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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE SUDLER FOUNDATION C/O SUDLER MANAGEMENT CORP.		A Employer identification number 22-6423710
Number and street (or P.O. box number if mail is not delivered to street address) 245 GREEN VILLAGE ROAD, PO BOX 39	Room/suite	B Telephone number 973-257-0700
City or town, state, and ZIP code CHATHAM, NJ 07928-0039		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) \$ 2,721,056.	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		1,720,695.		N/A	
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		13,499.	13,499.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		22,721.			
b Gross sales price for all assets on line 6a	174,539.				
7 Capital gain net income (from Part IV, line 2)			22,721.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		1,756,915.	36,220.		
13 Compensation of officers, directors, trustees, etc		0.	0.		
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	2,100.	1,050.		
c Other professional fees					
17 Interest					
18 Taxes	STMT 3	567.	550.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	3,965.	3,965.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		6,632.	5,565.		1,050.
25 Contributions, gifts, grants paid		500,361.			500,361.
26 Total expenses and disbursements. Add lines 24 and 25		506,993.	5,565.		501,411.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,249,922.			
b Net investment income (if negative, enter -0-)			30,655.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

	Beginning of year (a) Book Value	End of year	
		(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	152,227.	563,194.	563,194.
2 Savings and temporary cash investments	1,023,086.	1,328,601.	1,328,601.
3 Accounts receivable ▶ 27.			
Less: allowance for doubtful accounts ▶	235.	27.	27.
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	1,016.	999.	999.
10a Investments - U.S. and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 5	182,832.	716,497.	828,235.
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	1,359,396.	2,609,318.	2,721,056.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	1,359,396.	2,609,318.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	1,359,396.	2,609,318.	
31 Total liabilities and net assets/fund balances	1,359,396.	2,609,318.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,359,396.
2 Enter amount from Part I, line 27a	2	1,249,922.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,609,318.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,609,318.

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 SEE ATTACHED CG RPT	P	VARIOUS	12/31/12
b SEE ATTACHED CG RPT	P	VARIOUS	12/31/12
c SEE ATTACHED CG RPT	P	VARIOUS	12/31/12
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 9,935.		8,784.	1,151.
b 29,464.		30,308.	<844.>
c 135,140.		112,726.	22,414.
d			
e			

(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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			1,151.
b			<844.>
c			22,414.
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 22,721. </div> </div>
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	N/A

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

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

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

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 does not 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))
2011	490,438.	633,338.	.774370
2010	394,440.	536,865.	.734710
2009	498,801.	605,356.	.823980
2008	320,126.	976,365.	.327875
2007	532,291.	1,816,350.	.293055

2 Total of line 1, column (d)	2.953990
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	.590798
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	1,471,937.
5 Multiply line 4 by line 3	869,617.
6 Enter 1% of net investment income (1% of Part I, line 27b)	307.
7 Add lines 5 and 6	869,924.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	501,411.

THE SUDLER FOUNDATION

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C/O SUDLER MANAGEMENT CORP.

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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 type="checkbox"/> and enter 1% of Part I, line 27b		1	613.
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	613.
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	613.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	999.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	999.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	386.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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4b	X
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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:

(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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

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?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, 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
PETER SUDLER 245 GREEN VILLAGE ROAD, P.O. BOX 39 CHATHAM, NJ 07928-0039	TRUSTEE 2.00	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

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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."

[illegible]

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

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

1	N/A	
2		0.
3		
4		

Part IX-B	Summary of Program-Related Investments
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Section 501(c)(3) program-related investments		Amount
1	N/A	
		0.
2		
	All other program-related investments. See instructions.	
3	NONE	
		0.
Total. Add lines 1 through 3		0.

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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	612,172.
b	Average of monthly cash balances	1b	882,180.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,494,352.
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	1,494,352.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,415.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,471,937.
6	Minimum investment return. Enter 5% of line 5	6	73,597.

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	73,597.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	613.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	613.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,984.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	72,984.
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	72,984.

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	501,411.
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	501,411.
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	501,411.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				72,984.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	443,191.			
b From 2008	280,668.			
c From 2009	468,681.			
d From 2010	367,817.			
e From 2011	458,805.			
f Total of lines 3a through e	2,019,162.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$	501,411.			
a Applied to 2011, 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 2012 distributable amount				72,984.
e Remaining amount distributed out of corpus	428,427.			
5 Excess distributions carryover applied to 2012 (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	2,447,589.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	443,191.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,004,398.			
10 Analysis of line 9:				
a Excess from 2008	280,668.			
b Excess from 2009	468,681.			
c Excess from 2010	367,817.			
d Excess from 2011	458,805.			
e Excess from 2012	428,427.			

