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

2011

Department of the Treasury
Internal Revenue Service

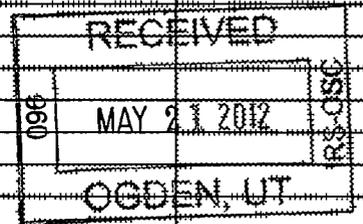
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, and ending

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"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,139,568. (Part I, column (d) must be on cash basis.)	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 <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	21,422.	21,422.		Statement 1
	4 Dividends and interest from securities	44,529.	44,529.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	223,529.			
	b Gross sales price for all assets on line 6a 1,504,379.				
	7 Capital gain net income (from Part IV, line 2)		223,529.		
	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	358.	358.		Statement 3	
12 Total. Add lines 1 through 11	289,838.	289,838.			
Operating and Administrative Expenses	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	16,960.	8,480.		8,480.
	b Accounting fees				
	c Other professional fees Stmt 5	18,862.	18,862.		0.
	17 Interest				
	18 Taxes Stmt 6	3,023.	8.		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	38,845.	27,350.		8,480.
	25 Contributions, gifts, grants paid	41,650.			41,650.
26 Total expenses and disbursements. Add lines 24 and 25	80,495.	27,350.		50,130.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	209,343.				
b Net investment income (if negative, enter -0-)		262,488.			
c Adjusted net income (if negative, enter -0-)			N/A		



MAY 30 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	91,190.	85,447.	85,447.
	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 7	99,967.	0.	0.
	b Investments - corporate stock Stmt 8	2,076,719.	2,309,688.	2,622,945.
	c Investments - corporate bonds Stmt 9	200,325.	265,503.	272,501.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 10	162,080.	178,829.	158,675.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	2,630,281.	2,839,467.	3,139,568.	
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	2,630,281.	2,839,467.	
	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	2,630,281.	2,839,467.		
31 Total liabilities and net assets/fund balances	2,630,281.	2,839,467.		

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	2,630,281.
2 Enter amount from Part I, line 27a	2	209,343.
3 Other increases not included in line 2 (itemize) <u>Balancing Adjustment</u>	3	6.
4 Add lines 1, 2, and 3	4	2,839,630.
5 Decreases not included in line 2 (itemize) <u>Cost Basis Adjustment per PNC</u>	5	163.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,839,467.

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 Short Term - See Attached	P		
b 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 456,489.		463,475.	-6,986.
b 1,036,496.		817,375.	219,121.
c 11,394.			11,394.
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			-6,986.
b			219,121.
c			11,394.
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	223,529.
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))
2010	34,364.	2,883,541.	.011917
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

2 Total of line 1, column (d)	2	.253811
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	.050762
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,212,390.
5 Multiply line 4 by line 3	5	163,067.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,625.
7 Add lines 5 and 6	7	165,692.
8 Enter qualifying distributions from Part XII, line 4	8	50,130.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	5,250.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	5,250.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,250.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,760.
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	1,760.
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	3,490.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
b	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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ 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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 2011 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 2011.) 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 2011?	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.

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

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 165071459	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	
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	3,167,706.
b	Average of monthly cash balances	1b	93,604.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,261,310.
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	3,261,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,920.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,212,390.
6	Minimum investment return. Enter 5% of line 5	6	160,620.

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	160,620.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,250.
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	155,370.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	155,370.
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	155,370.

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	50,130.
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	50,130.
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	50,130.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				155,370.
2 Undistributed Income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008		66,441.		
d From 2009		76,442.		
e From 2010				
f Total of lines 3a through e	142,883.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 50,130.				
a Applied to 2010, 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 2011 distributable amount				50,130.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	105,240.			105,240.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,643.			
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 2010. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	37,643.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009	37,643.			
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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)				
a Paid during the year				
Cathedral Preparatory School 225 West 9th Street Erie, PA 16501	none	Public Charity	General Unrestricted	5,000.
Chautauqua Foundation P.O. Box 28 Chautauqua, NY 14722	none	Public Charity	General Unrestricted	3,000.
Dr. Gertrude A. Barber National Institute 136 East Avenue Erie, PA 16507	none	Public Charity	General Unrestricted	300.
Erie Art Museum 411 State Street Erie, PA 16501	none	Public Charity	General Unrestricted	25,000.
Erie Day School 1372 West Sixth Street Erie, PA 16505	none	Public Charity	General Unrestricted	5,000.
Total	See continuation sheet(s)			41,650.
b Approved for future payment				
None				
Total				
				0.

