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

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

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation: **The Britton Family Foundation**

Room/suite: **700**

Number and street (or P O box number if mail is not delivered to street address): **c/o J.E. SPODEN, 100 State Street**

City or town, state, and ZIP code: **Erie, PA 16507-1459**

A Employer identification number: **25-1618532**

B Telephone number: **(814) 870-7710**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 3,409,498.**

J Accounting method: Cash Accrual Other (specify)

Part I Analysis of Revenue and Expenses		(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		2,475.	2,475.		Statement 1
4 Dividends and interest from securities		70,465.	70,465.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		64,096.			
b Gross sales price for all assets on line 6a		1,069,828.			
7 Capital gain net income (from Part IV, line 2)			64,096.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		137,036.	137,036.		
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		9,106.	4,553.		4,553.
b Accounting fees					
c Other professional fees Stmt 4		19,238.	19,238.		0.
17 Interest					
18 Taxes Stmt 5		8,300.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		119.	119.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		36,763.	23,910.		4,553.
25 Contributions, gifts, grants paid		109,100.			109,100.
26 Total expenses and disbursements. Add lines 24 and 25		145,863.	23,910.		113,653.
27 Subtract line 26 from line 12		-8,827.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			113,126.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			85,447.	94,803.	94,803.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock Stmt 7			2,326,437.	2,348,255.	2,921,932.
	c Investments - corporate bonds Stmt 8			265,503.	265,503.	280,987.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 9			162,080.	122,080.	111,776.	
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			2,839,467.	2,830,641.	3,409,498.	
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			2,839,467.	2,830,641.	
	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			2,839,467.	2,830,641.		
31 Total liabilities and net assets/fund balances			2,839,467.	2,830,641.		

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	2,839,467.
2 Enter amount from Part I, line 27a	2	-8,827.
3 Other increases not included in line 2 (itemize) ▶ <u>Balancing Adjustment</u>	3	1.
4 Add lines 1, 2, and 3	4	2,830,641.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,830,641.

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 449,402.		482,909.	-33,507.
b 609,654.		522,823.	86,831.
c 10,772.			10,772.
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			-33,507.
b			86,831.
c			10,772.
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	64,096.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	50,130.	3,212,390.	.015605
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

2 Total of line 1, column (d)	2	.256099
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	.051220
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,318,675.
5 Multiply line 4 by line 3	5	169,983.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,131.
7 Add lines 5 and 6	7	171,114.
8 Enter qualifying distributions from Part XII, line 4 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	8	113,653.

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	2,263.
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	2,263.
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	2,263.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,810.
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	4,810.
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	2,547.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MacDonalld Illig Jones & Britton LLP Telephone no 814/870-7600 Located at 100 State Street, Suite 700, Erie, PA ZIP+4 16507
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2012, 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

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2012 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 2012.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?

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.	0.
John W. Britton 9620 Donation Road Waterford, PA 16441	Vice Pres./Treas./Director 0.00	0.	0.	0.
James E Spoden, Esq. 100 State Street, Suite 700 Erie, PA 165071459	Asst. Sec'y, Treasurer/ Director 0.00	0.	0.	0.
Judith B. Bonanno 576 Lighthouse Way Sanibel, FL 33947	Vice Pres./Secretary/Director 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,274,410.
b	Average of monthly cash balances	1b	94,803.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,369,213.
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	3,369,213.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,538.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,318,675.
6	Minimum investment return. Enter 5% of line 5	6	165,934.

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	165,934.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,263.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,263.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	163,671.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	163,671.
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	163,671.

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	113,653.
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	113,653.
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	113,653.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				163,671.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	37,643.			
d From 2010				
e From 2011				
f Total of lines 3a through e	37,643.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 113,653.				
a Applied to 2011, 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 2012 distributable amount				113,653.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	37,643.			37,643.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2011. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				12,375.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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				
Asbury Foundation 2323 Edinboro Road Erie, PA 16509	none	Public Charity	Lifestyle Enhancements Project	50,000.
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	2,500.
Emmaus Ministries 345 East 9th Street Erie, PA 16503	none	Public Charity	General Unrestricted	500.
Total	See continuation sheet(s)			109,100.
b Approved for future payment				
None				
Total				0.

