



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

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 <b>THE BRITTON FOUNDATION</b>		A Employer identification number <b>58-2024189</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>2823 PROVIDENCE ROAD, SUITE 374</b>	Room/suite	B Telephone number <b>866-455-4350</b>
City or town, state, and ZIP code <b>CHARLOTTE, NC 28211</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <input type="checkbox"/> \$ <b>1805195.</b> (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 (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					
4 Dividends and interest from securities		50021.	50021.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		149415.			
b Gross sales price for all assets on line 6a <b>2232466.</b>					
7 Capital gain net income (from Part IV, line 2)			149415.		
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		1746.	2.		STATEMENT 2
12 Total. Add lines 1 through 11		201182.	199438.		
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		1572.	0.		1572.
b Accounting fees STMT 4		2400.	0.		0.
c Other professional fees STMT 5		16481.	16481.		0.
17 Interest					
18 Taxes STMT 6		1800.	570.		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		22253.	17051.		1572.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		22253.	17051.		1572.
27 Subtract line 26 from line 12		178929.			
a Excess of revenue over expenses and disbursements			182387.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUL 20 2012

Operating and Administrative Expenses

RECEIVED

JUL 18 2012

OGDEN UT

IRS-OSC

**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
<b>Assets</b>	1 Cash - non-interest-bearing	33.	96028.	96028.
	2 Savings and temporary cash investments	522589.	25803.	25803.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1157206.	1738710.	1683364.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ )			
	16 Total assets (to be completed by all filers)	1679828.	1860541.	1805195.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1679828.	1860541.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	1679828.	1860541.		
31 Total liabilities and net assets/fund balances	1679828.	1860541.		

**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	1679828.
2 Enter amount from Part I, line 27a	2	178929.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1801.
4 Add lines 1, 2, and 3	4	1860558.
5 Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	5	17.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1860541.

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2232466.		2083051.	149415.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			149415.

<b>2</b> 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 }		<b>2</b>	149415.
<b>3</b> 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 }		<b>3</b>	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	91236.	1785976.	.051085
2009	58292.	1672060.	.034862
2008	127832.	2192925.	.058293
2007	133300.	2728936.	.048847
2006	95720.	1654793.	.057844

<b>2</b> Total of line 1, column (d)	<b>2</b>	.250931
<b>3</b> 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	<b>3</b>	.050186
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1847631.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	92725.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1824.
<b>7</b> Add lines 5 and 6	<b>7</b>	94549.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1572.

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)		1	3648.
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			
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	3648.
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	3648.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 720.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 5000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	5720.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2072.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 2072. Refunded		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NC, AL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

**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)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13		X
14	The books are in care of ► WILLIAM R. BRITTON, JR. Located at ► 2823 PROVIDENCE ROAD, SUITE 374, CHARLOTTE, NC	Telephone no ► 704-367-4290 ZIP+4 ► 28211		
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 ►	16	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	
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?	1b	
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))	1c	X
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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

Form 990-PF (2011)

**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)?

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?

If "Yes" to 6b, file Form 8870.

6b

X

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM R. BRITTON 2823 PROVIDENCE ROAD, SUITE 374 CHARLOTTE, NC 28211	PRESIDENT & TREASURER 2.00	0.	0.	0.
ARTHUR M. BRITTON 2055 E. SOUTH BLVD. MONTGOMERY, AL 36116	VICE PRESIDENT & SECRETARY 0.25	0.	0.	0.
CATHRYN C. BRITTON 2823 PROVIDENCE ROAD, SUITE 374 CHARLOTTE, NC 28211	DIRECTOR 0.25	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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1704639.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	171129.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1875768.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1875768.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	28137.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1847631.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	92382.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	92382.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	3648.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	3648.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	88734.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	88734.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	88734.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1572.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1572.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	1572.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7				88734.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008	6112.			
<b>d</b> From 2009				
<b>e</b> From 2010	3371.			
<b>f</b> Total of lines 3a through e	9483.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	1572.			
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				1572.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	9483.			9483.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				77679.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>  <p style="text-align: center;">NONE</p>				
<b>Total</b>				▶ <b>3a</b> 0.
<b>b</b> <i>Approved for future payment</i>  <p style="text-align: center;">NONE</p>				
<b>Total</b>				▶ <b>3b</b> 0.

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments						
<b>4</b> Dividends and interest from securities			14	50021.		
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income			14	1746.		
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	149415.		
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal Add columns (b), (d), and (e)		0.		201182.		0.
<b>13</b> Total Add line 12, columns (b), (d), and (e)					13	201182.

(See worksheet in line 13 instructions to verify calculations)

## **Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

[illegible]


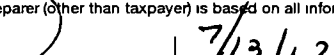
**Part XVII** Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions   |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge					May the IRS discuss this return with the preparer shown below (see instr 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	Signature of officer or trustee 		Date <b>7/13/12</b>		Title <b>PRESIDENT</b>			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>SANDRA L. UFEN</b>		Preparer's signature 		Date <b>07/03/12</b>		Check <input type="checkbox"/> if self-employed	PTIN <b>P00093667</b>
	Firm's name <b>BANK OF AMERICA, N.A.</b>						Firm's EIN <b>94-1687665</b>	
	Firm's address <b>231 S. LASALLE ST., CHICAGO, IL 60604</b>						Phone no <b>312-537-6708</b>	