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

Source	Amount
PNC Bank - Investment Account	21,415.
PNC Bank Checking Account	7.
Total to Form 990-PF, Part I, line 3, Column A	21,422.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PNC Bank - Investment Account	55,923.	11,394.	44,529.
Total to Form 990-PF, Part I, ln 4	55,923.	11,394.	44,529.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Class Action Settlement Proceeds	358.	358.	
Total to Form 990-PF, Part I, line 11	358.	358.	

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	16,960.	8,480.		8,480.
To Form 990-PF, Pg 1, ln 16a	16,960.	8,480.		8,480.

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	18,862.	18,862.			0.
To Form 990-PF, Pg 1, ln 16c	18,862.	18,862.			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	8.	8.			0.
2011 Form 990-PF Estimated Taxes	1,760.	0.			0.
2010 Form 990-PF Taxes	1,255.	0.			0.
To Form 990-PF, Pg 1, ln 18	3,023.	8.			0.

Form 990-PF	U.S. and State/City Government Obligations			Statement	7
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Federal Home Ln Bank dtd 11/13/06 due 11/18/11	X		0.	0.	
Total U.S. Government Obligations					
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			0.	0.	

Form 990-PF

Corporate Stock

Statement 8

Description	Book Value	Fair Market Value
AT&T Inc.	15,458.	18,749.
Cisco Sys. Inc.	21,598.	20,611.
JPMorgan Chase	42,067.	32,253.
Microsoft Corp	34,239.	36,863.
Occidental Pete Corp.	0.	0.
Oracle Corp.	14,261.	28,985.
Pepsico Inc.	0.	0.
Procter & Gamble Co.	30,998.	36,023.
Royce Total Return Fd.	22,703.	34,765.
Harbor Intl. Fd.	118,845.	129,930.
Masters Select Intl. Fd.	0.	0.
Apache Corp Comm	0.	0.
Google Inc.	33,020.	45,213.
Intel Corp Comm.	19,808.	27,645.
Medco Health Solutions	0.	0.
Nike Inc.	0.	0.
Pfizer Inc.	26,767.	34,408.
Schlumberger LTD	0.	0.
Wal Mart Stores	23,205.	26,892.
Allergan Inc Com	18,348.	28,954.
American Tower Corp	0.	0.
Amgen Inc Com	0.	0.
Apple Inc	28,526.	68,850.
Baxter Intl Inc Com	0.	0.
Broadcom Corp Cl A	0.	0.
Celanese Corp Del Com Ser A	11,479.	19,922.
Chubb Corp Com	19,480.	26,996.
Dolby Laboratories Inc - Cl A Com	0.	0.
EBay Inc Com	18,469.	16,682.
Exxon Mobil Corp Com	54,435.	64,418.
Freeport-Mcmoran Copper & Gold Inc Cl B	0.	0.
General Mills Inc Com	0.	0.
Goldman Sachs Group Inc Com	0.	0.
Grainger W W Inc Com	0.	0.
International Business Machines Corp Com	22,343.	34,937.
Johnson & Johnson Com	40,235.	41,971.
Kohls Corp Com	0.	0.
McDonalds Corp Com	23,336.	27,089.
Price T Rowe Group Inc Com	0.	0.
Rockwell Automation Inc Com New	0.	0.
Talisman Energy Inc Com	0.	0.
United Technologies Corp Com	19,788.	23,389.
UnitedHealth Group Inc Com	12,622.	22,806.
Viacom Inc New Cl B	0.	0.
Wells Fargo & Co New Com	25,924.	26,182.
Wisconsin Energy Corp Com	20,002.	30,765.
3M Company Com	0.	0.

