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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation JOE & EILEEN SUTTON FAMILY FOUNDATION		A Employer identification number 74-3136392
Number and street (or P.O. box number if mail is not delivered to street address) 1400 BROADWAY - 26TH FLOOR	Room/suite	B Telephone number 732-721-0022
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10018		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 13,510,441.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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 interest on savings and temporary cash investments					
3		159,068.	159,068.		STATEMENT 2
4 Dividends and interest from securities		154,295.	154,123.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		91,225.			STATEMENT 1
b Gross sales price for all assets on line 6a 375,304.					
7 Capital gain net income (from Part IV, line 2)			91,200.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		40,125.	10,789.		STATEMENT 4
12 Total. Add lines 1 through 11		444,713.	415,180.		
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 5		8,000.	4,000.		0.
c Other professional fees STMT 6		100,000.	50,000.		0.
17 Interest					
18 Taxes STMT 7		13,299.	4,344.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		80,817.	31,811.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		202,116.	90,155.		0.
25 Contributions, gifts, grants paid		1,486,769.			1,486,769.
26 Total expenses and disbursements. Add lines 24 and 25		1,688,885.	90,155.		1,486,769.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,244,172.			
b Net investment income (if negative, enter -0-)			325,025.		
c Adjusted net income (if negative, enter -0-)				N/A	

2016 NOV 30

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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	4,293,361.	3,231,657.	3,231,657.
	2 Savings and temporary cash investments			
	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 9	5,086,740.	5,213,985.	6,062,694.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	844,535.	692,292.	692,292.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ LOANS RECEIVABLE)	3,680,712.	3,523,798.	3,523,798.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,905,348.	12,661,732.	13,510,441.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	13,905,348.	12,661,732.		
30 Total net assets or fund balances	13,905,348.	12,661,732.		
31 Total liabilities and net assets/fund balances	13,905,348.	12,661,732.		

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	13,905,348.
2 Enter amount from Part I, line 27a	2	-1,244,172.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	556.
4 Add lines 1, 2, and 3	4	12,661,732.
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	12,661,732.

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	VARIOUS	12/31/15
b NEUBERGER 541-30166 SEE STATEMENT ATTACHED	P	VARIOUS	12/31/15
c CAPITAL GAIN DISTRIBUTION	P	01/01/14	12/31/15
d K-1 THE BLACKSTONE GROUP LP	P	VARIOUS	12/31/15
e K-1 THE BLACKSTONE GROUP LP	P	VARIOUS	12/31/15

(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 239,383.		192,056.	47,327.
b 123,944.		91,970.	31,974.
c 1,246.			1,246.
d		78.	-78.
e 10,731.			10,731.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			47,327.
b			31,974.
c			1,246.
d			-78.
e			10,731.

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	91,200.
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))
2014	146,033.	13,838,355.	.010553
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

2 Total of line 1, column (d)	2	.096986
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	.019397
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	13,819,313.
5 Multiply line 4 by line 3	5	268,053.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,250.
7 Add lines 5 and 6	7	271,303.
8 Enter qualifying distributions from Part XII, line 4	8	1,486,769.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,250.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,250.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,250.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,000.	
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	15,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,750.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 11,750. 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
b 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 checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" 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 checked="" 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	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► SARAH GREENBERG Telephone no. ► 732-721-0022 Located at ► 1400 BROADWAY, NEW YORK, NY 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 2015, 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 ►		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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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 2015 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 2015.) 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 2015?	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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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

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

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

0

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Part 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	5,952,315.
b	Average of monthly cash balances	1b	3,706,776.
c	Fair market value of all other assets	1c	4,370,668.
d	Total (add lines 1a, b, and c)	1d	14,029,759.
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	14,029,759.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,446.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,819,313.
6	Minimum investment return Enter 5% of line 5	6	690,966.

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	690,966.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	3,250.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	687,716.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	687,716.
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	687,716.