**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	100 ADVANCE AUTO PARTS		03/02/10	01/18/11
b	100 EXELON CORP		02/17/10	02/16/11
c	100 EXELON CORP		05/17/10	02/16/11
d	105 ASTRAZENECA PLC		11/12/09	03/16/11
e	110 MEDIASET S P A		04/30/08	02/03/11
f	130 MEDIASET S P A		04/30/08	02/02/11
g	31 BASF SE COMMON		09/15/06	03/16/11
h	310 TALISMAN ENERGY INC		09/15/06	01/20/11
i	375 EXELON CORP		12/15/09	02/16/11
j	425 RESEARCH IN MOTION LTD CAD		09/27/10	02/14/11
k	50 ACE LIMITED		04/24/09	01/05/11
l	50 ADVANCE AUTO PARTS		03/02/10	02/07/11
m	50 DEUTSCHE LUFTHANSA AG		03/25/08	03/17/11
n	50 EXELON CORP		05/28/10	02/16/11
o	50 PARTNERRE LTD BMD		05/28/10	01/14/11

	(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	6277.		4136.	2141.
b	4145.		4434.	<289.>
c	4145.		4130.	15.
d	4788.		4776.	12.
e	2137.		2955.	<818.>
f	2558.		3492.	<934.>
g	2353.		1230.	1123.
h	6814.		4939.	1875.
i	15543.		19135.	<3592.>
j	28532.		20577.	7955.
k	3116.		2213.	903.
l	3233.		2068.	1165.
m	956.		1304.	<348.>
n	2072.		1943.	129.
o	4050.		3667.	383.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2141.
b			<289.>
c			15.
d			12.
e			<818.>
f			<934.>
g			1123.
h			1875.
i			<3592.>
j			7955.
k			903.
l			1165.
m			<348.>
n			129.
o			383.

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
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

**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	57 BAE SYSTEMS PLC		05/21/09	03/16/11
b	58 HUTCHISON WHAMPOA LTD		06/19/07	01/20/11
c	58 TELEFONICA SA		07/02/08	03/04/11
d	6 COMPANHIA PARANAENSE		05/12/09	03/11/11
e	60 DEUTSCHE LUFTHANSA AG		03/25/08	03/16/11
f	68 HUTCHISON WHAMPOA LTD		06/19/07	01/20/11
g	7 BASF SE COMMON		09/15/06	03/17/11
h	75 PARTNERE LTD BMD		04/23/10	01/14/11
i	77 TELEFONICA SA		07/02/08	03/09/11
j	800 FLEXTRONICS INTL		04/20/09	02/07/11
k	85 BAE SYSTEMS PLC		11/05/09	03/17/11
l	88 BAE SYSTEMS PLC		05/21/09	03/17/11
m	90 ENI SPA		09/15/06	02/02/11
n	900 FLEXTRONICS INTL		04/20/09	02/07/11
o	ACE LTD		06/09/09	04/06/11

(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 1125.		1322.	<197.>
b 3447.		2905.	542.
c 1465.		1580.	<115.>
d 160.		78.	82.
e 1150.		1565.	<415.>
f 3864.		3406.	458.
g 539.		278.	261.
h 6076.		6087.	<11.>
i 1945.		2098.	<153.>
j 6450.		2854.	3596.
k 1676.		1778.	<102.>
l 1735.		2042.	<307.>
m 4473.		5178.	<705.>
n 7167.		3210.	3957.
o 3323.		2323.	1000.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<197.>
b			542.
c			<115.>
d			82.
e			<415.>
f			458.
g			261.
h			<11.>
i			<153.>
j			3596.
k			<102.>
l			<307.>
m			<705.>
n			3957.
o			1000.

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

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



**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 ACE LTD			09/14/09	04/06/11
b ACE LTD			01/04/10	04/06/11
c ACE LTD			05/28/10	04/06/11
d ACE LTD			03/19/10	04/06/11
e ACE LTD			04/24/09	04/06/11
f ACE LTD			06/23/09	04/06/11
g ADVANCED AUTO PTS INC			05/28/10	04/06/11
h ADVANCED AUTO PTS INC			03/19/10	04/06/11
i ADVANCED AUTO PTS INC			03/02/10	04/06/11
j ALLIANZ SE			09/15/10	04/06/11
k ALLIANZ SE			09/15/06	04/06/11
l APPLE INC			02/16/11	04/06/11
m ASahi KASEI CORP			09/15/06	04/06/11
n AT&T INC			08/13/10	04/06/11
o AT&T INC			05/28/10	04/06/11

(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 4985.		3839.	1146.
b 4985.		3691.	1294.
c 4985.		3707.	1278.
d 6647.		5228.	1419.
e 8308.		5534.	2774.
f 11964.		7674.	4290.
g 3430.		2597.	833.
h 8574.		5393.	3181.
i 15434.		9307.	6127.
j 2334.		1792.	542.
k 5252.		6170.	<918.>
l 22616.		23865.	<1249.>
m 4992.		5204.	<212.>
n 2270.		2006.	264.
o 4540.		3675.	865.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1146.
b			1294.
c			1278.
d			1419.
e			2774.
f			4290.
g			833.
h			3181.
i			6127.
j			542.
k			<918.>
l			<1249.>
m			<212.>
n			264.
o			865.

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

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

**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	AT&T INC		06/09/09	04/06/11
b	AT&T INC		04/20/09	04/06/11
c	AXA SA		02/03/09	04/06/11
d	AXA SA		10/07/10	04/06/11
e	AXA SA		09/15/06	04/06/11
f	BANCO BILBAO VIZCAYA ARGENTARIA		09/17/10	04/06/11
g	BANCO SANTANDER SA		10/14/10	04/06/11
h	BANCO SANTANDER SA		04/07/10	04/06/11
i	BANCO SANTANDER SA		11/21/08	04/06/11
j	BANCO SANTANDER SA		09/15/06	04/06/11
k	BANK OF CHINA		10/25/10	04/06/11
l	BASF SE		09/15/06	04/06/11
m	BG GROUP PLC		08/10/10	04/06/11
n	BG GROUP PLC		06/18/10	04/06/11
o	BHP BILLITON LTD		03/17/09	04/06/11

(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	6810.	5517.	1293.
b	27995.	23522.	4473.
c	885.	627.	258.
d	2877.	2401.	476.
e	2987.	4961.	<1974.>
f	4592.	4820.	<228.>
g	72.	70.	2.
h	1674.	1919.	<245.>
i	2152.	1226.	926.
j	2451.	3182.	<731.>
k	2474.	2552.	<78.>
l	4685.	2064.	2621.
m	1528.	981.	547.
n	5730.	3734.	1996.
o	4962.	2054.	2908.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1293.
b			4473.
c			258.
d			476.
e			<1974.>
f			<228.>
g			2.
h			<245.>
i			926.
j			<731.>
k			<78.>
l			2621.
m			547.
n			1996.
o			2908.

