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

2010

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 2010, 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

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) c/o J.D. Cullen, 100 State Street	Room/suite 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		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) \$ 3,227,012.	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					
3 Interest on savings and temporary cash investments		29,728.	29,728.		Statement 1
4 Dividends and interest from securities		34,424.	34,424.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		47,946.			
b Gross sales price for all assets on line 6a 844,738.					
7 Capital gain net income (from Part IV, line 2)			47,946.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		112,098.	112,098.		
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 3		16,128.	8,064.		8,064.
b Accounting fees					
c Other professional fees Stmt 4		17,171.	17,171.		0.
17 Interest					
18 Taxes Stmt 5		402.	402.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		33,701.	25,637.		8,064.
25 Contributions, gifts, grants paid		26,300.			26,300.
26 Total expenses and disbursements. Add lines 24 and 25		60,001.	25,637.		34,364.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		52,097.			
b Net investment income (if negative, enter -0-)			86,461.		
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				
	2	Savings and temporary cash investments		53,798.	91,190.	91,190.
	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 6		199,614.	99,967.	103,939.
	b	Investments - corporate stock Stmt 7		2,012,966.	2,076,719.	2,675,405.
	c	Investments - corporate bonds Stmt 8		149,715.	200,325.	203,390.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other Stmt 9		162,080.	162,080.	153,088.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)					
16	Total assets (to be completed by all filers)		2,578,173.	2,630,281.	3,227,012.	
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		2,578,173.	2,630,281.	
	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		2,578,173.	2,630,281.	
31	Total liabilities and net assets/fund balances		2,578,173.	2,630,281.		

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	2,578,173.
2	Enter amount from Part I, line 27a	2	52,097.
3	Other increases not included in line 2 (itemize) Balancing Adjustment	3	11.
4	Add lines 1, 2, and 3	4	2,630,281.
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	2,630,281.

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 Long Term - See Attached	P	Various	Various
b Short Term - See Attached	P	Various	Various
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 527,250.		487,606.	39,644.
b 315,681.		309,186.	6,495.
c 1,807.			1,807.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			39,644.
b			6,495.
c			1,807.
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	47,946.
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))
2009	200,935.	2,507,305.	.080140
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

2 Total of line 1, column (d)	2	.283721
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	.056744
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,883,541.
5 Multiply line 4 by line 3	5	163,624.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	865.
7 Add lines 5 and 6	7	164,489.
8 Enter qualifying distributions from Part XII, line 4	8	34,364.

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(a) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.	1	1,729.
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	1,729.
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	1,729.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	474.
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	474.
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	1,255.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
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
16 At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? 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)
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?
b If "Yes," did it have excess business holdings in 2010 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 2010.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

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 the 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
 Organizations relying on a current notice regarding disaster assistance check here ▶

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes No 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? 7b Yes No N/A

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.	0.
John W. Britton 9620 Donation Road Waterford, PA 16441	Vice Pres./Treas./Director 0.00	0.	0.	0.
James D. Cullen, Esq. 100 State Street, Suite 700 Erie, PA 165071459	Secretary/Director 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

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	
3 All other program-related investments See instructions.	
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	2,823,358.
b	Average of monthly cash balances	1b	104,095.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,927,453.
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	2,927,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,912.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,883,541.
6	Minimum investment return. Enter 5% of line 5	6	144,177.

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	144,177.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,729.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,729.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	142,448.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	142,448.
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	142,448.

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	34,364.
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	34,364.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,364.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				142,448.
2 Undistributed Income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				3,200.
d From 2008				171,325.
e From 2009				76,442.
f Total of lines 3a through e	250,967.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 34,364.				
a Applied to 2009, 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 2010 distributable amount				34,364.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	108,084.			108,084.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	142,883.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	142,883.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				66,441.
d Excess from 2009				76,442.
e Excess from 2010				

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 2010, 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)

	Prior 3 years				(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement 10				
Total			▶ 3a	26,300.
<i>b Approved for future payment</i>				
None				
Total			▶ 3b	0.

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

<u>Source</u>	<u>Amount</u>
PNC Bank - Investment Account	29,724.
PNC Bank Checking Account	4.
Total to Form 990-PF, Part I, line 3, Column A	<u>29,728.</u>

Form 990-PF Dividends and Interest from Securities Statement -2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PNC Bank - Investment Account	34,424.	0.	34,424.
PNC Bank Capital Gain Dividends	1,807.	1,807.	0.
Total to Fm 990-PF, Part I, ln 4	36,231.	1,807.	34,424.

