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EXTENSION ATTACHED
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 JOE & EILEEN SUTTON FAMILY FOUNDATION		A Employer identification number 74-3136392
Number and street (or P O box number if mail is not delivered to street address) 1400 BROADWAY - 26TH FLOOR		B Telephone number 732-721-0022
City or town, state, and ZIP code NEW YORK, NY 10018		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change </div> <div> <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change </div> </div>		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) \$ 13,391,100.	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		191,192.	191,192.		STATEMENT 1
4 Dividends and interest from securities		262,846.	262,758.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		14,829.			
b Gross sales price for all assets on line 6a 1,111,900.					
7 Capital gain net income (from Part IV, line 2)			14,829.		
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		468,867.	468,779.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		73,936.	625.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		73,936.	625.		0.
25 Contributions, gifts, grants paid		134,508.			134,508.
26 Total expenses and disbursements. Add lines 24 and 25		208,444.	625.		134,508.
27 Subtract line 26 from line 12		260,423.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			468,154.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,863,560.	4,115,709.	4,115,709.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 4	4,039,393.	3,966,054.	3,942,693.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 5	504,192.	500,655.	523,522.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <u>LOANS RECEIVABLE</u>)	5,740,803.	4,809,176.	4,809,176.	
16 Total assets (to be completed by all filers)	13,147,948.	13,391,594.	13,391,100.	
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 type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	13,147,948.	13,391,594.	
30 Total net assets or fund balances	13,147,948.	13,391,594.		
31 Total liabilities and net assets/fund balances	13,147,948.	13,391,594.		

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	13,147,948.
2 Enter amount from Part I, line 27a	2	260,423.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,408,371.
5 Decreases not included in line 2 (itemize) ▶ <u>PRIOR PERIOD ADJUSTMENT</u>	5	16,777.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,391,594.

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 JP MORGAN - SEE SCHEDULE ATTACHED		P	04/13/11	09/12/12
b JP MORGAN - SEE SCHEDULE ATTACHED		P	03/12/07	11/05/12
c JP MORGAN - SEE SCHEDULE ATTACHED		P	04/19/07	12/06/12
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 161,697.		150,000.	11,697.
b 199,559.		197,071.	2,488.
c 750,644.		750,000.	644.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11,697.
b			2,488.
c			644.
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	14,829.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	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	294,824.	12,479,574.	.023625
2010	542,460.	12,412,113.	.043704
2009	965,266.	8,332,128.	.115849
2008	920,202.	5,139,461.	.179046
2007	740,596.	5,519,039.	.134189

2 Total of line 1, column (d)	2	.496413
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	.099283
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,528,359.
5 Multiply line 4 by line 3	5	1,243,853.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,682.
7 Add lines 5 and 6	7	1,248,535.
8 Enter qualifying distributions from Part XII, line 4	8	134,508.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	9,363.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	9,363.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,363.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	9,635.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	9,635.
c Tax paid with application for extension of time to file (Form 8868)		8	2.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	270.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 270. Refunded <input type="checkbox"/>			

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
1c 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?		X
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"/> NY		
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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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HOWARD SANDERS Located at ► 1400 BROADWAY, NEW YORK, NY	Telephone no ► 732-721-0022 ZIP+4 ► 10018		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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

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?

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?

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?

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
JOSEPH SUTTON	CHAIRMAN			
103 JEROME AVENUE				
DEAL, NJ 07723	0.00	0.	0.	0.
EILEEN SUTTON	TRUSTEE			
103 JEROME AVENUE				
DEAL, NJ 07723	0.00	0.	0.	0.
ALBERT J. SUTTON	TRUSTEE			
1400 BROADWAY 26TH FLOOR				
NEW YORK, NY 10018	0.00	0.	0.	0.