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 Art Museum 411 State Street Erie, PA 16501	none	Public Charity	General Unrestricted	20,000.
Erie County Historical Society 419 State Street Erie, PA 16501	none	Public Charity	General unrestricted	1,000.
Erie Day School 1372 West Sixth Street Erie, PA 16505	none	Public Charity	General Unrestricted	8,000.
Erie Philharmonic 609 Walnut Street Erie, PA 16502	none	Public Charity	General Unrestricted	2,100.
Erie Zoological Society P.O. Box 3208 Erie, PA 16508	none	Public Charity	General Unrestricted	2,500.
French Creek Council, BSA 1815 Robinson Road West Erie, PA 16509	none	Public Charity	General Unrestricted	2,500.
Girl Scouts of Western Pa. 30 Isabella Street, Suite 107 Pittsburgh, PA 15212	none	Public Charity	General Unrestricted	2,500.
Hamot Health Foundation 302 French Street Erie, PA 16507	none	Public Charity	General Unrestricted	2,500.
Kanzius Cancer Research Foundation 130 West 8th Street Erie, PA 16501	none	Public Charity	General Unrestricted	1,000.
Regional Cancer Center 2500 West 12th Street Erie, PA 16505	none	Public Charity	General Unrestricted	1,000.
Total from continuation sheets				48,100.

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
Sanibel Captiva Conservation PO Box 839 Sanibel, FL 33957	none	Public Charity	General Unrestricted	2,500.
Sarah Reed Children's Center 2445 West 34th Street Erie, PA 16506	none	Public Charity	General Unrestricted	1,000.
Stairways Behavioral Health 2185 West 8th Street Erie, PA 16505	none	Public Charity	General Unrestricted	1,000.
WQLN 8425 Peach Street Erie, PA 16509	none	Public Charity	General Unrestricted	500.
Total from continuation sheets				

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

Source	Amount
PNC Bank - Investment Account	2,474.
PNC Bank Checking Account	1.
Total to Form 990-PF, Part I, line 3, Column A	2,475.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PNC Bank - Investment Account	81,237.	10,772.	70,465.
Total to Fm 990-PF, Part I, ln 4	81,237.	10,772.	70,465.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MacDonald, Illig, Jones & Britton LLP	9,106.	4,553.		4,553.
To Fm 990-PF, Pg 1, ln 16a	9,106.	4,553.		4,553.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	19,238.	19,238.		0.
To Form 990-PF, Pg 1, ln 16c	19,238.	19,238.		0.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
2011 Form 990PF Taxes	3,490.	0.			0.
2012 Form 990PF Taxes	4,810.	0.			0.
To Form 990-PF, Pg 1, ln 18	8,300.	0.			0.

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous Exp. SERVICE CHARGE	119.	119.			0.
To Form 990-PF, Pg 1, ln 23	119.	119.			0.

Form 990-PF	Corporate Stock		Statement	7
Description	Book Value	Fair Market Value		
AT&T Inc.	36,156.	39,778.		
Cisco Sys. Inc.	27,900.	28,688.		
JPMorgan Chase	41,837.	42,650.		
Microsoft Corp	30,650.	34,455.		
Oracle Corp.	7,446.	19,659.		
Procter & Gamble Co.	19,884.	24,440.		
Royce Total Return Fd.	42,703.	57,850.		
Harbor Intl. Fd.	118,845.	153,884.		
Google Inc.	20,962.	35,369.		
Intel Corp Comm.	12,695.	16,908.		
Pfizer Inc.	24,335.	36,615.		
Wal Mart Stores	0.	0.		
Allergan Inc Com	12,788.	21,098.		
Apple Inc	25,170.	79,826.		
Celanese Corp Del Com Ser A	0.	0.		
Chubb Corp Com	17,890.	27,115.		
EBay Inc Com	21,953.	32,128.		
Exxon Mobil Corp Com	49,480.	60,585.		
International Business Machines Corp Com	19,991.	32,564.		