Aston Tamro Sm Cap I	22,035.	34,172.
IShares TR Russell Midcap	99,208.	153,338.
IShares TR Russell 2000 Small Cap	26,845.	32,671.
Vanguard Intl Equity Index Fd Inc Emerging Markets ETF	0.	0.
Dodge & Cox Income Fd #147	183,192.	193,030.
Franklin Res. Inc.	0.	0.
Metlife Inc.	0.	0.
Ford Motor Company	0.	0.
Johnson Controls Inc.	0.	0.
News Corporation Cl A	0.	0.
Scripps Networks Interac Cl A	0.	0.
Lauder Estee Cos Inc. Cl A	25,658.	30,326.
JM Smucker Co.	19,469.	25,014.
Core Laboratories N V	0.	0.
American Express Co.	18,659.	20,283.
Ameriprise Financial Inc.	22,047.	23,827.
Capital One Financial Corp.	20,362.	21,568.
US Bancorp Del Com New	0.	0.
Covidien PLC	27,635.	25,206.
Amerisourcebergen Corp.	14,151.	19,339.
Merck & Co. Inc.	14,015.	13,949.
Cooper Industries PLC	0.	0.
Cummins Inc.	8,227.	15,844.
Federal Express Corp.	0.	0.
General Electric Co.	22,621.	23,462.
Illinois Tool Works Inc.	0.	0.
EMC Corp	19,179.	23,694.
American Electric Power Inc.	0.	0.
Williams Companies Inc.	0.	0.
iShares MSCI Index Fund	58,158.	49,976.
Fidelity Advisor Floating High Income Fund	30,000.	29,211.
Borg Warner Inc	20,944.	17,847.
Comcast Corporation	23,277.	23,236.
Dollar Tree	20,344.	33,244.
Limited Brands	17,484.	22,596.
Macy's Inc	27,703.	31,215.
Mattel Inc	21,767.	25,262.
Target Corp	21,392.	22,025.
Coca Cola Co	23,384.	25,889.
The Hershey Company	24,979.	32,743.
Kraft Foods Inc	18,517.	20,174.
Whole Foods Mkt Inc	21,389.	22,961.
Chevron Corporation	50,816.	56,392.
Conocophillips	20,559.	21,132.
EQT Corporation	30,671.	27,395.
National Oilwell Varco Inc	28,693.	26,516.
Bank of America Corp	17,177.	6,783.
Citigroup Inc	26,215.	14,076.
Moody's Corp	17,358.	14,819.
Bristol Myers Squibb Co	19,411.	20,792.
Shire PLC Sponsored ADR	13,560.	17,663.
Dover Corp	27,873.	24,962.
Eaton corp	23,892.	19,153.

Joy Global Inc	22,050.	16,493.
Union Pacific Corp	25,777.	28,604.
Qualcomm Inc	30,049.	29,538.
DuPont E I De Nemours & Co	23,530.	20,601.
PPG Industries Inc	18,866.	18,368.
Vodafone Group PLC	22,697.	22,985.
Northeast Utilities	16,315.	17,674.
OGE Energy Corp	16,150.	18,714.
Vanguard MSCI Emerging Markets ETF	86,432.	104,772.
Blackrock Funds US Opportunities Portfolio Fund	60,000.	54,359.
Litman Gregory Masters International Fund	121,000.	123,754.
Total to Form 990-PF, Part II, line 10b	2,309,688.	2,622,945.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
Bank of America Corp DTD 01/23/03 Due 01/15/13	50,412.	50,224.
Vanguard Total Bond Market ETF	135,200.	142,018.
iShares JP Morgan USD Emerging Markets Bond Fund	24,891.	25,243.
Blackrock Funds High Yield Bd Portfolio Fund	30,000.	30,453.
Templeton Global Bond Fund	25,000.	24,563.
Total to Form 990-PF, Part II, line 10c	265,503.	272,501.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Structured Note, Barclays Bank	COST	82,080.	74,008.
Structured Note, Credit-Suisse	COST	40,000.	36,588.
Structured Note, JP Morgan	COST	40,000.	30,400.
Equity Residential SH Ben Int REIT	COST	16,749.	17,679.
Total to Form 990-PF, Part II, line 13		178,829.	158,675.

