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Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE FULLERTON FAMILY FOUNDATION INC c/o JOHN FULLERTON % FLSV LLP
A Employer identification number 16-1644700
B Telephone number (see instructions)
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	250,191	234,873	234,873		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	1,430				
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .	1,000	1,000	1,000		
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ 10,000 Less allowance for doubtful accounts ▶ _____	10,000	10,000	10,000		
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	722,547	1,138,728	1,241,900		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)	107,341	7,341	7,341			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,092,509	1,391,942	1,495,114			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,092,509	1,391,942				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,092,509	1,391,942				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,092,509
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	406,068
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,498,577
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	106,635
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,391,942

**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)
<b>1 a</b>	SEE ATTACHED SCHWAB 6106-9020			
<b>b</b>	SEE ATTACHED SCHWAB 6106-9020			
<b>c</b>				
<b>d</b>				
<b>e</b>				

	(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)
<b>a</b>	688,809		278,131	410,678
<b>b</b>	96,473		96,346	127
<b>c</b>				
<b>d</b>				
<b>e</b>				

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	
<b>a</b>			410,678
<b>b</b>			127
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	410,805
<b>3</b>	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		}	<b>3</b>

**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 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))
2013	56,485	547,029	0.103258
2012	20,970	463,074	0.045284
2011	9,945	422,787	0.023522
2010	216,065	463,067	0.466596
2009	45,981	319,782	0.143789

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.782449
<b>3</b>	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	<b>3</b>	0.15649
<b>4</b>	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	<b>4</b>	1,525,827
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	238,777
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	4,807
<b>7</b>	Add lines 5 and 6.	<b>7</b>	243,584
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	71,805

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</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 . . . . .	<b>1</b>	9,613
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	9,613
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	9,613
<b>6</b>	Credits/Payments		
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	16,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	16,000
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	63
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>	<b>10</b>	6,324
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> 6,324 <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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?		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .		No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> . . . . .	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NJ _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>		
<b>12</b>	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)	<b>12</b>		<b>No</b>		
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b>	The books are in care of ▶ <u>FLSV LLP</u> Telephone no ▶ <u>(516) 874-8800</u> Located at ▶ <u>1475 FRANKLIN AVE GARDEN CITY NY</u> ZIP+4 ▶ <u>11530</u>					
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1" style="display: inline-table;"><tr><td><b>15</b></td><td></td></tr></table>	<b>15</b>				
<b>15</b>						
<b>16</b>	At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ _____	<b>16</b>	<b>Yes</b>	<b>No</b>		

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	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? ( <b>Exception.</b> 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>1b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	<b>1b</b>		
<b>1c</b>	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 2014? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	<b>2b</b>		<b>No</b>
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2014 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i> ) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2014?	<b>4b</b>		<b>No</b>

**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 4945(d)(4)(A)? (see instructions).  Yes  No

**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
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?  Yes  No  
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?  Yes  No

**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
SUSAN L FULLERTON 77 HILLSIDE ROAD RYE, NY 10580	SECRETARY 0	0		
SETH L STARR C/O FRANKEL LOUGHRAN STARR VALLONE GARDEN CITY, NY 11530	TREASURER 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

**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
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,281,020
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	268,043
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,549,063
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,549,063
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	23,236
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,525,827
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	76,291

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	76,291
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5. . . . .	<b>2a</b>	9,613
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	9,613
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	66,678
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	66,678
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	66,678

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	71,805
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	71,805
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	71,805

**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 2013	(c) 2013	(d) 2014
<b>1</b> Distributable amount for 2014 from Part XI, line 7				66,678
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only. . . . .			0	
<b>b</b> Total for prior years 2012, 2011, 2010		0		
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009. . . . .				30,190
<b>b</b> From 2010. . . . .				194,252
<b>c</b> From 2011. . . . .				
<b>d</b> From 2012. . . . .				
<b>e</b> From 2013. . . . .				31,908
<b>f</b> Total of lines 3a through e. . . . .	256,350			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>71,805</u>				
<b>a</b> Applied to 2013, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2014 distributable amount. . . . .				66,678
<b>e</b> Remaining amount distributed out of corpus	5,127			
<b>5</b> Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	261,477			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . . .	30,190			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a. . . . .	231,287			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2010. . . . .				194,252
<b>b</b> Excess from 2011. . . . .				
<b>c</b> Excess from 2012. . . . .				
<b>d</b> Excess from 2013. . . . .				31,908
<b>e</b> Excess from 2014. . . . .				5,127