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
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

THE BRITTON FOUNDATION

**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	BHP LTD		10/11/10	04/06/11
b	BNP PARIBAS		08/10/07	04/06/11
c	BNP PARIBAS		02/03/09	04/06/11
d	BNP PARIBAS		09/15/06	04/06/11
e	BRISTOL MYERS SQUIBB CO		05/28/10	04/06/11
f	BRISTOL MYERS SQUIBB CO		06/09/09	04/06/11
g	BRISTOL MYERS SQUIBB CO		06/24/09	04/06/11
h	BRISTOL MYERS SQUIBB CO		04/29/09	04/06/11
i	BRISTOL MYERS SQUIBB CO		04/20/09	04/06/11
j	CAPITAL ONE FINL CORP		05/28/10	04/06/11
k	CAPITAL ONE FINL CORP		06/09/09	04/06/11
l	CAPITAL ONE FINL CORP		04/20/09	04/06/11
m	CENTRAL JAPAN RY CO		02/19/09	04/06/11
n	CHEVRON CORP		05/28/10	04/06/11
o	CHEVRON CORP		06/09/09	04/06/11

	(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	1588.		1293.	295.
b	1142.		1624.	<482.>
c	1522.		700.	822.
d	2474.		3432.	<958.>
e	4051.		3498.	553.
f	4726.		3400.	1326.
g	6077.		4547.	1530.
h	8777.		6178.	2599.
i	12153.		9153.	3000.
j	5168.		4143.	1025.
k	11629.		5490.	6139.
l	33595.		9548.	24047.
m	2174.		1839.	335.
n	5491.		3699.	1792.
o	8237.		5256.	2981.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			295.
b			<482.>
c			822.
d			<958.>
e			553.
f			1326.
g			1530.
h			2599.
i			3000.
j			1025.
k			6139.
l			24047.
m			335.
n			1792.
o			2981.

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	
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	

THE BRITTON FOUNDATION

**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	CHEVRON CORP		11/11/10	04/06/11
b	CHEVRON CORP		04/20/09	04/06/11
c	CHUBB CORP		05/28/10	04/06/11
d	CHUBB CORP		06/09/09	04/06/11
e	CHUBB CORP		05/22/09	04/06/11
f	CHUBB CORP		04/20/09	04/06/11
g	CITIGROUP INC		01/24/11	04/06/11
h	CITIGROUP INC		03/16/11	04/06/11
i	CITIGROUP INC		01/13/11	04/06/11
j	COLUMBIA ACORN FUND		12/07/11	12/28/11
k	COLUMBIA ACORN FUND		04/06/11	12/28/11
l	COLUMBIA SELECT LARGE CAP GROWTH		04/06/11	12/28/11
m	COMPANHIA PARANAENSE ENERG COP		05/12/09	04/06/11
n	CONOCOPHILLIPS		05/28/10	04/06/11
o	CONOCOPHILLIPS		06/05/09	04/06/11

(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	10983.	8610.	2373.
b	32948.	19245.	13703.
c	6211.	5044.	1167.
d	7764.	5152.	2612.
e	9317.	5873.	3444.
f	17081.	11533.	5548.
g	3007.	3301.	<294.>
h	5681.	5687.	<6.>
i	20273.	23068.	<2795.>
j	1341.	1374.	<33.>
k	42169.	50000.	<7831.>
l	152662.	175000.	<22338.>
m	4122.	1825.	2297.
n	6062.	3909.	2153.
o	8082.	4498.	3584.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			2373.
b			13703.
c			1167.
d			2612.
e			3444.
f			5548.
g			<294.>
h			<6.>
i			<2795.>
j			<33.>
k			<7831.>
l			<22338.>
m			2297.
n			2153.
o			3584.

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
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

THE BRITTON FOUNDATION

**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	CONOCOPHILLIPS		06/09/09	04/06/11
b	CONOCOPHILLIPS		04/20/09	04/06/11
c	CREDIT SUISSE GROUP		06/04/10	04/06/11
d	CREDIT SUISSE GROUP		05/27/10	04/06/11
e	DBS GROUP HLDGS LTD		09/15/06	04/06/11
f	DESARROLLADORA HOMEX S A DE		05/14/10	04/06/11
g	DEUTSCHE LUFTHANSA A G		03/25/08	04/06/11
h	FLEXTRONICS		05/28/10	04/06/11
i	FLEXTRONICS		04/20/09	04/06/11
j	FLEXTRONICS		07/23/10	04/06/11
k	FLEXTRONICS		06/09/09	04/06/11
l	FOMENTO ECONOMICO MEXICANO SA		03/17/10	04/06/11
m	FOMENTO ECONOMICO MEXICANO SA		03/18/10	04/06/11
n	FUJI HEAVY INDS LTD		03/16/11	04/06/11
o	FUJITSU LTD		11/26/10	04/06/11

