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**Return of Private Foundation**  
 or Section 4947(a)(1) Trust Treated as Private Foundation  
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 ▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation <b>BRITTON FUND 4240-00-4/4</b>		A Employer identification number <b>34-6513616</b>												
Number and street (or P O box number if mail is not delivered to street address) <b>C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST.</b>	Room/suite <b>1200</b>	B Telephone number (see instructions) <b>215-419-6000</b>												
City or town, state or province, country, and ZIP or foreign postal code <b>PHILADELPHIA, PA 19103-7391</b>		C If exemption application is pending, check here <input type="checkbox"/>												
G Check all that apply: <table border="1" style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table border="1" style="display: inline-table; vertical-align: top; margin-left: 20px;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/>	Initial return													
<input type="checkbox"/>	Final return													
<input type="checkbox"/>	Address change													
<input type="checkbox"/>	Initial return of a former public charity													
<input type="checkbox"/>	Amended return													
<input type="checkbox"/>	Name change													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>												
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>20,930,390.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>												
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)														

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	478,869.	478,869.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,273,373.			
b Gross sales price for all assets on line 6a	10,102,099.			
7 Capital gain net income (from Part IV, line 2)		1,273,373.		
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)	9,751.	7,511.		STMT 10
12 Total. Add lines 1 through 11	1,761,993.	1,759,753.		
13 Compensation of officers, directors, trustees, etc.	30,845.			30,845.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 11	5,000.	NONE	NONE	5,000.
c Other professional fees (attach schedule) STMT 12	120,198.	96,158.		24,039.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 13	74,731.	7,370.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	3,611.			3,611.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 14	1,294.	1,094.		200.
24 Total operating and administrative expenses. Add lines 13 through 23.	235,679.	104,622.	NONE	63,695.
25 Contributions, gifts, grants paid	716,500.			716,500.
26 Total expenses and disbursements. Add lines 24 and 25	952,179.	104,622.	NONE	780,195.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	809,814.			
b Net investment income (if negative, enter -0-)		1,655,131.		
c Adjusted net income (if negative, enter -0-)				

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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	269.		
	2	Savings and temporary cash investments	1,113,392.	939,771.	939,771.
	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)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	15,944,712.	16,643,080.	19,990,619.	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item l)	17,058,373.	17,582,851.	20,930,390.	
Liabilities	17	Accounts payable and accrued expenses	5,664.		
	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	<b>Total liabilities</b> (add lines 17 through 22)	5,664.	NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	17,052,709.	17,582,851.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	17,052,709.	17,582,851.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	17,058,373.	17,582,851.		

**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	17,052,709.
2	Enter amount from Part I, line 27a	2	809,814.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	17,862,523.
5	Decreases not included in line 2 (itemize) <b>SEE STATEMENT 15</b>	5	279,672.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	17,582,851.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>				P	VARIOUS	VARIOUS
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 10,102,099.		8,828,726.	1,273,373.			
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			1,273,373.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) <span style="font-size: 2em;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 <span style="font-size: 2em;">}</span>				2	1,273,373.	
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 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))
2013	736,674.	18,534,777.	0.039746
2012	1,090,749.	16,976,670.	0.064250
2011	1,413,757.	17,504,763.	0.080764
2010	918,746.	16,941,387.	0.054231
2009	795,197.	15,186,123.	0.052363
<b>2</b> Total of line 1, column (d) . . . . . 2 0.291354			
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . . 3 0.058271			
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . . 4 20,179,158.			
<b>5</b> Multiply line 4 by line 3 . . . . . 5 1,175,860.			
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . . 6 16,551.			
<b>7</b> Add lines 5 and 6 . . . . . 7 1,192,411.			
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . 8 780,195. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Tax under section 511', 'Total credits and payments', and 'Overpayment'. Total amount overpaid is 29,386.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state registration. Includes a table with Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A . . . . . 13 X
14 The books are in care of THE GLENMEDE TRUST CO., N.A. Telephone no 215-419-6000
Located at 1650 MARKET ST., SUITE 1200, PHILADELPHIA, PA ZIP+4 19103-7391
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
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 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X



