

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

► Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0052

**2018**

Open to Public Inspection

For calendar year 2018 or tax year beginning , 2018, and ending , 20

Name of foundation

**SUTTON FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

**715 TENTH STREET SOUTH**

City or town, state or province, country, and ZIP or foreign postal code

**NAPLES, FL 34102**

**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 **du**  
☐ 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) ► \$ **2,160,808** **J** Accounting method. ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

**A** Employer identification number**65-6238164****B** Telephone number (see instructions)**239-263-8333****C** If exemption application is pending, check here ► ☐ **6****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))

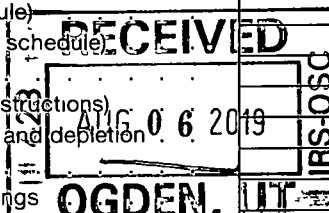
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

|                                              |            |                                                                                   |                |                |  |                |
|----------------------------------------------|------------|-----------------------------------------------------------------------------------|----------------|----------------|--|----------------|
| <b>Revenue</b>                               | <b>1</b>   | Contributions, gifts, grants, etc., received (attach schedule)                    | <b>1,097</b>   |                |  |                |
|                                              | <b>2</b>   | Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |                |                |  |                |
|                                              | <b>3</b>   | Interest on savings and temporary cash investments                                |                |                |  |                |
|                                              | <b>4</b>   | Dividends and interest from securities                                            | <b>51,779</b>  | <b>51,779</b>  |  |                |
|                                              | <b>5a</b>  | Gross rents                                                                       |                |                |  |                |
|                                              | <b>b</b>   | Net rental income or (loss)                                                       |                |                |  |                |
|                                              | <b>6a</b>  | Net gain or (loss) from sale of assets not on line 10                             | <b>73,942</b>  |                |  |                |
|                                              | <b>b</b>   | Gross sales price for all assets on line 6a <b>136,905</b>                        |                |                |  |                |
|                                              | <b>7</b>   | Capital gain net income (from Part IV, line 2)                                    |                | <b>73,942</b>  |  |                |
|                                              | <b>8</b>   | Net short-term capital gain                                                       |                |                |  |                |
|                                              | <b>9</b>   | Income modifications                                                              |                |                |  |                |
|                                              | <b>10a</b> | Gross sales less returns and allowances                                           |                |                |  |                |
| <b>Operating and Administrative Expenses</b> | <b>b</b>   | Less: Cost of goods sold                                                          |                |                |  |                |
|                                              | <b>c</b>   | Gross profit or (loss) (attach schedule)                                          |                |                |  |                |
|                                              | <b>11</b>  | Other income (attach schedule)                                                    |                |                |  |                |
|                                              | <b>12</b>  | <b>Total.</b> Add lines 1 through 11                                              | <b>126,818</b> | <b>125,721</b> |  |                |
|                                              | <b>13</b>  | Compensation of officers, directors, trustees, etc.                               |                |                |  |                |
|                                              | <b>14</b>  | Other employee salaries and wages                                                 |                |                |  |                |
|                                              | <b>15</b>  | Pension plans, employee benefits                                                  |                |                |  |                |
|                                              | <b>16a</b> | Legal fees (attach schedule)                                                      |                |                |  |                |
|                                              | <b>b</b>   | Accounting fees (attach schedule)                                                 |                |                |  |                |
|                                              | <b>c</b>   | Other professional fees (attach schedule)                                         |                |                |  |                |
|                                              | <b>17</b>  | Interest                                                                          |                |                |  |                |
|                                              | <b>18</b>  | Taxes (attach schedule) (see instructions)                                        | <b>1,107</b>   |                |  |                |
|                                              | <b>19</b>  | Depreciation (attach schedule) and depletion                                      |                |                |  |                |
|                                              | <b>20</b>  | Occupancy                                                                         |                |                |  |                |
|                                              | <b>21</b>  | Travel, conferences, and meetings                                                 |                |                |  |                |
|                                              | <b>22</b>  | Printing and publications                                                         |                |                |  |                |
|                                              | <b>23</b>  | Other expenses (attach schedule)                                                  | <b>20,553</b>  | <b>20,553</b>  |  |                |
|                                              | <b>24</b>  | <b>Total operating and administrative expenses.</b> Add lines 13 through 23       | <b>21,660</b>  | <b>20,553</b>  |  |                |
|                                              | <b>25</b>  | Contributions, gifts, grants paid                                                 | <b>127,000</b> |                |  | <b>127,000</b> |
|                                              | <b>26</b>  | <b>Total expenses and disbursements.</b> Add lines 24 and 25                      | <b>148,660</b> | <b>20,553</b>  |  | <b>127,000</b> |
|                                              | <b>27</b>  | Subtract line 26 from line 12                                                     |                |                |  |                |
|                                              | <b>a</b>   | <b>Excess of revenue over expenses and disbursements</b>                          | <b>-21,842</b> |                |  |                |
|                                              | <b>b</b>   | <b>Net investment income</b> (if negative, enter -0-) .                           |                | <b>105,168</b> |  |                |
|                                              | <b>c</b>   | <b>Adjusted net income</b> (if negative, enter -0-) .                             |                |                |  |                |