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2012, 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(i)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

[illegible]

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.

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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 6

- 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				
SEE ATTACHED LIST OF CONTRIBUTIONS	NONE	PUBLIC	UNRESTRICTED	500,361.
Total			3a	500,361.
b Approved for future payment				
NONE				
Total			3b	0.

[illegible]

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) of the Code (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. | | | |

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

EUGENE BERL

E. Uebel

6/13/2

P00105290

Firm's name ► COHNREZNICK LLP

Firm's EIN ► 22-1478099

Firm's address ► 4 BECKER FARM ROAD
ROSELAND, NJ 07068-1739

Phone no. 973-228-3500

Form **990-PF** (2012)

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.

OMB No 1545-0047

2012

Name of the organization

THE SUDLER FOUNDATION
C/O SUDLER MANAGEMENT CORP.

Employer identification number

22-6423710

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE SUDLER FOUNDATION C/O SUDLER MANAGEMENT CORP.	Employer identification number 22-6423710
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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
<u>1</u>	CHARITABLE LEAD TRUST ARTICLE 2AB CLAIRE SUDLER 2003 TRUST C/O SUDLER MGMT 245 GREEN VILLAGE ROAD, P.O. BOX 39 CHATHAM, NJ 07928-0039	\$ <u>1,720,695.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

THE SUDLER FOUNDATION
C/O SUDLER MANAGEMENT CORP.

Employer identification number

22-6423710

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

THE SUDLER FOUNDATION

C/O SUDLER MANAGEMENT CORP.

22-6423710

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. 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 information 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		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
DIVIDEND INCOME - GARDNER RUSSO/ PERSHING	8,345.	0.	8,345.		
DIVIDEND INCOME - NEUBERGER BERMAN	2,041	0	2,041		
NON DIVIDEND DISTRIBUTION	31.	0.	31.		
STATE OF ISRAEL BONDS	600.	0.	600.		
STATE OF ISRAEL BONDS - OID	256.	0.	256.		
TOTAL TO FM 990-PF, PART I, LN 4	13,499.	0.	13,499.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROFESSIONAL & LEGAL FEE	2,100.	1,050.		1,050.	
TO FORM 990-PF, PG 1, LN 16B	2,100.	1,050.		1,050.	

FORM 990-PF		TAXES	STATEMENT	3
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FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUNDRY EXPENSES	30.	30.			0.
NB MANAGEMENT FEES	3,935.	3,935.			0.
TO FORM 990-PF, PG 1, LN 23	3,965.	3,965.			0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
ISRAEL BONDS	COST	15,000.	15,000.	
NEUBERGER BERMAN- SECURITIES	COST	696,322.	808,060.	
ZERO COUPON ISRAEL BONDS	COST	5,175.	5,175.	
TOTAL TO FORM 990-PF, PART II, LINE 13		716,497.	828,235.	

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	6
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PETER D. SUDLER, C/O SUDLER MANAGMEMENT CORP.
245 GREEN VILLAGE ROAD, P.O. BOX 39
CHATHAM, NJ 07928-0039

FORM AND CONTENT OF APPLICATIONS

LETTER CONTAINING STATEMENT OF PROGRAM, AMOUNT OF FUNDING REQUESTED, AND A BRIEF DESCRIPTION OF ORGANIZATION MAKING THE REQUEST.

ANY SUBMISSION DEADLINES

THE FOUNDATION DOES NOT PLAN TO MAKE GRANTS TO INDIVIDUALS OR ORGANIZATIONS CONSIDERED TO BE PRIVATE NON-OPERATING FOUNDATIONS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ACTIVITY - June 04, 2012

Base Currency U.S. Dollars

Realized Gain / Loss

Capital Gains Summary - Period (1/1/2012 to 6/4/2012)

Description	Totals
Short Term Gain/Loss	-843.79
Long Term Gain/Loss	22,413.62
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	21,569.83
Adjusted Basis	143,034.27
Proceeds	164,604.10
Total Curr Gain/Loss	0.00