**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
THE GLENMEDE TRUST CO, N A. PHILADELPHIA, PA	INVESTMENT FEE AND T	110,680.
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-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		<b>NONE</b>

**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 <u>N/A</u>	
-----	
-----	
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 <u>NONE</u>	
-----	
-----	
2	
-----	
-----	
All other program-related investments. See instructions	
3 <u>NONE</u>	
-----	
-----	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	19,362,938.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,123,517.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	20,486,455.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	20,486,455.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	307,297.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	20,179,158.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,008,958.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,008,958.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	33,103.
<b>b</b>	Income tax for 2014 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	33,103.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	975,855.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	975,855.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	975,855.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	780,195.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	780,195.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	780,195.

**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				975,855.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			NONE	
b Total for prior years 20 12, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009				NONE
b From 2010				103,862.
c From 2011				1,428,625.
d From 2012				251,633.
e From 2013				NONE
f Total of lines 3a through e	1,784,120.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 780,195.				
a Applied to 2013, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				780,195.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	195,660.			195,660.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,588,460.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				NONE
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,588,460.			
10 Analysis of line 9:				
a Excess from 2010				NONE
b Excess from 2011				1,336,827.
c Excess from 2012				251,633.
d Excess from 2013				NONE
e Excess from 2014				NONE

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

NOT APPLICABLE

**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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization. . . . .					
<b>(4)</b> 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).)

N/A

**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.

N/A

**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:

SEE STATEMENT 17

**b** The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT FOR LINE 2

**c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT FOR LINE 2

**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
<p><b>a Paid during the year</b></p> <p>SEE SCHEDULE ATTACHED</p>				<p>716,500.</p>
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>716,500.</p>
<p><b>b Approved for future payment</b></p> <p>N/A</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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. Sign Here Signature of officer or trustee: Wynda R. Buttorc Date: 11/12/15 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (YONG SHUAI, CPA), Preparer's signature, Date (10/21/2015), Firm's name (THE GLENMEDE TRUST COMPANY, N.A.), Firm's address (1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA), Firm's EIN (32-0274136), and Phone no. (215-419-6000).