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	1,486,769.
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	1,486,769.
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	3,250.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,483,519.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				687,716.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,486,769.				
a Applied to 2014, 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 2015 distributable amount				687,716.
e Remaining amount distributed out of corpus	799,053.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below	799,053.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	799,053.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015	799,053.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

[illegible]

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	1,486,769.
Total			3a	1,486,769.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEUBERGER 541-29945 SEE STATEMENT ATTACHED	PURCHASED	VARIOUS	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
239,383.	192,056.	0.	0.	47,327.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEUBERGER 541-30166 SEE STATEMENT ATTACHED	PURCHASED	VARIOUS	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,944.	91,970.	0.	0.	31,974.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTION	PURCHASED	01/01/14	12/31/15

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,246.	0.	0.	0.	1,246.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-1 THE BLACKSTONE GROUP LP	0.	53.	0.	0.	-53.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-1 THE BLACKSTONE GROUP LP	10,731.	0.	0.	0.	10,731.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 91,225.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK UNITED	24,460.	24,460.	
LOANS RECEIVABLE	134,608.	134,608.	
TOTAL TO PART I, LINE 3	159,068.	159,068.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
1059 UNION STREET, LLC	12.	0.	12.	12.		
CAMPUS VIEW EQUITY LLC	10.	0.	10.	10.		
COTTAGES OF NORMAN EQUITY LLC	12.	0.	12.	12.		
NEUBERGER BERMAN 541-29945	49,252.	0.	49,252.	49,252.		
NEUBERGER BERMAN 541-29945	29,295.	0.	29,295.	29,295.		
NEUBERGER BERMAN 541-30166	69,818.	0.	69,818.	69,818.		
RAVID REALTY PARTNERS II, LLC	1.	0.	1.	1.		
RAVID REALTY PARTNERS III, LLC	1,782.	0.	1,782.	1,782.		
THE BLACKSTONE GROUP, LP	3,137.	0.	3,137.	2,969.		
THE BLACKSTONE GROUP, LP	952.	0.	952.	948.		
WOODLAND MEWS EQUITY, LLC	24.	0.	24.	24.		
TOTAL TO PART I, LINE 4	154,295.	0.	154,295.	154,123.		

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME	3,817.	2,116.		
OTHER INCOME FROM PASSTHROUGH	36,308.	8,673.		
TOTAL TO FORM 990-PF, PART I, LINE 11	40,125.	10,789.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	4,000.		0.
TO FORM 990-PF, PG 1, LN 16B	8,000.	4,000.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	100,000.	50,000.		0.
TO FORM 990-PF, PG 1, LN 16C	100,000.	50,000.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	8,205.	0.		0.
STATE TAXES	750.	0.		0.
FOREIGN TAXES	4,344.	4,344.		0.
TO FORM 990-PF, PG 1, LN 18	13,299.	4,344.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NON-DEDUCTIBLE EXPENSE FROM PASSTHROUGH	3,078.	0.		0.
LOSS FROM PASSTHROUGH ENTITIES	47,917.	2,222.		0.
FILING FEES	250.	125.		0.

JOE & EILEEN SUTTON FAMILY FOUNDATION

74-3136392

ADVISORY FEES	11,747.	11,747.	0.
REDUCTIONS FROM PASSTHROUGH ENTITY	17,825.	17,717.	0.
NO FORM 990-PF, PG 1, LN 23	80,817.	31,811.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN # 541-29945	2,279,912.	2,556,840.
NEUBERGER BERMAN # 541-30166	2,934,073.	3,505,854.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,213,985.	6,062,694.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WOODLAND MEWS EQUITY LLC	COST	-136,929.	-136,929.
CAMPUS VIEW EQUITY LLC	COST	-19,613.	-19,613.
LEG BREAKWATER LLC	COST	64,556.	64,556.
HOTEL VICTOR SB REALTY LLC	COST	-6,756.	-6,756.
COTTAGES NORMAN	COST	635.	635.
1059 UNION STREET	COST	226,239.	226,239.
RAVID REALTY II	COST	239,538.	239,538.
RAVID REALTY III	COST	128,433.	128,433.
BLACKSTONE	COST	196,189.	196,189.
TOTAL TO FORM 990-PF, PART II, LINE 13		692,292.	692,292.

