Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: SUTTON FAMILY FOUNDATION

A Employer identification number: 65-6238164

Number and street (or P.O box number if mail is not delivered to street address): 715 TENTH STREET SOUTH

Room/suite:

B Telephone number (see instructions): 239-263-8333

City or town, state, and ZIP code: NAPLES, FL 34102

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,832,487

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

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

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)	379			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	37,246	37,246		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	65,010			
	b	Gross sales price for all assets on line 6a 301,486				
	7	Capital gain net income (from Part IV, line 2)		65,010		
	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)				
	12	**Total.** Add lines 1 through 11	102,635	102,256		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	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)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	649	270		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,106	12,106		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,755	12,376		
	25	Contributions, gifts, grants paid	82,500			82,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	95,255			82,500
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	7,380			
	b	**Net investment income** (if negative, enter -0-)		89,880		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	216	256	256
2 Savings and temporary cash investments	522,496	282,807	282,807
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (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)			
b Investments—corporate stock (attach schedule)	918,609	1,165,638	1,549,424
c Investments—corporate bonds (attach schedule)			
11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)			
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)	1,441,321	1,448,701	1,832,487
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)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☐ 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	1,441,321	1,448,701	
30 **Total net assets or fund balances** (see instructions)	1,441,321	1,448,701	
31 **Total liabilities and net assets/fund balances** (see instructions)	1,441,321	1,448,701	

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	1,441,321
2	Enter amount from Part I, line 27a	2	7,380
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,448,701
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 30	6	1,448,701

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 STATEMENT 3	P	VARIOUS	VARIOUS
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	301,486		236,476	65,010
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) 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	65,010
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	

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	91,621	1,828,769	.0501
2010	86,000	1,733,222	.0496
2009	65,000	1,545,000	.0421
2008	120,353	2,096,416	.0574
2007	114,968	2,410,548	.0477

2	**Total** of line 1, column (d)	2	.2469
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	3	.0494
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,821,273
5	Multiply line 4 by line 3	5	89,971
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	899
7	Add lines 5 and 6	7	90,870
8	Enter qualifying distributions from Part XII, line 4	8	82,500

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	1,798
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	1,798
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,798
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	1,798
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
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		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA			
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	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ N/A			
14	The books are in care of ▶ KERMIT S. SUTTON Telephone no. ▶ 239-263-8333 Located at ▶ 715 TENTH STREET SOUTH, NAPLES, FL ZIP+4 ▶ 34102			
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			
16	At any time during calendar year 2012, 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		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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		
	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 2012?	1c		✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
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. ▶ 20___ , 20___ , 20___ , 20___			
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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2012?	4b		✓

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)? (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		✓
	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		

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 (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
KERMIT S. SUTTON NAPLES, FL	TRUSTEE-MINIMAL	-0-	-0-	-0-
JENNY W. SUTTON NAPLES, FL	TRUSTEE-MINIMAL	-0-	-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
NONE		
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 NONE	
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	
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	1,534,173
b	Average of monthly cash balances	1b	314,835
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,849,008
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	1,849,008
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	27,735
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,821,273
6	**Minimum investment return.** Enter 5% of line 5	6	91,064

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	91,064
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,798		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,798
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	89,266
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	89,266
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	89,266

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	82,500
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	82,500
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	82,500

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				89,266
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008 488				
c	From 2009				
d	From 2010 336				
e	From 2011 941				
f	**Total** of lines 3a through e	1,765			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 82,500				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required—see instructions)		NONE		
c	Treated as distributions out of corpus (Election required—see instructions)	NONE			
d	Applied to 2012 distributable amount				82,500
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1,765			1,765
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				5,001
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1a 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(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

JENNY W. SUTTON

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 ▶ ☐ 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:

JENNY W. SUTTON OR KERMIT S. SUTTON, 715 TENTH STREET SOUTH, NAPLES, FL 34102, 239-263-8333

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 STATEMENT 4	N/A	TAX-EX	CHARITABLE	82,500
Total . . . . . ▶ 3a				82,500
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					
4 Dividends and interest from securities			14	37,246	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				37,246	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 37,246