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

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

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

0

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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	3,503,231.
b	Average of monthly cash balances	1b	3,579,641.
c	Fair market value of all other assets	1c	5,636,274.
d	Total (add lines 1a, b, and c)	1d	12,719,146.
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	12,719,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,787.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,528,359.
6	Minimum investment return. Enter 5% of line 5	6	626,418.

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	626,418.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,363.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,363.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	617,055.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	617,055.
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	617,055.

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	134,508.
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	134,508.
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	134,508.

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				617,055.
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	472,080.			
b From 2008	669,749.			
c From 2009	554,850.			
d From 2010				
e From 2011				
f Total of lines 3a through e	1,696,679.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$	134,508.			
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				134,508.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	482,547.			482,547.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,214,132.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,214,132.			
10 Analysis of line 9				
a Excess from 2008	659,282.			
b Excess from 2009	554,850.			
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)

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(j)(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

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

a "Assets" alternative test - enter

(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

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

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 SCHEDULE ATTACHED			UNRESTRICTED USE	134,508.
Total			3a	134,508.
b Approved for future payment				
NONE				
Total			3b	0.

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. 7)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

► CHAIRMAN

Title

Print/Type preparer's name


Preparer's signature

Date _____

Check ☐ self-employed

PTIN

MARVIN ANTMAN

Preparer's signature 

Date
11-6-13

P00029692

Firm's name ► MCGLADREY LLP

Firm's EIN ► 41-1944416

Firm's address ► 1185 AVENUE OF THE AMERICAS
NEW YORK, NY 10036-2602

Phone no 212-372-1000

Form **990-PF** (2012)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
LOANS RECEIVABLE	144,855.
PROVIDENT	46,337.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	191,192.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAMPUS VIEW EQUITY, LLC	19.	0.	19.
COTTAGES OF NORMAN EQUITY LLC	48.	0.	48.
JP MORGAN	102,399.	0.	102,399.
JP MORGAN	134,917.	0.	134,917.
MORGAN STANLEY	12,880.	0.	12,880.
MORGAN STANLEY	3.	0.	3.
MORGAN STANLEYSMITHBARNEY 098-143061	12,525.	0.	12,525.
MORGAN STANLEYSMITHBARNEY 098-143061	8.	0.	8.
WOODLAND MEWS EQUITY, LLC	47.	0.	47.
TOTAL TO FM 990-PF, PART I, LN 4	262,846.	0.	262,846.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	750.	375.		0.
MISCELLANEOUS	144.	0.		0.
FEDERAL TAXES	8,860.	0.		0.
NON-DEDUCTIBLE EXPENSE FROM PASSTHROUGH	779.	0.		0.
LOSS FROM PASSTHROUGH ENTITIES	62,395.	0.		0.
CONSULTING FEES	500.	250.		0.
BANK FEES	45.	0.		0.
SEC 179 DEDUCTIONS FROM PASSTHROUGH ENTITIES	203.	0.		0.
STATE TAXES	260.	0.		0.
TO FORM 990-PF, PG 1, LN 23	73,936.	625.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JPMORGAN SECURITIES	3,418,145.	3,462,143.
MORGAN STANLEY	0.	0.
MORGAN STANLEY	547,909.	480,550.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,966,054.	3,942,693.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN BOND	COST	132,750.	155,617.
WOODLAND MEWS EQUITY LLC	COST	69,908.	69,908.
CAMPUS VIEW EQUITY LLC	COST	80,553.	80,553.
EG BREAKWATER LLC	COST	104,500.	104,500.
HOTEL VICTOR SB REALTY LLC	COST	28,757.	28,757.
COTTEGES NORMAN	COST	84,187.	84,187.
TOTAL TO FORM 990-PF, PART II, LINE 13		500,655.	523,522.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083
CORRECTED 03/14/13

J.P.Morgan

RECIPIENT'S Name, Street Address, City, State, and Zip Code
JOSEPH & EILEEN SUTTON FAMILY
FOUNDATION
ATTENTION: ALBERT J SUTTON
1400 BROADWAY 26TH FLOOR
NEW YORK NY 10018-5396

Payer's Federal Identification Number 13-3604093
Payer's Name, Street, City, State, Zip Code
J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Copy B for recipient ☐ 2nd TIN Notice

Telephone Number (212) 272-0495

2012 1099 GROSS PROCEEDS

Total Cost, Realized Gain (Loss), and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers are ultimately responsible for the accuracy of their tax returns and should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. Where indicated JPMCC does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information; taxpayers may be required to report to federal, state, or other taxing authorities. JPMCC makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information.

