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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Britton Family Foundation	A Employer identification number 25-1618532
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite c/o J.D. Cullen, 100 State Street 700	B Telephone number (814) 870-7705
	City or town, state, and ZIP code Erie, PA 16507-1459	C If exemption application is pending, check here <input type="checkbox"/> 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	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,883,160. (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30,297.	30,297.		Statement 1
	4 Dividends and interest from securities	35,423.	35,423.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-106,091.			
	b Gross sales price for all assets on line 6a 1,997,439.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less return and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,183.	0.		Statement 3
	12 Total additions through 11	-39,188.	65,720.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	12,742.	6,371.		6,371.
b Accounting fees					
c Other professional fees Stmt 5	15,622.	15,622.		0.	
17 Interest					
18 Taxes Stmt 6	95.	95.		0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7	4.	4.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	28,463.	22,092.		6,371.	
25 Contributions, gifts, grants paid	195,000.			195,000.	
26 Total expenses and disbursements. Add lines 24 and 25	223,463.	22,092.		201,371.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-262,651.				
b Net investment income (if negative, enter -0-)		43,628.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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.		
	2	Savings and temporary cash investments		512,577.	53,798.	53,798.
	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 Stmt 8		199,614.	199,614.	207,032.
	b	Investments - corporate stock Stmt 9		1,768,236.	2,012,966.	2,335,509.
	c	Investments - corporate bonds Stmt 10		198,310.	149,715.	152,241.
11	Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other Stmt 11		162,080.	162,080.	134,580.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		2,840,821.	2,578,173.	2,883,160.	
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		2,840,821.	2,578,173.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		2,840,821.	2,578,173.		
31	Total liabilities and net assets/fund balances		2,840,821.	2,578,173.		

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	2,840,821.
2	Enter amount from Part I, line 27a	2	-262,651.
3	Other increases not included in line 2 (itemize) Balancing Adjustment	3	3.
4	Add lines 1, 2, and 3	4	2,578,173.
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	2,578,173.

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 PNC Bank Short Term - See Attached	P		
b PNC Bank Long Term - See Attached	P		
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,040,463.			79,742.
b 955,395.			-187,414.
c 1,581.			1,581.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a			79,742.
b			-187,414.
c			1,581.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-106,091.
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 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))
2008	344,871.	3,492,078.	.098758
2007	207,580.	4,178,406.	.049679
2006	50,450.	3,788,528.	.013317
2005	153,700.	3,674,648.	.041827
2004	84,250.	3,726,712.	.022607

2 Total of line 1, column (d)	2	.226188
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	.045238
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,507,305.
5 Multiply line 4 by line 3	5	113,425.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	436.
7 Add lines 5 and 6	7	113,861.
8 Enter qualifying distributions from Part XII, line 4	8	201,371.

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	436.
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	436.
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	436.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	560.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	560.
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	124.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 124. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			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 ► MacDonalld Illig Jones & Britton LLP Telephone no ► 814/870-7600 Located at ► 100 State Street, Suite 700, Erie, PA ZIP+4 ► 16507			
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

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 page 20 of the 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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
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 2009 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 2009.) 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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. 6b X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No
 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
Suzanne E. Britton 2323 Edinboro Road, Unit 15 Erie, PA 16509	President/Director	0.00	0.	0.
John W. Britton 9620 Donation Road Waterford, PA 16441	Vice Pres./Treas./Director	0.00	0.	0.
James D. Cullen, Esq. 100 State Street, Suite 700 Erie, PA 16507-1459	Secretary/Director	0.00	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

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	
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	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	2,435,268.
b	Average of monthly cash balances	1b	110,219.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,545,487.
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	2,545,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,182.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,507,305.
6	Minimum investment return. Enter 5% of line 5	6	125,365.

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	125,365.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	436.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	436.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	124,929.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	124,929.
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	124,929.

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	201,371.
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	201,371.
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	436.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	200,935.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				124,929.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007			3,200.	
e From 2008			171,325.	
f Total of lines 3a through e	174,525.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 201,371.				
a Applied to 2008, 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 2009 distributable amount				124,929.
e Remaining amount distributed out of corpus	76,442.			
5 Excess distributions carryover applied to 2009 (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:	250,967.			
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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	250,967.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007			3,200.	
d Excess from 2008			171,325.	
e Excess from 2009			76,442.	

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

See Attached

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

See Attached

c Any submission deadlines:

See Attached

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

See Attached

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule...

Table with 3 columns: Question ID, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c. 'No' column contains 'X' for all items.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Signature block containing: Under penalties of perjury, I declare that I have examined this return... Signature of James D. Cullen, Date 5/11/2010, Title Secretary, Preparer's signature, Firm's name MACDONALD, ILLIG, JONES & BRITTON LLP, address 100 STATE STREET, SUITE 700, ERIE, PA 16507-1459, EIN 25-0918810, Phone no 814/870-7600.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
PNC Bank - Investment Account	30,276.
PNC Bank Checking Account	21.
Total to Form 990-PF, Part I, line 3, Column A	30,297.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PNC Bank - Investment Account	35,423.	0.	35,423.
PNC Bank Capital Gain Dividends	1,581.	1,581.	0.
Total to Fm 990-PF, Part I, ln 4	37,004.	1,581.	35,423.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
2008 Income Tax Refund	1,183.	0.	
Total to Form 990-PF, Part I, line 11	1,183.	0.	