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGCO CORP	75.	75.
AIA GROUP LTD-SP ADR	426.	426.
AT&T INC	1,111.	1,111.
ABBVIE INC COM	357.	357.
ACCOR SA ADR	179.	179.
ACTIVISION BLIZZARD INC	303.	303.
ADIDAS AG-SPONSORED ADR	733.	733.
AIR PRODUCTS & CHEMICALS INC.	2,384.	2,384.
ALASKA AIR GROUP	295.	295.
ALLERGAN INC	83.	83.
ALLIANT ENERGY CORP	208.	208.
ALLSTATE CORP.	178.	178.
ALTRIA GROUP INC	2,093.	2,093.
AMADEUS IT HOLDINGS SA	456.	456.
AMEREN CORP	240.	240.
AMERICAN EXPRESS CR CORP DTD 6/12/2012 1	875.	875.
AMERIPRISE FINANCIAL INC	669.	669.
AMGEN	2,399.	2,399.
ANALOG DEVICES INC.	2,379.	2,379.
ANHUI CONCH CEMENT-H-UNS ADR	133.	133.
ANHEUSER-BUSCH INBEV SPN ADR	583.	583.
ANTHEM INC	757.	757.
APARTMENT INVT & MGMT CO-A	21.	21.
APPLE COMPUTER INC.	9,163.	9,163.
APPLIED MATERIALS INC	131.	131.
ARM HOLDINGS PLC-SPONS ADR	61.	61.
ASSA ABLOY AB UNSP ADR	396.	396.
AUTOLIV INC	487.	487.
AUTOMATIC DATA PROCESSING INC.	3,366.	3,366.
AVERY DENNISON CORP.	422.	422.
BB&T CORP	1,681.	1,681.
BT GROUP PLC-ADR WI	471.	471.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BAKER HUGHES INC.	483.	483.
BALL CORP.	91.	91.
BANCO BILBAO VIZCAYA SP ADR	764.	764.
C R BARD INC.	34.	34.
BAXTER INTL. INC.	2,825.	2,825.
BECTON DICKINSON & CO.	1,335.	1,335.
BEST BUY CO. INC.	203.	203.
BLACKROCK INC	2,355.	2,355.
BLACKROCK INC DTD 12/10/2009 3.5% 12/10/	2,100.	2,100.
BLACKROCK FLOATING RATE INCOME DTD 10/1/	6,724.	6,724.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/	8,209.	8,209.
BORG WARNER AUTOMOTIVE	293.	293.
BURBERRY GROUP PLC ADR	501.	501.
CBS CORP CL B	186.	186.
CMS ENERGY CORP	698.	698.
CVS CORP	706.	706.
CA INC	812.	812.
CANADIAN NATL RAILWAY CO	354.	354.
CAPITAL ONE FINL CORP.	98.	98.
CARDINAL HEALTH INC.	463.	463.
CARNIVAL CORP	399.	399.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	3,950.	3,950.
CENTURYTEL INC	326.	326.
CHEVRON CORP	6,698.	6,698.
CHINA MOBILE (HONG KONG) LTD ADR	1,118.	1,118.
CISCO SYSTEMS	5,330.	5,330.
CISCO SYSTEMS INC DTD 3/3/2014 2.125% 3/	529.	529.
CLOROX CO.	1,867.	1,867.
COCA-COLA ENTERPRISES	2,849.	2,849.
COMCAST CORP-CL A	712.	712.
COMERICA INC.	526.	526.
COMPASS GROUP PLC-ADR	460.	460.
COMPASS GROUP PLC-ADR	2,335.	2,335.
DLF039 K493 10/21/2015 16:27:06	4240-00-4/4	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMPUTER SCIENCES CORP.	677.	677.
CONOCOPHILLIPS COM	4,824.	4,824.
CORNING INC.	2,117.	2,117.
CORRECTIONS CORP OF AMERICA	754.	754.
CUMMINS ENGINE CO. INC.	627.	627.
DEERE & CO.	648.	648.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	2,145.	2,145.
DENBURY RESOURCES INC	159.	159.
DISCOVER FINANCIAL SERVICES	750.	750.
DOVER CORP.	752.	752.