ACCT 2XMY 21550019419965
 FROM 01/01/2011
 TO 12/31/2011

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

TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 727
 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	NC
110.0000 AT&T INC - 00206R102 - MINOR = 31000							
SOLD		02/01/2011	3048.04				
ACQ	110.0000	01/19/2006	3048.04	2750.00	298.04	LT15	Y
120 0000 AT&T INC - 00206R102 - MINOR = 31000							
SOLD		03/11/2011	3409.63				
ACQ	120.0000	01/19/2006	3409.63	3000.00	409.63	LT15	Y
120 0000 AMAZON.COM INC COM - 023135106 - MINOR = 053100							
SOLD		03/11/2011	20174.01				
ACQ	120.0000	02/01/2011	20174.01	20567.98	-393.97	ST	
FOUND UPDATE							
600 0000 AMERICAN ELEC PWR INC COM - 025537101 - MINOR = 31001							
SOLD		02/01/2011	21329.59				
ACQ	600.0000	01/11/2010	21329.59	21587.70	-258.11	LT15	Y
30 0000 AMERICAN EXPRESS CO COM - 025816109 - MINOR = 31001							
SOLD		02/01/2011	1310.07				
ACQ	30.0000	01/11/2010	1310.07	1241.32	68.75	LT15	Y
380 0000 AMERICAN TOWER SYS CORP CL A - 029912201 - MINOR = 053100							
SOLD		02/01/2011	19649.42				
ACQ	380.0000	08/31/2009	19649.42	12094.68	7554.74	LT15	Y
180.0000 AMERISOURCEBERGEN CORP COM - 03073E105 - MINOR = 053100							
SOLD		10/12/2011	6769.73				
ACQ	160.0000	02/01/2011	6017.54	5856.00	161.54	ST	
	20.0000	02/17/2010	752.19	544.27	207.92	LT15	Y
FOUND UPDATE							
200.0000 AMGEN INC COM - 031162100							
SOLD		02/01/2011	11069.78				
ACQ	200.0000	01/13/2009	11069.78	11521.60	-451.82	LT15	Y
170.0000 APACHE CORP COM - 037411105							
SOLD		02/01/2011	20280.61				
ACQ	170.0000	10/28/2008	20280.61	11073.49	9207.12	LT15	Y
130.0000 APACHE CORP COM - 037411105							
SOLD		09/26/2011	10750.99				
ACQ	130.0000	10/28/2008	10750.99	8467.96	2283.03	LT15	Y
20.0000 APPLE COMPUTER INC COM - 037833100 - MINOR = 31001							
SOLD		08/15/2011	7660.05				
ACQ	20.0000	02/01/2011	7660.05	6887.80	772.25	ST	
FOUND UPDATE							
30.0000 APPLE COMPUTER INC COM - 037833100 - MINOR = 31001							
SOLD		11/16/2011	11614.27				
ACQ	30.0000	08/31/2009	11614.27	5033.99	6580.28	LT15	Y
450.0000 BAKER HUGHES INC COM - 057224107 - MINOR = 31001							
SOLD		11/16/2011	26443.83				
ACQ	60.0000	06/07/2011	3525.84	4420.20	-894.36	ST	
	260.0000	04/11/2011	15278.66	18035.21	-2756.55	ST	
	130.0000	09/26/2011	7639.33	6263.36	1375.97	ST	
400.0000 BAXTER INTL INC COM - 071813109 - MINOR = 31000							
SOLD		02/01/2011	19499.63				
ACQ	300.0000	01/27/2009	14624.72	17483.40	-2858.69	LT15	Y
	100.0000	05/19/2009	4874.91	4977.70	-102.80	LT15	Y
510.0000 BROADCOM CORP CL A - 111320107 - MINOR = 053100							
SOLD		02/22/2011	20715.85				
ACQ	60.0000	02/01/2011	2437.16	2741.40	-304.24	ST	
	450.0000	08/31/2009	18278.69	12581.19	5697.50	LT15	Y
FOUND UPDATE							
160 0000 CELANESE CORP-SERIES A - 150870103 - MINOR = 053100							
SOLD		08/15/2011	7163.06				
ACQ	160.0000	02/01/2011	7163.06	6838.40	324.66	ST	
FOUND UPDATE							
450 0000 CENTURYTEL INC COM - 156700106 - MINOR = 053100							
SOLD		08/15/2011	15664.42				
ACQ	450.0000	02/01/2011	15664.42	19494.50	-3830.08	ST	
FOUND UPDATE							
1000.0000 CISCO SYS INC COM - 17275R102							
SOLD		02/22/2011	18554.64				
ACQ	300.0000	02/01/2011	5566.39	6440.01	-873.62	ST	
	700.0000	08/07/2006	12988.25	12278.00	710.25	LT15	Y
FOUND UPDATE							
510.0000 COACH INC COM - 189754104 - MINOR = 053100							
SOLD		04/08/2011	25769.90				
ACQ	510.0000	02/01/2011	25769.90	27728.70	-1958.80	ST	
FOUND UPDATE							
120.0000 CUMMINS ENGINE INC COM - 231021106 - MINOR = 053100							
SOLD		02/01/2011	12576.75				
ACQ	120.0000	01/27/2010	12576.75	5484.36	7092.39	LT15	Y
270.0000 DEERE & CO COM - 244199105 - MINOR = 31001							
SOLD		07/25/2011	22142.54				
ACQ	270.0000	02/01/2011	22142.54	25047.90	-2905.36	ST	
FOUND UPDATE							
640.0000 DISNEY WALT CO COM - 254687106 - MINOR = 5010							
SOLD		09/26/2011	19123.15				
ACQ	640.0000	04/08/2011	19123.15	26720.00	-7596.85	ST	
FOUND UPDATE							
1130.3690 DODGE & COX INCOME FD COM - 256210105 - MINOR = 050864							
SOLD		02/01/2011	15000.00				
ACQ	1130.3690	01/28/2010	15000.00	14807.83	192.17	LT15	Y