Form 990-PF

Legal Fees

Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MacDonald, Illig, Jones & Britton LLP	12,742.	6,371.		6,371.
To Fm 990-PF, Pg 1, ln 16a	12,742.	6,371.		6,371.

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Investment Management Fees	15,622.	15,622.		0.	
To Form 990-PF, Pg 1, ln 16c	15,622.	15,622.		0.	

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	95.	95.		0.
To Form 990-PF, Pg 1, ln 18	95.	95.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous Exp.	4.	4.		0.
To Form 990-PF, Pg 1, ln 23	4.	4.		0.

Form 990-PF		U.S. and State/City Government Obligations		Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Federal Natl Mtg Assn Debt dtd 01/14/00 due 01/15/10	X		99,647.	100,219.	
Federal Home Ln Bank dtd 11/13/06 due 11/18/11	X		99,967.	106,813.	
Total U.S. Government Obligations			199,614.	207,032.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			199,614.	207,032.	

Form 990-PF

Corporate Stock

Statement 9

Description	Book Value	Fair Market Value
ACE Limited	0.	0.
AT&T Inc.	21,208.	23,826.
Cisco Sys. Inc.	18,329.	23,940.
ConocoPhillips	0.	0.
Deere & Co.	0.	0.
Dominion Res. Inc.	0.	0.
Exelon Corp	0.	0.
Foster Wheeler Ltd.	0.	0.
Franklin Res. Inc.	0.	0.
Jacobs Engr. Group Inc.	0.	0.
JPMorgan Chase	47,705.	45,837.
Marathon Oil Corp.	0.	0.
Microsoft Corp	25,337.	33,528.
Occidental Pete Corp.	18,099.	32,540.
Oracle Corp.	38,420.	58,872.
Pepsico Inc.	27,739.	30,400.
Procter & Gamble Co.	22,228.	24,252.
Qualcomm Inc.	22,219.	26,831.
Royce Total Return Fd.	22,703.	29,638.
Dodge & Cox Intl. Fd.	0.	0.
Harbor Intl. Fd.	118,845.	135,925.
Masters Select Intl. Fd.	121,000.	128,378.
Vanguard Intl. Value	0.	0.
Abbott Labs	0.	0.
CVS	0.	0.
Energen Corp.	0.	0.
Kroger	0.	0.
Staples Inc.	0.	0.
Apache Corp Comm	23,778.	36,110.
Celgene Corp.	0.	0.
First Energy Corp	0.	0.
Google Inc.	32,563.	43,399.
Home Depot Inc.	28,879.	30,377.
Intel Corp Comm.	13,012.	18,360.
Ishares Nasdaq BioTech Index	0.	0.
Lockheed Martin Corp.	0.	0.
Medco Health Solutions	11,116.	22,369.
Metlife Inc.	0.	0.
Nike Inc.	27,510.	33,035.
Nokia Corp	0.	0.
Pfizer Inc.	12,690.	15,462.
Phillips Morris Intn'l Inc.	0.	0.
Principal Financial Group	0.	0.
Quanta Services	0.	0.
Schlumberger LTD	11,373.	16,273.
Select Sector SPDR Fund	0.	0.
Varian Med Systems	0.	0.

Wal Mart Stores	49,350.	48,105.
T Rowe Price New Horizons	0.	0.
Omnicom Group Inc.	0.	0.
Aecom Technology Corp	12,244.	12,375.
Allergan Inc Com	18,348.	20,793.
American Tower Corp	15,277.	20,741.
Amgen Inc Com	14,402.	14,143.
Amphenol Corp New	15,682.	20,781.
Apple Inc	33,560.	42,146.
Autozone Inc Com	12,493.	13,436.
Baxter Intl Inc Com	25,375.	26,406.
Becton Dickinson & Co Com	13,159.	14,983.
Bristol Myers Squibb Co Com	10,949.	12,625.
Broadcom Corp Cl A	12,725.	14,162.
Celanese Corp Del Com Ser A	14,030.	17,655.
Chubb Corp Com	17,156.	17,213.
Clorox Co Com	19,418.	20,130.
Colgate-Palmolive Co Com	26,854.	30,396.
CSX Corp Com	18,214.	20,851.
Discovery Communications New Com Ser A	19,492.	23,003.
Dolby Laboratories Inc - Cl A Com	13,584.	16,706.
EBay Inc Com	14,351.	15,295.
Exxon Mobil Corp Com	47,169.	46,369.
FPL Group Inc Com	16,815.	15,846.
Freeport-Mcmoran Copper & Gold Inc Cl B	14,489.	18,467.
General Mills Inc Com	14,878.	17,703.
Goldman Sachs Group Inc Com	42,381.	43,898.
Grainger W W Inc Com	12,977.	14,525.
Hudson City Bancorp Com	16,438.	17,163.
International Business Machines Corp Com	25,871.	28,798.
International Paper Co Com	17,016.	20,085.
ITT Industries Inc Com	22,436.	22,383.
Johnson & Johnson Com	34,921.	37,358.
Kohls Corp Com	15,508.	16,179.
Lubrizol Corp Com	15,298.	17,508.
Mastercard Inc Com	28,302.	35,837.
McDonalds Corp Com	16,238.	18,732.
McKesson Corp Com	16,995.	18,750.
Noble Corporation Com	17,364.	20,350.
Owens Illinois Inc Com	14,484.	14,134.
Price T Rowe Group Inc Com	14,826.	17,573.
Rockwell Automation Inc Com New	13,254.	15,034.
St Jude Medical Inc Com	13,457.	12,873.
State Str Corporation Com	26,314.	21,770.
Talisman Energy Inc Com	12,823.	14,912.
Union Pac Corp Com	23,811.	25,560.
United Technologies Corp Com	14,752.	17,353.
UnitedHealth Group Inc Com	18,232.	19,812.
UBS Corp New Com	12,107.	12,466.
Viacom Inc New Cl B	14,994.	17,838.
Wells Fargo & Co New Com	30,017.	29,689.
Wisconsin Energy Corp Com	20,456.	22,424.
XTO Energy Inc	23,117.	27,918.
3M Company Com	15,050.	17,361.