**JOE AND EILEEN SUTTON FAMILY FOUNDATION
LIST OF DONATIONS**

2015

PAYEE	AMOUNT
Magen David Yeshiva	\$ 30,000.00
Sephardic Community Center	\$ 500,000.00
Yeshiva Gedolah of Bayonne	\$ 150.00
Mesivta Tiferes Rav Zvi Aryeh Zemelb zt'l	\$ 750.00
Lakewood Cheder	\$ 15,000.00
Tiferes Bais Yaakov	\$ 10,000.00
Bais Tova	\$ 15,000.00
Yeshiva M'kor Chaim	\$ 5,000.00
Yeshiva Be'er Yitzchok	\$ 12,000.00
Yeshiva Ketana of Bensonhurst	\$ 1,000.00
Yeshiva Ohr Naftoli	\$ 5,000.00
Freehold Kollel	\$ 12,000.00
Yeshiva Chemdas Hatorah	\$ 3,000.00
Yeshiva Me'ohr Hatalmud	\$ 5,500.00
Khal Ateres Yeshaya	\$ 9,000.00
Mesivta of Lakewood	\$ 10,000.00
Barkai Yeshiva	\$ 150.00
Yeshiva Spring Valley	\$ 5,000.00
Yesiva of South Shore	\$ 4,200.00
Hebrew Academy of Long Beach	\$ 5,800.00
Yeshivas Bais Mordechai of Teaneck	\$ 13,000.00
Bais Yaakov High School of Lakewood	\$ 6,350.00
Beth Jacob Hebrew Teachers College	\$ 5,000.00
Magen David Yeshiva	\$ 4,000.00
Magen David Yeshiva	\$ 300,000.00
Yeshiva Tiferes Torah	\$ 2,500.00
Mesivta Tiferes Rav Zvi Aryeh Zemelb zt'l	\$ 2,500.00
Yeshiva Ohr Yehuda	\$ 2,500.00
Yeshiva of Telshe Alumni	\$ 3,000.00
Bnos Bais Yaakov	\$ 3,000.00
Bnos Bais Yaakov	\$ 5,000.00
Yeshiva Toras Aron	\$ 8,000.00
YDE	\$ 250.00
Maimonides Medical Center	\$ 250.00
Barkai Yeshiva	\$ 3,000.00
Barkai Yeshiva	\$ 25,000.00
Fidelity Charitable	\$ 50,000.00
Yeshiva Orchos Chaim	\$ 50,000.00
Lev Berel	\$ 2,000.00
Keter Sion	\$ 8,000.00

Lakewood Cheder	\$	7,500.00
Beth Jacob Hebrew Teachers College	\$	8,000.00
Yeshiva Tiferes Torah	\$	12,500.00
Tiferes Bais Yaakov	\$	3,000.00
Congregation Zichron Yoel	\$	500.00
Yeshiva Gedolah Yagdil Torah	\$	12,500.00
Congregation Beth Torah	\$	501.00
Ma'or Yeshiva	\$	250.00
Yeshiva Chemdas Hatorah	\$	2,000.00
Beth Jacob Hebrew Teachers College	\$	7,000.00
Yeshiva Ruach Hatorah	\$	13,000.00
Shiras Devorah High School	\$	3,000.00
Bnos Brocha	\$	4,000.00
Just One Life	\$	201.00
Freehold Kollel	\$	8,000.00
Beth Jacob Hebrew Teachers College	\$	5,000.00
Torah Umesorah	\$	10,000.00
Khal Ateres Yeshaya	\$	700.00
Yeshiva Tiferes Torah	\$	5,000.00
Mesivta Ohr Yisrael	\$	5,500.00
Sephardic Bikur Holim	\$	200.00
Sarah Dabah Elementary School	\$	1,000.00
SAFE	\$	152.00
Ladies Auxiliary-Deal Fire C No 2	\$	25.00
Deal Policeman's Benevolent Association	\$	50.00
Yeshivat Shaare Torah	\$	5,000.00
Synagogue of Deal	\$	1,000.00
ECHO	\$	2,500.00
Porat Yoseph Foundation	\$	1,001.00
Edmond J Safra Synagogue of Deal NJ	\$	500.00
Deal First Aid & Emergency Squad	\$	30.00
Hillel Yeshiva	\$	3,600.00
Torah Center Kollel	\$	1,000.00
Ohel Yaacob	\$	2,001.00
Israel Cancer Research	\$	3,600.00
Chadash Girls Town	\$	1,000.00
Congregation Beth Torah	\$	1,456.00
Chabad Schools Israel	\$	250.00
Yeshiva Tiferes Torah	\$	3,000.00
Chein Bais Yaakov	\$	8,000.00
Yeshiva Chayei Olam	\$	6,500.00
Lakewood Cheder	\$	10,000.00
Me'ohr Hatalmud	\$	3,000.00
Yeshiva Ketana of Bensonhurst	\$	5,000.00
Maysharim	\$	1,000.00
Yeshiva Tiferes Boruch	\$	1,500.00
Renewal	\$	1,800.00