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

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 727
 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	NC
350.0000 DOLBY LABORATORIES INC CLASS A - 25659T107 - MINOR = 053100							
SOLD		02/01/2011	20709.10				
ACQ	350.0000	08/31/2009	20709.10	13584.14	7124.96	LT15	Y
30.0000 EMC CORPORATION - 268648102 - MINOR = 31000							
SOLD		02/01/2011	755.98				
ACQ	30.0000	02/17/2010	755.98	525.52	230.46	ST	Y
850.0000 EBAY INC COM - 278642103 - MINOR = 053100							
SOLD		02/01/2011	26544.98				
ACQ	200.0000	01/27/2010	6245.88	4753.46	1492.42	LT15	Y
	650.0000	08/31/2009	20299.10	14351.28	5947.82	LT15	Y
100000.0000 FEDERAL HOME LOAN BANK BDS - 3133XHPH9 - MINOR = 100202							
SOLD		11/18/2011	100000.00				
ACQ	100000.0000	05/10/2007	100000.00	99967.00	33.00	LT15	Y
200.0000 FEDEX CORP COM - 31428X106 - MINOR = 31000							
SOLD		02/01/2011	18601.64				
ACQ	200.0000	01/11/2010	18601.64	17448.00	1153.64	LT15	Y
1980.0000 FORD MTR CO DEL COM PAR \$0.01 - 345370860 - MINOR = 053100							
SOLD		02/14/2011	31837.79				
ACQ	780.0000	02/01/2011	12542.16	12550.20	-8.04	ST	
	1200.0000	01/27/2010	19295.63	13811.04	5484.59	LT15	Y
FOUND UPDATE							
150.0000 FRANKLIN RES INC COM - 354613101 - MINOR = 5010							
SOLD		02/01/2011	18349.25				
ACQ	150.0000	01/11/2010	18349.25	16560.00	1789.25	LT15	Y
195.0000 FREEPORT-MCMORAN COPPER & GOLD INC CL B - 35671D857 - MINOR = 053100							
SOLD		02/01/2011	22100.87				
ACQ	195.0000	08/31/2009	22100.87	12283.95	9816.92	LT15	Y
20.0000 GENERAL MILLS INC COM - 370334104 - MINOR = 3101							
SOLD		02/01/2011	693.18				
ACQ	20.0000	01/11/2010	693.18	707.27	-14.09	LT15	Y
680.0000 GENERAL MILLS INC COM - 370334104 - MINOR = 3101							
SOLD		04/08/2011	24595.53				
ACQ	180.0000	01/11/2010	6510.58	6365.46	145.12	LT15	Y
	500.0000	08/31/2009	18084.95	14877.50	3207.45	LT15	Y
140.0000 GOLDMAN SACHS GROUP INC COM - 38141G104							
SOLD		02/01/2011	23130.88				
ACQ	140.0000	08/31/2009	23130.88	22820.38	310.50	LT15	Y
10.0000 GOOGLE INC CL A - 38259P508 - MINOR = 3101							
SOLD		02/01/2011	6116.58				
ACQ	10.0000	05/12/2008	6116.58	5800.60	315.98	LT15	Y
150.0000 GRAINGER W W INC COM - 384802104 - MINOR = 053100							
SOLD		02/01/2011	19759.41				
ACQ	150.0000	08/31/2009	19759.41	12977.36	6782.05	LT15	Y
200.0000 HESS CORPORATION - 42809H107 - MINOR = 053100							
SOLD		07/25/2011	14857.91				
ACQ	200.0000	03/11/2011	14857.91	16066.00	-1208.09	ST	
FOUND UPDATE							
380.0000 HEWLETT PACKARD CO COM - 428236103 - MINOR = 5010							
SOLD		06/07/2011	13615.13				
ACQ	380.0000	02/01/2011	13615.13	17662.40	-4047.27	ST	
FOUND UPDATE							
400.0000 ILLINOIS TOOL WORKS INC COM - 452308109							
SOLD		02/01/2011	21275.59				
ACQ	400.0000	01/11/2010	21275.59	19995.12	1280.47	LT15	Y
30.0000 INTERNATIONAL BUSINESS MACHS CORP COM - 459200101 - MINOR = 31001							
SOLD		11/16/2011	5647.99				
ACQ	30.0000	08/31/2009	5647.99	3527.84	2120.15	LT15	Y
525.0000 ISHARES TR MSCI EAFE IDX - 464287465 - MINOR = 08020							
SOLD		11/22/2011	25246.87				
ACQ	525.0000	01/11/2010	25246.87	30260.42	-5013.55	LT15	Y
520.0000 ISHARES TR RUSSELL MIDCAP INDEX FD - 464287499 - MINOR = 08020							
SOLD		11/22/2011	49145.24				
ACQ	45.0000	01/11/2010	4252.95	3834.45	418.50	LT15	Y
	475.0000	05/19/2009	44892.29	30246.29	14646.00	LT15	Y
30.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 31001							
SOLD		02/01/2011	1364.07				
ACQ	30.0000	08/31/2009	1364.07	1301.05	63.02	LT15	Y
5.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 31001							
SOLD		02/01/2011	299.84				
ACQ	5.0000	08/31/2009	299.84	301.04	-1.20	LT15	Y
800.0000 JOHNSON Ctls INC COM - 478366107 - MINOR = 31001							
SOLD		02/01/2011	30591.49				
ACQ	800.0000	01/11/2010	30591.49	23230.48	7361.01	LT15	Y
300.0000 KOHLS CORP COM - 500255104 - MINOR = 3101							
SOLD		02/01/2011	15191.70				
ACQ	300.0000	08/31/2009	15191.70	15508.38	-316.68	LT15	Y
290.0000 LAUDER ESTEE COS INC CL A - 518439104 - MINOR = 053100							
SOLD		02/01/2011	23506.94				
ACQ	290.0000	02/17/2010	23506.94	17062.21	6444.73	ST	Y
290.0000 LIMITED INC COM - 532716107 - MINOR = 053100							
SOLD		08/15/2011	10094.85				
ACQ	290.0000	02/01/2011	10094.85	8557.90	1536.95	ST	
FOUND UPDATE							