The Britton Family Foundation

25-1618532

Aston Tamro Sm Cap I	22,035.	30,575.
IShares TR Russell Midcap	129,454.	167,743.
IShares TR Russell 2000 Small Cap	12,783.	13,987.
Vanguard Intl Equity Index Fd Inc Emerging Markets ETF	44,488.	69,454.
Dodge & Cox Income Fd #147	120,000.	125,796.
FMV Adjustment	0.	-11.
Total to Form 990-PF, Part II, line 10b	<u>2,012,966.</u>	<u>2,335,509.</u>

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
General Electric Cap. Corp. Med Term Note dtd 01/19/00 due 01/19/10	99,303.	100,243.
Morgan JP & Co. Inc. Med. Term Sub. NTS, dated 01/25/99, due 01/15/09	0.	0.
Bank of America Corp DTD 01/23/03 Due 01/15/13	50,412.	51,998.
Total to Form 990-PF, Part II, line 10c	149,715.	152,241.

Form 990-PF

Other Investments

Statement 11

Description	Valuation Method	Book Value	Fair Market Value
Structured Note, Barclays Bank	COST	82,080.	67,160.
Structured Note, Credit-Suisse	COST	40,000.	39,224.
Structured Note, JP Morgan	COST	40,000.	28,196.
Total to Form 990-PF, Part II, line 13		162,080.	134,580.

Form 990-PF . Grants and Contributions . Statement 12
 Paid During the Year

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Arts Council of Erie 3 East 4th Street, STE 10 Erie, PA 16507	none General Unrestricted	Public Charity	350.
Cathedral Preparatory School 225 West 9th Street Erie, PA 16501	none General Unrestricted	Public Charity	130,000.
Erie Day School 1372 West Sixth Street Erie, PA 16505	none General Unrestricted	Public Charity	52,500.
Erie Philharmonic 609 Walnut Street Erie, PA 16502	none General Unrestricted	Public Charity	500.
Erie Playhouse 13 W. 10th St. Erie, PA 16501	none General Unrestricted	Public Charity	250.
Erie Zoological Society P.O. Box 3208 Erie, PA 16508	none General Unrestricted	Public Charity	500.
Experience Children's Museum 420 French Street Erie, PA 16507-1541	none General Unrestricted	Public Charity	5,000.
Flagship Niagara League 150 East Front Street Erie, PA 16507	none General Unrestricted	Public Charity	250.

The Britton Family Foundation

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Hamot Second Century Fund 302 French Street Erie, PA 16507	none General Unrestricted	Public Charity	5,000.
Sanibel-Captiva Conservation Foundation 3333 Sanibel-Captiva Road Sanibel, FL 33957	none General Unrestricted	Public Charity	300.
WQLN 8425 Peach Street Erie, PA 16509	none General Unrestricted	Public Charity	350.
Total to Form 990-PF, Part XV, line 3a			<u>195,000.</u>

**THE NEXT ALLOCATION MEETING WILL BE HELD IN DECEMBER 2009.
PLEASE HAVE COMPLETED APPLICATION SUBMITTED BY
NOVEMBER 15, 2009**

**THE BRITTON FAMILY FOUNDATION
REQUEST FOR FUNDING FORMAT AND PROCEDURE**

The Britton Family Foundation is a private foundation which was established in 1989 by John E. Britton, who was the named senior partner in the law firm of MacDonald, Illig, Jones & Britton LLP until his death in 2004.

The Articles of Incorporation for the Foundation state that assets must be used exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions for such purposes to organizations in the Erie, Pennsylvania area and/or the Lee County, Florida area that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The Foundation's funds are distributed under the direction and supervision of its Board of Directors currently consisting of Suzanne E. Britton, John W. Britton, and James D. Cullen, Esq.

PROCEDURES

A complete application will consist of three (3) copies of each of the following.