G17

| <b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                                                                                                                                            | Beginning of year | End of year      |                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------|-----------------------|
|                                                                                                                                                  |                                                                                                                                            | (a) Book Value    | (b) Book Value   | (c) Fair Market Value |
| <b>Assets</b>                                                                                                                                    | <b>1</b> Cash—non-interest-bearing . . . . .                                                                                               | <b>132,679</b>    | <b>74,763</b>    | <b>74,763</b>         |
|                                                                                                                                                  | <b>2</b> Savings and temporary cash investments . . . . .                                                                                  |                   |                  |                       |
|                                                                                                                                                  | <b>3</b> Accounts receivable ▶ . . . . .                                                                                                   |                   |                  |                       |
|                                                                                                                                                  | Less: allowance for doubtful accounts ▶ . . . . .                                                                                          |                   |                  |                       |
|                                                                                                                                                  | <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) . . . . . |                   |                  |                       |
|                                                                                                                                                  | <b>7</b> Other notes and loans receivable (attach schedule) ▶ . . . . .                                                                    |                   |                  |                       |
|                                                                                                                                                  | Less: allowance for doubtful accounts ▶ . . . . .                                                                                          |                   |                  |                       |
|                                                                                                                                                  | <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) . . . . .                                                                           | <b>1,288,572</b>  | <b>1,324,646</b> | <b>2,086,045</b>      |
|                                                                                                                                                  | <b>c</b> Investments—corporate bonds (attach schedule) . . . . .                                                                           |                   |                  |                       |
| <b>Liabilities</b>                                                                                                                               | <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 ▶ . . . . . )                                                                                             |                   |                  |                       |
|                                                                                                                                                  | <b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .                            | <b>1,421,251</b>  | <b>1,399,409</b> | <b>2,160,808</b>      |
|                                                                                                                                                  | <b>17</b> Accounts payable and accrued expenses . . . . .                                                                                  |                   |                  |                       |
|                                                                                                                                                  | <b>18</b> Grants payable . . . . .                                                                                                         |                   |                  |                       |
| <b>Net Assets or Fund Balances</b>                                                                                                               | <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 Total liabilities</b> (add lines 17 through 22) . . . . .                                                                            |                   |                  |                       |
|                                                                                                                                                  | <b>Foundations that follow SFAS 117, check here</b> . . . . . <input type="checkbox"/>                                                     |                   |                  |                       |
|                                                                                                                                                  | <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 type="checkbox"/>                                                      |                   |                  |                       |
| <b>Net Assets or Fund Balances</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>1,421,251</b>  | <b>1,399,409</b> |                       |
|                                                                                                                                                  | <b>30 Total net assets or fund balances</b> (see instructions) . . . . .                                                                   | <b>1,421,251</b>  | <b>1,399,409</b> |                       |
|                                                                                                                                                  | <b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                      | <b>1,421,251</b>  | <b>1,399,409</b> |                       |

**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> | <b>1,421,251</b> |
| <b>2</b> Enter amount from Part I, line 27a . . . . .                                                                                                                       | <b>2</b> | <b>-21,842</b>   |
| <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> | <b>1,399,409</b> |
| <b>5</b> Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                             | <b>5</b> |                  |
| <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> | <b>1,399,409</b> |

