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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE BRITTON FAMILY FOUNDATION

A Employer identification number
25-1618532

Number and street (or P O box number if mail is not delivered to street address)
C/O JE SPODON 100 STATE STREET
ROOM/SUITE 700

Room/suite

B Telephone number (see instructions)
(814) 870-7710

City or town, state or province, country, and ZIP or foreign postal code
ERIE, PA 165071459

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,968,778

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

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) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	18	18		
	4	Dividends and interest from securities	86,707	86,707		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	40,117			
	b	Gross sales price for all assets on line 6a 409,199				
	7	Capital gain net income (from Part IV, line 2)		40,117		
	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) (attach schedule)				
	11	Other income (attach schedule)	-981	-981		
	12	**Total.** Add lines 1 through 11	125,861	125,861		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	8,813	8,813		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,142	3,142		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	21,246	21,246		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,201	33,201		0
	25	Contributions, gifts, grants paid	126,250			126,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	159,451	33,201		126,250
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-33,590			
	b	**Net investment income** (if negative, enter -0-)		92,660		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	55,018	96,260	96,260
	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 (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,201,475	1,926,643	3,021,485
	c Investments—corporate bonds (attach schedule)	443,768	643,768	661,994
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	185,000	185,000	189,039
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,885,261	2,851,671	3,968,778
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	2,885,261	2,851,671	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **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** (see instructions)	2,885,261	2,851,671	
	31 **Total liabilities and net assets/fund balances** (see instructions)	2,885,261	2,851,671	

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	2,885,261
2	Enter amount from Part I, line 27a	2	-33,590
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,851,671
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,851,671

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PNC BANK - SEE ATTACHED	P	2013-12-30	2014-12-31
b				
c				
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	405,549		369,082	36,467
b				
c				
d				
e				

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				36,467
b				
c				
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	40,117
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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))
2013	180,623	3,590,845	0 050301
2012	113,653	3,318,675	0 034246
2011	50,130	3,212,390	0 015605
2010	34,364	2,883,541	0 011917
2009	200,935	2,507,305	0 080140

2	**Total** of line 1, column (d).	2	0 192209
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	0 038442
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,810,175
5	Multiply line 4 by line 3.	5	146,471
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	927
7	Add lines 5 and 6.	7	147,398
8	Enter qualifying distributions from Part XII, line 4.	8	126,250

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	1,853
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	
3	Add lines 1 and 2			3	1,853
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,853
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,400		
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	2,400
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	547
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 547 **Refunded** ▶			11	

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶PA			
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*	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MACDONALD ILLIG JONES & BRITTON LLP Telephone no ▶(814) 870-7600

Located at ▶100 STATE STREET STE 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 |

			Yes	No
16	At any time during calendar year 2014, 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?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ 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)?	1b		
	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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (see instructions). . . ☐ 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)? . . .	**5b**		
	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?. . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . .	**6b**		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? . . .	**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 (see instructions).

(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 BRITTON 2323 EDINBORO RD UNIT 15 ERIE, PA 16509	PRESIDENT/DI 0 00	0	0	0
JOHN W BRITTON 9620 DONATION ROAD WATERFORD, PA 16441	VICE PRES /D 0 00	0	0	0
JAMES E SPODEN ESQ 100 STATE STREET STE 700 ERIE, PA 16507	TREASURER/DI 0 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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. . . ▶	

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 . . . . ▶		

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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	3,809,306
b	Average of monthly cash balances	1b	58,892
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,868,198
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,868,198
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,023
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,810,175
6	**Minimum investment return.** Enter 5% of line 5	6	190,509

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	190,509
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,853		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,853
3	Distributable amount before adjustments Subtract line 2c from line 1			3	188,656
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	188,656
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	188,656

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	126,250
b	Program-related investments—total from Part IX-B	1b	
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	126,250
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 (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,250

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				188,656
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			6,540	
b Total for prior years 20___ , 20___ , 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 126,250				
a Applied to 2013, but not more than line 2a			6,540	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				119,710
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				68,946
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(e) Total**
2a 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 organization 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))

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

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 address of the person to whom applications should be addressed

SUZANNE E BRITTON PRESIDENT
C/O MACDONALD ILLIG JONES
BRITTON LLP 100 STATE ST STE 700
ERIE, PA 16507
(814) 870-7710

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 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
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				126,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	18	
4 Dividends and interest from securities. . . .			14	86,707	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	40,117	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a BOOK COST ADJUSTMENTS			1	-634	
b ACCRUED INCOME NOT ON BOOKS			14	-425	
c CLASS ACTION SETTLEMENT			1	78	
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				125,861	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 125,861

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d 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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

******	2015-05-12	******	May the IRS discuss this return with the preparer shown below (see instr)? ☐ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
MATTHEW J MINNAUGH CPA		2015-05-12		P00964448

Firm's name ▶ SCHAFFNER KNIGHT MINNAUGH & CO PC — Firm's EIN ▶ 25-1690617

Firm's address ▶ 1545 WEST 38TH STREET ERIE, PA 165082347 — Phone no (814) 454-1997