Form 990-PF

Legal Fees

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MacDonald, Illig, Jones & Britton LLP	16,128.	8,064.		8,064.
To Fm 990-PF, Pg 1, ln 16a	16,128.	8,064.		8,064.

Form 990-PF	Other Professional Fees			Statement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	17,171.	17,171.		0.
To Form 990-PF, Pg 1, ln 16c	17,171.	17,171.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	52.	52.		0.
2010 Form 990-PF Estimated Taxes	350.	350.		0.
To Form 990-PF, Pg 1, ln 18	402.	402.		0.

Form 990-PF U.S. and State/City Government Obligations Statement 6

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		0.	0.
Federal Home Ln Bank dtd 11/13/06 due 11/18/11	X		99,967.	103,939.
Total U.S. Government Obligations			99,967.	103,939.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			99,967.	103,939.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
AT&T Inc.	21,208.	24,973.
Cisco Sys. Inc.	12,278.	14,161.
JPMorgan Chase	43,368.	42,420.
Microsoft Corp	25,337.	30,701.
Occidental Pete Corp.	18,099.	39,240.
Oracle Corp.	22,723.	50,080.
Pepsico Inc.	24,830.	29,399.
Procter & Gamble Co.	30,998.	34,738.
Qualcomm Inc.	0.	0.
Royce Total Return Fd.	22,703.	36,108.
Harbor Intl. Fd.	118,845.	149,995.
Masters Select Intl. Fd.	121,000.	148,053.
Apache Corp Comm	19,541.	35,769.
Google Inc.	32,563.	41,578.
Home Depot Inc.	0.	0.
Intel Corp Comm.	10,121.	14,721.
Medco Health Solutions	9,846.	18,994.
Nike Inc.	10,703.	17,084.
Pfizer Inc.	23,182.	24,514.
Schlumberger LTD	11,373.	20,875.
Wal Mart Stores	26,110.	26,965.
Aecom Technology Corp	0.	0.
Allergan Inc Com	18,348.	22,661.
American Tower Corp	12,095.	19,623.
Amgen Inc Com	11,522.	10,980.
Amphenol Corp New	0.	0.
Apple Inc	33,560.	64,512.
Autozone Inc Com	0.	0.
Baxter Intl Inc Com	22,461.	20,248.
Becton Dickinson & Co Com	0.	0.
Bristol Myers Squibb Co Com	0.	0.
Broadcom Corp Cl A	12,725.	19,598.
Celanese Corp Del Com Ser A	11,479.	18,527.
Chubb Corp Com	17,156.	20,874.
Clorox Co Com	0.	0.
Colgate-Palmolive Co Com	0.	0.
CSX Corp Com	0.	0.
Discovery Communications New Com Ser A	0.	0.
Dolby Laboratories Inc - Cl A Com	13,584.	23,345.
EBay Inc Com	19,105.	23,656.
Exxon Mobil Corp Com	43,701.	46,066.
FPL Group Inc Com	0.	0.
Freeport-Mcmoran Copper & Gold Inc Cl B	12,284.	23,418.
General Mills Inc Com	21,950.	24,913.
Goldman Sachs Group Inc Com	22,820.	23,542.
Grainger W W Inc Com	12,977.	20,717.
Hudson City Bancorp Com	0.	0.