(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.)
	NOT APPLICABLE

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5-14-13 Title: TRUSTEE

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
GORDON A. McCOLLUM	[signature]	5/9/13		P00292883
Firm's name ▶ GORDON A. McCOLLUM, CPA			Firm's EIN ▶	42-1466795
Firm's address ▶ 4904 POMMEL PLACE, WEST DES MOINES, IA 50265			Phone no	515-229-2488

PART I, LINE 1 - CONTRIBUTIONS, GIFTS, GRANTS, ETC. RECEIVED

NAME & ADDRESS OF DONOR	DATE	BOOK VALUE	MKT VALUE
JENNY W. SUTTON NAPLES, FLORIDA: CASH	05/15/12	$ 379	$ 379
		$ 379	$ 379

OTHER PART I INFORMATION:	COLUMN (a)	COLUMN (b)
LINE 4, DIVIDENDS & INTEREST FROM SECURITIES -		
TD AMERITRADE - DIVIDENDS	37,246	37,246
TOTALS	$ 37,246	$ 37,246
LINE 18 - TAXES		
TAX ON NET INVESTMENT INCOME ON 2011 990-PF	$ 379	$ -
FOREIGN TAX WITHHELD ON DIVIDENDS	270	270
TOTALS	$ 649	$ 270
LINE 23 - OTHER EXPENSES		
INVESTMENT MANAGEMENT FEES	$ 12,106	$ 12,106
TOTALS	$ 12,106	$ 12,106

PART II INFORMATION:	BOOK BEGINNING	BOOK ENDING	MARKET ENDING
PART II, LINE 10a - U.S. SECURITIES			
TDAMERITRADE - STATEMENT 2	$ -	$ -	$ -
	-	-	-
TOTAL	$ -	$ -	$ -
PART II, LINE 10b - INVESTMENTS (COMMON STOCKS AND MUTUAL FUNDS)			
TDAMERITRADE - STATEMENT 2		$ -	$ -
	918,609	1,165,638	1,549,424
TOTAL	$ 918,609	$ 1,165,638	$ 1,549,424
PART II, LINE 10c - INVESTMENTS (CORPORATE BONDS)			
TDAMERITRADE - STATEMENT 2	$ -	$ -	$ -
	-	-	-
TOTAL	$ -	$ -	$ -

PART II, LINE 10b (STOCKS, FUNDS, OPTIONS)	SHARES	BOOK BEGINNING	BOOK ENDING	MARKET ENDING
MUTUAL FUNDS, ETF'S:				
SPDR S&P MIDCAP 400 ETF TRUST	1,000 00	83,807 50	83,807.50	185,710.00
OPTIONS:				
ANADARKO PETROL CORP	(9.00)	(1,929.15)		
AT & T INC	(20 00)	(1,696 77)		
FREEPORT MCMORAN COPPER & GOLD	(15.00)	(1,540 59)		
SPDR TRUST	(20 00)	(2,776.75)		
WALT DISNEY CO	(15.00)	(1,480.59)		
AMERISOURCE BERGEN CORP	(18 00)		(1,688.20)	(4,703 27)
EXPRESS SCRIPTS HOLDING CO	(1 00)		(132.58)	(8.34)
SPDR TRUST	10 00		3,745 62	6,720.03
SPDR TRUST	(10 00)		(3,854.29)	(1,387.04)
STOCKS·				
AMERICAN EXPRESS CO	1,200 00		62,646.27	68,976.00
AMERISOURCE BERGEN CORP	1,800.00		70,439 56	77,724.00
ANADARKO PETROL CORP	900 00	44,935 20	44,935.20	66,879.00
ARCHER DANIELS MIDLAND CO	1,800.00	54,816 48		
BARRICK GOLD CORP	1,000 00		49,366.45	35,010.00
CANADIAN NATL RAILWAY COMPANY	800 00	28,623.20	28,623.20	72,808 00
COCA COLA CO	2,000 00	63,300.00	63,300.00	72,500 00
COVIDIEN PLC	1,200.00	54,379.71	54,379.71	69,288.00
CVS CAREMARK CORPORATION	2,000 00	49,830 00	49,830 00	96,700.00
CVS CAREMARK CORPORATION	1,000.00	30,510.00	30,510.00	48,350.00
DOW CHEMICAL	2,000 00		68,587 75	64,658.80
EXELON CORPORATION	1,800.00		66,445.77	53,532.00
EXPRESS SCRIPTS HOLDING CO	324 00		18,210.42	17,496.00
FIRST TRUST ENERGY	3,000.00		60,447 94	63,450.00
FREEPORT MCMORAN COPPER & GOLD	402 00	12,378.59	12,378 59	13,748.40
JOHNSON & JOHNSON	800 00	46,958.16	46,958.16	56,080.00
JOHNSON CONTROLS INC	1,800 00	35,586 00	35,586 00	55,206.00
JP MORGAN CHASE & CO	1,200.00	29,603.88		
MCDONALDS CORP	500 00	27,112.00	27,112 00	44,105.00
MEDCO HEALTH SOLUTIONS INC	200 00	12,933.12		
MEDCO HEALTH SOLUTIONS INC	200.00	9,609 58		
MERCK & CO INC	1,800 00		69,441 61	73,692.00
NEXTERA ENERGY INC	600 00	30,895.86	30,895 86	41,514.00
PEPSICO INC	1,000 00	45,955 00	45,955.00	68,430.00
PEPSICO INC	200 00	13,598 46	13,598.46	13,686.00
PRAXAIR INC	600 00	45,556 14	45,556 14	65,670.00
SCHLUMBERGER LTD	600 00	52,290 72	52,290.72	41,579.16
THERMO FISHER SCIENTIFIC	1,200 00	63,716 52		
UNITED TECHNOLOGIES CORP	1,000 00	36,265.28	36,265 28	82,010.00
WALT DISNEY CO	1,500 00	55,371 45		
		918,609.00	1,165,638.14	1,549,423 74