**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 2014, enter the date of the ruling. . . . .

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

**2a** 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			<b>(e) Total</b>
	<b>(a) 2014</b>	<b>(b) 2013</b>	<b>(c) 2012</b>	<b>(d) 2011</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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 organization 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

**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 email address of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>64,000</b>
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH,CT 06830	NONE	PC	CHARITABLE CONTRIBUTION	10,000
RYE PRESBYTERIAN CHURCH 21 LOCUST AVENUE RYE,NY 10580	NONE	PC	CHARITABLE CONTRIBUTION	250
SPRYE PO BOX 748 RYE,NY 11580	NONE	PC	CHARITABLE CONTRIBUTION	250
SAVORY INSTITUTE 637-B SOUTH BROADWAY ST SUITE 123 BOULDER,CO 80305	NONE	PC	CHARITABLE CONTRIBUTION	10,000
TUFTS 73 ARCH STREET SUITE 300 GREENWICH,CT 06830	NONE	PC	CHARITABLE CONTRIBUTION	500
LAND INSTITUTE 2440 E WATER WELL ROAD SALINA,KS 67401	NONE	PC	CHARITABLE CONTRIBUTION	10,000
HUNTER LOVINS 11823 N 75 STREET LONGMONT,CO 80503	NONE	PC	CHARITABLE CONTRIBUTION	10,000
WOMEN MAKE MOVIES 115 W 29TH STREET SUITE 1200 NEWYORK,NY 10001	NONE	PC	CHARITABLE CONTRIBUTION	1,000
RAINFOREST ALLIANCE 233 BROADWAY NEWYORK,NY 10279	NONE	PC	CHARITABLE CONTRIBUTION	1,000
CT ENVIRONMENT FUND 142 TEMPLE ST NEW HAVEN,CT 06510	NONE	PC	CHARITABLE CONTRIBUTION	10,000
STONE BARNS CENTERS FOR FOOD AND AGRICULTURE 630 BEDFORD RD TARRYTOWN,NY 10591	NONE	PC	CHARITABLE CONTRIBUTION	10,000
ALASKA CONSERVATION FOUNDATION 911 W 8TH AVE 300 ANCHORAGE,AK 99501	NONE	PC	CHARITABLE CONTRIBUTION	1,000
<b>Total . . . . .</b>				64,000

## TY 2014 Accounting Fees Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC  
 c/o JOHN FULLERTON

**EIN:** 16-1644700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FLSV, LLP	7,775	0	0	7,775

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2014 Depreciation Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

**EIN:** 16-1644700

**TY 2014 Investments Corporate  
Stock Schedule**

**Name:** THE FULLERTON FAMILY FOUNDATION INC  
c/o JOHN FULLERTON

**EIN:** 16-1644700

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
300 SHS CONOCO		
16500 SHS TRIANGLE CAP CORP	277,953	334,785
1,000 SHS PNC FIN SVCS 9.875		
750 SHS WELLS FARGO 8%		
0 SHS KINDER MORGAN	0	0
2700 SHS KINDER MORGAN INC	92,162	114,237
15000 PROSPECT CAPITAL CORP	161,211	123,900
1800 WILLIAMS COMPANIES: WMB	51,481	80,892
25000 SHS HANNON ARMSTRONG	326,015	355,750
600 SHRS ONEOK INC	23,699	29,874
13000 KINDER MORGAN INC 17WTS	52,942	55,380
85 GOOGLE: GOOG	48,309	44,744
1800 SUNEDISON INC	38,827	35,118
500 SOLARCITY CORP	27,285	26,740
1000 UNILEVER	38,844	40,480

## TY 2014 Other Assets Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC  
 c/o JOHN FULLERTON

**EIN:** 16-1644700

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SAGUENAY	100,000	0	0
GRAMERCY EMERGING MARKETS	7,341	7,341	7,341

**TY 2014 Other Decreases Schedule**

**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

**EIN:** 16-1644700

Description	Amount
OTHER ADJUSTMENTS VIA SHARES SOLD IN	106,635
2013 YEAR END BUT SETTELED IN 2014	0

## TY 2014 Other Expenses Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

**EIN:** 16-1644700

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NJ DIVISION OF CONSUMER AFFAIR	30			30

## TY 2014 Other Income Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC  
 c/o JOHN FULLERTON

**EIN:** 16-1644700

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FARMERS DINER LLC			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

**TY 2014 Other Notes/Loans  
Receivable Long Schedule**

**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

**EIN:** 16-1644700

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
NEW DAY FARMS		10,000	10,000	2009-10			900 %				10,000