1. The attached Request for Funding.
2. Your Request for Funding should include the following as attachments:
 - (a) Copy of your IRS Determination Letter regarding your agency's tax exempt status;
 - (b) Roster of current Board of Directors, to include addresses, phone numbers, and occupations;
 - (c) Audited financial statement for most recent fiscal year;
 - (d) Program/Agency budget;
 - (e) Annual report (if available) for most recent fiscal year as distributed to your members or Board of Directors; and
 - (f) Any other material you feel might be helpful.

The initiator of any request will be notified by the Foundation of its status at whatever point in the review and approval process is appropriate. Letters of Award will be sent to grant recipients approved by the Foundation describing the magnitude and timing of the grant and related reporting requirements to the Foundation's Board of Directors.

Completed Requests should be sent to:

**Suzanne E. Britton, President
The Britton Family Foundation
c/o MacDonald, Illig, Jones & Britton LLP
100 State Street, Suite 700
Erie, PA 16507-1459**

Applicants should be aware the Foundation may consult with other fundors and community leaders when considering grant applications.

THE BRITTON FAMILY FOUNDATION

REQUEST FOR FUNDING

Date: _____

Name of Organization _____

Date of Incorporation _____ Contact Person _____

Address _____

Phone _____

Describe your organization, its goals, purpose, significant accomplishments, and what charitable, religious, educational, or scientific purposes it performs in the Erie, Pennsylvania and/or the Lee County, Florida areas. Fill in below or attach on separate page.

THE FOLLOWING ARE TO BE ANSWERED EXCEPT WHERE REQUEST IS FOR A SPECIAL PROJECT, INCLUDING A CAPITAL FUNDS PROJECT.

If your request is for a contribution to an annual fundraising campaign, state total amount to be raised \$ _____ and amount requested from the Foundation \$ _____.

If your request is for a contribution to a special fundraising campaign, state the purpose of the campaign _____, the total amount to be raised \$ _____, and amount requested from the Foundation \$ _____.

If the Foundation makes a grant to the organization, will all campaign funds raised be used exclusively for the benefit of persons residing in the Erie and/or Lee County areas or for the benefit of agencies or organizations which benefit such persons? _____.

State what percentage of the total amount to be raised will be used to pay campaign expenses and/or fees to persons or organizations who are engaged in soliciting the funds. _____ %.

THE FOLLOWING ARE TO BE ANSWERED WHERE REQUEST IS FOR A SPECIAL PROJECT, INCLUDING A CAPITAL FUNDS PROJECT. (Be complete and as detailed as possible on pages attached hereto and covering the following, but limit attachment to a maximum of four (4) pages.)

1. Describe the Project, its location, its purposes, and persons or groups who would use the same or be benefited thereby in the Erie and/or Lee County areas.
2. Which present unfulfilled need in the Erie and/or Lee County areas will be met by the Project? What charitable, religious, educational, or scientific purposes or benefits will be furnished by the Project in the Erie and/or Lee County areas?
3. What is the total cost of the Project? \$ _____
4. What is the amount requested from the Foundation? \$ _____
5. How and from what groups do you intend to raise the amount not funded by the Foundation?
6. When will the campaign begin and end?
7. Attach copy of the Project cost budget, including the names of person(s) or entity(ies) who/which propose the same.
8. Has the governing body of your organization specifically satisfied itself that the Project can and will be completed within the total Project cost estimates set forth in the budget?
9. If the Project is completed, how does your organization propose to provide for annual operating expenses? Does it anticipate the need for annual or special operating expense campaigns or fundraisers and, if so, what are the present estimates (or budgets) as to annual operating costs for each of the first three years following completion of the Project?
10. What person(s) or entity(ies) to whom fundraising fees or expenses will be paid will be in charge of or engaged in the campaign to raise funds for the Project? What percentage of the total funds raised will be paid for fundraising fees and/or expenses?
11. If the Foundation approves a contribution, at what time or times do you request the contribution to be made and, if in installments, the percentages of the total contribution to be paid in each installment date?

YOU ARE SPECIFICALLY ADVISED THAT IF A CONTRIBUTION IS GOING TO BE MADE, IT WILL BE MADE SUBJECT TO SUCH CONDITIONS AS THE GRANT LETTER WILL SET FORTH. WITHOUT LIMITING THE FOREGOING, THE FOUNDATION, AS A CONDITION OF MAKING A CONTRIBUTION, MAY REQUIRE THAT THE GOVERNING BODY OF THE ORGANIZATION SPECIFICALLY AGREE IN WRITING THAT IF, AFTER THE FOUNDATION PAYS ITS CONTRIBUTION, THE PROJECT:

- (i) CEASES TO OPERATE OR FUNCTION OR
- (ii) FAILS TO PRIMARILY PROVIDE SERVICES AND/OR BENEFITS TO OR FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, OR SCIENTIFIC PURPOSES IN THE ERIE AND/OR LEE COUNTY AREAS, THE FOUNDATION WILL EITHER:
 - 1) BE REIMBURSED IN FULL FOR ITS CONTRIBUTION, OR
 - 2) THE PROJECT WILL BE TRANSFERRED TO AN ORGANIZATION WHICH DOES PERFORM SUCH SERVICES IN THE ERIE AND/OR LEE COUNTY AREA, OR
 - 3) THE PROJECT WILL BE SOLD AND THE PROCEEDS USED TO REIMBURSE THE FOUNDATION IN FULL OR PRO-RATABLY BASED UPON THE PERSONS, ENTITIES, OR ORGANIZATIONS WHICH PROVIDED THE CASH FUNDS FOR THE PROJECT.