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

SHORT-TERM GAINS & LOSSES	DATE ACQ'D	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
SPDR TR OPTIONS EXPIRED - 20 CONTRACTS	EXP 01/03/12	11/15/11	2,777	-	2,777
FREEPORT MCMORAN COPPER & GOLD OPTIONS - 15 CONTRACTS	01/17/12	12/29/11	1,540	574	966
ANADARKO PETROL CORP OPTIONS EXPIRED - 9 CONTRACTS	EXP 01/23/12	11/03/11	1,929	-	1,929
SPDR TR OPTIONS EXPIRED - 10 CONTRACTS	EXP 04/02/12	02/22/12	994	-	994
MEDCO/EXPRESS SCRIPTS OPTIONS - 4 CONTRACTS	04/05/12	01/25/12	469	2,111	(1,642)
WALT DISNEY CO OPTIONS - 15 CONTRACTS	04/16/12	12/22/11	1,480	2,599	(1,119)
AT&T INC OPTIONS EXPIRED - 20 CONTRACTS	EXP 04/23/12	12/13/11	1,697	-	1,697
ANADARKO PETROL CORP OPTIONS EXPIRED - 9 CONTRACTS	EXP 05/21/12	01/25/12	2,046	-	2,046
SPDR TR OPTIONS EXPIRED - 10 CONTRACTS	EXP 07/02/12	04/10/12	2,184	-	2,184
WALT DISNEY CO STOCK (1,500 SHARES)/OPTIONS (15 CONTRACTS)	12/11/11	07/23/12	62,979	52,481	10,498
BARRICK GOLD CORP OPTIONS EXPIRED - 10 CONTRACTS	EXP 07/23/12	02/28/12	1,354	-	1,354
SPDR TR OPTIONS - 10 CONTRACTS	07/25/12	08/03/12	5,395	2,915	2,480
UNITED TECH CORP OPTIONS EXPIRED - 10 CONTRACTS	EXP 08/20/12	03/14/12	1,234	-	1,234
SPDR TR OPTIONS EXPIRED - 10 CONTRACTS	EXP 10/20/12	07/25/12	2,804	-	2,804
SPDR TR OPTIONS - 25 CONTRACTS	10/01/12	10/23/12	6,315	4,452	1,863
AMERICAN EXPRESS CO OPTIONS - 12 CONTRACTS	10/31/12	10/01/12	1,207	653	554
EXPRESS SCRIPTS OPTIONS - 2 CONTRACTS	11/14/12	10/01/12	265	10	255
ANADARKO PETROL CORP OPTIONS EXPIRED - 9 CONTRACTS	EXP 11/17/12	08/07/12	1,047	-	1,047
FREEPORT MCMORAN C & G OPTIONS EXPIRED - 15 CONTRACTS	EXP 11/17/12	07/19/12	1,481	-	1,481
					-
					-
			99,197	65,795	33,402

