

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

GOULD INVESTORS LP

60 Cutter Mill Rd ste 303
Great Neck, NY 11021

516-466-3100

www.gouldlp.com

ikalish@gouldlp.com

SIC Code-6519

Annual Report
For the Period Ending: September 30, 2021
(the "Reporting Period")

As of January 31, 2022 the number of shares outstanding of our Common Stock was:

688,487

As of September 30, 2021 the number of shares outstanding of our Common Stock was:

688,606

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Indicate by check mark whether a Change in Control⁵ of the company has occurred over this reporting period:

Yes: No:

1) Name and address(es) of the issuer and its predecessors (if any)

⁵ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Gould Investors LP

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

DE-Active

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

NA

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On 2/1/2022 Gould distributed \$9/unit to its partners

On 9/1/2021 Gould distributed \$9/unit to its partners

In both instances the partner had the option to receive \$9/unit in cash or \$9.90/unit in value of JBG Smith LP units

The address(es) of the issuer's principal executive office:

60 Cutter Mill Rd ste 303
Great Neck, NY 11021

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol: GDVTZ
Exact title and class of securities outstanding: LP Units
CUSIP: 38349K105
Par or stated value: \$300

Total shares authorized: 688,487 as of date: 1/31/2022
Total shares outstanding: 688,487 as of date: 1/31/2022

Number of shares in the Public Float⁶: approx. 110,000 as of date: 1/31/2022
 Total number of shareholders of record: 79 as of date: 1/31/2022

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Computershare
 Phone: 502-301-6107
 Email: matthew.wendler@computershare.com
 Address: 462 S. 4th St Louisville, KY 40202

Is the Transfer Agent registered under the Exchange Act?⁷ Yes: No:

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date <u>9/30/2021</u>	Common:	<u>690,726</u>							
Preferred: _____									
Date of Transaction	Transaction type (e.g. new issuance, cancellation,	Number of Shares Issued (or	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market	Individual/ Entity Shares were issued to (entities must have individual	Reason for share issuance (e.g. for cash or debt conversion) -OR-	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

⁶ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁷ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

	shares returned to treasury)	canceled)		share) at issuance	price at the time of issuance? (Yes/No)	with voting / investment control disclosed).	Nature of Services Provided		
<u>10/2/20</u>	<u>Cancellation</u>	<u>249</u>	<u>LP units</u>	<u>\$437</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>12/14/20</u>	<u>Cancellation</u>	<u>15</u>	<u>LP units</u>	<u>\$450</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>2/25/21</u>	<u>Cancellation</u>	<u>160</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>3/4/21</u>	<u>Cancellation</u>	<u>50</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>4/30/21</u>	<u>Cancellation</u>	<u>160</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>5/5/21</u>	<u>Cancellation</u>	<u>280</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>5/17/21</u>	<u>Cancellation</u>	<u>7</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>5/28/21</u>	<u>Cancellation</u>	<u>1</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>5/28/21</u>	<u>Cancellation</u>	<u>1</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>8/16/21</u>	<u>Cancellation</u>	<u>98</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____
<u>8/18/21</u>	<u>Cancellation</u>	<u>800</u>	<u>LP units</u>	<u>\$455</u>	<u>No</u>	_____	<u>Bought back units</u>	_____	_____

Shares Outstanding on Date of This Report:

Ending Balance

Ending Balance:

Date 2/14/2022 Common: 688,487

Preferred: _____

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- U.S. GAAP
- IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁸:

Name: Isaac Kalish
 Title: VP/Treasurer
 Relationship to Issuer: Employee

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)

⁸ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Owners of real estate, investors in real estate joint ventures

- B. Please list any subsidiaries, parents, or affiliated companies.

175 GREAT NECK ROAD REALTY CORP
GOULD 11TH AVENUE REALTY CORP
GOULD 54TH STREET PARKING CORP
GOULD BAY CITY CORP
GOULD LONG ISLAND CITY CORP
GOULD PALISADES CORP
GOULD PROPERTY CORP
GOULD SHIRLEY REAL ESTATE CORP
GOULD VNO CORP
45 IRVING PLACE OWNER LLC
251 WEST 98TH STREET OWNERS LLC
320 EAST 86TH STREET ASSOCIATES LLC

704 BROADWAY REALTY LLC
GOULD HAMPTON GREENS LLC
BRANDYWINE APARTMENTS OWNERS LLC
BROOKLYN HOTEL PARTNERS LLC
CONSULTING FOR SPECIAL EVENTS LLC
GLP ALTERNATIVE INVESTMENTS LLC
GOULD 1ST AND 68TH LLC
GOULD 8TH AVENUE LLC
GOULD 10 GLEN LLC
GOULD 11TH AVENUE LLC
GOULD 28 WEST 26 OWNER LLC
GOULD 28 WEST 26 STREET LLC
GOULD 40TH STREET LLC
GOULD 61ST STREET LLC
GOULD 70 GLEN COVE ROAD LLC
GOULD 86 UNIVERSITY PLACE LLC
GOULD 361 E 50 LLC
GOULD 729 7TH AVENUE LLC
GOULD 928-930 SECOND AVENUE OWNER
LLC
GOULD 1269-1271 FIRST AVENUE LLC
GOULD 2710 MORRIS LLC
GOULD 5959 COLLINS AVE LLC
GOULD 6801 COLLINS AVE LLC
GOULD ACTON LLC
GOULD ALLEN STREET LLC
GOULD ALTITUDE EUROPE LLC
GOULD ALTITUDE LLC
GOULD ATLANTIC AVENUE LLC
GOULD AUSTIN LLC
GOULD BARTOW AVENUE LLC