Johnson & Johnson Com	31,053.	35,050.
McDonalds Corp Com	0.	0.
United Technologies Corp Com	17,629.	23,783.
UnitedHealth Group Inc Com	12,061.	23,323.
Wells Fargo	31,766.	38,965.
Wisconsin Energy Corp Com	20,041.	31,323.
Aston Tamro Sm Cap I	32,035.	46,145.
IShares TR Russell Midcap	68,771.	122,148.
IShares TR Russell 2000 Small Cap	26,845.	37,352.
Dodge & Cox Income Fd #147	158,568.	175,376.
Lauder Estee Cos Inc. Cl A	0.	0.
JM Smucker Co.	0.	0.
American Express Co.	19,843.	25,866.
Ameriprise Financial Inc.	0.	0.
Capital One Financial Corp.	0.	0.
Covidien PLC	25,141.	29,447.
Amerisourcebergen Corp.	0.	0.
Merck & Co. Inc.	12,500.	13,510.
Cummins Inc.	0.	0.
General Electric Co.	32,074.	36,733.
EMC Corp	20,864.	28,589.
iShares MSCI Index Fund	0.	0.
Fidelity Advisor Floating High Income Fund	30,000.	30,091.
Borg Warner Inc	0.	0.
Comcast Corporation	22,427.	35,118.
Dollar Tree	0.	0.
Limited Brands	15,756.	24,471.
Macy's Inc	19,992.	27,314.
Mattel	0.	0.
Target Corp	0.	0.
Coca Cola Co	29,774.	33,350.
The Hershey Company	22,622.	34,666.
Kraft Foods Inc	5,932.	7,548.
Whole Foods Mkt Inc	19,445.	27,348.
Chevron Corporation	46,022.	51,907.
Conocophillips	0.	0.
EQT Corporation	0.	0.
National Oilwell Varco Inc	30,968.	28,707.
Bank of America Corp	0.	0.
Citigroup Inc	31,203.	27,296.
Equity Residential SH Ben Int REIT	15,128.	15,868.
Moody's Corp	18,890.	24,154.
Bristol Myers Squibb Co	0.	0.
Shire PLC Sponsored ADR	12,882.	14,749.
Dover Corp	0.	0.
Eaton corp	0.	0.
Joy Global Inc	0.	0.
Union Pacific Corp	22,913.	30,173.
Qualcomm Inc	24,758.	27,837.
DuPont E I De Nemours & Co	0.	0.
PPG Industries Inc	0.	0.
Vodafone Group PLC	0.	0.
Northeast Utilities	0.	0.
OGE Energy Corp	17,308.	19,709.

Vanguard MSCI Emerging Markets ETF	86,432.	122,101.
Blackrock Funds US Opportunities Portfolio Fund	38,067.	38,151.
Litman Gregory Masters International Fund	121,000.	147,758.
Pimco FDS	50,000.	51,324.
Walt Disney Co.	17,719.	17,924.
Gannett Inc.	17,671.	17,830.
Home Depot Inc	27,790.	38,966.
PVH Corp	18,898.	22,202.
Polaris Industries Inc	17,123.	18,513.
Ross Stores Inc	15,835.	12,982.
Anheuser Busch Inbev	20,618.	26,223.
Mondelez Intl	11,096.	12,727.
Phillip Morris Intern	29,376.	26,765.
Suncor Energy Inc	25,972.	30,342.
Discover Financial	16,519.	17,733.
M & T Bank Corp	17,535.	19,694.
Fifth Third Bancorp	21,844.	22,952.
Cooper Cos Inc	18,889.	18,496.
Mylan Inc	18,073.	20,862.
Resmed Inc	23,923.	30,762.
Boeing Inc	28,181.	28,637.
Pall Corp	17,539.	16,873.
3M Company	20,239.	22,284.
Agrium Inc	18,362.	18,975.
CF Industries Holdings	16,458.	20,316.
Eastman Chem Co.	19,981.	25,179.
FMC Corp	12,219.	15,800.
Blackrock Global Alloc.	50,000.	52,239.
T Rowe Price Real Estate	125,000.	135,794.
Total to Form 990-PF, Part II, line 10b	2,348,255.	2,921,932.