DOW CHEM CO.	458.	458.
DR PEPPER SNAPPLE GROUP	1,335.	1,335.
EMC CORP	321.	321.
EMC CORP DTD 6/6/2013 1.875% 6/1/2018	791.	791.
EAST WEST BANCORP INC	847.	847.
EMBRAER SA	336.	336.
EMERSON ELECTRIC CO.	778.	778.
ENERGIZER HOLDINGS INC -W/I	378.	378.
EXELON CORPORATION	729.	729.
EXELIS INC	433.	433.
EXPERIAN GROUP LTD-SPON ADR	457.	457.
EXXON MOBIL CORPORATION	1,265.	1,265.
FANUC CORPORATION	173.	173.
FHLMC GOLD #A72515 DTD 1/1/2008 5% 2/1/2	33.	33.
FHLMC GOLD #G02682 DTD 2/1/2007 7% 2/1/2	39.	39.
FHLMC GOLD #G13408 DTD 12/1/2008 5% 1/1/	168.	168.
FHLMC GOLD #G13888 DTD 8/1/2010 5% 6/1/2	669.	669.
FHLMC GOLD #J06896 DTD 1/1/2008 5% 2/1/2	226.	226.
FHLMC GOLD # J10722 DTD 8/1/2009 5% 9/1/	60.	60.
FHLB DTD 10/19/2007 5% 11/17/2017	1,264.	1,264.
FHLMC DTD 7/16/2004 5% 7/15/2014	5,250.	5,250.
FNMA DTD 4/16/2007 5% 5/11/2017	5,500.	5,500.
FHLMC DTD 6/13/2008 4.875% 6/13/2018	1,109.	1,109.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FNMA #963630 DTD 5/1/2008 5% 6/1/2023	296.	296.
FNMA #AD0675 DTD 1/1/2010 5.5% 12/1/2039	111.	111.
FEDEX CORPORATION	69.	69.
FIDELITY NATIONAL INFORMATION SERVICES	2,077.	2,077.
FIFTH THIRD BANK	2,919.	2,919.
FLJUR CORP (NEW) -WI	181.	181.
FOOT LOCKER INC	690.	690.
FRESENIUS MEDICAL CARE-ADR AG	490.	490.
GALAXY ENTERTAINMENT GRP-ADR	343.	343.
GANNETT CO. INC.	1,095.	1,095.
THE GAP INC.	199.	199.
GENERAL DYNAMICS CORP.	727.	727.
GENERAL ELEC CAP CORP DTD 9/24/2007 5.62	3,375.	3,375.
GENERAL MILLS INC.	3,375.	3,375.
GENERAL MOTORS CO	220.	220.
GENUINE PARTS CO.	1,719.	1,719.
GLOBAL PAYMENTS INC	6.	6.
GOLDMAN SACHS GROUP INC	148.	148.
GREAT PLAINS ENERGY INC.	1,572.	1,572.
HSBC HOLDINGS PLC-SPONS ADR	768.	768.
HALLIBURTON CO.	406.	406.
HARLEY DAVIDSON INC.	189.	189.
HARMAN INTERNATIONAL INDS INC	156.	156.
HELMERICH & PAYNE INC.	584.	584.
HENNES & MAURITZ AB-UNSP ADR	931.	931.
HERSHEY FOODS CORP.	530.	530.
HESS CORPORATION	369.	369.
HEWLETT PACKARD CORP.	622.	622.
HOLLYFRONTIER CORP	2,194.	2,194.
HOME DEPOT INC.	2,995.	2,995.
HONEYWELL INTERNATIONAL INC	723.	723.
HONEYWELL INTERNATIONAL DTD 2/29/2008 5.	2,915.	2,915.
HUMANA INC.	100.	100.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEL CORP DTD 9/19/2011 3.3% 10/1/2021	1,524.	1,524.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	2,513.	2,513.
INTESA SANPAOLO-SPON ADR	382.	382.
ITAU UNIBANCO BANCO MULTIPLO S.A.	265.	265.
JP MORGAN CHASE & CO	4,570.	4,570.
JOHNSON & JOHNSON	4,915.	4,915.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	2,833.	2,833.
JULIUS BAER GROUP LTD - UN ADR	238.	238.
KLA-TENCOR CORPORATION	24,246.	24,246.
KIMBERLY CLARK CORP.	2,276.	2,276.
KIMCO REALTY CORP	619.	619.