GOULD BASKETBALL NY CITY LLC
GOULD BELLA COLLINA LLC
GOULD BENCH NY LLC
GOULD BLACKSTOCK SPARTANBURG LLC
GOULD CARDINAL LLC
GOULD CARDINAL MEMBER LLC
GOULD CHESTNUT STREET LLC
GOULD CLIFTON LLC
GOULD COLUMBIA ROAD DC LLC
GOULD DAD HOTEL MEZZ INVESTOR LLC
GOULD DAD HOTELS LLC
GOULD DES MOINES LLC
GOULD DRIVE GEAR INVESTORS LLC
GOULD EAST 96TH STREET LLC
GOULD EAST FARMINGDALE LLC
GOULD FDX LLC
GOULD FINNELL DRIVE LLC
GOULD FL 139TH LLC
GOULD FL 2100 LLC
GOULD FLORIDA SFR LLC
GOULD FONE LOAN LLC
GOULD FRANKLIN STREET NC LLC
GOULD GEORGETOWN LAND LLC
GOULD GREENWOOD SC LLC
GOULD HOTEL ON WEST 40TH STREET LLC
GOULD INVESTORS CHICOPEE LLC
GOULD IRVING PLACE MEZZ LLC
GOULD JASPER LLC
GOULD JASPER MEMBER LLC
GOULD KING CHARLESTON SC LLC
GOULD LAND VENTURE LLC
GOULD MEDICAL INVESTMENT LLC
GOULD MELVILLE LLC

GOULD MUDGIES MEMBER LLC
GOULD NEW HAVEN LLC
GOULD NORTH CHARLESTON LLC
GOULD NORTHERN BOULEVARD STORAGE
LLC
GOULD ORGANICS LLC
GOULD PATCHOGUE LLC
GOULD PROPERTIES LLC
GOULD RAINBOW LLC
GOULD RAINBOW MEMBER LLC
GOULD S&T CONNECTICUT LLC
GOULD SELF STORAGE LLC
GOULD SOMERVILLE LLC
GOULD SOMERVILLE REAL ESTATE LLC
GOULD SOUTHLINGTON LLC
GOULD SPORTS MANAGEMENT LLC
GOULD STAMFORD LLC
GOULD TENANT ON 8TH LLC
GOULD TORRINGTON LLC
GOULD WAREHAM LLC
GOULD WD MARCO ISLAND LLC
ONE ELEVEN THIRD LLC
RAINBOW MJ ADVISORS LLC
SUNDIAL GROUND LLC
UPPEAR EAST SIDE REALTY INVESTORS LLC
YANKEE APARTMENT OWNERS LLC

C. Describe the issuers' principal products or services.

Own real estate

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

See note 1 to financial statements

7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Fredric H Gould</u>	<u>Owner of more than 5%</u>	<u>Manalapan, FL</u>	<u>87,569</u>	<u>LP units</u>	<u>12.7%</u>	_____
<u>Matthew Gould</u>	<u>Owner of more than 5%/CEO</u>	<u>Bal Harbour, FL</u>	<u>37,532</u>	<u>LP Units</u>	<u>5.45%</u>	_____
<u>Wendy Shenfeld</u>	<u>Owner of more than 5%</u>	<u>New York, NY</u>	<u>52,754</u>	<u>LP Units</u>	<u>7.66%</u>	_____
<u>Mark H Lundy</u>	<u>COO</u>	<u>Sea Cliff, NY</u>	_____	_____	_____	_____
<u>David W Kalish</u>	<u>CFO</u>	<u>Great Neck, NY</u>	_____	_____	_____	_____

<u>Isaac Kalish</u>	<u>VO/Treasurer</u>	<u>Woodmere, NY</u>				
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8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: _____
 Firm: _____
 Address 1: _____
 Address 2: _____
 Phone: _____
 Email: _____

Accountant or Auditor

Name: Jan Altman
Firm: Buchbinder Tunick & Co
Address 1: 1 Pennsylvania Plaza
Address 2: NY, NY
Phone: 212-695-5003
Email: ja@buchbinder.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:


I, Matthew Gould certify that:

1. I have reviewed this Annual disclosure statement of Gould Investors LP;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

____ [Date] 2/16/22

____ [CEO's Signature] 

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:


I, David Kallish certify that:

1. I have reviewed this annual disclosure statement of Gould Investors LP;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

____ [Date] 2/16/22

____ [CFO's Signature] 

(Digital Signatures should appear as "/s/ [OFFICER NAME]")