Form 990-PF	Corporate Bonds	Statement	8
Description	Book Value	Fair Market Value	
Bank of America Corp DTD 01/23/03 Due 01/15/13	50,412.	50,067.	
Vanguard Total Bond Market ETF	135,200.	142,851.	
iShares JP Morgan USD Emerging Markets Bond Fund	24,891.	28,242.	
Blackrock Funds High Yield Bd Portfolio Fund	30,000.	33,338.	
Templeton Global Bond Fund	25,000.	26,489.	
Total to Form 990-PF, Part II, line 10c	265,503.	280,987.	

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Structured Note, Barclays Bank	COST	82,080.	77,872.
Structured Note, Credit-Suisse	COST	0.	0.
Structured Note, JP Morgan	COST	40,000.	33,904.
Total to Form 990-PF, Part II, line 13		122,080.	111,776.

BRITTON FAMILY FOUNDATION AGENCY
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
30. AMERICAN EXPRESS CO COM	06/07/2011	01/24/2012	1,478.37	1,477.80	0.57
10. AMERICAN EXPRESS CO COM	02/07/2012	07/26/2012	569.48	522.70	46.78
40. AMERIPRISE FINANCIAL INC	02/01/2011	01/24/2012	2,170.35	2,510.00	-339.65
100. BANK OF AMER CORP COM	02/01/2011	01/24/2012	726.48	1,407.99	-681.51
10. BED BATH & BEYOND INC COM	05/08/2012	07/26/2012	614.08	681.50	-67.42
250. BED BATH & BEYOND INC COM	05/08/2012	10/23/2012	14,722.30	17,024.20	-2,301.90
332.22 BLACKROCK FDS MCR CP EQ INST					
20. BORG WARNER AUTO COM	11/22/2011	07/05/2012	11,793.82	11,933.34	-139.52
20. BRISTOL-MYERS SQUIBB COM	03/11/2011	01/24/2012	1,517.77	1,496.00	21.77
10. BRISTOL-MYERS SQUIBB COM	10/12/2011	01/24/2012	644.98	658.00	-13.02
10. BRISTOL-MYERS SQUIBB COM	10/12/2011	07/26/2012	355.69	329.00	26.69
560. BRISTOL-MYERS SQUIBB COM	10/12/2011	08/22/2012	17,650.80	18,424.00	-773.20
40. CAPITAL ONE FINANCIAL CORP COM					
10. CATERPILLAR INC FORMERLY	02/01/2011	01/24/2012	1,794.36	1,977.18	-182.82
260. CATERPILLAR INC FORMERLY	02/22/2012	07/26/2012	843.18	1,160.00	-316.82
40. CHEVRONTXACO CORP COM	02/07/2012	10/23/2012	21,769.34	29,278.08	-7,508.74
30. CHUBB CORP COM	02/01/2011	01/24/2012	4,266.31	3,835.20	431.11
90. CISCO SYS INC COM	02/01/2011	01/24/2012	2,102.35	1,742.70	359.65
10. CISCO SYS INC COM	01/12/2012	01/24/2012	1,780.61	1,728.00	52.61
10. CISCO SYS INC COM	02/22/2012	07/26/2012	156.69	201.85	-45.16
45. CITIGROUP INC	02/01/2011	01/24/2012	1,341.42	2,205.00	-863.58
30. COCA COLA CO COM	02/22/2011	01/24/2012	2,032.16	1,909.20	122.96
30. COMCAST CORP NEW CL A	10/12/2011	01/24/2012	772.78	712.57	60.21
20. COMCAST CORP NEW CL A	10/12/2011	07/26/2012	637.78	475.05	162.73
20. CONOCOPHILLIPS	12/06/2011	01/24/2012	1,410.97	1,459.40	-48.43
270. CONOCOPHILLIPS	11/16/2011	07/26/2012	14,558.07	14,520.76	37.31
30. CUMMINS ENGINE INC COM	02/22/2012	07/31/2012	2,819.04	3,683.10	-864.06
1507.159 DODGE & COX INCOME FD	11/22/2011	01/24/2012	20,256.22	20,000.00	256.22
30. DOLLAR TREE INC	02/01/2011	01/24/2012	2,577.25	1,525.80	1,051.45
40. DOVER CORP COM	02/01/2011	01/24/2012	2,421.15	2,592.79	-171.64
30. DU PONT E I DE NEMOURS & CO COM					
10. EMC CORPORATION	02/14/2011	01/24/2012	1,478.97	1,634.70	-155.73
500. EOT CORPORATION	02/22/2012	07/26/2012	258.39	272.20	-13.81
10. EASTMAN CHEMICAL CO COM	07/25/2011	01/24/2012	24,835.07	30,671.20	-5,836.13
	02/22/2012	07/26/2012	498.58	540.03	-41.45
Totals					