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

|                                                                                                                                                                                                                                                                                                                                                  | Yes       | No                       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------|
| <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>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>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>N/A</b>                                                                                                                                                                                       | <b>13</b> | ✓                        |
| <b>14</b> The books are in care of ► <b>KERMIT S. SUTTON</b> Telephone no. ► <b>239-263-8333</b><br>Located at ► <b>715 TENTH STREET SOUTH, NAPLES, FL</b> ZIP+4 ► <b>34102</b>                                                                                                                                                                  |           |                          |
| <b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <b>15</b>                                                                                                              |           | <input type="checkbox"/> |
| <b>16</b> At any time during calendar year 2018, 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. If "Yes," enter the name of the foreign country ► | <b>16</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.**

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Yes       | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|
| <b>1a</b> During the year, did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(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>b</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 . . . . . Organizations relying on a current notice regarding disaster assistance, check here . . . . . ► <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1b</b> |    |
| <b>c</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 2018? . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c</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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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>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.<br>► 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 2018 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 2018.) . . . . .                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <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>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 2018?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>4b</b> | ✓  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

|           |                                                                                                                                                                                                                              |                                                                     |           |    |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----------|----|
| <b>5a</b> | During the year, did the foundation pay or incur any amount to:                                                                                                                                                              |                                                                     | Yes       | No |
| (1)       | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (2)       | Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (3)       | Provide a grant to an individual for travel, study, or other similar purposes?                                                                                                                                               | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| (4)       | Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions                                                                                          | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b>  | If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 |                                                                     | <b>5b</b> |    |
|           | Organizations relying on a current notice regarding disaster assistance, check here                                                                                                                                          | <input type="checkbox"/>                                            |           |    |
| <b>c</b>  | 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?                                                                   | <input type="checkbox"/> Yes <input type="checkbox"/> No            |           |    |
|           | If "Yes," attach the statement required by Regulations section 53.4945–5(d).                                                                                                                                                 |                                                                     |           |    |
| <b>6a</b> | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b>  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?                                                                                                                   |                                                                     | <b>6b</b> | ✓  |
|           | If "Yes" to 6b, file Form 8870.                                                                                                                                                                                              |                                                                     |           |    |
| <b>7a</b> | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?                                                                                                                         | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |
| <b>b</b>  | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?                                                                                                                    |                                                                     | <b>7b</b> |    |
| <b>8</b>  | Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |           |    |

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.**

| (a) Name and address           | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| KERMIT S. SUTTON<br>NAPLES, FL | TRUSTEE-MINIMAL                                           | -0-                                       | -0-                                                                   | -0-                                   |
| JENNY W. SUTTON<br>NAPLES, FL  | TRUSTEE-MINIMAL                                           | -0-                                       | -0-                                                                   | -0-                                   |
|                                |                                                           |                                           |                                                                       |                                       |
|                                |                                                           |                                           |                                                                       |                                       |

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

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

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

**Part 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 2018, 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)

**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 |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
| (a) 2018                                                                                                                                                           | (b) 2017      | (c) 2016 | (d) 2015 |           |
| <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 . . . . .                                   |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon.                                                                                                |               |          |          |           |
| <b>a</b> "Assets" alternative test—enter:                                                                                                                          |               |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          |           |
| <b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                                |               |          |          |           |
| <b>c</b> "Support" alternative test—enter:                                                                                                                         |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          |           |
| <b>(4)</b> Gross investment income . . . . .                                                                                                                       |               |          |          |           |

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

**1 Information Regarding Foundation Managers:**

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

JENNY W. SUTTON

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

N/A

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

**a** The name, address, and telephone number or email address of the person to whom applications should be addressed

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

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

N/A

**c** Any submission deadlines:

N/A

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

N/A

**Part XV** Supplementary Information *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <b>a</b> Paid during the year                    |                                                                                                                    |                                      |                                     |         |
| SEE STATEMENT 4                                  | N/A                                                                                                                | TAX-EX                               | CHARITABLE                          | 127,000 |
| <b>Total</b> . . . . . ►                         |                                                                                                                    |                                      | <b>3a</b>                           | 127,000 |
| <b>b</b> Approved for future payment             |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . . ►                         |                                                                                                                    |                                      | <b>3b</b>                           |         |

