,000
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST MONTGOMERY, AL 36104	N/A PC	GENERAL & UNRESTRICTED	2,500
EVER AFTER MUSTANG RESCUE TRAINING AND EDUCATIONAL 6 YATES ST BIDDEFORD POOL, ME 04006	N/A PC	FOR THE HORSES FUND	2,000
F CECILIA 615 NELRAY BLVD AUSTIN, TX 78751	NONE I	HARDSHIP ASSISTANCE GRANT	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FLYING DOGS ANIMAL RESCUE LEAGUE 19602 E ONYX LN SPOKANE, WA 99217	N/A PC	GENERAL & UNRESTRICTED	6,000
FOUNDATION COMMUNITIES 3000 S IH 35 STE 300 AUSTIN, TX 78704	N/A PC	GENERAL & UNRESTRICTED	3,500
FRIENDS OF CULEBRA ANIMALS INC PO BOX 527 CULEBRA, PR 00775	N/A PC	GENERAL & UNRESTRICTED	2,000
FRIENDS OF MEXICAN ANIMAL WELFARE 23825 15TH AVE SE, UNIT 327 BOTHELL, WA 98021	N/A PC	GUADALAJARA PROJECT AND FOMA FUND	5,500
GOOD SHEPHERD FOOD BANK 3121 HOTEL RD AUBURN, ME 04210	N/A PC	GENERAL & UNRESTRICTED	5,000
HABITAT FOR HUMANITY YORK COUNTY PO BOX 267 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HONOR FLIGHT MAINE INC PO BOX 1770 PORTLAND, ME 04104	N/A PC	GENERAL & UNRESTRICTED	2,000
IMMIGRANT LEGAL ADVOCACY PROJECT 489 CONGRESS ST STE 3 PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	10,000
IMPACT NW PO BOX 33530 PORTLAND, OR 97292	N/A PC	GENERAL & UNRESTRICTED	5,000
INTERNATIONAL PEACE INITIATIVES 1777 S HARRISON ST STE 1500 DENVER, CO 80210	N/A PC	KACH CHILDREN'S HOME FOR TUITION ASSISTANCE PROGRAM	5,000
JEWISH FAMILY AND CHILDRENS SERVICE 1430 MAIN ST WALTHAM, MA 02451	N/A PC	ADOPTION PROGRAM	5,000
JUNIOR LEAGUE OF PORTLAND OREGON INC 1355 NW EVERETT ST STE 100 PORTLAND, OR 97209	N/A PC	CHARITABLE EVENT	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUNIOR LEAGUE OF PORTLAND OREGON INC 1355 NW EVERETT ST STE 100 PORTLAND, OR 97209	N/A PC	CHARITABLE EVENT	400
JUST LOVE WORLDWIDE PO BOX 1412 WESTBROOK, ME 04098	N/A PC	GENERAL & UNRESTRICTED	5,000
JUSTICE POLICY INSTITUTE 1012 14TH ST NW STE 600 WASHINGTON, DC 20005	N/A PC	GENERAL & UNRESTRICTED	2,000
KENNEBUNK BEACH IMPROVEMENT ASSOCIATION PO BOX 707 KENNEBUNK, ME 04043	N/A PC	NEW PICNIC BENCHES	2,000
KENNEBUNK FREE LIBRARY ASSOCIATION 112 MAIN ST KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	2,000
KENNEBUNKPORT CONSERVATION TRUST PO BOX 7004 CAPE PORPOISE, ME 04014	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENNEBUNKPORT HISTORICAL SOCIETY PO BOX 1173 KENNEBUNKPORT, ME 04046	N/A PC	NEW MARITIME MUSEUM	1,500
KIDS FREE TO GROW 57 PORTLAND RD STE 4 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	1,000
LET GROW INC 228 PARK AVE S 77212 NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	4,000
LOUIS T GRAVES MEMORIAL PUBLIC LIBRARY ASSOCIATION PO BOX 391 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	4,000
MAINE CHILDRENS HOME FOR LITTLE WANDERERS 93 SILVER ST WATERVILLE, ME 04901	N/A PC	GENERAL & UNRESTRICTED	2,000
MAINE PUBLIC BROADCASTING CORPORATION 1450 LISBON ST LEWISTON, ME 04240	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAINE SPECIAL OLYMPICS 125 JOHN ROBERTS RD STE 5 S PORTLAND, ME 04106	N/A PC	GENERAL & UNRESTRICTED	1,000
MAKE-A-WISH FOUNDATION OF MAINE 66 MUSSEY RD SCARBOROUGH, ME 04074	N/A PC	GENERAL & UNRESTRICTED	6,000
MARINE MAMMALS OF MAINE PO BOX 751 BATH, ME 04530	N/A PC	GENERAL & UNRESTRICTED	2,000
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DR TRIANGLE, VA 22172	N/A PC	TOYS FUND	1,000
MOBILE LOAVES & FISHES INC 9301 HOG EYE RD UNIT 950 AUSTIN, TX 78724	N/A PC	COMMUNITY FIRST VILLAGE	3,000
MULTIDISCIPLINARY ASSOCIATION FOR PSYCHEDELIC STUD 1115 MISSION ST SANTA CRUZ, CA 95060	N/A PC	GENERAL & UNRESTRICTED	6,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW AVENUES FOR YOUTH INC 1220 SW COLUMBIA ST PORTLAND, OR 97201	N/A PC	GENERAL & UNRESTRICTED	2,500