(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	10103.	5641.	4462.
b	32330.	15244.	17086.
c	1088.	929.	159.
d	3918.	3553.	365.
e	2710.	2741.	<31.>
f	2284.	2193.	91.
g	3937.	6129.	<2192.>
h	2905.	2600.	305.
i	2941.	1445.	1496.
j	8895.	7656.	1239.
k	12708.	7227.	5481.
l	2429.	1852.	577.
m	3339.	2580.	759.
n	3910.	4335.	<425.>
o	998.	1206.	<208.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4462.
b			17086.
c			159.
d			365.
e			<31.>
f			91.
g			<2192.>
h			305.
i			1496.
j			1239.
k			5481.
l			577.
m			759.
n			<425.>
o			<208.>

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	
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	

THE BRITTON FOUNDATION

**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	FUJITSU LTD		03/16/11	04/06/11
b	FUJITSU LTD		03/23/10	04/06/11
c	GAMESTOP CORP		12/02/09	04/06/11
d	GAMESTOP CORP		06/09/09	04/06/11
e	GAMESTOP CORP		08/20/09	04/06/11
f	GAMESTOP CORP		05/28/10	04/06/11
g	GAMESTOP CORP		11/19/09	04/06/11
h	GAMESTOP CORP		01/28/11	04/06/11
i	GAMESTOP CORP		01/07/10	04/06/11
j	GAMESTOP CORP		06/23/09	04/06/11
k	GAMESTOP CORP		05/27/09	04/06/11
l	GENERAL DYNAMICS CORP		05/28/10	04/06/11
m	GENERAL DYNAMICS CORP		01/19/11	04/06/11
n	GENERAL DYNAMICS CORP		03/19/10	04/06/11
o	GENERAL DYNAMICS CORP		04/07/10	04/06/11

(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	1430.	1442.	<12.>
b	3102.	3606.	<504.>
c	2391.	2184.	207.
d	2989.	3100.	<111.>
e	4184.	4177.	7.
f	4184.	4000.	184.
g	4782.	4889.	<107.>
h	5978.	5247.	731.
i	6576.	5569.	1007.
j	10162.	8789.	1373.
k	13151.	12604.	547.
l	1860.	1704.	156.
m	3721.	3621.	100.
n	5581.	5660.	<79.>
o	5581.	5757.	<176.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<12.>
b			<504.>
c			207.
d			<111.>
e			7.
f			184.
g			<107.>
h			731.
i			1007.
j			1373.
k			547.
l			156.
m			100.
n			<79.>
o			<176.>

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	
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	

THE BRITTON FOUNDATION

**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	GENERAL DYNAMICS CORP		05/07/10	04/06/11
b	GENERAL DYNAMICS CORP		10/30/09	04/06/11
c	GLAXOSMITHKLINE PLC		09/15/06	04/06/11
d	GOOGLE INC		08/19/10	04/06/11
e	GOOGLE INC		07/16/10	04/06/11
f	GOOGLE INC		06/08/10	04/06/11
g	HANNOVER RUECKVERSICHERUNG AG		12/06/07	04/06/11
h	HANNOVER RUECKVERSICHERUNG AG		09/15/06	04/06/11
i	IMPERIAL TOBACCO GROUP PLC		02/02/11	04/06/11
j	IMPERIAL TOBACCO GROUP PLC		02/03/11	04/06/11
k	INTEL CORP		01/31/11	04/06/11
l	INTEL CORP		11/29/10	04/06/11
m	INTERNATIONAL BUSINESS MACHS		05/28/10	04/06/11
n	INTERNATIONAL BUSINESS MACHS		06/09/09	04/06/11
o	INTERNATIONAL BUSINESS MACHS		04/19/10	04/06/11

(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	5581.	5270.	311.
b	20464.	17304.	3160.
c	3948.	5495.	<1547.>
d	5151.	4214.	937.
e	8585.	6905.	1680.
f	22321.	18906.	3415.
g	2999.	2557.	442.
h	3084.	2120.	964.
i	2839.	2709.	130.
j	2839.	2708.	131.
k	6891.	7417.	<526.>
l	20182.	21790.	<1608.>
m	1645.	1256.	389.
n	8226.	5432.	2794.
o	8226.	6540.	1686.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			311.
b			3160.
c			<1547.>
d			937.
e			1680.
f			3415.
g			442.
h			964.
i			130.
j			131.
k			<526.>
l			<1608.>
m			389.
n			2794.
o			1686.

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	
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	

THE BRITTON FOUNDATION

**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	INTERNATIONAL BUSINESS MACHS		04/20/09	04/06/11
b	ISHARES MSCI EMERGING MKTS INDEX		04/06/11	10/03/11
c	ISHARES MSCI EMERGING MKTS INDEX		04/06/11	09/12/11
d	ISHARES MSCI EMERGING MKTS INDEX		04/06/11	08/26/11
e	ISHARES MSCI PACIFIC EX-JAPAN		04/06/11	10/03/11
f	ISHARES RUSSELL 1000 VALUE INDEX		04/06/11	11/28/11
g	ISHARES S&P MIDCAP 400 INDEX		04/06/11	11/28/11
h	ISHARES S&P SMALLCAP 600 INDEX		04/06/11	08/26/11
i	ISHARES S&P U S PFD STK INDEX		04/06/11	08/10/11
j	JOHNSON & JOHNSON		05/28/10	04/06/11
k	JOHNSON & JOHNSON		06/09/09	04/06/11
l	JOHNSON & JOHNSON		03/19/10	04/06/11
m	JOHNSON & JOHNSON		04/22/09	04/06/11
n	JOHNSON & JOHNSON		04/20/09	04/06/11
o	KDDI CORP		12/11/09	04/06/11

(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 20564.		12582.	7982.
b 17514.		25114.	<7600.>
c 19781.		25114.	<5333.>
d 39234.		50227.	<10993.>
e 36596.		49655.	<13059.>
f 106891.		124892.	<18001.>
g 41839.		48851.	<7012.>
h 20965.		26231.	<5266.>
i 28447.		31728.	<3281.>
j 2991.		2931.	60.
k 4486.		4182.	304.
l 5981.		6510.	<529.>
m 7477.		6411.	1066.
n 13458.		11839.	1619.
o 5055.		4697.	358.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			7982.
b			<7600.>
c			<5333.>
d			<10993.>
e			<13059.>
f			<18001.>
g			<7012.>
h			<5266.>
i			<3281.>
j			60.
k			304.
l			<529.>
m			1066.
n			1619.
o			358.