The undersigned hereby certify that all information in and submitted with this Request for Funding is correct and that this Request is submitted with the approval of its Board of Directors.

Signature of President/Chairman

Signature of Executive Director

ACCT 27NO 46209483002
 FROM 01/01/2009
 TO 12/31/2009

PNC BANK, N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
 BRITTON FAMILY FOUNDATION AGENCY

PAGE 45
 RUN 03/01/2010
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TRUST YEAR ENDING 12/31/2009

TAX PREPARER 50
 TRUST ADMINISTRATOR 447
 INVESTMENT OFFICER 207

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
500 0000 CONGCCOPHILLIPS - 20825C104 - MINOR = 48						
SOLD		01/13/2009	25319 85			
ACQ	300 0000	01/19/2006	15191 91	19308 00	-4115 09	LT15
	100 0000	02/08/2006	5063 97	5040 00	-976 03	LT15
	100 0000	03/20/2006	5063 97	6100 00	-1036 03	LT15
650 0000 DOMINION RES INC VA NEW COM - 25746U109 - MINOR = 48						
SOLD		01/13/2009	22364 87			
ACQ	600 0000	11/03/2006	20644 50	24312 00	-3667 50	LT15
	50 0000	02/28/2007	1720 37	2154 41	-434 04	LT15
500 0000 ISHARES TR NASDQ BIO INDX FD - 464287556 - MINOR = 48						
SOLD		01/13/2009	34889 80			
ACQ	400 0000	10/10/2008	27911 84	24159 52	3752 32	ST
	100 0000	10/28/2008	6977 96	6233 75	744 21	ST
1450 0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 48						
SOLD		01/13/2009	37527 96			
ACQ	600.0000	01/19/2006	15528 81	23508 00	-7979 19	LT15
	400.0000	02/28/2007	10352 54	19844 00	-9491.46	LT15
	150 0000	08/21/2007	3882 20	6934 50	-3052 30	LT15
	300.0000	01/10/2008	7764 41	12448 94	-4684.53	LT15
150 0000 JACOBS ENGR GROUP INC COM - 469814107 - MINOR = 48						
SOLD		01/13/2009	7066 48			
ACQ	150 0000	03/20/2006	7066 48	6413 25	653 23	LT15
900 0000 PRINCIPAL FINANCIAL GROUP COM - 74251V102 - MINOR = 48						
SOLD		01/13/2009	17036 99			
ACQ	900 0000	10/03/2008	17036 99	29538 09	-12501.10	ST
2687 0860 T ROWE PRICE NEW HORIZONS FUND INC COM - 779562107 - MINOR = 55						
SOLD		01/13/2009	46835 91			
ACQ	945 9570	01/10/2007	16488 03	30346 30	-13858 27	LT15
	1053 3710	01/11/2008	18360.26	30000 00	-11639 74	LT15
	687 7580	05/12/2008	11987 62	20000 00	-8012.38	ST
700 0000 FOSTER WHEELER LTD - G36535139 - MINOR = 50						
SOLD		01/13/2009	17124 42			
ACQ	700.0000	11/03/2006	17124.42	15951 14	1173.28	LT15
100000 0000 MORGAN J P & CO INC MEDIUM TERM SUB NTS BOOK ENTRY TRANCHE # SB 00022 - 61688AAX6 - MINOR = 33						
SOLD		01/15/2009	100000 00			
ACQ	100000.0000	01/03/2002	100000 00	99007 00	993.00	LT15