Purchase Date	Close Date	No. of Shares	Orig Face Symbol	Description	Unit Cost	Sale Price	Adjusted Cost	Net Amount	Ind	Gain/Loss	Original Cost	Disc Inc	Curr Gain/Loss
EQUITIES													
08/18/11	04/18/12	50	0 EQT	EQT CORPORATION	53.65	45.93	2,682.74	2,296.49	ST	-386.25	2,682.74	0.00	0.00
06/16/11	04/27/12	50	0 AXP	AMERICAN EXPRESS COMPANY	48.34	60.40	2,417.24	3,020.03	ST	602.79	2,417.24	0.00	0.00
01/18/12	06/01/12	20	0 APC	ANADARKO PETROLEUM CORP	80.18	59.00	1,603.56	1,179.97	ST	-423.59	1,603.56	0.00	0.00
01/18/12	06/01/12	60	0 BA	BOEING CO	75.05	68.75	4,502.97	4,124.90	ST	-378.07	4,502.97	0.00	0.00
01/18/12	06/01/12	50	0 COG	CABOT OIL & GAS CORP	33.48	31.98	1,674.05	1,598.96	ST	-75.09	1,674.05	0.00	0.00
05/31/12	06/01/12	35	0 CRS	CARPENTER TECHNOLOGY CORP	44.93	43.82	1,572.65	1,533.66	ST	-38.99	1,572.65	0.00	0.00
02/15/12	06/01/12	50	0 EOG	EOG RESOURCES INC	115.01	95.55	5,750.67	4,777.39	ST	-973.28	5,750.67	0.00	0.00
08/18/11	06/01/12	50	0 MSFT	MICROSOFT CORP	24.64	28.80	1,232.15	1,439.97	ST	207.82	1,232.15	0.00	0.00
08/08/11	06/01/12	100	0 MSFT	MICROSOFT CORP	24.98	28.80	2,498.38	2,879.93	ST	381.55	2,498.38	0.00	0.00
12/06/11	06/01/12	100	0 MSFT	MICROSOFT CORP	25.74	28.80	2,573.70	2,879.93	ST	306.23	2,573.70	0.00	0.00
05/09/12	06/01/12	25	0 PSX	PHILLIPS 66	30.07	29.68	751.72	741.98	ST	-9.74	751.72	0.00	0.00
COM													
01/18/12	06/01/12	125	0 SLF	***SUN LIFE FINANCIAL SERVICES OF CANADA INC	20.02	20.03	2,502.75	2,503.69	ST	0.94	2,502.75	0.00	0.00
11/07/11	06/01/12	25	0 UNM	UNUM GROUP	21.82	19.50	545.60	487.49	ST	-58.11	545.60	0.00	0.00
ST - Term Total													
03/28/08	01/18/12	25	0 DVN	DEVON ENERGY CORPORATION NEW	106.20	63.69	30,308.18	29,464.39	LT	-843.79	30,308.18	0.00	0.00
03/25/10	01/18/12	75	0 TMK	TORCHMARK CORP	35.60	44.19	2,654.90	1,592.21	LT	-1,062.69	2,654.90	0.00	0.00
03/28/08	02/15/12	75	0 DVN	DEVON ENERGY CORPORATION NEW	106.20	70.89	7,964.70	3,313.86	LT	-4,650.84	7,964.70	0.00	0.00
05/25/10	05/02/12	50	0 COP	CONOCOPHILLIPS	37.19	54.67	1,859.52	5,316.51	LT	-2,648.19	1,859.52	0.00	0.00
ST - Term Total													
03/28/08	01/18/12	25	0 DVN	DEVON ENERGY CORPORATION NEW	106.20	63.69	30,308.18	29,464.39	LT	-843.79	30,308.18	0.00	0.00
03/25/10	01/18/12	75	0 TMK	TORCHMARK CORP	35.60	44.19	2,654.90	1,592.21	LT	-1,062.69	2,654.90	0.00	0.00
03/28/08	02/15/12	75	0 DVN	DEVON ENERGY CORPORATION NEW	106.20	70.89	7,964.70	3,313.86	LT	-4,650.84	7,964.70	0.00	0.00
05/25/10	05/02/12	50	0 COP	CONOCOPHILLIPS	37.19	54.67	1,859.52	5,316.51	LT	-2,648.19	1,859.52	0.00	0.00

Account #: 55003426 - THE SUDLER FOUNDATION PETER D SUDLER &
Please refer to important disclaimers at the end of this report.