ACCT 2XMY 21550019419965
 FROM 01/01/2011
 TO 12/31/2011

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

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 727
 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	NC
300 0000 MCDONALDS CORP COM - 580135101 - MINOR = 31001							
SOLD		02/01/2011	22001.60				
ACQ	300.0000	05/19/2009	22001.60	16238.10	5763.50	LT15	Y
310 0000 MEDCO HEALTH SOLUTIONS INC - 58405U102 - MINOR = 31000							
SOLD		02/01/2011	19124.58				
ACQ	310.0000	10/28/2008	19124.58	9845.60	9278.98	LT15	Y
30.0000 MERCK & CO INC - 58933Y105 - MINOR = 053100							
SOLD		02/01/2011	1008.58				
ACQ	30.0000	01/11/2010	1008.58	1136.38	-127.80	LT15	Y
320 0000 METLIFE INC COM - 59156R108 - MINOR = 3101							
SOLD		02/01/2011	14854.11				
ACQ	320.0000	01/27/2010	14854.11	11539.20	3314.91	LT15	Y
110.0000 NATIONAL OIL-WELL INC COM - 637071101 - MINOR = 053100							
SOLD		03/11/2011	8403.91				
ACQ	110.0000	02/01/2011	8403.91	8142.31	261.60	ST	
FOUND UPDATE							
80.0000 NATIONAL OIL-WELL INC COM - 637071101 - MINOR = 053100							
SOLD		07/25/2011	6571.07				
ACQ	80.0000	02/01/2011	6571.07	5921.68	649.39	ST	
FOUND UPDATE							
170.0000 NATIONAL OIL-WELL INC COM - 637071101 - MINOR = 053100							
SOLD		08/15/2011	11797.77				
ACQ	170.0000	02/01/2011	11797.77	12583.57	-785.80	ST	
FOUND UPDATE							
270.0000 NEWFIELD EXPL CO COM - 651290108 - MINOR = 053100							
SOLD		03/11/2011	19058.93				
ACQ	270.0000	02/01/2011	19058.93	20031.30	-972.37	ST	
FOUND UPDATE							
1740.0000 NEWS CORPORATION CL A - 65248E104 - MINOR = 053100							
SOLD		02/01/2011	26569.98				
ACQ	1740.0000	02/12/2010	26569.98	22859.42	3710.56	ST	Y
200.0000 NIKE INC CL B - 654106103 - MINOR = 31001							
SOLD		02/01/2011	16545.92				
ACQ	100.0000	10/08/2008	8272.96	5602.44	2670.52	LT15	Y
	100.0000	05/19/2009	8272.96	5100.57	3172.39	LT15	Y
400.0000 OCCIDENTAL PETE CORP COM - 674599105 - MINOR = 31001							
SOLD		02/01/2011	39603.24				
ACQ	200.0000	01/19/2006	19801.62	9113.50	10688.12	LT15	Y
	200.0000	02/08/2006	19801.62	8985.00	10816.62	LT15	Y
470.0000 ORACLE CORP COM - 68389X105 - MINOR = 5010							