KINGFISHER PLC-SPONS ADR	1,198.	1,198.
KONE OYJ	513.	513.
KRAFT FOODS GROUP INC COM	216.	216.
KROGER CO.	660.	660.
KUBOTA CORP - SPONS ADR	268.	268.
L BRANDS INC	4,614.	4,614.
LVMH MOET HENNESSY LOU-ADR	643.	643.
LAMAR ADVERTISING CO	1,352.	1,352.
LAMAR ADVERTISING CO NEW CL A	1,368.	1,368.
LAS VEGAS SANDS CORP	630.	630.
LEAR CORP	101.	101.
LEGG MASON INC	129.	129.
ELI LILLY & CO.	613.	613.
LINCOLN NATIONAL CORP IND	744.	744.
LOCKHEED MARTIN CORP.	3,828.	3,828.
LORILLARD INC	1,771.	1,771.
MACY'S INC	562.	562.
MANPOWER INC WIS COM	595.	595.
MASTERCARD INC-CL A	66.	66.
MATTHEWS PACIFIC TIGER FD - IS	3,011.	3,011.
MCDONALDS CORP.	1,098.	1,098.
MEDTRONIC INC.	399.	399.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCADOLIBRE INC	45.	45.
MICHELIN (CGDE) -UNSPON ADR	930.	930.
MICROSOFT CORP.	1,323.	1,323.
MITSUBISHI UFJ FINL GRP	374.	374.
NASDAQ STOCK MARKET INC	271.	271.
NATIONAL-OILWELL INC	823.	823.
NAVIENT CORP	1,971.	1,971.
NESTLE SA ADR	1,085.	1,085.
NETAPP INC	561.	561.
NEW YORK COMMUNITY BANCORP	1,622.	1,622.
NOKIA CORP.	1,231.	1,231.
NORFOLK SOUTHERN CORP.	2,512.	2,512.
NORTHROP CORP.	955.	955.
NOVARTIS AG ADR	1,065.	1,065.
NOVO-NORDISK A/S	1,000.	1,000.
NVIDIA CORP	402.	402.
OCCIDENTAL PETROLEUM CORP.	2,322.	2,322.
OMNICARE INC	685.	685.
OMNICOM GROUP	2,282.	2,282.
OMEGA HEALTHCARE INVESTORS	1,250.	1,250.
ORACLE CORP	477.	477.
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	3,163.	3,163.
OSHKOSH TRUCK CL B	351.	351.
OWENS & MINOR INC	1,683.	1,683.
PACIFIC RUBIALES ENERGY CORP	375.	375.
PATTERSON-UTI ENERGY INC	669.	669.
PAYCHEX INC	415.	415.
PEARSON PLC-SPONSORED ADR	856.	856.
PEPSICO INC DTD 10/24/2008 7.9% 11/1/201	3,555.	3,555.
PERKINELMER INC	63.	63.
PERNOD RICARD SA	82.	82.
PETSMART INC	246.	246.
PFIZER INC.	1,279.	1,279.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PHILIP MORRIS INTERNATIONAL	517.	517.
PHILLIPS 66	289.	289.
POLYONE CORPORATION	92.	92.
POWERSHARES GLOBAL ETF TRUST DEV MKTS	9,831.	9,831.
PRINCIPAL FINANCIAL GROUP	3,200.	3,200.
PROCTER & GAMBLE CO.	5,453.	5,453.
PROCTER & GAMBLE CO DTD 2/6/2009 3.5% 2/	1,925.	1,925.
PROTECTIVE LIFE CORP.	198.	198.
PUBLIC SERVICE ENTERPRISE GROUP INC.	1,108.	1,108.
PUBLIC STORAGE INC	3,344.	3,344.
PUBLICIS GROUPE-ADR	783.	783.
QUALCOMM CORP.	2,596.	2,596.
QUEST DIAGNOSTICS INC	460.	460.
RLJ LODGING TR COM	501.	501.
RAYTHEON COMPANY	1,419.	1,419.
RECKITT BENCKISER PLC	962.	962.
RELIANCE STEEL & ALUMINUM	382.	382.
REYNOLDS AMERICAN INC	966.	966.
ROBERT HALF INTL INC	358.	358.
ROCHE HOLDINGS LTD-SPONS ADR	989.	989.
ROCK-TENN COMPANY -CL A	302.	302.
ROYAL MAIL PLC	303.	303.
SLM CORP	509.	509.
SPDR DOW JONES GLOBAL REAL ESTATE ETF	11,542.	11,542.
