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Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

EXTENSION ATTACHED

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation
JOE & EILEEN SUTTON FAMILY FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1400 BROADWAY - 26TH FLOOR

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10018

A Employer identification number
74-3136392

B Telephone number
732-721-0022

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 ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 14,408,493. (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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		157,946.	157,946.		STATEMENT 1
4 Dividends and interest from securities		146,244.	146,244.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		215,872.			
b Gross sales price for all assets on line 6a		1,288,461.			
7 Capital gain net income (from Part IV, line 2)			215,872.		
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		14,303.	14,303.		STATEMENT 3
12 Total. Add lines 1 through 11		534,365.	534,365.		
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 STMT 4		6,000.	3,000.		0.
c Other professional fees STMT 5		84,000.	42,000.		0.
17 Interest					
18 Taxes STMT 6		3,748.	3,748.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		78,918.	15,297.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		172,666.	64,045.		0.
25 Contributions, gifts, grants paid		146,033.			146,033.
26 Total expenses and disbursements. Add lines 24 and 25		318,699.	64,045.		146,033.
27 Subtract line 26 from line 12		215,666.			
a Excess of revenue over expenses and disbursements			470,320.		
b Net investment income (if negative, enter -0-)					
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	3,948,484.	4,293,361.	4,293,361.
	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 8	4,799,961.	5,086,740.	5,589,885.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	457,696.	844,535.	844,535.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <u>LOANS RECEIVABLE</u>)	4,483,541.	3,680,712.	3,680,712.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,689,682.	13,905,348.	14,408,493.	
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"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	13,689,682.	13,905,348.	
30 Total net assets or fund balances	13,689,682.	13,905,348.		
31 Total liabilities and net assets/fund balances	13,689,682.	13,905,348.		

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	13,689,682.
2 Enter amount from Part I, line 27a	2	215,666.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,905,348.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,905,348.

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 NEUBERGER 541-29945 SEE STATEMENT ATTACHED			P	01/01/14	12/31/14
b NEUBERGER 541-29945 SEE STATEMENT ATTACHED			P	VARIOUS	12/31/14
c NEUBERGER 541-30166 SEE STATEMENT ATTACHED			P	01/01/14	12/31/14
d CAPITAL GAIN DISTRIBUTION			P	01/01/13	12/31/14
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 214,930.		211,954.	2,976.
b 805,171.		638,290.	166,881.
c 267,979.		222,345.	45,634.
d 381.			381.
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			2,976.
b			166,881.
c			45,634.
d			381.
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	215,872.
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))
2013	114,651.	13,700,851.	.008368
2012	134,508.	12,528,359.	.010736
2011	294,824.	12,479,574.	.023625
2010	542,460.	12,412,113.	.043704
2009	965,266.	8,332,128.	.115849

2 Total of line 1, column (d)	2	.202282
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	.040456
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	13,838,355.
5 Multiply line 4 by line 3	5	559,844.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,703.
7 Add lines 5 and 6	7	564,547.
8 Enter qualifying distributions from Part XII, line 4	8	146,033.

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	9,406.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	9,406.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	9,406.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	9,898.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	13,898.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	7.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,485.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 4,485. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 2014 or the taxable year beginning in 2014 (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 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 ► <input type="checkbox"/>	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 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 2014?	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 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)?

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

X

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 103 JEROME AVENUE DEAL, NJ 07723	CHAIRMAN 0.00	0.	0.	0.
EILEEN SUTTON 103 JEROME AVENUE DEAL, NJ 07723	TRUSTEE 0.00	0.	0.	0.
ALBERT J. SUTTON 1400 BROADWAY 26TH FLOOR NEW YORK, NY 10018	TRUSTEE 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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,194,923.
b	Average of monthly cash balances	1b	4,120,927.
c	Fair market value of all other assets	1c	4,733,241.
d	Total (add lines 1a, b, and c)	1d	14,049,091.
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	14,049,091.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,736.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,838,355.
6	Minimum investment return. Enter 5% of line 5	6	691,918.

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	691,918.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,406.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,406.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	682,512.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	682,512.
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	682,512.

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	146,033.
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	146,033.
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	146,033.

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
1 Distributable amount for 2014 from Part XI, line 7				682,512.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2014				
a From 2009	554,850.			
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	554,850.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$	146,033.			
a Applied to 2013, 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 2014 distributable amount				146,033.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	536,479.			536,479.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,371.			
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 2013 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.
7 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)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	18,371.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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	146,033.
Total			3a	146,033.
b Approved for future payment				
NONE				
Total			3b	0.