SOLD		02/01/2011	15481.50				
ACQ	400.0000	05/19/2009	13175.74	7578.54	5597.20	LT15	Y
	70.0000	01/19/2006	2305.76	883.40	1422.36	LT15	Y
10.0000 PEPSICO INC COM - 713448108 - MINOR = SDE							
SOLD		02/01/2011	643.38				
ACQ	10.0000	01/19/2006	643.38	581.70	61.68	LT15	Y
440.0000 PEPSICO INC COM - 713448108 - MINOR = SDE							
SOLD		02/22/2011	27754.66				
ACQ	240.0000	01/19/2006	15138.91	13960.80	1178.11	LT15	Y
	200.0000	05/19/2009	12615.75	10287.70	2328.05	LT15	Y
270.0000 PFIZER INC COM - 717081103							
SOLD		05/26/2011	5648.34				
ACQ	270.0000	01/27/2010	5648.34	5150.82	497.52	LT15	Y
390.0000 PRICE T ROWE GROUP INC COM - 74144T108 - MINOR = 3101							
SOLD		06/07/2011	23013.45				
ACQ	60.0000	02/01/2011	3540.53	4002.00	-461.47	ST	
	330.0000	08/31/2009	19472.92	14826.14	4646.78	LT15	Y
FOUND UPDATE							
380.0000 ROCKWELL INTL CORP NEW COM - 773903109 - MINOR = 053100							
SOLD		02/01/2011	30962.14				
ACQ	60.0000	01/11/2010	4888.76	2936.40	1952.36	LT15	Y
	320.0000	08/31/2009	26073.38	13253.73	12819.65	LT15	Y
250.0000 SCHLUMBERGER LTD COM - 806857108 - MINOR = 5020							
SOLD		02/01/2011	22427.76				
ACQ	50.0000	05/19/2009	4485.55	2704.00	1781.55	LT15	Y
	200.0000	10/28/2008	17942.21	8669.43	9272.78	LT15	Y
500.0000 SCRIPPS NETWORKS INTERAC CL A - 811065101 - MINOR = 053100							
SOLD		02/01/2011	23064.55				
ACQ	500.0000	01/27/2010	23064.55	21593.10	1471.45	LT15	Y
140.0000 SHIRE PHARMACEUTICAL GROUP SPONSORED ADR - 82481R106 - MINOR = 053702							
SOLD		05/26/2011	12818.21				
ACQ	140.0000	02/01/2011	12818.21	11166.77	1651.44	ST	
FOUND UPDATE							
10.0000 SMUCKER J M CO COM NEW - 832696405 - MINOR = 31000							
SOLD		02/01/2011	618.58				
ACQ	10.0000	01/27/2010	618.58	609.39	9.19	LT15	Y
770.0000 STARBUCKS CORP COM - 855244109 - MINOR = 3101							
SOLD		05/26/2011	27996.81				
ACQ	170.0000	02/14/2011	6181.11	5683.10	498.01	ST	
	600.0000	02/01/2011	21815.70	19128.00	2687.70	ST	
FOUND UPDATE							
800.0000 TALISMAN ENERGY INC COM - 87425E103 - MINOR = 053703							
SOLD		02/01/2011	18582.68				
ACQ	800.0000	08/31/2009	18582.68	12822.72	5759.96	LT15	Y