SABMILLER PLC - SPONS ADR	417.	417.
ST JUDE MEDICAL INC	337.	337.
SAP DEM PAR PREF \$0.508 PFD	290.	290.
SCHLUMBERGER LTD.	975.	975.
CHARLES SCHWAB CORP.	393.	393.
SCOTTS CO.	1,838.	1,838.
SERVICE CORP INTERNATIONAL	212.	212.
SKYWORKS SOLUTIONS INC	422.	422.
SONOCO PRODUCTS CO	857.	857.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SOUTHERN COPPER CORP	181.	181.
SOUTHWEST AIRLINES	460.	460.
STATE STREET CORP	138.	138.
SUMITOMO MITSUI TR -SPON ADR	305.	305.
SUNTRUST BANKS INC.	753.	753.
SUNTORY BEVERAGE & FOOD LTD	156.	156.
SYMANTEC CORP	1,116.	1,116.
SYSCO CORP	1,263.	1,263.
TD AMERITRADE HOLDING CORP	157.	157.
TAIWAN SEMICONDUCTOR SP ADR	450.	450.
TEMPLETON GLOBAL BOND FD-AD	10,013.	10,013.
TEMPLETON GLOBAL BOND FUND	31,312.	31,312.
TENCENT HOLDINGS LTD-UNS ADR	39.	39.
TEXAS INSTRUMENTS INC.	3,535.	3,535.
THERMO ELECTRON CORP	195.	195.
3M CO	3,369.	3,369.
TIME WARNER INC	2,656.	2,656.
TIME WARNER CABLE	1,125.	1,125.
TOTAL ADR	1,004.	1,004.
TOYOTA MOTOR CORP ADR 2 COMMON	741.	741.
TRINITY INDUSTRIES INC.	222.	222.
TUPPERWARE CORP	2,671.	2,671.
TYSON FOODS INC. CLASS A	188.	188.
UNITED PARCEL SERVICE - CL B	3,189.	3,189.
U.S. TREASURY BONDS DTD 11/15/1986 7.5%	4,125.	4,125.
US TREASURY N/B DTD 8/15/2008 4% 8/15/20	2,200.	2,200.
US TREASURY N/B DTD 6/30/2009 2.625% 6/3	1,050.	1,050.
US TREASURY N/B DTD 11/30/2011 1.375% 11	550.	550.
UNITED TECHNOLOGIES CORP.	2,696.	2,696.
UNITED TECHNOLOGIES CORP DTD 12/7/2007 5	1,881.	1,881.
UNUMPROVIDENT CORP	546.	546.
VALERO ENERGY CORP	940.	940.
VANGUARD FTSE ALL-WORLD EX-U	39,998.	39,998.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VERIZON COMMUNICATIONS	1,404.	1,404.
AB VOLVO B ADR	262.	262.
WADDELL & REED FINANCIAL - A	788.	788.
WAL MART STORES INC.	556.	556.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	3,190.	3,190.
WALGREEN CO.	578.	578.
WEINGARTEN REALTY	1,165.	1,165.
WELLPOINT INC.	2,140.	2,140.
WELLS FARGO CO	6,690.	6,690.
WESTERN DIGITAL CORP.	479.	479.
THE WILLIAMS COMPANIES INC	3,858.	3,858.
WILLIAMS-SONOMA INC	1,777.	1,777.
WISCONSIN ENERGY CORP.	2,159.	2,159.
WYNDHAM WORLDWIDE CORP	776.	776.
YUM BRANDS INC	349.	349.
ZIONS BANCORP	28.	28.
AMDOCS LTD	605.	605.
ACCENTURE PLC	2,719.	2,719.
DELPHI AUTOMOTIVE PLC	255.	255.
ENSCO PLC SHS CLASS A	4,061.	4,061.
INGERSOLL-RAND PLC	189.	189.
INVESCO LTD	3,116.	3,116.
MARVELL TECHNOLOGY GROUP LTD	785.	785.
NABORS INDUSTRIES LTD	302.	302.
PARTNERRE HOLDINGS LTD	557.	557.
ACE LTD	1,807.	1,807.
TE CONNECTIVITY LTD	553.	553.
UBS AG-NEW	401.	401.
ASML HOLDING N V NY REGISTRY SHS	273.	273.
LYONDELLBASELL INDUSTRIES NV	652.	652.
ROYAL CARIBBEAN CRUISES LTD	104.	104.
TOTAL	478,869.	478,869.