SUTTON FAMILY FOUNDATION  
2018 FORM 990-PF

STATEMENT 1  
65-6238164

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

| <u>NAME &amp; ADDRESS OF DONOR</u>          | <u>DATE</u> | <u>BOOK VALUE</u> | <u>MKT VALUE</u> |
|---------------------------------------------|-------------|-------------------|------------------|
| JENNY W. SUTTON<br>NAPLES, FLORIDA:<br>CASH | 05/15/18    | \$ 1,097          | \$ 1,097         |
|                                             |             | <u>\$ 1,097</u>   | <u>\$ 1,097</u>  |

OTHER PART I INFORMATION.

|                                                                                               | <u>COLUMN (a)</u> | <u>COLUMN (b)</u> |
|-----------------------------------------------------------------------------------------------|-------------------|-------------------|
| LINE 4, DIVIDENDS & INTEREST FROM SECURITIES -<br>TD AMERITRADE/CETERA - DIVIDENDS & INTEREST | \$ 51,779         | \$ 51,779         |
| TOTALS                                                                                        | <u>\$ 51,779</u>  | <u>\$ 51,779</u>  |

|                                             |                 |             |
|---------------------------------------------|-----------------|-------------|
| LINE 18 - TAXES                             |                 |             |
| TAX ON NET INVESTMENT INCOME ON 2017 990-PF | \$ 1,107        | \$ -        |
| FOREIGN TAX WITHHELD ON DIVIDENDS           |                 |             |
| TOTALS                                      | <u>\$ 1,107</u> | <u>\$ -</u> |

|                            |                  |                  |
|----------------------------|------------------|------------------|
| LINE 23 - OTHER EXPENSES   |                  |                  |
| INVESTMENT MANAGEMENT FEES | \$ 20,553        | \$ 20,553        |
| TOTALS                     | <u>\$ 20,553</u> | <u>\$ 20,553</u> |

PART II INFORMATION

|                                    | <u>BOOK<br/>BEGINNING</u> | <u>BOOK<br/>ENDING</u> | <u>MARKET<br/>ENDING</u> |
|------------------------------------|---------------------------|------------------------|--------------------------|
| PART II, LINE 10a - U S SECURITIES |                           |                        |                          |
| TDAMERITRADE/CETERA - STATEMENT 2  | \$ -                      | \$ -                   | \$ -                     |
| TOTAL                              | <u>\$ -</u>               | <u>\$ -</u>            | <u>\$ -</u>              |

|                                                                  |                     |                     |                     |
|------------------------------------------------------------------|---------------------|---------------------|---------------------|
| PART II, LINE 10b - INVESTMENTS (COMMON STOCKS AND MUTUAL FUNDS) |                     |                     |                     |
| TDAMERITRADE/CETERA - STATEMENT 2                                | \$ -                | \$ -                | \$ -                |
|                                                                  | 1,288,572           | 1,324,646           | 2,086,045           |
| TOTAL                                                            | <u>\$ 1,288,572</u> | <u>\$ 1,324,646</u> | <u>\$ 2,086,045</u> |

|                                                   |             |             |             |
|---------------------------------------------------|-------------|-------------|-------------|
| PART II, LINE 10c - INVESTMENTS (CORPORATE BONDS) |             |             |             |
| TDAMERITRADE/CETERA - STATEMENT 2                 | \$ -        | \$ -        | \$ -        |
| TOTAL                                             | <u>\$ -</u> | <u>\$ -</u> | <u>\$ -</u> |