FORM 1099-B Totals Summary

Form 8949, Part I or II (Short Term or Long Term)		Proceeds	Cost	REALIZED GAIN/(LOSS)	Wash Sale Loss Disallowed
Total Noncovered Transaction Proceeds (Box B Checked)		750,844 18			
Form 8949, Part I (Short Term)					
Total Covered Short Term Gain/ Loss (Cost Basis Reported to IRS, Box A Checked)					
Total Noncovered Short Term Gain/ Loss (Cost Basis NOT Reported to IRS, Box B Checked)					
Form 8949, Part II (Long Term)					
Total Covered Long Term Gain/ Loss (Cost Basis Reported to IRS, Box A Checked)		161,697 11	150,000 00	11,697 11	
Total Noncovered Long Term Gain/ Loss (Cost Basis NOT Reported to IRS, Box B Checked)		199,558 78	197,071 41	2,487 37	

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392

J.P.Morgan

Account Executive No 083

CORRECTED. 03/14/13

2012 FORM 1099-B: PROCEEDS FROM BROKER & DEALER EXCHANGE TRANSACTIONS (OMB NO. 1545-0745)

Noncovered Transaction Proceeds - Cost Basis NOT reported to IRS

Box 6a: Noncovered Security
Report on Form 8949, Part I or II - as appropriate, with Box B checked

Box 6b:

Box 1c: Type of Gain or Loss:

(Box 1a)	(Box 1b)	(Box 8)	(Box 1d)	(Box 1e)	(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 2b)	REALIZED GAIN / (LOSS)
Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity Sold	Sales Price Less Commission and Option Premiums	Cost or Other Basis	Wash Sale Loss Disallowed	Federal Income Tax Withheld	Loss Not Allowed	
12/05/12		JP MORGAN CHASE CAP XIV	JPMTRY 48122F207	830 00000	20,956 17					0.00
12/06/12		JP MORGAN CHASE CAP XIV	JPMTRY 48122F207	3,170 00000	79,968 17					0.00
07/12/12		JPMORGAN CHASE CAP XXVIII REDEMPTION	48124Y204	8,000 00000	200,000 00					0.00
12/06/12		MORGAN STANLEY CAP TR VIII	MSK 61753R200	6,000 00000	149,421 63					0.00
12/06/12		MERRILL LYNCH CAP TR II	MERPRM 59024T203	6,000 00000	150,298 21					0.00
04/13/12		WACHOVIA CAPITAL TRUST IV REDEMPTION	92978U207	6,000 00000	150,000 00					0.00
6 ITEMS - Total					750,644.18					0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083
CORRECTED 03/14/13

J.P.Morgan

2012 FORM 1099-B: PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0045)

Covered Long Term Gain or Loss - Cost Basis Reported to IRS

Box 6a:

Report on Form 8949, Part II, with Box A checked

Box 6b: Basis Report to IRS

Box 1c: Type of Gain or Loss: Long Term

* JPMCC does not report Realized Gain / Loss to IRS and is not responsible for the accuracy of such information.