BRITTON FAMILY FOUNDATION AGENCY
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
30. EAION CORP COM	02/01/2011	01/24/2012	1,463.07	1,629.00	-165.93
40. EBAY INC COM	02/22/2011	01/24/2012	1,274.77	1,343.20	-68.43
30. EQUITY RESIDENTIAL PPTYS TR SBI					
50. EXXON MOBIL CORP COM	02/01/2011	01/24/2012	1,697.06	1,620.89	76.17
10. FMC CORP COM COM	03/11/2011	01/24/2012	4,348.91	4,128.50	220.41
100. FMC CORP COM COM	01/12/2012	01/24/2012	917.48	905.09	12.39
110. FMC CORP COM COM	01/12/2012	06/14/2012	5,066.88	4,949.97	116.91
110. GENERAL ELEC CO COM	01/12/2012	10/23/2012	5,973.97	4,977.97	996.00
10. GOOGLE INC CL A	02/01/2011	01/24/2012	2,065.76	2,269.30	-203.54
40. HERSHEY FOODS CORP COM	12/06/2011	01/24/2012	5,794.78	6,256.80	-462.02
40. HOME DEPOT INC COM	02/01/2011	01/24/2012	2,451.55	1,885.20	566.35
80. INTEL CORP COM	01/12/2012	01/24/2012	1,794.36	1,736.80	57.56
10. INTEL CORP COM	06/07/2011	01/24/2012	2,147.15	1,778.40	368.75
560. INTERNATIONAL PAPER CO COM	08/30/2012	10/23/2012	215.10	246.30	-31.20
50. JOHNSON & JOHNSON COM	04/09/2012	08/09/2012	18,115.59	19,034.23	-918.64
10. JOHNSON & JOHNSON COM	05/26/2011	01/24/2012	3,245.43	3,278.99	-33.56
10. JOY GLOBAL INC COM	08/30/2012	10/23/2012	709.38	672.60	36.78
210. JOY GLOBAL INC COM	07/25/2011	01/24/2012	891.08	1,002.29	-111.21
30. KRAFT FOODS INC-A COM	07/25/2011	05/21/2012	13,517.39	21,048.02	-7,530.63
10. KRAFT FOODS INC-A COM	12/06/2011	01/24/2012	1,148.67	1,099.50	49.17
40. LAUDER ESTEE COS INC CL A	12/06/2011	07/26/2012	394.09	366.50	27.59
30. LIMITED INC COM	04/08/2011	01/24/2012	2,323.95	1,900.60	423.35
10. LIMITED INC COM	12/06/2011	01/24/2012	1,253.07	1,296.00	-42.93
60. MACY'S INC	12/06/2011	07/26/2012	463.68	432.00	31.68
70. MATTEL INC COM	05/26/2011	01/24/2012	2,111.35	1,713.59	397.76
20. MCDONALDS CORP COM	02/01/2011	01/24/2012	2,032.76	1,674.40	358.36
250. MCDONALDS CORP COM	08/15/2011	01/24/2012	1,973.36	1,728.59	244.77
120. MICROSOFT CORP COM	08/15/2011	05/08/2012	23,386.97	21,607.32	1,779.65
30. MOODYS CORP COM	02/01/2011	01/24/2012	3,514.73	3,338.34	176.39
10. NATIONAL OIL-WELL INC COM	06/07/2011	01/24/2012	1,103.07	1,183.50	-80.43
180. NOBLE ENERGY INC COM	01/24/2012	07/26/2012	697.38	758.30	-60.92
290. NORFOLK SOUTHERN CORP COM	01/24/2012	06/14/2012	14,849.66	18,059.38	-3,209.72
40. NORTHEAST UTILS COM	07/26/2012	10/23/2012	19,163.38	21,190.30	-2,026.92
20. OGE ENERGY CORP COM	02/01/2011	01/24/2012	1,379.57	1,331.84	47.73
Totals	08/26/2011	01/24/2012	1,105.77	978.77	127.00