| PART II, LINE 10b (STOCKS, FUNDS, OPTIONS) | SHARES   | BOOK<br>BEGINNING | BOOK<br>ENDING | MARKET<br>ENDING |
|--------------------------------------------|----------|-------------------|----------------|------------------|
| MUTUAL FUNDS, ETF'S                        |          |                   |                |                  |
| SPDR S&P MIDCAP 400 ETF TRUST              | 1,000 00 | 83,807 50         |                |                  |
| SPDR S&P MIDCAP 400 ETF TRUST              | 775 00   |                   | 64,950 81      | 234,569 25       |
| SPDR S&P 500 ETF TRUST                     | 360 00   |                   | 99,038 16      | 89,971 20        |
| OPTIONS                                    |          |                   |                |                  |
| NONE                                       |          |                   |                |                  |
| STOCKS                                     |          |                   |                |                  |
| AMERISOURCE BERGEN CORP                    | 1,800 00 | 70,439 56         |                |                  |
| AMERISOURCE BERGEN CORP                    | 1,600 00 |                   | 62,605 76      | 119,040 00       |
| APPLE INC                                  | 700 00   | 50,058 91         | 50,058 91      | 110,418 00       |
| BOEING CO                                  | 500 00   | 64,705 90         |                |                  |
| BOEING CO                                  | 475 00   |                   | 61,470 60      | 153,187 50       |
| BORG WARNER INC                            | 1,600 00 | 65,415 47         |                |                  |
| BORG WARNER INC                            | 1,300 00 |                   | 53,150 07      | 45,162 00        |
| COMCAST CORP                               | 1,800 00 | 47,761 68         | 47,761 68      | 61,290 00        |
| JOHNSON & JOHNSON                          | 800 00   | 46,958 16         | 46,958 16      | 103,240 00       |
| JP MORGAN CHASE & CO                       | 1,200 00 | 102,875 79        |                |                  |
| JP MORGAN CHASE & CO                       | 1,000 00 |                   | 85,729 82      | 97,620 00        |
| KLA-TENCOR CORP                            | 800 00   | 84,703 83         | 84,703 83      | 71,592 00        |
| MEDTRONIC PLC                              | 1,147 00 | 86,791 69         | 86,791 69      | 104,331 12       |
| MERCK & CO INC                             | 1,800 00 | 69,441 61         | 69,441 61      | 137,538 00       |
| NEXTERA ENERGY INC                         | 600 00   | 30,895 86         | 30,895 86      | 104,292 00       |
| OWENS CORNING                              | 1,000 00 | 69,838 65         | 69,838 65      | 43,980 00        |
| PEPSICO INC                                | 1,200 00 | 59,553 46         | 59,553 46      | 132,576 00       |
| PROCTOR GAMBLE CO                          | 400 00   | 28,873 19         | 28,873 19      | 36,768 00        |
| SIMON PROPERTY GROUP                       | 400 00   | 56,566 05         | 56,566 05      | 67,196 00        |
| STATE STREET CORP                          | 600 00   | 41,047 89         | 41,047 89      | 37,842 00        |
| TJX COMPANIES INC                          | 1,000 00 | 64,358 72         |                |                  |
| TJX COMPANIES INC                          | 2,000 00 |                   | 64,358 72      | 89,480 00        |
| UNITED TECHNOLOGIES CORP                   | 1,000 00 | 36,265 28         |                |                  |
| UNITED TECHNOLOGIES CORP                   | 900 00   |                   | 32,638 75      | 95,832 00        |
| VERIZON COMMUNICATIONS                     | 1,500 00 | 72,397 95         | 72,397 95      | 84,330 00        |
| WALT DISNEY CO                             | 600 00   | 55,814 67         | 55,814 67      | 65,790 00        |
|                                            |          | -                 | -              | -                |
|                                            |          | 1,288,571 82      | 1,324,646 29   | 2,086,045 07     |

STATEMENT 3  
65-6238164

## SHORT-TERM GAINS & LOSSES

[illegible]