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 prepared 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.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					
	Signature of officer or trustee 		Date <u>11/13/15</u>		Title PRESIDENT						
Paid Preparer Use Only	Print/Type preparer's name MARVIN ANTMAN		Preparer's signature 		Date <u>11-10-15</u>		Check <input type="checkbox"/> if self-employed		PTIN P00029692		
	Firm's name ▶ RSM US LLP						Firm's EIN ▶ 41-1944416				
	Firm's address ▶ 1185 AVENUE OF THE AMERICAS NEW YORK, NY 10036-2602						Phone no 212-372-1000				

2014.04030 JOE & EILEEN SUTTON FAMILY 63550641

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK UNITED	22,688.	22,688.	
LOANS RECEIVABLE	128,246.	128,246.	
SIGNATURE	7,012.	7,012.	
TOTAL TO PART I, LINE 3	157,946.	157,946.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAMPUS VIEW EQUITY LLC	7.	0.	7.	7.	
COTTAGES OF NORMAN EQUITY LLC	14.	0.	14.	14.	
NEUBERGER BERMAN 541-29945	17,771.	0.	17,771.	17,771.	
NEUBERGER BERMAN 541-29945	36,802.	0.	36,802.	36,802.	
NEUBERGER BERMAN 541-29945	28,078.	0.	28,078.	28,078.	
NEUBERGER BERMAN 541-30166	63,560.	0.	63,560.	63,560.	
WOODLAND MEWS EQUITY, LLC	12.	0.	12.	12.	
TO PART I, LINE 4	146,244.	0.	146,244.	146,244.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	14,303.	14,303.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,303.	14,303.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	6,000.	3,000.			0.
TO FORM 990-PF, PG 1, LN 16B	6,000.	3,000.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	84,000.	42,000.			0.
TO FORM 990-PF, PG 1, LN 16C	84,000.	42,000.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	3,748.	3,748.			0.
TO FORM 990-PF, PG 1, LN 18	3,748.	3,748.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK CHARGES	15.	7.			0.
FEDERAL TAXES	13,930.	0.			0.
NON-DEDUCTIBLE EXPENSE FROM PASSTHROUGH	3,943.	0.			0.
LOSS FROM PASSTHROUGH ENTITIES	42,909.	0.			0.
SEC 179 DEDUCTIONS FROM PASSTHROUGH ENTITIES	133.	0.			0.

STATE TAXES	835.	0.	0.
ADVISORY FEES	15,290.	15,290.	0.
DEDUCTIONS FROM PASSTHROUGH ENTITY	1,363.	0.	0.
MISC DEDUCTION	500.	0.	0.
TO FORM 990-PF, PG 1, LN 23	78,918.	15,297.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN # 541-29945	2,313,176.	2,520,027.
NEUBERGER BERMAN # 541-30166	2,773,564.	3,069,858.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,086,740.	5,589,885.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WOODLAND MEWS EQUITY LLC	COST	-122,692.	-122,692.
CAMPUS VIEW EQUITY LLC	COST	14,841.	14,841.
EG BREAKWATER LLC	COST	67,709.	67,709.
HOTEL VICTOR SB REALTY LLC	COST	-1,685.	-1,685.
COTTAGES NORMAN	COST	32,220.	32,220.
159 UNION STREET	COST	223,629.	223,629.
ABSTRACR RAVID II	COST	501,713.	501,713.
ABSTRACR RAVID III	COST	128,800.	128,800.
TOTAL TO FORM 990-PF, PART II, LINE 13		844,535.	844,535.



NEUBERGER Berman LLC OH4-RM00 P O BOX 183211 COLUMBUS, OH 43218 FOR UNDELIVERABLE MAIL ONLY		Account No. 541-29945	Account Name JOE & EILEEN SUTTON	Recipient's Identification Number 74-3136392	Account Executive No 097	ORIGINAL:	12/31/14
Telephone Number. (212) 476-5505							

NEUBERGER BERMAN

2014 Supplemental Gain/(Loss) Information
Short-Term Gain/(Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN/(LOSS)
12/08/14	H	01/16/14 ANTERO RESOURCES CORPORATION	AR 03674X106	700 00000	27,074.07	40,007.59	(12,933.52)
05/01/14	H	06/13/13 BEAM INC	073730103	1,000.00000	83,500.00	64,768.70	18,731.30
03/28/14	H	11/01/13 GENERAL MOTORS COMPANY	GM 37045V100	2,000 00000	69,354.06	75,016.20	(5,662.14)
05/30/14	H	12/13/13 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	29 60600	831.93	764.43	67.50
05/30/14	H	12/13/13 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	1,215 99800	34,169.54	31,397.08	2,772.46
5 ITEMS - Total Short-Term Not Reported Transactions Gain/(Loss)					214,929.80	211,954.00	2,975.80

2014 Supplemental Gain/(Loss) Information
Long-Term Gain/(Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN/(LOSS)
12/08/14	H	10/10/13 ANTERO RESOURCES CORPORATION	AR 03674X106	300 00000	11,603.17	13,200.00	(1,596.83)
05/30/14	H	12/19/12 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	0 08200	2.30	1.81	0.49
05/30/14	H	12/22/09 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	41.02300	1,152.75	733.50	419.25
05/30/14	H	12/14/12 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	608 22600	17,091.15	13,052.53	4,038.62
05/30/14	H	12/14/09 **JPMORGAN TR I US LARGE CAP CORE PLUS FD CL C	JLPCX 4812A2397	13,259 42900	372,589.96	237,078.59	135,511.37