International Business Machines Corp Com	25,871.	32,287.
International Paper Co Com	0.	0.
ITT Industries Inc Com	0.	0.
Johnson & Johnson Com	18,966.	19,483.
Kohls Corp Com	15,508.	16,302.
Lubrizol Corp Com	0.	0.
Mastercard Inc Com	0.	0.
McDonalds Corp Com	16,238.	23,028.
McKesson Corp Com	0.	0.
Noble Corporation Com	0.	0.
Owens Illinois Inc Com	0.	0.
Price T Rowe Group Inc Com	14,826.	21,298.
Rockwell Automation Inc Com New	16,190.	27,250.
St Jude Medical Inc Com	0.	0.
State Str Corporation Com	0.	0.
Talisman Energy Inc Com	12,823.	17,752.
Union Pac Corp Com	0.	0.
United Technologies Corp Com	20,507.	25,978.
UnitedHealth Group Inc Com	18,232.	23,472.
UBS Corp New Com	0.	0.
Viacom Inc New Cl B	14,994.	23,766.
Wells Fargo & Co New Com	30,017.	34,089.
Wisconsin Energy Corp Com	20,456.	26,487.
XTO Energy Inc	0.	0.
3M Company Com	20,932.	24,164.
Aston Tamro Sm Cap I	22,035.	39,402.
IShares TR Russell Midcap	133,289.	211,437.
IShares TR Russell 2000 Small Cap	26,845.	34,660.
Vanguard Intl Equity Index Fd Inc Emerging Markets ETF	61,466.	100,721.
Dodge & Cox Income Fd #147	178,000.	187,029.
Franklin Res. Inc.	16,560.	16,682.
Metlife Inc.	11,539.	14,221.
Ford Motor Company	13,811.	20,148.
Johnson Controls Inc.	23,230.	30,560.
News Corporation Cl A	22,859.	25,334.
Scripps Networks Interac Cl A	21,593.	25,875.
Lauder Estee Cos Inc. Cl A	17,062.	23,403.
JM Smucker Co.	20,079.	21,665.
Core Laboratories N V	16,167.	17,810.
American Express Co.	14,482.	15,022.
Ameriprise Financial Inc.	17,027.	23,020.
Capital One Financial Corp.	13,442.	15,747.
US Bancorp Del Com New	21,829.	24,812.
Covidien PLC	22,215.	20,547.
Amerisourcebergen Corp.	14,695.	18,425.
Merck & Co. Inc.	15,152.	14,416.
Cooper Industries PLC	17,628.	23,316.
Cummins Inc.	13,711.	33,003.
Federal Express Corp.	17,448.	18,602.
General Electric Co.	16,226.	18,290.
Illinois Tool Works Inc.	19,995.	21,360.
EMC Corp	19,705.	25,877.
American Electric Power Inc.	21,588.	21,588.

The Britton Family Foundation

25-1618532

Williams Companies Inc.	22,468.	24,720.
iShares MSCI Index Fund	88,418.	89,309.
Total to Form 990-PF, Part II, line 10b	<u>2,076,719.</u>	<u>2,675,405.</u>

Form 990-PF

Corporate Bonds

Statement 8

Description	Book Value	Fair Market Value
General Electric Cap. Corp. Med Term Note dtd 01/19/00 due 01/19/10	0.	0.
Bank of America Corp DTD 01/23/03 Due 01/15/13	50,412.	52,081.
Vanguard Total Bond Market ETF	149,913.	151,309.
Total to Form 990-PF, Part II, line 10c	200,325.	203,390.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Structured Note, Barclays Bank	COST	82,080.	77,840.
Structured Note, Credit-Suisse	COST	40,000.	44,852.
Structured Note, JP Morgan	COST	40,000.	30,396.
Total to Form 990-PF, Part II, line 13		162,080.	153,088.

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 10

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	5,000.
Chautauqua Foundation P.O. Box 28, One Ames Ave. Chautauqua, NY 14722	none General Unrestricted	Public Charity	3,000.
Chautauqua Institution P.O. Box 28, One Ames Ave. Chautauqua, NY 14722	none General Unrestricted	Public Charity	2,000.
Dr. Gertrude A. Barber National Institute 136 East Avenue Erie, PA 16507	none General Unrestricted	Public Charity	300.
Erie Day School 1372 West Sixth Street Erie, PA 16505	none General Unrestricted	Public Charity	5,500.
Erie Philharmonic 609 Walnut Street Erie, PA 16502	none General Unrestricted	Public Charity	600.
Erie Playhouse 13 W. 10th St. Erie, PA 16501	none General Unrestricted	Public Charity	300.

The Britton Family Foundation

25-1618532

Erie Zoological Society P.O. Box 3208 Erie, PA 16508	none General Unrestricted	Public Charity	250.
Flagship Niagara League 150 East Front Street Erie, PA 16507	none General Unrestricted	Public Charity	250.
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	2,500.
Sarah Reed Children's Center 227 West 22nd Street Erie, PA 16502	none General Unrestricted	Public Charity	500.
TREC 8342 Platz Road Fairview, PA 16415	none General Unrestricted	Public Charity	500.
Visting Nurse Association of Erie County 2253 West Grandview Blvd. Erie, PA 16506	none General Unrestricted	Public Charity	250.
Total to Form 990-PF, Part XV, line 3a			<hr/> <hr/> 26,300.