(Box 1a)	(Box 1b)	(Box 8)	(Box 1d)	(Box 1e)	(Box 2a)	(Box 3)	(Box 5)	(Box 4)	(Box 2b)
Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity Sold	Sales Price Less Commission and Option Premiums	Cost or Other Basis	Wash Sale Loss Disallowed	Federal Income Tax Withheld	Loss Not Allowed
08/12/12	04/13/11	VORNADO RLTY TR	VNOPRJ 929042869	1,247 00000	33,968 12	31,175 00	0 00	0 00	2,793 12
09/13/12	04/13/11	VORNADO RLTY TR	VNOPRJ 929042869	4,753 00000	127,728 99	118,825 00	0 00	0 00	8,903 99
2 ITEMS - Total					161,697.11	150,000.00	0.00	0.00	11,697.11

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083
CORRECTED 03/14/13

J.P.Morgan

2012 FORM 1099-B, PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS (OMB NO. 1545-0719)

Noncovered Long Term Gain or Loss - Cost Basis NOT Reported to IRS

Box 6a: Noncovered Security Box 6b: Box 1c: Type of Gain or Loss: Long Term
Report on Form 8949, Part II, with Box B checked

* JPMCC does not report Date of Acquisition, Cost Basis, and Realized Gain / Loss to the IRS for noncovered transactions and is not responsible for the accuracy of such information. Wash Sales are not calculated for noncovered transactions.

(Box 1a) Date of Sale or Exchange	(Box 1b)	(Box 8) Description	(Box 1d) Symbol	(Box 1e) Quantity Sold	(Box 2a) Sales Price Less Commission and Option Premiums	(Box 3)	(Box 4) Federal Income Tax Withheld	(Box 5) Loss Not Allowed	(Box 2b) Loss Not Allowed
11/05/12	05/04/07	ENTERTAINMENT PROPERTIES TRUST REDEMPTION	29380T501	6,000 00000	150,000 00	150,000 00	0.00	0.00	0.00
03/27/12	12/14/09	NEWCASTLE INV T CORP REDEMPTION	JLPCX 4812A2397	722 67400	15,995 00	12,921 41	0.00	0.00	3,073 59
03/27/12	03/12/07	NEWCASTLE INV T CORP REDEMPTION	NCTPRD 65105M405	866 00000	21,063 78	21,650 00	0.00	0.00	(586 22)
08/16/12	08/17/04	VORNADO REALTY TRUST REDEMPTION	929042604	500 00000	12,500 00	12,500 00	0.00	0.00	0.00
4 ITEMS - Total						199,558.78	197,071.41	0.00	2,487.37

END OF 2012 CONSOLIDATED FORM 1099

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083
CORRECTED 03/14/13

J.P.Morgan

FOOTNOTES

A - Position carried at Average Cost

T - Cost Basis information is based on information you, your advisor or third parties have supplied and it has been included on your statement for informational purposes only. JPMCC has not attempted to validate this information and disclaims all warranties of any kind related to this information, either express or implied, including, without limitation, any implied warranties of accuracy, completeness and fitness for a particular purpose.

W - Cost may have been adjusted due to wash sales.

E - Adjusted for option exercise or assignment.

SHORT SALE - The Date of Sale or Exchange is the settlement date of the transaction used to close the short sale. The Date of Acquisition is the trade date of the acquired security used to close the short sale. Short sales covered in December that settle in January will be reported on your Form 1099-B in the year such sales are settled. Short sales opened prior to January 01, 2011 are noncovered and proceeds were reported on Form 1099-B in the year such short sales were opened.

DISPOSAL METHODS

Blank - FIFO (First In First Out), L - LIFO (Last In First Out), S - Specific Match (Versus Purchase Method), H - High Cost Method, C - Low Cost Method, X - High Cost Long Term

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J.P. MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083
CORRECTED. 03/14/13

J.P.Morgan

2012 SUPPLEMENTAL GAIN OR LOSS INFORMATION

Total Cost, Realized Gain (Loss), and holding period information may not reflect all adjustments necessary for tax reporting purposes. Taxpayers should verify such information against their own records when calculating reportable gain or loss resulting from a sale, redemption, or exchange. JPMCC does not report such information to the IRS or other taxing authorities and is not responsible for the accuracy of such information. Taxpayers may be required to report to federal, state or other taxing authorities. JPMCC makes no warranties with respect to, and specifically disclaims any liability arising out of a customer's use of, or any tax position taken in reliance upon, such information. Unless otherwise noted, JPMCC determines cost basis at the time of sale based on the average cost-single category method for open-end mutual funds and based on the first-in, first-out (FIFO) method for all other securities. Proceeds information excludes accrued income.