750 0000 STATE STR CORP COM - 857477103 - MINOR = 48						
SOLD		01/22/2009	16273 79			
ACQ	750 0000	01/13/2009	16273 79	28806 23	-12532 44	ST
3052 8900 MASTERS SELECT FD INTERNATIONAL FD - 576417208 - MINOR = 58						
SOLD		01/27/2009	26529 61			
ACQ	3052.8900	01/19/2006	26529 61	55409 96	-28880.35	LT15
650 0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		01/27/2009	10368 74			
ACQ	650.0000	10/07/2008	10368 74	11696 49	-1327 75	ST
400 0000 VARIAN MED SYS INC - 92220P105 - MINOR = 48						
SOLD		01/27/2009	13975 91			
ACQ	400 0000	10/28/2008	13975 91	15255 96	-1280 05	ST
5791 7890 ASTON TAMRO SM CAP I - 00078H141 - MINOR = 55						
SOLD		05/19/2009	79000 02			
ACQ	5791 7890	01/13/2009	79000.02	69964 82	9035 20	ST
2467 1800 DODGE & COX INTERNATIONAL FUND - 256206103 - MINOR = 58						
SOLD		05/19/2009	61630 15			
ACQ	1882 8730	01/19/2006	47034 16	68103.52	-21069 36	LT15
	330 5000	01/13/2009	8255 89	7000 00	1255.89	ST
	253 8070	01/27/2009	6340 10	5000.00	1340.10	ST
775 0000 ENERGEN CORP COM - 29265N108 - MINOR = 48						
SOLD		05/19/2009	28711 93			
ACQ	400 0000	01/10/2007	14819 06	17920 00	-3100 94	LT15
	375 0000	01/13/2009	13892 87	10814 96	3077.91	ST
505 0000 ISHARES IBOX \$ INVESTMENT GRADE - 464287242 - MINOR = 57						
SOLD		05/19/2009	48924 15			
ACQ	505 0000	01/27/2009	48924 15	50025 30	-1101 15	ST
1400 0000 KROGER CO COM - 501044101 - MINOR = 48						
SOLD		05/19/2009	30479 87			
ACQ	1000.0000	01/10/2007	21771 34	23760 00	-1988 66	LT15
	300 0000	02/28/2007	6531 40	7666 46	-1135 06	LT15
	100 0000	08/21/2007	2177 13	2594 52	-417 39	LT15
2042 1190 T ROWE PRICE EMERGING MKTS #111 - 77956H864 - MINOR = 58						
SOLD		05/19/2009	44701 98			
ACQ	2042 1190	01/13/2009	44701.98	32000 00	12701.98	ST
9018 2650 ROYCE TOTAL RETURN FD #267 - 780905881 - MINOR = 55						
SOLD		05/19/2009	78729.43			
ACQ	2372.8210	01/19/2006	20714 72	31060 22	-10345 50	LT15
	2334 6300	05/12/2008	20381.31	30000 00	-9618 69	LT15
	4310.8140	01/13/2009	37633 40	36297 06	1336 34	ST
1619 0000 VANGUARD INTL EQ INDX EMRG MTK ETF - 922042858 - MINOR = 60						
SOLD		05/19/2009	50042 00			
ACQ	1619 0000	01/13/2009	50042.00	36506 51	13535 49	ST
300 0000 INVESCO LTD - G491BT108 - MINOR = 48						
SOLD		05/19/2009	4425.78			
ACQ	300.0000	01/13/2009	4425.78	3920 52	505 26	ST
600 0000 AT & T INC - 00206R102 - MINOR = 48						
SOLD		08/31/2009	15630 79			
ACQ	500.0000	10/28/2008	13025 66	12540 00	485.66	ST
	100.0000	01/13/2009	2605.13	2575.75	29 38	ST