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 }

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

2

3



THE BRITTON FOUNDATION

**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	KONICA MINOLTA HLDGS INC		03/07/11	04/06/11
b	KONICA MINOLTA HLDGS INC		03/08/11	04/06/11
c	KONINKLIJKE AHOLD NV		10/09/09	04/06/11
d	LAFARGE S A		08/10/10	04/06/11
e	LAFARGE S A		05/05/09	04/06/11
f	LAFARGE S A		08/11/10	04/06/11
g	LAFARGE S A		09/15/06	04/06/11
h	LAFARGE S A		02/03/09	04/06/11
i	LAFARGE S A		05/13/09	04/06/11
j	LILLY ELI & CO		09/28/09	04/06/11
k	LILLY ELI & CO		05/28/10	04/06/11
l	LILLY ELI & CO		06/09/09	04/06/11
m	LILLY ELI & CO		04/20/09	04/06/11
n	MCGRAW HILL COS INC		05/28/10	04/06/11
o	MCGRAW HILL COS INC		01/21/11	04/06/11

(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 3441.		3919.	<478.>
b 1331.		1505.	<174.>
c 4840.		4307.	533.
d 178.		145.	33.
e 404.		382.	22.
f 711.		579.	132.
g 728.		1449.	<721.>
h 970.		712.	258.
i 1213.		1098.	115.
j 4430.		4143.	287.
k 4430.		4107.	323.
l 6201.		5904.	297.
m 23034.		21585.	1449.
n 1973.		1393.	580.
o 2960.		2828.	132.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<478.>
b			<174.>
c			533.
d			33.
e			22.
f			132.
g			<721.>
h			258.
i			115.
j			287.
k			323.
l			297.
m			1449.
n			580.
o			132.

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
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

**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	MCGRAW HILL COS INC		06/16/10	04/06/11
b	MCGRAW HILL COS INC		04/13/10	04/06/11
c	MERCK & CO INC		01/04/11	04/06/11
d	MERCK & CO INC		02/07/11	04/06/11
e	MERCK & CO INC		11/29/10	04/06/11
f	MERCK & CO INC		07/23/10	04/06/11
g	MERCK & CO INC		06/14/10	04/06/11
h	MICROSOFT CORP		05/28/10	04/06/11
i	MICROSOFT CORP		02/07/11	04/06/11
j	MICROSOFT CORP		11/29/10	04/06/11
k	MICROSOFT CORP		06/21/10	04/06/11
l	MICROSOFT CORP		04/09/10	04/06/11
m	MITSUBISHI CORP		09/15/06	04/06/11
n	MORGAN STANLEY		05/28/10	04/06/11
o	MORGAN STANLEY		06/09/09	04/06/11

(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 6907.		5373.	1534.
b 21708.		19869.	1839.
c 3329.		3598.	<269.>
d 3329.		3290.	39.
e 5825.		6024.	<199.>
f 11650.		12134.	<484.>
g 19971.		21047.	<1076.>
h 1303.		1295.	8.
i 2606.		2832.	<226.>
j 5212.		5003.	209.
k 6515.		6610.	<95.>
l 17590.		20353.	<2763.>
m 8136.		5633.	2503.
n 2708.		2720.	<12.>
o 4740.		5451.	<711.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1534.
b			1839.
c			<269.>
d			39.
e			<199.>
f			<484.>
g			<1076.>
h			8.
i			<226.>
j			209.
k			<95.>
l			<2763.>
m			2503.
n			<12.>
o			<711.>

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

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

**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	MORGAN STANLEY		05/12/10	04/06/11
b	MORGAN STANLEY		10/14/10	04/06/11
c	MORGAN STANLEY		04/20/09	04/06/11
d	MTN GROUP LTD		08/26/10	04/06/11
e	NATIONAL AUSTRALIA BK LTD		04/07/10	04/06/11
f	NATIONAL AUSTRALIA BK LTD		02/03/09	04/06/11
g	NETEASE INC		04/14/10	04/06/11
h	NETEASE INC		12/03/09	04/06/11
i	NEXEN INC		01/21/11	04/06/11
j	NIPPON TELEG & TEL CORP		03/16/11	04/06/11
k	NOVARTIS A G		04/30/09	04/06/11
l	ORACLE CORP		05/28/10	04/06/11
m	ORACLE CORP		06/09/09	04/06/11
n	ORACLE CORP		04/20/09	04/06/11
o	PETROLEO BRASILEIRO SA PETROBR		02/18/11	04/06/11

(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	4740.	4723.	17.
b	6229.	5846.	383.
c	20313.	18389.	1924.
d	4306.	3406.	900.
e	539.	519.	20.
f	6196.	2875.	3321.
g	2071.	1467.	604.
h	4919.	3709.	1210.
i	6763.	6605.	158.
j	2481.	2606.	<125.>
k	4964.	3437.	1527.
l	7644.	5105.	2539.
m	11891.	7371.	4520.
n	40769.	22512.	18257.
o	1264.	1165.	99.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			17.
b			383.
c			1924.
d			900.
e			20.
f			3321.
g			604.
h			1210.
i			158.
j			<125.>
k			1527.
l			2539.
m			4520.
n			18257.
o			99.