## TY 2014 Taxes Schedule

**Name:** THE FULLERTON FAMILY FOUNDATION INC

c/o JOHN FULLERTON

**EIN:** 16-1644700

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	2,780	0	0	0

FULLERTON FAMILY FOUNDATION  
 Income Statement Detail  
 YEAR ENDED 12/31/2014

EIN 16-1644700

	Sale Trades	Sale/Buy	Shares Desc	Proceeds	Cost	G/L
		1/2/2014 SALE	-500 KINDER MORGAN	\$37,693.39	\$12,694.98	\$24,998.41
		1/9/2014 SALE	-200 KINDER MORGAN	\$15,060.79	\$5,077.99	\$9,982.80
LT	10/18/2011	1/9/2014 SALE	-500 WILLIAMS COMPANIES. WMB	\$19,601.21	\$14,126.75	\$5,474.46
		1/15/2014 SALE	-1000 SAGUENAY	\$181,252.30	\$100,000.00	\$81,252.30
ST	5/24/2013	2/20/2014 SALE	-50 ONE GAS INC	\$1,654.69	\$1,198.48	\$456.21
LT	1/3/2013	2/20/2014 SALE	-25 ONE GAS INC	\$827.34	\$560.73	\$266.61
LT	1/3/2013	2/20/2014 SALE	-75 ONE GAS INC	\$2,482.03	\$1,682.14	\$799.89
LT	10/27/2009	2/20/2014 SALE	-100 TRIANGLE CAPITAL	\$2,865.07	\$1,215.97	\$1,649.10
LT	10/27/2009	2/20/2014 SALE	-200 TRIANGLE CAPITAL	\$5,730.12	\$2,421.95	\$3,308.17
LT	10/27/2009	2/20/2014 SALE	-281 TRIANGLE CAPITAL	\$8,050.82	\$3,402.83	\$4,647.99
LT	10/27/2009	2/20/2014 SALE	-300 TRIANGLE CAPITAL	\$8,595.18	\$3,626.89	\$4,968.29
LT	10/27/2009	2/20/2014 SALE	-419 TRIANGLE CAPITAL	\$12,004.61	\$5,073.98	\$6,930.63
LT	10/27/2009	2/21/2014 SALE	-100 TRIANGLE CAPITAL	\$2,902.86	\$1,216.97	\$1,685.89
LT	10/27/2009	2/21/2014 SALE	-200 TRIANGLE CAPITAL	\$5,804.31	\$2,431.95	\$3,372.36
LT	10/27/2009	2/21/2014 SALE	-234 TRIANGLE CAPITAL	6,792.68	\$2,845.38	\$3,947.30
LT	10/27/2009	2/21/2014 SALE	-12 TRIANGLE CAPITAL	\$348.34	\$142.59	\$205.75
LT	10/28/2009	2/21/2014 SALE	-454 TRIANGLE CAPITAL	\$13,178.96	\$5,394.69	\$7,784.27
LTCG		3/26/2014 LTCG	TRIANGLE CAPITAL	\$1,800.00		\$1,800.00
LT	10/18/2011	5/22/2014 SALE	-100 WILLIAMS COMPANIES: WMB	\$4,666.61	\$2,825.35	\$1,841.26
LT	10/18/2011	5/22/2014 SALE	-400 WILLIAMS COMPANIES: WMB	\$18,665.63	\$11,301.40	\$7,364.23
ST	12/31/2013	6/6/2014 SALE	-100 KINDER MORGAN INC	\$3,500.14	\$3,619.40	(\$119.26)
ST	12/31/2013	6/6/2014 SALE	-200 KINDER MORGAN INC	\$7,000.28	\$7,239.19	(\$239.91)
LT	10/18/2011	6/6/2014 SALE	-300 WILLIAMS COMPANIES WMB	\$14,322.33	\$8,476.05	\$5,846.28
LTCG		6/25/2014 LTCG	TRIANGLE CAPITAL	\$1,800.00		\$1,800.00
LT	10/22/2012	7/14/2014 SALE	-200 KINDER MORGAN	\$15,474.91	\$5,077.99	\$10,396.92
LT	1/6/2012	7/14/2014 SALE	-500 WILLIAMS COMPANIES WMB	\$29,242.90	\$13,719.50	\$15,523.40
LT	8/13/2002	7/15/2014 SALE	-414 4881 KINDER MORGAN	\$32,102.68	\$6,395.54	\$25,707.14
LT	10/22/2012	7/15/2014 SALE	-85.5118 KINDER MORGAN	\$6,623.01	\$2,171.14	\$4,451.87