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 TRUST ADMINISTRATOR 447
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LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
850 0000 ABBOTT LABS CCM - 002324100 - MINOR = 48						
SOLD		08/31/2009	38385 95			
ACQ	250 0000	05/09/2007	11289 99	14668 50	-3378 51	LT15
	200 0000	08/21/2007	9031 99	10330 82	-1358 83	LT15
	200 0000	10/28/2008	9031 99	10515 45	-1483 47	ST
	100 0000	01/13/2009	4515 99	4993 80	-477 81	ST
	100 0000	05/19/2009	4515 99	4346 92	169 07	ST
50 0000 AMGEN INC CO COM - 031162100 - MINOR = 48						
SOLD		08/31/2009	2979 92			
ACQ	50 0000	01/13/2009	2979 92	2880 40	99 52	ST
150 0000 BAXTER INTERNATIONAL INC COM - 071811109 - MINOR = 48						
SOLD		08/31/2009	8493 23			
ACQ	150.0000	01/27/2009	8493 23	8741.70	-248 47	ST
1218 0000 CVS CORPORATION (DEL) COM - 126650100 - MINOR = 48						
SOLD		08/31/2009	45322 80			
ACQ	751 5000	01/19/2006	27963 94	22842 00	5121 94	LT15
	165 5000	08/07/2006	6195 60	5472 57	723 03	LT15
	200 0000	08/21/2007	7442 17	7312 00	130 17	LT15
	100 0000	01/10/2008	3721 08	3764 74	-43 66	LT15
750 0000 CELGENE CORP COM - 151020104 - MINOR = 48						
SOLD		08/31/2009	38991 58			
ACQ	750 0000	10/07/2008	38991 58	42032.25	-3040 67	ST
1300 0000 CISCO SYS INC COM - 17275R102 - MINOR = 48						
SOLD		08/31/2009	27936 40			
ACQ	800 0000	03/20/2006	17191 63	17280 00	-88.37	LT15
	100 0000	02/28/2007	2148 95	2605 00	-456 05	LT15
	400 0000	06/07/2006	8595 82	8068 00	527 82	LT15
500 0000 DEERE & CO COM - 244199105 - MINOR = 48						
SOLD		08/31/2009	21525 39			
ACQ	500 0000	01/19/2006	21525 39	17880 00	3645 39	LT15
520 0000 EXELON CORP COM - 30161N101 - MINOR = 48						
SOLD		08/31/2009	25921 38			
ACQ	250 0000	02/08/2006	12462 20	13830 00	-1367.80	LT15
	100 0000	05/12/2008	4984 88	8415.19	-3430.31	LT15
	170 0000	01/13/2009	8474 30	9070 28	-595 98	ST
1075 0000 FIRSTENERGY CORP COM - 337932107 - MINOR = 48						
SOLD		08/31/2009	48420 62			
ACQ	250 0000	10/28/2008	11260.61	11740 00	-479 39	ST
	125 0000	01/13/2009	5630 30	5954 25	-323 95	ST
	700 0000	05/19/2009	31529 71	25786 18	5743 53	ST
400 0000 FRANKLIN RESOURCES INC COM - 354613101 - MINOR = 48						
SOLD		08/31/2009	36998.09			
ACQ	300.0000	06/07/2006	27748 57	26514 00	1234.57	LT15
	100 0000	11/03/2006	9249.52	11095.00	-1845 48	LT15
350 0000 GILEAD SCIENCES INC COM - 375558103 - MINOR = 48						
SOLD		08/31/2009	15715 54			
ACQ	350 0000	01/13/2009	15715 54	16963 80	-1248.25	ST
30 0000 GOOGLE INC - 38259P508 - MINOR = 48						
SOLD		08/31/2009	13745 34			
ACQ	30.0000	05/12/2008	13745.34	17401.80	-3656 46	LT15
1000 0000 INTEL CORP COM - 458140100 - MINOR = 48						
SOLD		08/31/2009	20089.58			
ACQ	900.0000	05/19/2009	18080 62	13886 05	4194.57	ST
	100.0000	10/28/2008	2008 96	1445 80	563.16	ST
305.0000 ISHARES TR RUSSELL MIDCAP - 464287499 - MINOR = 63						
SOLD		08/31/2009	22583.20			
ACQ	305 0000	05/19/2009	22583 20	19421.30	3161.90	ST
500 0000 JACOBS ENGR GROUP INC COM - 469814107 - MINOR = 48						
SOLD		08/31/2009	21760 44			
ACQ	100 0000	03/20/2006	4352 09	4275.50	76 59	LT15
	200 0000	06/07/2006	8704 18	7660 00	1044.18	LT15
	200 0000	08/07/2006	8704 18	8431 00	273.18	LT15
500 0000 LOCKHEED MARTIN CORP COM - 539830109 - MINOR = 48						
SOLD		08/31/2009	37234 39			
ACQ	300 0000	10/08/2008	22340 63	29863 26	-7522 63	ST
	200 0000	10/28/2008	14893 76	14728 49	165 27	ST
1100 0000 MARATHON OIL CORP COM - 565849106 - MINOR = 48						
SOLD		08/31/2009	33606 11			
ACQ	600.0000	10/28/2008	18330 61	13549 36	4781.25	ST
	200 0000	01/13/2009	6110 20	5658 00	452.20	ST
	300 0000	05/19/2009	9165 30	9050.55	114.75	ST
300 0000 MCDONALD'S CORP COM - 580135101 - MINOR = 48						
SOLD		08/31/2009	16713 13			
ACQ	300 0000	05/19/2009	16713 13	16238 10	475.03	ST
650 0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 48						
SOLD		08/31/2009	35788 80			
ACQ	500 0000	10/07/2008	27529 85	20549 05	6980.80	ST
	100 0000	05/19/2009	5505 97	4578.66	927.31	ST
	50.0000	10/28/2008	2752.98	1588 00	1164 98	ST
750 0000 METLIFE INC COM - 59156R108 - MINOR = 48						
SOLD		08/31/2009	28064 35			
ACQ	50 0000	09/24/2008	1870 96	2709 61	-838 65	ST
	500.0000	10/28/2008	18709 57	12986 65	5722.92	ST
	200.0000	01/13/2009	7483 83	5850 00	1633 83	ST