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

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

THE BRITTON FOUNDATION

**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	PETROLEO BRASILEIRO SA PETROBR		02/04/11	04/06/11
b	PIMCO COMMODITY REALRETURN		12/07/11	12/28/11
c	PIMCO COMMODITY REALRETURN		12/07/11	12/28/11
d	PIMCO COMMODITY REALRETURN		04/06/11	08/26/11
e	PIMCO FDS PAC INVT MAGMT SER		04/06/11	12/28/11
f	PIMCO FDS PAC INVT MAGMT SER		04/06/11	12/28/11
g	PRUDENTIAL PLC		09/15/06	04/06/11
h	REED ELSEVIER NV		02/03/09	04/06/11
i	REED ELSEVIER NV		09/15/06	04/06/11
j	REXAM PLC		02/03/09	04/06/11
k	REXAM PLC		08/28/09	04/06/11
l	REXAM PLC		09/15/06	04/06/11
m	ROCHE HLDG LTD		09/24/10	04/06/11
n	ROCHE HLDG LTD		06/12/09	04/06/11
o	ROLLS-ROYCE HLDGS PLC		07/24/08	04/06/11

(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	5748.	5395.	353.
b	172.	200.	<28.>
c	723.	841.	<118.>
d	40000.	43459.	<3459.>
e	4956.	4956.	0.
f	32719.	49103.	<16384.>
g	6011.	5853.	158.
h	1309.	1124.	185.
i	3614.	5254.	<1640.>
j	1206.	891.	315.
k	1959.	1438.	521.
l	2110.	3771.	<1661.>
m	1879.	1774.	105.
n	4336.	4102.	234.
o	6874.	4925.	1949.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			353.
b			<28.>
c			<118.>
d			<3459.>
e			0.
f			<16384.>
g			158.
h			185.
i			<1640.>
j			315.
k			521.
l			<1661.>
m			105.
n			234.
o			1949.

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	
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	

**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	ROYAL DUTCH SHELL PLC		05/20/10	04/06/11
b	ROYAL DUTCH SHELL PLC		05/14/10	04/06/11
c	ROYAL DUTCH SHELL PLC		05/19/10	04/06/11
d	ROYAL DUTCH SHELL PLC		05/28/10	04/06/11
e	ROYAL DUTCH SHELL PLC		06/09/09	04/06/11
f	ROYAL DUTCH SHELL PLC		09/04/09	04/06/11
g	ROYAL DUTCH SHELL PLC		04/20/09	04/06/11
h	SECOM LTD		10/02/09	04/06/11
i	SECOM LTD		11/06/09	04/06/11
j	SINGAPORE TELECOMMUNICATIONS		03/09/11	04/06/11
k	SINGAPORE TELECOMMUNICATIONS		03/15/11	04/06/11
l	SMITH & NEPHEW PLC		12/03/10	04/06/11
m	SMITH & NEPHEW PLC		12/06/10	04/06/11
n	SMITH & NEPHEW PLC		12/07/10	04/06/11
o	SMITH & NEPHEW PLC		12/03/10	04/06/11

(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	2605.	1792.	813.
b	2977.	2095.	882.
c	2977.	2074.	903.
d	3703.	2640.	1063.
e	7406.	5440.	1966.
f	7406.	5487.	1919.
g	22219.	12546.	9673.
h	1779.	2024.	<245.>
i	2224.	2334.	<110.>
j	5455.	5386.	69.
k	194.	183.	11.
l	870.	704.	166.
m	986.	795.	191.
n	1101.	909.	192.
o	1797.	1454.	343.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			813.
b			882.
c			903.
d			1063.
e			1966.
f			1919.
g			9673.
h			<245.>
i			<110.>
j			69.
k			11.
l			166.
m			191.
n			192.
o			343.

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

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

THE BRITTON FOUNDATION

**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	SMITH & NEPHEW PLC		12/08/10	04/06/11
b	SOCIETE GENERALE FRANCE		10/22/10	04/06/11
c	ST JUDE MED INC		06/09/09	04/06/11
d	ST JUDE MED INC		10/06/09	04/06/11
e	ST JUDE MED INC		05/28/10	04/06/11
f	ST JUDE MED INC		01/07/11	04/06/11
g	ST JUDE MED INC		06/23/09	04/06/11
h	ST JUDE MED INC		04/20/09	04/06/11
i	STATOIL ASA		04/29/08	04/06/11
j	STATOIL ASA		10/16/07	04/06/11
k	SUMITOMO MITSUI TR HLDGS INC		03/16/11	10/03/11
l	TELENOR ASA		07/11/07	04/06/11
m	TEVA PHARMACEUTICAL INDS LTD		04/22/10	04/06/11
n	TEVA PHARMACEUTICAL INDS LTD		05/28/10	04/06/11
o	TEVA PHARMACEUTICAL INDS LTD		12/03/10	04/06/11

(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 2029.		1797.	232.
b 5619.		5184.	435.
c 3993.		2927.	1066.
d 5325.		3404.	1921.
e 5325.		3751.	1574.
f 5325.		4080.	1245.
g 7987.		6161.	1826.
h 17305.		11602.	5703.
i 884.		1072.	<188.>
j 4300.		4944.	<644.>
k 3357.		3648.	<291.>
l 2295.		2586.	<291.>
m 3825.		4580.	<755.>
n 3825.		4120.	<295.>
o 3825.		3668.	157.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			232.
b			435.
c			1066.
d			1921.
e			1574.
f			1245.
g			1826.
h			5703.
i			<188.>
j			<644.>
k			<291.>
l			<291.>
m			<755.>
n			<295.>
o			157.