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FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	7,511.	7,511.
PARTNERSHIP INCOME REPORTED ON 990-T	2,240.	
	-----	-----
TOTALS	9,751.	7,511.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	5,000.			5,000.
TOTALS	5,000.	NONE	NONE	5,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN & MANAGEMENT FEES (A	110,681.	88,545.	22,136.
OTHER NONALLOCABLE EXPENSES -	9,517.	7,613.	1,903.
TOTALS	120,198.	96,158.	24,039.
	=====	=====	=====

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	3,976.	3,976.
FEDERAL TAX PAYMENT - PRIOR YE	34,871.	
FEDERAL ESTIMATES - PRINCIPAL	32,490.	
FOREIGN TAXES ON QUALIFIED FOR	2,399.	2,399.
FOREIGN TAXES ON NONQUALIFIED	995.	995.
TOTALS	74,731.	7,370.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES	1,094.	1,094.	
AG STATE FILING FEES	200.		200.
TOTALS	1,294.	1,094.	200.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

-----

-----

ROUNDING  
COST ADJUSTMENT

2.  
279,670.

TOTAL

-----  
279,672.  
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

ADDRESS: 1650 MARKET ST., SUITE 1200,  
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	4%	939,771.17	939,771.17	0.00	0.94	0.0%
Fixed Income	11%	2,279,260.65	2,363,283.10	84,022.45-	85,483.11	3.8%
Tax Exempt Taxable	0%	0.00	0.00	0.00	0.00	0.0%
High Yield	7%	1,426,190.76	1,440,879.02	14,688.26-	60,123.29	4.2%
International	0%	0.00	0.00	0.00	0.00	0.0%
TIPS	4%	853,069.89	922,404.08	69,334.19-	25,359.82	3.0%
	0%	0.00	0.00	0.00	0.00	0.0%
Equity	67%	14,014,202.23	11,217,024.57	2,797,177.66	327,483.86	2.3%
Large Cap	55%	11,453,950.24	8,478,925.47	2,975,024.77	243,100.08	2.1%
Small Cap	0%	0.00	0.00	0.00	0.00	0.0%
International	12%	2,560,251.99	2,738,099.10	177,847.11-	84,383.78	3.3%
Alternative Assets	18%	3,697,156.46	3,062,772.79	634,383.67	11,540.48	0.3%
Real Estate	2%	374,203.20	334,568.86	39,634.34	11,540.48	3.1%
Private Equity	7%	1,442,635.18	937,542.73	505,092.45	0.00	0.0%
Absolute Return	8%	1,687,158.08	1,500,000.00	187,158.08	0.00	0.0%
Commodities	1%	193,160.00	290,661.20	97,501.20-	0.00	0.0%
Other Assets	0%	0.00	0.00	0.00	0.00	0.0%
Account Total		20,930,390.51	17,582,851.63	3,347,538.88	424,508.39	2.0%
Accrued Income		29,482.89				
Grand Total		20,959,873.40				

BRITTON FUND  
 ACCOUNT #4240-00-4/4  
 EIN: 34-6513616  
 TAX YEAR ENDING 12/31/2014

ATTACHMENTS PAGE 6 FORM 990-PF  
 PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1. LYNDA R. BRITTON C/O THE GLENMEDE TRUST CO., N.A. 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & PRESIDENT	AS NEEDED	10,000.00	-0-	-0-
2. TERENCE B. BRITTON C/O THE GLENMEDE TRUST CO., N.A. 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & VICE PRESIDENT	AS NEEDED	10,000.00	-0-	-0-
3. TIMOTHY C BRITTON C/O THE GLENMEDE TRUST CO., N.A 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & VICE PRESIDENT	AS NEEDED	10,000.00	-0-	-0-
<b>TOTAL</b>			<u>30,000.00</u>	<u>-0-</u>	<u>-0-</u>