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 TRUST ADMINISTRATOR 447
 INVESTMENT OFFICER 207

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
1100 0000 MICROSOFT CORP COM - 594918104 - MINOR = 48						
SOLD		08/31/2009	27004 42			
ACQ	1000 0000	01/19/2006	24549 47	27220 00	-2570 53	LT15
	100 0000	08/07/2006	2454 95	2428 00	25 95	LT15
100 0000 NIKE INC COM CLASS B - 654106103 - MINOR = 48						
SOLD		08/31/2009	5523 94			
ACQ	100 0000	10/08/2008	5523 94	5602 44	-78 50	ST
1000 0000 NOKIA CORP SPONSORED ADR - 654902204 - MINOR = 50						
SOLD		08/31/2009	13921 34			
ACQ	1000 0000	05/12/2008	13921 34	28418 30	-14496 96	LT15
400 0000 OCCIDENTAL PETROLEUM CORP COM - 674599105 - MINOR = 48						
SOLD		08/31/2009	29018 45			
ACQ	200 0000	08/21/2007	14509 23	11089 46	3419.77	LT15
	200 0000	01/19/2006	14509 23	9113 50	5395 73	LT15
600 0000 OMNICOM GROUP INC COM - 681919106 - MINOR = 48						
SOLD		08/31/2009	21679 39			
ACQ	600 0000	01/10/2008	21679 39	27544 86	-5865 47	LT15
1400 0000 PFIZER INC COM - 717081103 - MINOR = 48						
SOLD		08/31/2009	23087 92			
ACQ	750 0000	10/07/2008	12368 53	13495 95	-1127 42	ST
	300 0000	05/19/2009	4947 41	4553 76	393.65	ST
	350 0000	10/10/2008	5771 98	5225 29	546 69	ST
1200 0000 PHILLIP MORRIS INTL INC - 718172109 - MINOR = 48						
SOLD		08/31/2009	54432 17			
ACQ	600 0000	05/09/2007	27216 09	28637 28	-1421 20	LT15
	100 0000	08/21/2007	4536 01	4689 47	-153 46	LT15
	200 0000	01/10/2008	9072.03	10993 93	-1921.90	LT15
	300 0000	05/12/2008	13608 04	15649 38	-2041 34	LT15
300 0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 48						
SOLD		08/31/2009	16031 61			
ACQ	300 0000	01/19/2006	16031.61	17577 00	-1545 39	LT15
520 0000 QUALCOMM INC COM - 747525103 - MINOR = 48						
SOLD		08/31/2009	24013.92			
ACQ	250 0000	01/19/2006	11545 15	12115 00	-569 85	LT15
	200 0000	02/08/2006	9236 12	9213 00	23 12	LT15
	70 0000	05/19/2009	3232 64	2891 51	341 13	ST
1300 0000 QUANTA SVCS INC - 74762E102 - MINOR = 48						
SOLD		08/31/2009	28588 34			
ACQ	1300 0000	01/10/2008	28588 34	30774 90	-2186 56	LT15
350 0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 50						
SOLD		08/31/2009	19599 49			
ACQ	200 0000	10/10/2008	11199.71	11358 00	-158.29	ST
	150 0000	05/19/2009	8399 78	8112 00	287 78	ST
1527 0000 SELECT SECTOR SPDR FUND MATERIALS - 81369Y100 - MINOR = 48						
SOLD		08/31/2009	45152 22			
ACQ	1200 0000	10/28/2008	35483.08	26460.00	9023 08	ST
	150 0000	01/13/2009	4435 39	3354.00	1081 39	ST
	177 0000	05/19/2009	5233 75	4737 83	495.92	ST
2018 0000 SECTOR SPDR TR SBI INT-INDS - 81369Y704 - MINOR = 48						
SOLD		08/31/2009	50186 37			
ACQ	1000 0000	01/13/2009	24869 36	22168 00	2701 36	ST
	1018 0000	05/19/2009	25317 01	22905 00	2412 01	ST
1400 0000 SPECTRA ENERGY CORP - 847560109 - MINOR = 48						
SOLD		08/31/2009	26111 85			
ACQ	1400 0000	01/13/2009	26111 85	21434 00	4677 85	ST
1300 0000 STAPLES INC COM - 855030102 - MINOR = 48						
SOLD		08/31/2009	27910 41			
ACQ	600 0000	02/28/2007	12881 73	15852 00	-2970 27	LT15
	500 0000	05/09/2007	10734.77	12469.30	-1734 53	LT15
	200 0000	01/10/2008	4293 91	4353 46	-59 55	LT15
700 0000 THE TRAVELERS COS INC - 89417E109 - MINOR = 48						
SOLD		08/31/2009	34785 24			
ACQ	350 0000	01/13/2009	17392 62	14459 73	2932.89	ST
	350 0000	01/22/2009	17392.62	13998 28	3394 34	ST
650 0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 48						
SOLD		08/31/2009	20040 28			
ACQ	650 0000	01/13/2009	20040 28	20344 29	-304 01	ST
1700 0000 INVESCO LTD - G491BT108 - MINOR = 48						
SOLD		08/31/2009	34953 81			
ACQ	1700 0000	01/13/2009	34953.81	22216.28	12737 53	ST
1200 0000 NABORS INDUSTRIES LTD SHS - G6359F103 - MINOR = 50						
SOLD		08/31/2009	20953 62			
ACQ	1200 0000	01/13/2009	20953.62	13941.84	7011 78	ST
850 0000 ACE LIMITED - H0023R105 - MINOR = 48						
SOLD		08/31/2009	44135 45			
ACQ	450 0000	01/19/2006	23365.83	24768 00	-1402 17	LT15
	200 0000	02/08/2006	10384 81	10799.00	-414 19	LT15
	200 0000	05/09/2007	10384 91	12222 92	-1838 11	LT15
2426 7520 VANGUARD INTERNATIONAL VALUE - 921939203 - MINOR = 58						
SOLD		09/04/2009	70861 16			
ACQ	1362 0270	02/08/2006	39771.19	50000 00	-10228 81	LT15
	782.6380	03/24/2006	22853.03	30092.43	-7239.40	LT15
	282 0870	01/27/2009	8236 94	6000 00	2236 94	ST
TOTALS			1995858 07	2103530.61		

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LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOW

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
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SUMMARY OF CAPITAL GAINS/LOSSES

	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
FEDERAL						
SUBTOTAL FROM ABOVE	79741 80	0 00	-187414 34	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	1580 63			0 00
	79741 80	0.00	-185833 71	0 00	0 00	0 00
STATE						
SUBTOTAL FROM ABOVE	79741 80	0 00	-187414 34	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0.00	0.00	1580 63			0 00
	79741 80	0 00	-185833 71	0 00	0.00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
PENNSYLVANIA	N/A	N/A