OCTAGON SEQUENCE OF EIGHT INC 41660 HORSESHOE RD PUNTA GORDA, FL 33982	N/A PC	GENERAL & UNRESTRICTED	1,000
OREGON MUSEUM OF SCIENCE AND INDUSTRY 1945 SE WATER AVE PORTLAND, OR 97214	N/A PC	TEEN SCIENCE ALLIANCE PROGRAM SUPPORT	7,500
OREGON PUBLIC BROADCASTING 7140 SW MACADAM AVE PORTLAND, OR 97219	N/A PC	GENERAL & UNRESTRICTED	1,000
PEACE RIVER REFUGE & RANCH INC 640 NE 170TH CT SILVER SPGS, FL 34488	N/A PC	GENERAL & UNRESTRICTED	1,000
PEACE RIVER REFUGE & RANCH INC 640 NE 170TH CT SILVER SPGS, FL 34488	N/A PC	FEEDING AND CARING FOR THE ANIMALS	1,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 123 WILLIAMS ST 10TH FL NEW YORK, NY 10038	N/A PC	GENERAL & UNRESTRICTED	2,500
PLANNED PARENTHOOD OF SOUTHWESTERN OREGON 3579 FRANKLIN BLVD EUGENE, OR 97403	N/A PC	GENERAL & UNRESTRICTED	2,500
PLANTING SEEDS INTERNATIONAL 2860 WELLER LN NORTHBROOK, IL 60062	N/A PC	GENERAL & UNRESTRICTED	5,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	5,000
PORTLAND MUSEUM OF ART 7 CONGRESS SQ PORTLAND, ME 04101	N/A PC	FOR THE DISCRETION OF JUDY AND LEONARD LAUDER AND MARK BESSIRE	10,000
PREBLE STREET 38 PREBLE ST 3RD FL PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	3,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RAINFOREST ALLIANCE INC 125 BROAD ST 9TH FL NEW YORK, NY 10004	N/A PC	AMAZON FIRE CRISIS	16,667
RAINFOREST TRUST PO BOX 841 WARRENTON, VA 20188	N/A PC	AMAZON FIRE CRISIS	16,667
RIVER TREE ARTS 35 WESTERN AVE KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	1,000
SAFE HAVEN HUMANE SOCIETY PO BOX 91 WELLS, ME 04090	N/A PC	GENERAL & UNRESTRICTED	1,000
SAIL MAINE INC 58 FORE ST PORTLAND, ME 04101	N/A PC	LOCKER ROOM FUND	10,000
SOUTH CONGREGATIONAL CHURCH UNITED CHURCH OF CHRIS P O BOX 414 KENNEBUNKPORT, ME 04046	N/A PC	GENERAL & UNRESTRICTED	4,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPECIAL SURFERS 146 HOLMES RD SCARBOROUGH, ME 04074	N/A PC	GENERAL & UNRESTRICTED	1,000
SPRING OF EVOLUTION INC PO BOX 504 ACTON, CA 93510	N/A PC	GENERAL & UNRESTRICTED	4,000
TELLING ROOM 225 COMMERCIAL ST STE 201 PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	10,000
THE AGAINST MALARIA FOUNDATION PO BOX 7247-6370 PHILADELPHIA, PA 19170	N/A PC	GENERAL & UNRESTRICTED	4,000
THE CENTER FOR GRIEVING CHILDREN 555 FOREST AVE PORTLAND, ME 04101	N/A PC	GENERAL & UNRESTRICTED	6,000
THE DAVID SHELDRICK WILDLIFE TRUST USA 25283 CABOT RD STE 101 LAGUNA HILLS, CA 92653	N/A PC	GENERAL & UNRESTRICTED	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE LIVESTOCK CONSERVANCY INC PO BOX 477 PITTSBORO, NC 27312	N/A PC	PINEYWOODS CATTLE PROJECT AND GENERAL OPERATING SUPPORT	5,000
THE UNIVERSITY OF TEXAS AT AUSTIN PO BOX 7458 AUSTIN, TX 78713	N/A GOV	KUT PROGRAM	5,000
THORNE ECOLOGICAL INSTITUTE PO BOX 19107 BOULDER, CO 80308	N/A PC	GENERAL & UNRESTRICTED	5,000
TOWN OF KENNEBUNK 1 SUMMER ST KENNEBUNK, ME 04043	N/A GOV	FOOD AND FUEL FUND	2,000
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQ, STE 6 CAMBRIDGE, MA 02138	N/A PC	GENERAL & UNRESTRICTED	4,000
UNITED WAY PO BOX 727 KENNEBUNK, ME 04043	N/A PC	GENERAL & UNRESTRICTED	2,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WAYNFLETE SCHOOL 360 SPRING ST PORTLAND, ME 04102	N/A PC	GENERAL & UNRESTRICTED	17,500.
WAYSIDE FOOD PROGRAMS PO BOX 1278 PORTLAND, ME 04104	N/A PC	GENERAL & UNRESTRICTED	3,500
WINTERKIDS EDUCATION FOUNDATION 506 MAIN ST, STE 10 WESTBROOK, ME 04092	N/A PC	GENERAL & UNRESTRICTED	4,000
YORK COUNTY COMMUNITY ACTION CORP 6 SPRUCE ST SANFORD, ME 04073	N/A PC	GENERAL & UNRESTRICTED	2,000
YORK COUNTY SHELTER PROGRAMS INC 24 GEORGE RD ALFRED, ME 04002	N/A PC	GENERAL & UNRESTRICTED	2,000
		TOTAL CONTRIBUTIONS PAID	[illegible]86,001

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	9.	14	45,595.	
FOREIGN CURRENCY LOSS			01	-62.	
TOTALS		9.		45,533.	