ST	6/6/2014	7/16/2014 SALE	-100 WISCONSIN EGY CP HLDG CO. WEC	\$4,475.88	\$4,613.61	(\$137.73)
ST	6/6/2014	7/16/2014 SALE	-300 WISCONSIN EGY CP HLDG CO. WEC	\$13,427.65	\$13,842.06	(\$414.41)
ST	6/6/2014	7/16/2014 SALE	-400 WISCONSIN EGY CP HLDG CO. WEC	\$17,903.53	\$18,455.68	(\$552.15)
LT	8/13/2002	7/21/2014 SALE	-17.0905 KINDER MORGAN	\$1,364.48	\$263.71	\$1,100.77
LT	2/26/2009	7/21/2014 SALE	-282.9094 KINDER MORGAN	\$22,587.04	\$0.00	\$22,587.04
LT	1/6/2012	7/21/2014 SALE	-100 WILLIAMS COMPANIES WMB	\$5,783.80	\$2,743.90	\$3,039.90
LT	1/6/2012	7/21/2014 SALE	-100 WILLIAMS COMPANIES WMB	\$5,783.89	\$2,743.90	\$3,039.99
LT	1/6/2012	7/24/2014 SALE	-100 WILLIAMS COMPANIES: WMB	\$5,842.39	\$2,743.90	\$3,098.49
LT	1/6/2012	7/24/2014 SALE	-200 WILLIAMS COMPANIES: WMB	\$11,683.97	\$5,487.80	\$6,196.17
LT	2/26/2009	8/11/2014 SALE	-100 KINDER MORGAN	\$9,220.81	\$2,539.00	\$6,681.81
LT	2/26/2009	8/11/2014 SALE	-100 KINDER MORGAN	\$9,210.11	\$2,539.00	\$6,671.11
LT	2/26/2009	8/11/2014 SALE	-150 KINDER MORGAN	\$14,506.98	\$3,808.49	\$10,698.49
LT	2/26/2009	8/11/2014 SALE	-200 KINDER MORGAN	\$19,130.63	\$5,077.99	\$14,052.64
LT	2/26/2009	8/11/2014 SALE	-300 KINDER MORGAN	\$27,633.02	\$7,616.99	\$20,016.03
LT	1/6/2012	8/11/2014 SALE	-200 WILLIAMS COMPANIES: WMB	\$11,350.00	\$5,487.80	\$5,862.20
LT	2/26/2009	8/12/2014 SALE	-100 KINDER MORGAN	\$9,368.70	\$2,539.00	\$6,829.70
LT	2/26/2009	8/12/2014 SALE	-400 KINDER MORGAN	\$37,476.01	\$10,155.98	\$27,320.03
LT	2/26/2009	8/13/2014 SALE	-100 KINDER MORGAN	\$9,499.44	\$2,539.00	\$6,960.44
LT	2/26/2009	8/13/2014 SALE	-89.5844 KINDER MORGAN	\$8,890.14	\$2,274.54	\$6,615.60
LT	2/26/2009	8/13/2014 SALE	-100 KINDER MORGAN	\$9,923.75	\$2,539.00	\$7,384.75
LT	3/6/2009	8/13/2014 SALE	-0.4171 KINDER MORGAN	\$41.38	\$10.14	\$31.24
LT	3/6/2009	8/13/2014 SALE	-15.4155 KINDER MORGAN	\$1,529.80	\$374.66	\$1,155.14
LT	3/6/2009	8/13/2014 SALE	-96 KINDER MORGAN	\$9,523.73	\$2,333.19	\$7,190.54
LT	3/6/2009	8/13/2014 SALE	-100 KINDER MORGAN	\$9,920.55	\$2,430.41	\$7,490.14
LTCG		9/24/2014 LTCG	TRIANGLE CAPITAL	\$650.00		\$650.00
ST	2/14/2014	11/17/2014 SALE	-600 SPDR S&P REGIONAL BKING: KRE	\$24,147.12	\$23,796.47	\$350.65
ST	7/21/2014	11/18/2014 SALE	-100 SUNEDISON INC: SUNE	\$2,090.08	\$2,237.31	(\$147.23)
ST	7/21/2014	11/18/2014 SALE	-100 SUNEDISON INC SUNE	\$2,090.08	\$2,237.71	(\$147.63)
ST	4/24/2014	11/26/2014 SALE	-100 SPDR S&P REGIONAL BKING: KRE	\$4,036.72	\$3,966.08	\$70.64
ST	5/19/2014	11/26/2014 SALE	-400 SPDR S&P REGIONAL BKING: KRE	\$16,146.88	\$15,140.15	\$1,006.73
		Total		\$785,281.75	\$374,477.30	\$410,804.45