If you are required to file a return, a negligence penalty or other sanctions may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

NEUBERGER BERMAN LLC
OH4-RM00
P O BOX 183211
COLUMBUS, OH 43218
FOR UNDELIVERABLE MAIL ONLY

Telephone Number. (212) 476-5505

Account No: 541-29945
Account Name: JOE & EILEEN SUTTON
Recipient's Identification Number 74-3136392

Account Executive No 097

ORIGINAL: 12/31/14

2014 Supplemental Gain/(Loss) Information (continued)

Long-Term Gain/(Loss) from Transactions not Reported to IRS

Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity	Gross Proceeds Less Commission and Option Premium	Cost or Other Basis	REALIZED GAIN/(LOSS)
08/15/14	H 06/13/13	***NIELSEN N V	NLSN	2,000 00000	95,031 69	67,891 80	27,139 89
			N63218106				
01/16/14	H 06/28/11	***ELEC DE CARACAS FIN BV	P6128SAJ4	200,000.00000	148,500.00	148,438.64	61.36
05/22/14	H 01/13/03	***VENEZUELA REPUBLIC GLOBAL BOND	922646AS3	100,000 00000	79,600 00	78,292 91	1,307 09
05/22/14	H 01/13/03	***VENEZUELA REPUBLIC GLOBAL BOND	922646AS3	100,000 00000	79,600 00	79,600 00	0 00
9 ITEMS - Total Long-Term Not Reported Transactions Gain/(Loss)					806,171.02	638,289.78	166,881.24

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, X - High Cost Long-Term

NEUBERGER BERMAN LLC
OH4-RM00
P O BOX 183211
COLUMBUS, OH 43218
FOR UNDELIVERABLE MAIL ONLY

Account No: 541-30166
Account Name: JOE & EILEEN SUTTON FAMILY
Recipient's Identification Number: 74-3136392
Account Executive No: 097
CORRECTED: 03/02/15
Telephone Number (212) 476-5505

NEUBERGERBERMAN

2014 Supplemental Gain/(Loss) Information									
Short-Term Gain/(Loss) from Transactions not Reported to IRS									
Date of Sale or Exchange	Date of Acquisition	Description	Symbol	Quantity	Gross Proceeds Less Commission and Option	Cost or Other Basis	Realized Gain/(Loss)		
01/10/14	H	ING U S INC COM	45865E106	2,000.00000	73,383.12	53,750.00	19,633.12		
05/02/14	H	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS 66987V109	140.00000	12,251.13	10,171.00	2,080.13		
05/01/14	H	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS 66987V109	360.00000	31,308.50	26,154.00	5,154.50		
05/02/14	H	***NOVARTIS AG AMERICAN DEPOSITARY SHARES	NVS 66987V109	1,000.00000	87,508.06	72,420.00	15,088.06		
01/06/14	H	PINNACLE ENTERTAINMENT INC	PNK 723456109	2,500.00000	63,527.89	59,850.00	3,677.89		
5 ITEMS - Total Short-Term Not Reported Transactions Gain/(Loss)					267,978.70	222,345.00	45,633.70		

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

JOE AND EILEEN SUTTON FAMILY FOUNDATION
LIST OF DONATIONS
2014

PAYEE	AMOUNT
Zichron Shlome Refuah Fund	\$ 101.00
Barkai	\$ 12,000.00
BINA	\$ 50.00
The Courtney Lynn Blakeslee Foundation	\$ 250.00
RAJE	\$ 500.00
Gesher Yehuda	\$ 10,000.00
Congregation Beth Torah	\$ 10,000.00
ECHO	\$ 2,500.00
The Foundation for Stroke Prevention	\$ 250.00
Mekor Hachinuch	\$ 52.00
Deal First Aid & Emergency Squad	\$ 30.00
Deal Policeman's Benevolent Association	\$ 50.00
Ilan High School	\$ 501.00
Sephardic Bikur Holim	\$ 250.00
Ladies Auxiliary-Deal Fire C. No 2	\$ 25.00
The Jewish Federation of Middlesex County	\$ 500.00
Kollel of the Jersey Shore	\$ 100.00
Maskeel El Dal Society	\$ 100.00
Ohel Simha Super Fund	\$ 100.00
Ahavat Haim Vachesed	\$ 100.00
DSY Learning Program	\$ 100.00
SAFE	\$ 2,600.00
Sephardic Bikur Holim	\$ 100.00
Hillel Yeshiva	\$ 3,600.00
Bonei Olam	\$ 1,800.00
DSN	\$ 100,000.00
Congregation Beth Torah	\$ 500.00
prior period voided	\$ (126.00)
 Total	 \$ 146,033.00