BRITTON FAMILY FOUNDATION AGENCY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
50. AT&T INC	01/19/2006	01/24/2012	1,499.47	1,250.00	249.47
20. ALLERGAN INC COM	08/31/2009	01/24/2012	1,770.56	1,111.97	658.59
80. ALLERGAN INC COM	08/31/2009	06/14/2012	7,283.03	4,447.88	2,835.15
20. AMERISOURCEBERGEN CORP COM	02/17/2010	01/24/2012	789.78	544.27	245.51
500. AMERISOURCEBERGEN CORP COM	02/17/2010	03/19/2012	19,184.70	13,606.66	5,578.04
400. AMERIPRISE FINANCIAL, INC	01/11/2010	03/19/2012	23,031.62	17,026.96	6,004.66
40. AMERIPRISE FINANCIAL, INC	02/01/2011	03/19/2012	2,303.16	2,510.00	-206.84
10. APPLE COMPUTER INC COM	08/31/2009	01/24/2012	4,208.81	1,678.00	2,530.81
10. APPLE COMPUTER INC COM	08/31/2009	07/26/2012	5,797.77	1,678.00	4,119.77
10. BANK OF AMER CORP COM	02/01/2011	07/26/2012	71.69	140.80	-69.11
1110. BANK OF AMER CORP COM	02/01/2011	08/30/2012	8,758.26	15,628.69	-6,870.43
231.16 BLACKROCK FDS MCR CP EQ INST					
260. BORG WARNER AUTO COM	02/28/2011	07/05/2012	8,206.18	10,000.00	-1,793.82
370. CAPITAL ONE FINANCIAL CORP COM	03/11/2011	07/17/2012	16,577.22	19,448.00	-2,870.78
100. CAPITAL ONE FINANCIAL CORP COM	01/27/2010	02/07/2012	17,430.43	13,441.63	3,988.80
30. CELANESE CORP-SERIES A	02/01/2011	02/07/2012	4,710.93	4,942.95	-232.02
420. CELANESE CORP-SERIES A	08/31/2009	01/24/2012	1,438.47	765.25	673.22
10. CHEVRONTXACO CORP COM	08/31/2009	04/09/2012	18,500.16	10,713.48	7,786.68
10. CHUBB CORP COM	02/01/2011	07/26/2012	1,078.97	958.80	120.17
10. CITIGROUP INC	02/01/2011	07/26/2012	701.08	580.90	120.18
40000. CREDIT SUISSE ABSOLUTE	02/01/2011	07/26/2012	264.69	490.00	-225.31
RET. NOTE 0% BUFFER 325% P	06/27/2008	07/19/2012	39,029.27	40,000.00	-970.73
10. CUMMINS ENGINE INC COM	01/27/2010	01/24/2012	1,068.67	457.03	611.64
170. CUMMINS ENGINE INC COM	01/27/2010	07/31/2012	15,974.53	7,769.51	8,205.02
352.96 DODGE & COX INCOME FD	01/28/2010	01/24/2012	4,743.78	4,623.78	120.00
310. DOLLAR TREE INC	02/01/2011	07/26/2012	15,756.94	7,883.28	7,873.66
430. DOLLAR TREE INC	02/01/2011	10/23/2012	16,958.85	10,934.88	6,023.97
390. DOVER CORP COM	02/01/2011	07/26/2012	20,275.64	25,279.72	-5,004.08
Totals					