ACTIVITY - June 04, 2012

Base Currency U.S. Dollars

NEUBERGER BERMAN

Purchase Date	Close Date	No. of Shares	Orig Face Symbol	Description	Unit Cost	Sale Price	Adjusted Cost	Net Amount	Net Ind	Gain/Loss	Original Cost	Disc Inc	Curr Gain/Loss
05/21/09	06/01/12	100	0 ACN	***ACCENTURE PLC IRELAND SHS CL A	29.91	56.14	2,991.19	5,613.87	LT	2,622.88	2,991.19	0.00	0.00
09/29/10	06/01/12	50	0 APC	ANADARKO PETROLEUM CORP	57.69	59.00	2,884.41	2,949.93	LT	65.52	2,884.41	0.00	0.00
10/19/10	06/01/12	50	0 APC	ANADARKO PETROLEUM CORP	57.34	59.00	2,866.83	2,949.94	LT	83.11	2,866.83	0.00	0.00
04/20/11	06/01/12	50	0 COG	CABOT OIL & GAS CORP	26.80	31.98	1,339.97	1,598.96	LT	258.99	1,339.97	0.00	0.00
10/08/09	06/01/12	200	0 COG	CABOT OIL & GAS CORP	18.43	31.98	3,686.94	6,395.86	LT	2,708.92	3,686.94	0.00	0.00
02/14/11	06/01/12	150	0 COL	ROCKWELL COLLINS INC	66.44	49.53	9,966.18	7,429.33	LT	-2,536.85	9,966.18	0.00	0.00
10/08/09	06/01/12	100	0 CRS	CARPENTER TECHNOLOGY CORP	24.40	43.82	2,439.94	4,381.90	LT	1,941.96	2,439.94	0.00	0.00
09/29/10	06/01/12	300	0 CVA	COVANTA HOLDING CORPORATION	15.70	15.50	4,711.14	4,649.89	LT	-61.25	4,711.14	0.00	0.00
03/28/08	06/01/12	200	0 ORCL	ORACLE CORP	19.71	25.98	3,941.78	5,195.88	LT	1,254.10	3,941.78	0.00	0.00
08/19/09	06/01/12	200	0 OXY	OCCIDENTAL PETE CORP	70.72	77.95	14,143.30	15,589.65	LT	1,446.35	14,143.30	0.00	0.00
03/25/10	06/01/12	50	0 PFE	PFIZER INC	17.53	21.74	876.71	1,086.97	LT	210.26	876.71	0.00	0.00
12/01/10	06/01/12	100	0 PFE	PFIZER INC	16.54	21.74	1,654.05	2,173.95	LT	519.90	1,654.05	0.00	0.00
09/29/10	06/01/12	200	0 PFE	PFIZER INC	17.43	21.74	3,485.15	4,347.90	LT	862.75	3,485.15	0.00	0.00
04/02/08	06/01/12	400	0 PKG	PACKAGING CORP AMER	23.26	26.26	9,302.98	10,503.76	LT	1,200.78	9,302.98	0.00	0.00
05/25/10	06/01/12	25	0 PSX	PHILLIPS 66 COM	23.45	29.68	586.34	741.98	LT	155.64	586.34	0.00	0.00
03/28/08	06/01/12	200	0 PXD	PIONEER NATURAL RESOURCES CO	48.80	94.58	9,760.92	18,915.57	LT	9,154.65	9,760.92	0.00	0.00
03/25/10	06/01/12	75	0 TMK	TORCHMARK CORP	35.60	45.93	2,670.00	3,444.67	LT	774.67	2,670.00	0.00	0.00
05/05/09	06/01/12	200	0 TRV	TRAVELERS COMPANIES INC THE	40.86	62.02	8,171.42	12,403.72	LT	4,232.30	8,171.42	0.00	0.00
03/28/08	06/01/12	400	0 UNM	UNUM GROUP	21.94	19.50	8,774.51	7,799.82	LT	-974.69	8,774.51	0.00	0.00
09/29/10	06/01/12	50	0 VIA	VIACOM INC NEW CL A	40.46	51.89	2,023.21	2,594.44	LT	571.23	2,023.21	0.00	0.00
05/04/09	06/01/12	200	0 XRX	XEROX CORP	6.50	7.08	1,300.00	1,415.96	LT	115.96	1,300.00	0.00	0.00
LT - Term Total							112,726.09	135,139.71		22,413.62	112,726.09	0.00	0.00
EQUITIES TOTAL							143,034.27	164,604.10		21,569.83	143,034.27	0.00	0.00

SFOUND 2012 Donations.xls
Page 1 of 1
5/13/2013

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