ACCT 2XNO 21550019419965
 FROM 01/01/2010
 TO 12/31/2010

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

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TRUST YEAR ENDING 12/31/2010

TAX PREPARER: 729
 TRUST ADMINISTRATOR: 697
 INVESTMENT OFFICER: 244

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
450.0000 AECOM TECHNOLOGY CORP - 00766T100 - MINOR = 053100						
SOLD		01/11/2010	13474.47			
ACQ	450.0000	08/31/2009	13474.47	12243.83	1230.64	ST
100.0000 AMERICAN TOWER CORP CL A - 029912201 - MINOR = 053100						
SOLD		01/11/2010	4383.89			
ACQ	100.0000	08/31/2009	4383.89	3182.81	1201.08	ST
450.0000 AMPHENOL CORP NEW CL A - 032095101 - MINOR = 053100						
SOLD		01/11/2010	20253.97			
ACQ	450.0000	08/31/2009	20253.97	15681.56	4572.41	ST
50.0000 APACHE CORP COM - 037411105 - MINOR = 053100						
SOLD		01/11/2010	5329.86			
ACQ	50.0000	08/31/2009	5329.86	4237.00	1092.86	ST
85.0000 AUTOZONE INC COM - 053332102 - MINOR = 053100						
SOLD		01/11/2010	13178.06			
ACQ	85.0000	08/31/2009	13178.06	12493.17	684.89	ST
190.0000 BECTON DICKINSON & CO COM - 075887109 - MINOR = 053100						
SOLD		01/11/2010	14851.04			
ACQ	190.0000	08/31/2009	14851.04	13158.83	1692.21	ST
300.0000 CISCO SYS INC COM - 17275R102 - MINOR = 053100						
SOLD		01/11/2010	7353.47			
ACQ	300.0000	06/07/2006	7353.47	6051.00	1302.47	LT15
330.0000 CLOROX CO COM - 189054109 - MINOR = 053100						
SOLD		01/11/2010	20199.67			
ACQ	330.0000	08/31/2009	20199.67	19418.38	781.29	ST
750.0000 DISCOVERY COMMUNICATIONS CL A - 25470F104 - MINOR = 053100						
SOLD		01/11/2010	24375.19			
ACQ	750.0000	08/31/2009	24375.19	19491.68	4883.51	ST
50.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 053100						
SOLD		01/11/2010	3509.40			
ACQ	50.0000	08/31/2009	3509.40	3468.30	41.10	ST
300.0000 FPL GROUP INC COM - 302571104 - MINOR = 053100						
SOLD		01/11/2010	15685.58			
ACQ	300.0000	08/31/2009	15685.58	16815.00	-1129.42	ST
20.0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 053100						
SOLD		01/11/2010	3416.51			
ACQ	20.0000	08/31/2009	3416.51	3260.05	156.46	ST
1250.0000 HUDSON CITY BANCORP INC - 443683107 - MINOR = 053100						
SOLD		01/11/2010	17765.57			
ACQ	1250.0000	08/31/2009	17765.57	16437.50	1328.07	ST