Supplemental Gain or Loss Totals Summary

Form 8949, Part I, Box B (Short Term) (Combine with Part I, Box B from Form 1099-B)

	Proceeds	Cost	REALIZED GAIN/(LOSS)
Total Noncovered Short Term Gain or Loss (Cost Basis NOT Reported to IRS)			
Total Noncovered Short Term Proceeds (Cost Basis Unavailable)			

Form 8949, Part II, Box C (Short Term)

	Proceeds	Cost	REALIZED GAIN/(LOSS)
Total Short Term Gain or Loss from Transactions Not Reported on Form 1099-B			
Total Short Term Proceeds from Transactions Not Reported on Form 1099-B			

Form 8949, Part II, Box B (Long Term) (Combine with Part II, Box B from Form 1099-B)

	Proceeds	Cost	REALIZED GAIN/(LOSS)
Total Noncovered Long Term Gain or Loss (Cost Basis NOT Reported to IRS)	750,644 18	750,000 00	644 18
Total Noncovered Long Term Proceeds (Cost Basis Unavailable)			

Form 8949, Part II, Box C (Long Term)

	Proceeds	Cost	REALIZED GAIN/(LOSS)
Total Long Term Gain or Loss from Transactions Not Reported on Form 1099-B			
Total Long Term Proceeds from Transactions Not Reported on Form 1099-B			

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

J P MORGAN CLEARING CORP
3 METROTECH CENTER
BROOKLYN NY 11245-0001

Account No 036-00994
Account Name JOSEPH & EILEEN SUTTON FAMILY
Taxpayer Identification Number 74-3136392
Account Executive No 083

J.P.Morgan

CORRECTED 03/14/13

2012 Supplemental Gain or Loss Information

Noncovered Long Term Gain or Loss - Cost Basis NOT reported to IRS

Report on Form 8949, Part I, with Box B checked (proceeds for these transactions were reported on Noncovered Transaction Proceeds section of Form 1099-B)

Gross Proceeds for these transactions were reported by JPMCC in the "Noncovered Transaction Proceeds" section of Form 1099-B. Cost basis details listed here are informational and may be used in conjunction with Form 1099-B data to complete Form 8949.

12/05/12	09/22/04	JP MORGAN CHASE CAP XIV 6 20% TR PFD SECS DUE 10/15/34	JPMCRY 48122F207	830 00000	20,956 17	20,750 00	206 17
12/06/12	09/22/04	JP MORGAN CHASE CAP XIV 6 20% TR PFD SECS DUE 10/15/34	JPMCRY 48122F207	3,170 00000	79,968 17	79,250 00	718 17
07/12/12	12/15/09	JPMORGAN CHASE CAP XXVIII GTD CAP SECS SER BB	48124Y204	8,000 00000	200,000 00	200,000 00	0 00
12/06/12	04/19/07	MORGAN STANLEY CAP TR VIII GTD CAP SECS 6 45% 4/15/67 PFD SHS	MSK 61753R200	6,000 00000	149,421 63	150,000 00	(578 37)
12/06/12	04/25/07	MERRILL LYNCH CAP TR II GTD 6 45% TR PFD SECS MATURITY 6/15/62	MERPRM 59024T203	6,000 00000	150,298 21	150,000 00	298 21
04/13/12	02/08/07	WACHOVIA CAPITAL TRUST IV 6 375 PFD SER 3/01/67	92978U207	6,000 00000	150,000 00	150,000 00	0 00
6 ITEMS - Total Noncovered Long Term Gain / Loss					750,644.18	750,000.00	644.18