SAFE	\$	4,000.00
American Friends of Yeshivat Hechal Ezra	\$	501.00
Tov Ve Chesed	\$	201.00
Congregation Bnei Yeshiva	\$	1,000.00
K'hal Zichron Mordechai	\$	5,000.00
Ilan	\$	500.00
Ahi Ezer Yeshiva	\$	900.00
We Love to Help	\$	200.00
Sephardic Bikur Holim	\$	250.00
Tiferes Bais Yaakov	\$	5,000.00
Mesivta Tiferes Rav Zvi Aryeh Zemelb zt'l	\$	750.00
Bnos Bais Yaakov	\$	6,250.00
Beth Jacob Hebrew Teachers College	\$	5,000.00
Yeshiva Ruach Hatorah	\$	10,000.00
Freehold Kollel	\$	6,000.00
Yeshiva Tiferes Torah	\$	7,000.00
Tiferes Chaim High School	\$	10,000.00
Bais Medrash Zichron Chaim	\$	250.00
Lakewood Cheder	\$	15,000.00
Bais Tova	\$	15,000.00
Bais Yaakov High School of Lakewood	\$	11,000.00
Yeshiva Birchas Chaim	\$	7,000.00
Yad Yosef	\$	1,000.00
Magen David Yeshiva	\$	36,000.00
Tiferes Bais Yaakov	\$	1,500.00
Yeshiva Ohr Yehuda	\$	3,500.00
Khal Ateres Yeshaya	\$	3,000.00
She'arim	\$	3,000.00
Me'ohr Hatalmud	\$	3,000.00
Mesivta Rabbi Chaim Berlin	\$	7,000.00
Yeshiva Gedolah Yagdil Torah	\$	3,750.00
 Total 2015 Donations	 \$	 1,486,769.00

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	NEUBERGER BERMAN	
Telephone Number: (212) 476-5505		Recipient's Identification Number XX-XXX6392	Account Executive No: 097		
		ORIGINAL:	12/31/15		

2015 Supplemental Gain or (Loss) Information

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

Date of Sale or Exercise	Rate of Appreciation	Symbol	Quantity	Unadjusted Basis, Cost or Other Amount	Adjusted Basis, Cost or Other Amount	Gain or (Loss)
07/02/15	H	AMERICAN INTERNATIONAL GROUP INC	500.00000	30,985.97	20,845.00	10,140.97
07/02/15	H	AMERICAN INTERNATIONAL GROUP INC	500.00000	30,985.98	22,425.00	8,560.98
07/02/15	H	AMERICAN INTERNATIONAL GROUP INC	1,000.00000	61,971.96	48,700.00	13,271.96
3 ITEMS - Total Long-Term Not Reported Transactions Gain or (Loss)				123,943.91	91,970.00	31,973.91

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

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	NEUBERGER BERMAN	
		Recipient's Identification Number	XX-XXX6392		
		Account Executive No:	097		
Telephone Number: (212) 476-5505		ORIGINAL:	12/31/15		

2015 Supplemental Gain or (Loss) Information

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

Disposal Date	Disposal Type	Disposal Description	Quantity	Cost Basis	Adjusted Cost Basis	Gain or (Loss)
03/06/15	H	09/27/13 AVIS BUDGET GROUP INC	CAR 053774105	300.00000	18,064.46	8,447.04
02/24/15	H	09/27/13 AVIS BUDGET GROUP INC	CAR 053774105	500.00000	30,716.93	14,078.40
02/26/15	H	09/27/13 AVIS BUDGET GROUP INC	CAR 053774105	500.00000	30,158.79	14,078.40
11/30/15	H	09/27/13 AVIS BUDGET GROUP INC	CAR 053774105	700.00000	26,578.44	19,709.76
07/02/15	H	05/22/14 AMERICAN INTERNATIONAL GROUP INC	AIG 026874784	1,800.00000	111,600.10	96,497.82
10/23/15	H	05/08/14 ***DORIAN LPG LTD USD0.01	LPG Y2106R110	400.00000	4,452.76	7,600.00
10/23/15	H	08/21/14 ***DORIAN LPG LTD USD0.01	LPG Y2106R110	1,600.00000	17,811.03	31,644.48
7 ITEMS - Total Long-Term Not Reported Transactions Gain or (Loss)						239,382.51
						192,055.90
						47,326.61

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

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.