ACCT 2XMY 21550019419965
 FROM 01/01/2011
 TO 12/31/2011

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

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER: 727
 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	NC
500.0000 TEXAS INSTRS INC COM - 882508104 - MINOR = 31001							
SOLD		08/26/2011	12690.00				
ACQ	500.0000	02/22/2011	12690.00	17850.00	-5160.00	ST	
FOUND UPDATE							
280.0000 3M COMPANY COM - 88579Y101							
SOLD		02/01/2011	24624.71				
ACQ	70.0000	01/11/2010	6156.18	5881.40	274.78	LT15	Y
	210.0000	08/31/2009	18468.53	15050.30	3418.23	LT15	Y
90.0000 TIFFANY & CO NEW COM - 886547108 - MINOR = 053100							
SOLD		08/15/2011	6088.38				
ACQ	90.0000	02/14/2011	6088.38	5813.60	274.78	ST	
FOUND UPDATE							
270.0000 TIFFANY & CO NEW COM - 886547108 - MINOR = 053100							
SOLD		12/06/2011	18667.85				
ACQ	270.0000	02/14/2011	18667.85	17440.82	1227.03	ST	
920.0000 US BANCORP DEL COM NEW - 902973304 - MINOR = 31001							
SOLD		02/01/2011	25115.51				
ACQ	920.0000	02/17/2010	25115.51	21828.56	3286.95	ST	Y
10.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 31001							
SOLD		02/01/2011	817.88				
ACQ	10.0000	01/11/2010	817.88	719.40	98.48	LT15	Y
30.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 3101							
SOLD		02/01/2011	1253.97				
ACQ	30.0000	08/31/2009	1253.97	841.47	412.50	LT15	Y
170.0000 UNITEDHEALTH GROUP INC COM - 91324P102 - MINOR = 3101							
SOLD		10/12/2011	7910.06				
ACQ	170.0000	08/31/2009	7910.06	4768.31	3141.75	LT15	Y
185.0000 VANGUARD TOTAL BOND MARKET ETF - 921937835 - MINOR = 053564							
SOLD		02/01/2011	14775.66				
ACQ	185.0000	01/27/2010	14775.66	14712.90	62.76	LT15	Y
70.0000 VIACOM INC - 92553P201 - MINOR = 3101							
SOLD		02/01/2011	2988.24				
ACQ	70.0000	08/31/2009	2988.24	1749.30	1238.94	LT15	Y
530.0000 VIACOM INC - 92553P201 - MINOR = 3101							
SOLD		10/12/2011	22767.14				
ACQ	530.0000	08/31/2009	22767.14	13244.70	9522.44	LT15	Y
50.0000 WAL MART STORES INC COM - 931142103							
SOLD		02/01/2011	2803.44				
ACQ	50.0000	05/12/2008	2803.44	2904.90	-101.46	LT15	Y
470.0000 WALGREEN CO COM - 931422109 - MINOR = 5010							
SOLD		07/11/2011	20392.99				
ACQ	470.0000	02/22/2011	20392.99	19796.40	596.59	ST	
FOUND UPDATE							
150.0000 WELLS FARGO & CO NEW COM - 949746101							
SOLD		02/01/2011	4939.40				
ACQ	150.0000	08/31/2009	4939.40	4093.23	846.17	LT15	Y
1000.0000 WILLIAMS COS INC DEL COM - 969457100 - MINOR = 053100							
SOLD		02/01/2011	27331.47				
ACQ	1000.0000	01/11/2010	27331.47	22467.80	4863.67	LT15	Y
10.0000 WISCONSIN ENERGY CORP COM - 976657106 - MINOR = 053100							
SOLD		02/01/2011	605.28				
ACQ	10.0000	08/31/2009	605.28	454.58	150.70	LT15	Y
490.0000 COOPER INDUSTRIES PLC SEDOL B40K911 ISIN IE00B40K9117 - G24140108 - MINOR = 053703							
SOLD		08/26/2011	21641.56				
ACQ	90.0000	02/01/2011	3974.98	5594.40	-1619.42	ST	
ACQ	400.0000	01/11/2010	17666.58	17628.00	38.58	LT15	Y
FOUND UPDATE							
20.0000 CORE LABORATORIES N V COM - N22717107 - MINOR = 053703							
SOLD		02/01/2011	1828.96				
ACQ	20.0000	07/13/2010	1828.96	1616.70	212.26	ST	Y
180.0000 CORE LABORATORIES N V COM - N22717107 - MINOR = 053703							
SOLD		04/11/2011	17438.10				
ACQ	180.0000	07/13/2010	17438.10	14550.30	2887.80	ST	Y
TOTALS			1492985.12	1280849.57			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	16772.76	0.00	219121.15	0.00	0.00	0.00*
COVERED FROM ABOVE	-23758.38	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00				88.10
	-6985.62	0.00		0.00	0.00	88.10

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Erie Philharmonic 609 Walnut Street Erie, PA 16502	none	Public Charity	General Unrestricted	1,800.
Erie Zoological Society P.O. Box 3208 Erie, PA 16508	none	Public Charity	General Unrestricted	250.
Experience Children's Museum 420 French Street Erie, PA 16507	none	Public Charity	General Unrestricted	500.
Kanzius Cancer Research Foundation 130 West 8th Street Erie, PA 16501	none	Public Charity	General Unrestricted	500.
WQLN 8425 Peach Street Erie, PA 16509	none	Public Charity	General Unrestricted	300.
Total from continuation sheets				3,350.

**THE NEXT ALLOCATION MEETING WILL BE HELD IN DECEMBER 2011.
PLEASE HAVE COMPLETED APPLICATION SUBMITTED BY
NOVEMBER 15, 2011**

**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 funders 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