450.0000 ITT INDUSTRIES INC COM - 450911102 - MINOR = 053100						
SOLD		01/11/2010	22824.00			
ACQ	450.0000	08/31/2009	22824.00	22436.14	387.86	ST
200.0000 INTEL CORP COM - 458140100 - MINOR = 31001						
SOLD		01/11/2010	4175.91			
ACQ	200.0000	10/28/2008	4175.91	2891.60	1284.31	LT15
200.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		01/11/2010	12836.11			
ACQ	200.0000	08/31/2009	12836.11	12041.78	794.33	ST
240.0000 LUBRIZOL CORP COM - 549271104 - MINOR = 1						
SOLD		01/11/2010	18330.97			
ACQ	240.0000	08/31/2009	18330.97	15297.95	3033.02	ST
80.0000 NIKE INC COM CLASS B - 654106103 - MINOR = 053100						
SOLD		01/11/2010	5184.66			
ACQ	80.0000	10/08/2008	5184.66	4481.95	702.71	LT15
800.0000 ORACLE CORPORATION - 68389X105 - MINOR = 053100						
SOLD		01/11/2010	19591.51			
ACQ	200.0000	01/10/2008	4897.88	4329.46	568.42	LT15
600.0000		05/19/2009	14693.63	11367.80	3325.83	ST
430.0000 OWENS ILLINOIS COM NEW - 690768403 - MINOR = 053100						
SOLD		01/11/2010	14058.27			
ACQ	430.0000	08/31/2009	14058.27	14484.04	-425.77	ST
350.0000 ST JUDE MEDICAL INC COM - 790849103 - MINOR = 053100						
SOLD		01/11/2010	13623.53			
ACQ	350.0000	08/31/2009	13623.53	13456.98	166.55	ST
500.0000 STATE STR CORP COM - 857477103 - MINOR = 053100						
SOLD		01/11/2010	22152.79			
ACQ	500.0000	08/31/2009	22152.79	26313.59	-4160.80	ST
280.0000 URS CORP NEW COM - 903236107 - MINOR = 053100						
SOLD		01/11/2010	13666.75			
ACQ	280.0000	08/31/2009	13666.75	12106.78	1559.97	ST
400.0000 UNION PACIFIC CORP COM - 907818108 - MINOR = 053100						
SOLD		01/11/2010	27000.18			
ACQ	400.0000	08/31/2009	27000.18	23811.24	3188.94	ST
600.0000 XTO ENERGY INC - 98385X106 - MINOR = 053100						
SOLD		01/11/2010	28872.26			
ACQ	600.0000	08/31/2009	28872.26	23116.86	5755.40	ST
100000.0000 FEDERAL NATL MTG ASSN DEB DTD 1-14-00 7.250% DUE 1-15-2010 - 31359MFG3 - MINOR = 21						
SOLD		01/15/2010	100000.00			
ACQ	100000.0000	01/19/2000	100000.00	99647.00	353.00	LT15
100000.0000 GEN ELEC CAP CRP GE DTD 01-19-00 7.375% DUE 01-19-10 - 36962GUL6 - MINOR = 33						
SOLD		01/19/2010	100000.00			
ACQ	100000.0000	01/19/2000	100000.00	99303.00	697.00	LT15
50.0000 AMGEN INC CO COM - 031162100 - MINOR = 053100						
SOLD		01/27/2010	2869.47			
ACQ	50.0000	01/13/2009	2869.47	2880.40	-10.93	LT15