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
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

**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	TEVA PHARMACEUTICAL INDS LTD		06/09/09	04/06/11
b	TEVA PHARMACEUTICAL INDS LTD		07/23/10	04/06/11
c	TEVA PHARMACEUTICAL INDS LTD		05/20/09	04/06/11
d	TEVA PHARMACEUTICAL INDS LTD		05/06/09	04/06/11
e	THORNBURG INTL VALUE FUND		12/23/11	12/28/11
f	THORNBURG INTL VALUE FUND		09/26/11	12/28/11
g	THORNBURG INTL VALUE FUND		04/06/11	12/28/11
h	TNT N V		09/15/06	04/06/11
i	USINAS SIDERURGICAS DE MINAS		08/18/09	04/06/11
j	V F CORP		05/28/10	04/06/11
k	V F CORP		01/28/11	04/06/11
l	V F CORP		01/27/10	04/06/11
m	V F CORP		03/19/10	04/06/11
n	V F CORP		07/29/09	04/06/11
o	V F CORP		10/27/09	04/06/11

(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	5099.	4771.	328.
b	5099.	4915.	184.
c	7649.	6788.	861.
d	14023.	12140.	1883.
e	70.	71.	<1.>
f	177.	172.	5.
g	39951.	50000.	<10049.>
h	4635.	6274.	<1639.>
i	976.	1016.	<40.>
j	2472.	1945.	527.
k	4945.	4102.	843.
l	7417.	5448.	1969.
m	7417.	5975.	1442.
n	12362.	7919.	4443.
o	12362.	9170.	3192.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			328.
b			184.
c			861.
d			1883.
e			<1.>
f			5.
g			<10049.>
h			<1639.>
i			<40.>
j			527.
k			843.
l			1969.
m			1442.
n			4443.
o			3192.

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

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

THE BRITTON FOUNDATION

**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	VALE S A		02/18/11	04/06/11
b	VOLKSWAGEN AG		01/20/11	04/06/11
c	WAL-MART STORES INC		05/28/10	04/06/11
d	WAL-MART STORES INC		07/12/10	04/06/11
e	WAL-MART STORES INC		08/21/09	04/06/11
f	WAL-MART STORES INC		09/01/09	04/06/11
g	WAL-MART STORES INC		11/05/09	04/06/11
h	WAL-MART STORES INC		07/20/09	04/06/11
i	WESTERN DIGITAL CORP		05/28/10	04/06/11
j	WESTERN DIGITAL CORP		03/16/11	04/06/11
k	WESTERN DIGITAL CORP		09/17/10	04/06/11
l	WESTERN DIGITAL CORP		05/07/10	04/06/11
m	WESTERN DIGITAL CORP		06/11/10	04/06/11
n	WESTERN DIGITAL CORP		07/23/10	04/06/11
o	WESTERN DIGITAL CORP		04/13/10	04/06/11

(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 23027.		23766.	<739.>
b 5342.		5138.	204.
c 2656.		2538.	118.
d 3984.		3760.	224.
e 5311.		5159.	152.
f 5311.		5094.	217.
g 5311.		5092.	219.
h 17262.		15717.	1545.
i 1877.		1750.	127.
j 3755.		3516.	239.
k 4693.		3371.	1322.
l 5632.		5688.	<56.>
m 5632.		5153.	479.
n 7509.		5605.	1904.
o 17835.		19189.	<1354.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<739.>
b			204.
c			118.
d			224.
e			152.
f			217.
g			219.
h			1545.
i			127.
j			239.
k			1322.
l			<56.>
m			479.
n			1904.
o			<1354.>

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	
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	



THE BRITTON FOUNDATION

**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	XSTRATA PLC		05/12/10	04/06/11
b	XSTRATA PLC		04/26/10	04/06/11
c	XSTRATA PLC		04/15/10	04/06/11
d	ZURICH FINL SVCS		09/15/06	04/06/11
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 1494.		986.	508.
b 1807.		1391.	416.
c 3037.		2532.	505.
d 6159.		5203.	956.
e 4744.			4744.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			508.
b			416.
c			505.
d			956.
e			4744.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	149415.
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

---



---

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY 13	1283.	0.	1283.
MORGAN STANLEY 14	49.	0.	49.
MORGAN STANLEY 15	12.	0.	12.
MORGAN STANLEY 18	7624.	0.	7624.
US DEPT OF TREASURY	4.	0.	4.
US TRUST	45738.	4744.	40994.
US TRUST	55.	0.	55.
TOTAL TO FM 990-PF, PART I, LN 4	54765.	4744.	50021.

---



---

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FOREIGN TAX REFUNDS	2.	2.	
TAX REFUND	1744.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1746.	2.	

---



---

FORM 990-PF	LEGAL FEES	STATEMENT	3
-------------	------------	-----------	---

---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	1572.	0.		1572.
TO FM 990-PF, PG 1, LN 16A	1572.	0.		1572.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAX PREPARATION FEES	2400.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	2400.	0.		0.	