BRITTON FAMILY FOUNDATION AGENCY
 Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
420. DU PONT E I DE NEMOURS & CO COM	02/01/2011	02/22/2012	21,621.20	21,895.30	-274.09
90. EMC CORPORATION	02/17/2010	01/24/2012	2,251.75	1,576.56	675.19
410. EATON CORP COM	02/01/2011	02/07/2012	21,028.70	22,263.00	-1,234.30
10. EXXON MOBIL CORP COM	03/11/2011	07/26/2012	859.08	825.70	33.38
20. GENERAL ELEC CO COM	02/01/2011	07/26/2012	403.39	412.60	-9.21
10. GOOGLE INC CL A	05/12/2008	02/22/2012	6,098.39	5,800.60	297.79
10. HERSHEY FOODS CORP COM	02/01/2011	07/26/2012	711.68	471.30	240.38
20. INTEL CORP COM	06/07/2011	07/26/2012	511.38	444.60	66.78
220. INTEL CORP COM	06/07/2011	10/23/2012	4,732.20	4,890.60	-158.40
20. INTERNATIONAL BUSINESS MACHS CORP COM	08/31/2009	01/24/2012	3,836.12	2,351.89	1,484.23
1009. ISHARES TR MSCI EAFE IDX	01/11/2010	01/24/2012	52,316.14	58,157.65	-5,841.51
290. ISHARES TR RUSSELL MIDCAP INDEX FD	05/19/2009	01/24/2012	30,191.35	18,466.16	11,725.19
188. ISHARES TR RUSSELL MIDCAP INDEX FD	05/19/2009	07/05/2012	20,047.87	11,971.16	8,076.71
80. J P MORGAN CHASE & CO COM	08/31/2009	01/24/2012	3,006.34	3,469.46	-463.12
10. J P MORGAN CHASE & CO COM	08/31/2009	07/26/2012	357.69	433.68	-75.99
10. JOHNSON & JOHNSON COM	05/26/2011	07/26/2012	684.58	655.80	28.78
80. JOHNSON & JOHNSON COM	05/26/2011	10/23/2012	5,675.07	5,246.38	428.69
.665 KRAFT FOODS GROUP INC	08/26/2011	10/25/2012	30.63	23.57	7.06
10. LAUDER ESTEE COS INC CL A	04/08/2011	07/26/2012	529.88	475.15	54.73
490. LAUDER ESTEE COS INC CL A	04/08/2011	08/09/2012	26,626.00	23,282.35	3,343.65
20. MACY'S INC	05/26/2011	07/26/2012	702.98	571.20	131.78
190. MACY'S INC	05/26/2011	10/23/2012	7,510.55	5,426.38	2,084.17
840. MATTEL INC COM	02/01/2011	05/08/2012	27,290.98	20,092.80	7,198.18
30. MERCK & CO INC	01/11/2010	01/24/2012	1,163.07	1,136.37	26.70
10. MERCK & CO INC	01/11/2010	08/30/2012	426.99	378.79	48.20
20. MICROSOFT CORP COM	02/01/2011	07/26/2012	584.38	556.39	27.99
450. NORTHEAST UTILS COM	02/01/2011	05/21/2012	16,006.23	14,983.25	1,022.98
490. ORACLE CORP COM	01/19/2006	01/12/2012	13,273.99	6,183.80	7,090.19
40. ORACLE CORP COM	01/19/2006	01/24/2012	1,137.97	504.80	633.17
10. ORACLE CORP COM	01/19/2006	07/26/2012	297.99	126.20	171.79
120. PFIZER INC COM	01/27/2010	01/24/2012	2,594.35	2,289.25	305.10
Totals					

**THE NEXT ALLOCATION MEETING WILL BE HELD IN DECEMBER 2012.
PLEASE HAVE COMPLETED APPLICATION SUBMITTED BY
NOVEMBER 15, 2012**

**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, Judith B. Bonanno and James E. Spoden, Esq.

PROCEDURES

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

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

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

Completed Requests should be sent to:

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

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

THE BRITTON FAMILY FOUNDATION

REQUEST FOR FUNDING

Date: _____

Name of Organization _____

Date of Incorporation _____ Contact Person _____

Address _____

Phone _____

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

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

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

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

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

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

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

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

11. If the Foundation approves a contribution, at what time or times do you request the contribution to be made and, if in installments, the percentages of the total contribution to be paid in each installment date?

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

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

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

Signature of President/Chairman

Signature of Executive Director

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Rvd 6/28/12