Form 990PF Part XV Line 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
a *Paid during the year*				
ACHIEVEMENT CENTER 4950 WEST 23RD STREET ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
ASBURY FOUNDATION 2323 EDINBORO ROAD ERIE, PA 16509	NONE	PUBLIC CHARI	UNRESISTRICTED	2,750
BOY SCOUTS OF AMERICA - FRENCH CREE 1515 EAST LAKE ROAD ERIE, PA 16511	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
CATHEDRAL PREP 225 WEST 9TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	50,000
CHAUTAQUA INSTITUTIONFOUNDATION PO BOX 28 CHATAAUQUA, NY 14722	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
CLINIC FOR THE REHABILITATION OF WI PO BOX 150 SANIBEL, FL 33967	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
ERIE ART MUSEUM 10 EAST 5TH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE COUNTY HISTORICAL SOCIETY 419 STATE STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	10,000
ERIE DAY SCHOOL 1372 WEST SIXTH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	20,000
ERIE HOMES FOR CHILDREN & ADULTS 226 EAST 27TH STREET ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
ERIE PHILHARMONIC 609 WALNUT STREET ERIE, PA 16502	NONE	PUBLIC CHARI	UNRESISTRICTED	1,500
FIRST PRESBYTERIAN CHURCH OF THE CO 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	6,500
HAMOT HEALTH FOUNDATION 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	15,000
SANIBEL-CAPTIVA CONSERVATION FOUNDA PO BOX 839 SANIBEL, FL 33957	NONE	PUBLIC CHARI	UNRESISTRICTED	1,500
STAIRWAYS BEHAVIOR HEALTH 2185 WEST 8TH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
Total . . . . ▶ **3a**				126,250

Form 990PF Part XV Line 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
a *Paid during the year*				
WQLN 8425 PEACH STREET ERIE, PA 16509	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
Total . . . . ▶ **3a**				126,250

TY 2014 Investments Corporate Bonds Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FD	198,568	214,219
VANGUARD TOTAL BOND MARKET EFT	135,200	140,029
BLACKROCK FUNDS HIGH YIELD BD PORTFO	30,000	32,473
TEMPLETON GLOBAL BOND FUND	80,000	75,579
BAIRD AGGREGATE BOND FD	150,000	149,861
METROPOLITAN WEST UNCONSTRAINED BOND	50,000	49,833

TY 2014 Investments Corporate Stock Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC	18,985	23,220
AETNA INC NEW	30,869	45,391
ALLERGAN INC CO	11,676	44,644
ALTRIA GROUP	26,483	36,115
AMERICAN EXPRESS CO	17,704	38,146
APPLE INC.	12,921	59,494
ASTON TAMRO SM CAP I		
B/E AEROSPACE INC	13,977	17,580
BECTON DICKINSON	18,802	27,415
BOEING INC	17,258	30,415
CBS CORP CLASS B	19,196	22,468
CF INDUSTRIES HOLDINGS	13,166	21,803
CHEVRON CORP	42,340	47,901
CHUBB CORP CO	16,176	34,145
CISCO SYS. INC.	26,083	38,107
CITIGROUP INC	29,243	35,172
COCA COLA	27,700	36,309
COMCAST CORP	20,902	51,049
CONAGRA FOODS	25,803	27,936
CVS CAREMARK	26,500	46,421
DISCOVER FINANCIAL	15,441	28,161
DR HORTON INC	17,802	18,436
EBAY INC	14,238	23,795
EDISON INTL	21,463	30,055
EMC CORP	12,941	22,097
EXXON MOBIL CORP	29,550	39,384
FIDELITY ADVISOR FLOATING HIGH INCOM	30,000	29,151
FIFTH THIRD BANCORP	20,194	28,525
FRANKLIN RESOURCES INC	23,277	26,079
GENERAL ELECTRIC	39,984	53,067

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS GROUP	23,005	29,075
GOOGLE INC	10,261	26,427
HALLIBURTON CO	19,351	18,013
HARBOR INTL FD	118,845	160,474
HELMERICH & PAYNE	19,388	21,440
HERSHEY CO	21,209	46,769
HERTZ GOLBAL HOLDINGS		
HOME DEPOT	19,669	47,551
INTEL CORP COMM	11,622	27,943
INTERNATIONAL BUSINESS MACHINES CORP	15,287	20,857
INTERNATIONAL PAPER CO	17,182	20,467
INVESCO LTD	22,247	26,004
ISHARES TR RUSSELL MIDCAP	115,496	243,043
ISHARES TR RUSSSELL 2000 SMALL CAP	72,562	100,720
JACOBS ENGINEERING GROUP	20,646	16,535
JOHNSON & JOHNSON CO	29,086	49,148
JP MORGAN CHASE	38,801	56,322
KLX INC	5,485	6,229
LITMAN GREGORY MASTERES INTERNATIONA	88,054	124,277
MACY'S INC	18,850	43,395
MICROSOFT COP	13,925	29,264
MONSANTO CO	18,211	21,505
NIKE INC CLASS B	18,867	30,576
ORACLE COPR	12,869	33,098
PFIZER INC	22,379	42,364
PIMCO FDS		
POLARIS INDUSTRIES	15,564	30,248
PROCTER & GAMBLE CO	44,967	62,852
PVH CORP	17,953	24,352
QUALCOMM	28,046	37,165