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 ADVISORY FEES	543.	543.		0.	
INVESTMENT ADVISORY FEES	11612.	11612.		0.	
INVESTMENT ADVISORY FEES	4250.	4250.		0.	
INVESTMENT FEES	76.	76.		0.	
TO FORM 990-PF, PG 1, LN 16C	16481.	16481.		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	570.	570.		0.	
FEDERAL EXCISE TAX	1230.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1800.	570.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	AMOUNT
REVENUE RECEIVED IN 2012 RECORDED IN 2011	1801.
TOTAL TO FORM 990-PF, PART III, LINE 3	1801.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
COLUMBIA DIVIDEND INCOME FUND CLASS Z	COST	151953.	149803.
ISHARES INC MSCI CDA INDEX FUND	COST	46791.	47880.
ISHARES RUSSELL MIDCAP GROWTH	COST	49442.	49545.
ISHARES S&P MIDCAP 400 INDEX FUND	COST	100323.	87610.
ISHARES RUSSELL 1000 VALUE INDEX	COST	76323.	69828.
ISHARES RUSSELL 1000 GROWTH	COST	252460.	242718.
ISHARES S&P SMALLCAP 600 INDEX FUND	COST	101177.	92205.
JPMORGAN ALERIAN MLP INDEX ETN	COST	90388.	93528.
SPDR S&P DIVIDEND ETF	COST	102930.	107740.
SELECT SECTOR SPDR TR ENERGY SHS BEN INT	COST	50490.	43206.
SELECT SECTOR SPDR TR INDUSTRIAL SHS BEN INT	COST	49445.	43875.
SELECT SECTOR SPDR TR TECHNOLOGY SHS BEN INT	COST	52239.	50900.
COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	COST	100416.	99810.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES	COST	201823.	206463.
ISHARES BARCLAYS AGGREGATE BD FUND	COST	109629.	110250.
ISHARES S&P U S PFD STK INDEX FUND	COST	95185.	85488.
PIMCO HIGH YIELD FD INSTL CL	COST	50923.	48251.
VANGUARD REIT ETF	COST	49335.	49300.
PIMCO COMMODITY REALRETURN STRATEGY FUND	COST	7438.	4964.
TOTAL TO FORM 990-PF, PART II, LINE 13		1738710.	1683364.

ACTION BY WRITTEN CONSENT  
OF THE TRUSTEES OF THE BRITTON FOUNDATION  
IN LIEU OF MEETING

February 10, 2011

The undersigned, being all of the trustees of The Britton Foundation, an Alabama nonprofit corporation (the "Foundation"), in accordance with Section 2.9 and Article III of the Foundation's Bylaws (the "Bylaws"), do hereby waive all notice otherwise required and hereby consent to the following actions, without a formal meeting:

WHEREAS, Margaret M. Britton's term as a trustee of the Foundation ended upon her death on May 15, 2006;

WHEREAS, Section 2.2 of the Bylaws states that the "number of trustees constituting the board of trustees shall be no less than three and no more than seven";

WHEREAS, Section 2.2 of the Bylaws states that the "number of trustees may be increased or decreased from time to time in the manner provided by the bylaws for the amendment thereof";

WHEREAS, pursuant to Section 2.3 of the Bylaws, any "vacancy occurring in the board of trustees may be filled by the affirmative vote of a majority of the remaining trustees";

WHEREAS, after careful consideration, the undersigned trustees of the Foundation desire to fill the current vacancy in the board of trustees with the appointment of Cathryn C. Britton; and

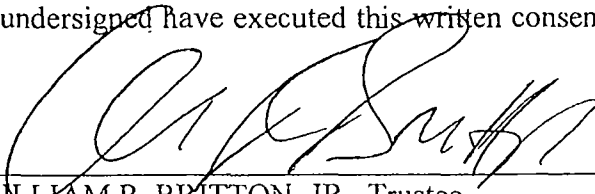
WHEREAS, the trustees of the Foundation have taken certain actions in furtherance of the Foundation's charitable purposes as articulated in the Foundation's Articles of Incorporation and desire to document such actions taken in the form of this resolution.

NOW, THEREFORE, BE IT RESOLVED, that Cathryn C. Britton is elected to serve as a trustee of the Foundation, to serve with the current trustees pursuant to the terms of the Bylaws;

NOW, THEREFORE, BE IT RESOLVED, that the trustees of the Foundation amend Section 2.2 of the Bylaws to affirm that the minimum number of trustees constituting the board of trustees is two (2) effective as of May 15, 2006, the date of death of Margaret M. Britton;

NOW, THEREFORE, BE IT RESOLVED, that all actions heretofore taken by the officers of the Foundation since the most recent written consent of the trustees of the Foundation hereby are ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned have executed this written consent effective as of the date first stated above.

  
\_\_\_\_\_  
WILLIAM R. BRITTON, JR., Trustee

  
\_\_\_\_\_  
ARTHUR M. BRITTON, Trustee

1297836

ACTION BY WRITTEN CONSENT  
OF THE TRUSTEES  
OF THE BRITTON FOUNDATION

The undersigned, constituting all of the trustees of The Britton Foundation, an Alabama nonprofit corporation (the "Foundation"), acting by written consent in lieu of an annual meeting, adopt the following resolutions:

RESOLVED, that the following named individuals are elected to serve in the offices designated opposite their names at the pleasure of the board of trustees of the Foundation:

William R. Britton, Jr.

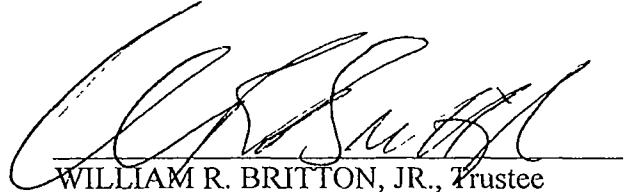
President and Treasurer

Arthur M. Britton

Vice President and Secretary

FURTHER RESOLVED, that the President shall sign any investment or agency agreements, letters of instruction, deeds, mortgages, bonds, contracts or other instruments to be executed by the Foundation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

IN WITNESS WHEREOF, the undersigned have executed this written consent effective as of the 10th day of February, 2011.

  
WILLIAM R. BRITTON, JR., Trustee

  
ARTHUR M. BRITTON, Trustee

  
CATHRYN C. BRITTON, Trustee

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.  <b>THE BRITTON FOUNDATION</b>	Employer identification number (EIN) or  <input checked="" type="checkbox"/> <b>58-2024189</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2823 PROVIDENCE ROAD, SUITE 374</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>CHARLOTTE, NC 28211</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**WILLIAM R. BRITTON, JR.**

- The books are in the care of ► **2823 PROVIDENCE ROAD, SUITE 374 - CHARLOTTE, NC 28211**  
Telephone No. ► **704-367-4290** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2011** or  
► ☐ tax year beginning , and ending .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5720.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	720.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	5000.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2012)