LONG-TERM GAINS & LOSSES	DATE ACQ'D	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
ARCHER DANIELS MIDLAND CORP - 1,800 SHARES	12/09/10	03/23/12	57,289	54,817	2,472
MEDCO HEALTH SOLUTIONS INC - 400 SHARES (EXPRESS SCRIPTS MERGER	VARIOUS	04/03/12	29,731	22,543	7,188
JP MORGAN CHASE & CO - 1,200 SHARES	03/17/09	05/22/12	41,235	29,604	11,631
THERMO FISHER SCIENTIFIC (1,200 SHARES)/OPTIONS (12 CONTRACTS)	08/27/07	11/19/12	73,942	63,717	10,225
MILLS CORP CLASS ACTION LITIGATION SETTLEMENT PROCEEDS	VARIOUS	10/30/12	92		92
					-
					-
			202,289	170,681	31,608
GRAND TOTALS			301,486	236,476	65,010

PART XV, ITEM 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Guadalupe Center Immokalee Soup Kitchen 211 South 9th Street Immokalee, FL 34142	$1,000
The Immokalee Foundation 3960 Radio Road, #207 Naples, FL 34104	$5,000
Community School Naples 13275 Livingston Rd Naples, FL 34109	$2,500
Mr. Alan Dimmitt Liberty Youth Ranch P.O. Box 366206 Bonita Springs, FL 34136	$1,500
Sisters of the Humility of Mary Haiti Project 2316 Pine Ridge Road, #381 Naples, FL 34109	$1,000
Lynn University 3601 North Military Trail Boca Raton, FL 33431	$1,000
Network of Enlightened Women 1210 Massachusetts Avenue NW, #1201 Washington, D.C. 20005	$1,500
NCH Healthcare Foundation P.O. Box 234 Naples, FL 34106	$5,000
Hillsdale College 33 East College Street Hillsdale, MI 49242	$2,500
Wounded Warrior Project 7020 AC Skinner Pkwy, Suite 100 Jacksonville, FL 32256	$3,000
Humane Society of Naples 370 Airport Road North Naples, FL 34104	$2,500

PART XV, ITEM 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (CONT'D)

The Salvation Army 3180 Estey Avenue P.O. Box 8209 Naples, FL 34101	$3,000
Neighborhood Health Clinic 120 Goodlette Road North Naples, FL 34102	$5,000
St. Matthews House 2001 Airport Road South Naples, FL 34112	$5,000
Ms. Pam Pepper Drake University Alumni and Development Office 2507 University Avenue Des Moines, IA 50311	$10,000
Mr. Richard McAdams The Heritage Foundation 214 Massachusetts Avenue NE Washington, DC 20002-4999	$10,000
Mackinac Center for Public Policy 140 West Main Street P.O. Box 568 Midland, MI 48640	$2,000
Foundation for Economic Education 30 South Broadway Irvington-on-Hudson, NY 10533	$2,000
Mr. Francisco Gonzalez The James Madison Institute 2017 Delta Blvd., Suite 102 Tallahassee, FL 32303	$5,000
American Council of Trustees and Alumni 1726 M Street, NW Suite 802 Washington, DC 20036-4525	$1,000
Ms. Carol Shaw Youth Haven 5867 Whitaker Road Naples, Florida 34112	$3,000

PART XV, ITEM 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (CONT'D)

Cato Institute 1000 Massachusetts Avenue N.W. Washington, D.C. 20001	$5,000
Mr. David Schimmel David Lawrence Foundation 6075 Bathey Lane Naples, FL 34116	$5,000
	$82,500