FOOTNOTES

A - Position carried at Average Cost
E - Adjusted for option exercise or assignment

DISPOSAL METHODS

Blank - FIFO (First In First Out), L - LIFO (Last In First Out), S - Specific Match (Versus Purchase Method), H - High Cost Method, C - Low Cost Method, X - High Cost Long Term

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

JOE AND EILEEN SUTTON FAMILY FOUNDATION
LIST OF DONATIONS
2012

<u>Payee</u>	<u>Amount</u>
Magen David Yeshiva	\$42,000 00
Bikur Cholim of Boro Park	\$101.00
Friends of Ahavat Shalom	\$1,000 00
Congregation Bnei Yeshiva	\$200.00
Play for Pink	\$100.00
Barkai	\$5,000.00
Sephardic Bikur Holim	\$500.00
Sephardic Bikur Holim	\$150 00
Tov Ve Chesed	\$250.00
American Friends of Yirgun YRA	\$500.00
Meor Hatorah Yeshiva	\$500.00
P'Eylim Lev L'Achim	\$600 00
Keren Tziach	\$200.00
Yeshiva Ruach Hatorah	\$6,500.00
Yeshiva Klana of Passaic	\$15,000.00
Sheerith Yosef	\$1,000.00
Congregation Beth Torah	\$3,668.00
Bet Yaakov Ateret Torah High School	\$50 00
Yeshiva Tiferes Boruch	\$2,000.00
Gesher Yehuda	\$170 00
Puah Institute	\$100.00
ECHO	\$2,500.00
Ahi Ezer Yeshiva	\$900.00
Bet Yaakov of the Jersey Shore	\$254.00
Ladies Auxiliary-Deal Fire C. No. 2	\$25.00
Deal P.B.A. Local 101	\$25 00
Deal First Aid & Emergency Squad	\$25 00
Deal Fire Company No. 2	\$25 00
Ezer Mizion	\$150.00
Ilan High School	\$501.00
Sephardic Community Center	\$110 00
Tzedakah Va Chesed	\$200.00
Sephardic Bikur Holim	\$50 00
Chabad of Northwest Arkansas	\$200 00
Chesed Fund	\$500.00
Chai Lifeline	\$2,600.00
Yad Yosef Aniyim Fund	\$5,000 00
Chai Lifeline	\$2,600 00
Ezrat Israel	\$101 00
Yad Yosef Torah Center	\$501 00
Gesher Yehuda	\$1,000 00
Guardians of the Sick	\$52 00
Yeshiva Ruach Hatorah	\$10,000.00
Yeshiva Tiferes Boruch	\$15,000 00
Mesivta Yeshiva Rabbi Chaim Berlin	\$6,500 00
Yad Yosef	\$1,000.00
Hillel Yeshiva	\$1,100 00
Ohel Yaacob	\$500.00
Total	\$131,008 00
Samuel & Sari Sutton Foundation	\$3,500
Total	\$134,508

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	JOE & EILEEN SUTTON FAMILY FOUNDATION	74-3136392
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1400 BROADWAY - 26TH FLOOR	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HOWARD SANDERS

- The books are in the care of ► **1400 BROADWAY - NEW YORK, NY 10018**

Telephone No. ► **732-721-0022**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2012** or

► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	9,104.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	9,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JOE & EILEEN SUTTON FAMILY FOUNDATION	74-3136392
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1400 BROADWAY - 26TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10018	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**HOWARD SANDERS**

- The books are in the care of **1400 BROADWAY - NEW YORK, NY 10018**
Telephone No. **732-721-0022** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**
- 5 For calendar year **2012**, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension
AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN.
- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. **8a \$ 9,104.**
- b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. **8b \$ 9,800.**
- c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. **8c \$ 0.**

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

Form 8868 (Rev. 1-2013)