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RESMED INC	15,212	26,629
ROYCE TOTAL RETURN RD	9,490	17,247
SHIRE PLC SPONSORED ADR	16,853	42,508
STATE STREET CORP		
T ROWE PRICE REAL ESTATE	89,586	125,047
UNION PACIFIC CORP	21,003	52,417
UNITED TECHNOLOGIES CORP	16,191	31,050
VALERO ENERGY	18,576	21,780
VANGUARD FTSE EMERGING MARKETS	80,034	103,732
VERIZON CO	37,588	35,132
VISA INC	15,731	26,220
WALT DISNEY CO	16,735	32,025
WELLS FARGO	29,286	58,109
WISCONSIN ENERGY CORP	17,956	41,665
WYNDHAM WW CORP	21,901	29,330
ENSCO PLC CLASS A		

TY 2014 Investments - Other Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EATON VANCE FLOATING RATE FUND		125,000	121,836
EATON VANCE GLOBAL MACRO			
DODGE & COX INTERNATIONAL		30,000	34,725
HARDING LOEVNER INTERNATIONAL		30,000	32,478

TY 2014 Legal Fees Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,813	8,813		

TY 2014 Other Expenses Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	21,210	21,210		
BANK FEES	36	36		

TY 2014 Other Income Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BOOK COST ADJUSTMENTS	-634	-634	
ACCRUED INCOME NOT ON BOOKS	-425	-425	
CLASS ACTION SETTLEMENT	78	78	

TY 2014 Taxes Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	912	912		
2013 EXCISE TAX BASED ON INVEST	2,230	2,230		

**THE NEXT ALLOCATION MEETING WILL BE HELD IN DECEMBER 2014.
PLEASE HAVE COMPLETED APPLICATION SUBMITTED BY
NOVEMBER 15, 2014**

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

<u>A complete application will consist of three (3) copies of each of the following:</u>

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

861845
Rvd. 3/20/14

BRITTON FAMILY FOUNDATION AGENCY

DETAIL OF LONG-TERM CAPITAL GAINS AND LOSSES

Capital Gain/Loss Detail	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Adjustment Code(s)	Amount of Adjustment	Gain or Loss
256.082 ASTON TAMRO SMALL CAP FUND CL I FUND 238	01/24/2012	03/11/2014	6,000.00	5,108.84			891.16
2080.389 ASTON TAMRO SMALL CAP FUND CL I FUND 238	01/13/2009	07/24/2014	45,955.79	26,926.34			19,029.45
1. DELL COMPUTER CORP NAME CHG 7/22/03 SEE 24702R101	01/01/2001	10/30/2014	64.10	NONE			64.10
5055.612 EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND	02/14/2013	10/23/2014	47,118.30	48,845.03			-1,726.73
777. HERTZ GLOBAL HOLDINGS INC	06/11/2013	08/12/2014	22,159.77	20,054.37			2,105.40
155. ISHARES TR RUSSELL MIDCAP INDEX FD	03/05/2013	03/11/2014	24,258.62	19,313.45			4,945.17
100. ISHARES TR RUSSELL MIDCAP INDEX FD	03/05/2013	08/12/2014	15,777.65	12,460.29			3,317.36
.5 KLX INC-WHEN ISSUED	06/11/2013	12/26/2014	20.48	18.16			2.32
2678.571 LITMAN GREGORY MASTERS INTERNATIONAL FUND CLASS IS	09/04/2009	08/12/2014	48,000.00	32,946.42			15,053.58
13924.155 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL	01/24/2012	10/23/2014	152,191.01	154,674.44			-2,483.43
304.383 T ROWE PRICE REAL ESTATE FUND FD 122	01/24/2012	08/12/2014	7,500.00	5,857.29			1,642.71
300. STATE STR CORP COM	02/12/2013	03/11/2014	20,369.64	17,138.97			3,230.67
150. VANGUARD FTSE EMERGING MARKETS ETF	01/11/2010	08/12/2014	6,647.85	6,398.61			249.24
.292 VERITIV CORP-W/I	03/28/2013	07/16/2014	11.24	9.96			1.28
7. VERITIV CORP-W/I	03/28/2013	08/12/2014	334.80	238.88			95.92
1. WACHOVIA CORP	01/01/2001	03/24/2014	13.90	13.90			
300. ENSCO PLC CLASS A SEDOL B4VLR19	02/12/2013	12/30/2014	9,125.79	19,076.97			-9,951.18
Totals			405,548.94	369,081.92			36,467.02

JSA
XG900 3 000