## BRITTON FUND

BRITTON FUND - AC#4240-00-4/4			
EIN: 34-6513616			
TAX YEAR ENDING 12/31/2014			
PART XV, FORM 990-PF, PAGE 11			
GRANTS AND CONTRIBUTIONS PAID			
NO	PAYEE	PURPOSE	AMOUNT
1	Beaufort Memorial Hospital Foundation	GENERAL CHARITABLE	5,000
2	Blue Hill Library	GENERAL CHARITABLE	2,000
3	Blue Sky Bridge	GENERAL CHARITABLE	5,000
4	Boulder Ballet Company & School	GENERAL CHARITABLE	
5	Burr & Burton Academy	GENERAL CHARITABLE	51,000
6	Children's Hospital - Dartmouth	GENERAL CHARITABLE	50,000
7	Cleveland Hearing & Speech Center	GENERAL CHARITABLE	5,000
10	Cleveland State University Art Gallery	GENERAL CHARITABLE	10,000
11	The Collaborative	GENERAL CHARITABLE	2,500
13	Dairy Center for the Arts	GENERAL CHARITABLE	10,000
15	Emergency Family Assistance Association	GENERAL CHARITABLE	10,000
16	Fieldstone Farm Therapeutic Riding Center	GENERAL CHARITABLE	10,000
19	Geauga Humane Society (capital campaign)	GENERAL CHARITABLE	50,000
20	Great Lakes Boat Building School (memoriam F Harding)	GENERAL CHARITABLE	2,500
21	Hiram House	GENERAL CHARITABLE	10,000
23	IMPA (Boulder Music Program)	GENERAL CHARITABLE	12,000
24	Intercambio Uniting Communities	GENERAL CHARITABLE	5,000
27	Kneisel Hall Chamber Music Festival	GENERAL CHARITABLE	42,500
28	KSEA Sailing School	GENERAL CHARITABLE	2,500
29	The Little School	GENERAL CHARITABLE	2,500
31	Maple Street School	GENERAL CHARITABLE	20,000
32	Marine Environmental Research Institute	GENERAL CHARITABLE	55,000
34	Mountain Valley Medical Clinic	GENERAL CHARITABLE	5,500
35	Museum of Contemporary Art	GENERAL CHARITABLE	150,000
36	Natl Prion Disease Path Surveillance Ctr/Inst of Path	GENERAL CHARITABLE	180,000
37	Neighborhood Connections	GENERAL CHARITABLE	2,500
38	Parkinson Research Foundation	GENERAL CHARITABLE	5,000
41	University School (memoriam F Harding)	GENERAL CHARITABLE	5,000
42	Vocational Guidance Services	GENERAL CHARITABLE	1,000
45	Wardle Family YMCA	GENERAL CHARITABLE	5,000

Total

\$716,500

BRITTON FUND 4240-00-4/4  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

34-6513616

RECIPIENT NAME:  
SEE ATTACHED  
FORM, INFORMATION AND MATERIALS:  
SEE ATTACHED  
SUBMISSION DEADLINES:  
SEE ATTACHED  
RESTRICTIONS OR LIMITATIONS ON AWARDS:  
SEE ATTACHED

STATEMENT 17

BRITTON FUND

ACCOUNT # 4240-00-4/4

EIN: 34-6513616

TAX YEAR ENDING 12/31/2014

ATTACHMENTS PAGE 10 FORM 990-PF

PART XV-2a THROUGH 2d

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2a THE BRITTON FUND

C/O WENDY LEWIS

THE GLENMEDE TRUST COMPANY, N.A.

25825 SCIENCE PARK DRIVE, SUITE 110

BEACHWOOD, OH 44122-7315

216-378-2900

2b LETTER FORM – INCLUDE OUTLINE USE OF FUNDS, STATEMENT OF OPERATIONS

AND COPY OF IRS EXEMPTION LETTER

2c NO SUBMISSION DEADLINES. REQUESTS RECEIVED AFTER THE SUBMISSION DEADLINE FOR  
A MEETING ARE HELD FOR INCLUSION IN THE NEXT MEETING.

2d PREFERENCE TO GREATER CLEVELAND (CUYAHOGA, GEAUGA AND LAKE COUNTIES) OHIO  
ORGANIZATIONS. MOST GRANTS FOR THE ARTS, MEDICAL, EDUCATIONAL AND COMMUNITY  
PURPOSES. NO GRANTS ARE MADE TO INDIVIDUALS.