|     | DATE ACQ'D | DATE SOLD | SALES PRICE | COST | GAIN (LOSS) |
|-----|------------|-----------|-------------|------|-------------|
| 1   |            |           |             |      |             |
| 2   |            |           |             |      |             |
| 3   |            |           |             |      |             |
| 4   |            |           |             |      |             |
| 5   |            |           |             |      |             |
| 6   |            |           |             |      |             |
| 7   |            |           |             |      |             |
| 8   |            |           |             |      |             |
| 9   |            |           |             |      |             |
| 10  |            |           |             |      |             |
| 11  |            |           |             |      |             |
| 12  |            |           |             |      |             |
| 13  |            |           |             |      |             |
| 14  |            |           |             |      |             |
| 15  |            |           |             |      |             |
| 16  |            |           |             |      |             |
| 17  |            |           |             |      |             |
| 18  |            |           |             |      |             |
| 19  |            |           |             |      |             |
| 20  |            |           |             |      |             |
| 21  |            |           |             |      |             |
| 22  |            |           |             |      |             |
| 23  |            |           |             |      |             |
| 24  |            |           |             |      |             |
| 25  |            |           |             |      |             |
| 26  |            |           |             |      |             |
| 27  |            |           |             |      |             |
| 28  |            |           |             |      |             |
| 29  |            |           |             |      |             |
| 30  |            |           |             |      |             |
| 31  |            |           |             |      |             |
| 32  |            |           |             |      |             |
| 33  |            |           |             |      |             |
| 34  |            |           |             |      |             |
| 35  |            |           |             |      |             |
| 36  |            |           |             |      |             |
| 37  |            |           |             |      |             |
| 38  |            |           |             |      |             |
| 39  |            |           |             |      |             |
| 40  |            |           |             |      |             |
| 41  |            |           |             |      |             |
| 42  |            |           |             |      |             |
| 43  |            |           |             |      |             |
| 44  |            |           |             |      |             |
| 45  |            |           |             |      |             |
| 46  |            |           |             |      |             |
| 47  |            |           |             |      |             |
| 48  |            |           |             |      |             |
| 49  |            |           |             |      |             |
| 50  |            |           |             |      |             |
| 51  |            |           |             |      |             |
| 52  |            |           |             |      |             |
| 53  |            |           |             |      |             |
| 54  |            |           |             |      |             |
| 55  |            |           |             |      |             |
| 56  |            |           |             |      |             |
| 57  |            |           |             |      |             |
| 58  |            |           |             |      |             |
| 59  |            |           |             |      |             |
| 60  |            |           |             |      |             |
| 61  |            |           |             |      |             |
| 62  |            |           |             |      |             |
| 63  |            |           |             |      |             |
| 64  |            |           |             |      |             |
| 65  |            |           |             |      |             |
| 66  |            |           |             |      |             |
| 67  |            |           |             |      |             |
| 68  |            |           |             |      |             |
| 69  |            |           |             |      |             |
| 70  |            |           |             |      |             |
| 71  |            |           |             |      |             |
| 72  |            |           |             |      |             |
| 73  |            |           |             |      |             |
| 74  |            |           |             |      |             |
| 75  |            |           |             |      |             |
| 76  |            |           |             |      |             |
| 77  |            |           |             |      |             |
| 78  |            |           |             |      |             |
| 79  |            |           |             |      |             |
| 80  |            |           |             |      |             |
| 81  |            |           |             |      |             |
| 82  |            |           |             |      |             |
| 83  |            |           |             |      |             |
| 84  |            |           |             |      |             |
| 85  |            |           |             |      |             |
| 86  |            |           |             |      |             |
| 87  |            |           |             |      |             |
| 88  |            |           |             |      |             |
| 89  |            |           |             |      |             |
| 90  |            |           |             |      |             |
| 91  |            |           |             |      |             |
| 92  |            |           |             |      |             |
| 93  |            |           |             |      |             |
| 94  |            |           |             |      |             |
| 95  |            |           |             |      |             |
| 96  |            |           |             |      |             |
| 97  |            |           |             |      |             |
| 98  |            |           |             |      |             |
| 99  |            |           |             |      |             |
| 100 |            |           |             |      |             |

|                               |          |          |        |        |        |
|-------------------------------|----------|----------|--------|--------|--------|
| BORGWARNER INC COM - 300      | 02/01/17 | 11/19/18 | 11,972 | 12,265 | (294)  |
| SPDR S&P MIDCAP 400 ETF - 150 | 10/15/03 | 11/19/18 | 50,648 | 12,571 | 38,077 |
| SPDR S&P MIDCAP 400 ETF - 25  | 10/15/03 | 12/14/18 | 7,950  | 2,095  | 5,855  |
| BOEING CO COM - 25            | 09/12/16 | 12/17/18 | 8,000  | 3,235  | 4,765  |
| AMERISOURCE BERGEN - 200      | 02/08/12 | 12/21/18 | 14,400 | 7,834  | 6,566  |
| JP MORGAN CHASE & CO - 200    | 01/05/17 | 12/21/18 | 18,800 | 17,146 | 1,654  |
| SPDR S&P MIDCAP 400 ETF - 50  | 10/15/03 | 12/21/18 | 14,636 | 4,190  | 10,446 |
| UNITED TECHNOLOGIES - 100     | 01/14/03 | 12/24/18 | 10,500 | 3,627  | 6,873  |
|                               |          |          |        |        | -      |
|                               |          |          |        |        | -      |
|                               |          |          |        |        | -      |

**GRAND TOTALS**

|         |        |        |
|---------|--------|--------|
| 136,905 | 62,964 | 73,942 |
| 136,905 | 62,964 | 73,942 |