ACCT 2XN0 21550019419965
 FROM 01/01/2010
 TO 12/31/2010

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

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TRUST YEAR ENDING 12/31/2010

TAX PREPARER: 729
 TRUST ADMINISTRATOR: 697
 INVESTMENT OFFICER: 244

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
50.0000 BAXTER INTERNATIONAL INC COM - 071813109 - MINOR = 053100						
SOLD		01/27/2010	2908.46			
ACQ	50.0000	01/27/2009	2908.46	2913.90	-5.44	ST
500.0000 BRISTOL MYERS SQUIBB CO889898 COM - 110122108						
SOLD		01/27/2010	12064.84			
ACQ	500.0000	08/31/2009	12064.84	10949.25	1115.59	ST
430.0000 CSX CORP COM - 126408103 - MINOR = 053100						
SOLD		01/27/2010	19474.45			
ACQ	430.0000	08/31/2009	19474.45	18214.07	1260.38	ST
100.0000 CELANESE CORP-SERIES A - 150870103 - MINOR = 053100						
SOLD		01/27/2010	3127.18			
ACQ	100.0000	08/31/2009	3127.18	2550.83	576.35	ST
30.0000 COLGATE-PALMOLIVE CO COM - 194162103 - MINOR = 053100						
SOLD		01/27/2010	2402.37			
ACQ	30.0000	08/31/2009	2402.37	2177.32	225.05	ST
35.0000 FREEPORT MCMORAN COPPER&GOLD CL B - 35671D857 - MINOR = 053100						
SOLD		01/27/2010	2467.46			
ACQ	35.0000	08/31/2009	2467.46	2204.81	262.65	ST
100.0000 GOLDMAN SACHS GROUP INC COM - 38141G104 - MINOR = 053100						
SOLD		01/27/2010	15090.18			
ACQ	100.0000	08/31/2009	15090.18	16300.27	-1210.09	ST
1050.0000 HOME DEPOT INC COM - 437076102 - MINOR = 053100						
SOLD		01/27/2010	29063.74			
ACQ	900.0000	05/12/2008	24911.78	25514.73	-602.95	LT15
	150.0000	01/13/2009	4151.96	3364.49	787.47	LT15
150.0000 INTERNATIONAL PAPER CO COM - 460146103 - MINOR = 053100						
SOLD		01/27/2010	3487.78			
ACQ	150.0000	08/31/2009	3487.78	3403.22	84.56	ST
49.0000 ISHARES TR RUSSELL MIDCAP INDEX FD - 464287499 - MINOR = 08020						
SOLD		01/27/2010	3974.82			
ACQ	49.0000	01/11/2010	3974.82	4175.29	-200.47	ST
100.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 053100						
SOLD		01/27/2010	3881.96			
ACQ	100.0000	08/31/2009	3881.96	4336.82	-454.86	ST
65.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001						
SOLD		01/27/2010	4119.14			
ACQ	65.0000	08/31/2009	4119.14	3913.58	205.56	ST
45.0000 MASTERCARD INC CL A - 57636Q104 - MINOR = 053100						
SOLD		01/27/2010	11414.55			
ACQ	45.0000	08/31/2009	11414.55	9097.20	2317.35	ST
50.0000 MCKESSON HBOC INC COMMN - 58155Q103 - MINOR = 053100						
SOLD		01/27/2010	2972.46			
ACQ	50.0000	08/31/2009	2972.46	2832.50	139.96	ST
40.0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 053100						
SOLD		01/27/2010	2499.96			
ACQ	40.0000	10/28/2008	2499.96	1270.40	1229.56	LT15
220.0000 NIKE INC COM CLASS B - 654106103 - MINOR = 053100						
SOLD		01/27/2010	14033.62			
ACQ	220.0000	10/08/2008	14033.62	12325.37	1708.25	LT15
50.0000 PEPSICO INC COM - 713448108 - MINOR = 053100						
SOLD		01/27/2010	2999.86			
ACQ	50.0000	01/19/2006	2999.86	2908.50	91.36	LT15
400.0000 WAL-MART STORES INC COM - 931142103 - MINOR = 053100						
SOLD		01/27/2010	21313.53			
ACQ	400.0000	05/12/2008	21313.53	23239.20	-1925.67	LT15
580.0000 QUALCOMM INC COM - 747525103 - MINOR = 053100						
SOLD		02/12/2010	22450.07			
ACQ	300.0000	01/10/2007	11612.11	11445.00	167.11	LT15
	250.0000	01/10/2008	9676.75	9534.33	142.42	LT15
	30.0000	05/19/2009	1161.21	1239.22	-78.01	ST
340.0000 COLGATE-PALMOLIVE CO COM - 194162103 - MINOR = 053100						
SOLD		02/17/2010	27465.02			
ACQ	340.0000	08/31/2009	27465.02	24676.32	2788.70	ST
600.0000 INTERNATIONAL PAPER CO COM - 460146103 - MINOR = 053100						
SOLD		02/17/2010	14488.80			
ACQ	600.0000	08/31/2009	14488.80	13612.86	875.94	ST
95.0000 MASTERCARD INC CL A - 57636Q104 - MINOR = 053100						
SOLD		02/17/2010	21383.33			
ACQ	95.0000	08/31/2009	21383.33	19205.20	2178.13	ST
250.0000 MCKESSON HBOC INC COMMN - 58155Q103 - MINOR = 053100						
SOLD		02/17/2010	14839.14			
ACQ	250.0000	08/31/2009	14839.14	14162.50	676.64	ST
500.0000 NOBLE CORPORATION SEDOL: B65Z9D7 - H5833N103 - MINOR = 053703						
SOLD		07/13/2010	16044.72			
ACQ	500.0000	08/31/2009	16044.72	17318.94	-1274.22	ST
CHANGED 02/19/11 PJC						
TOTALS			842930.53	796791.80		

**THE NEXT ALLOCATION MEETING WILL BE HELD IN DECEMBER 2010.
PLEASE HAVE COMPLETED APPLICATION SUBMITTED BY
NOVEMBER 15, 2010**

**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

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Rvd 06/01/10