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Form 990-PF

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

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation THE BRITTON FAMILY FOUNDATION
A Employer identification number 25-1618532
B Telephone number (see instructions) (814) 870-7710
C If exemption application is pending, check here
D 1. Foreign organizations, check here
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	96,260	43,666	43,666
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions). . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,926,643 <input type="checkbox"/>	2,250,449	2,813,996
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	643,768 <input type="checkbox"/>	725,768	718,774
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans. . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	185,000 <input type="checkbox"/>	238,070	224,485
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,851,671	3,257,953	3,800,921	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule). . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .	2,851,671	3,257,953	
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds			
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	2,851,671	3,257,953	
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,851,671	3,257,953		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
<b>1</b>	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) . . . . .	<b>1</b>	2,851,671
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	407,527
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	3,259,198
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>5</b>	1,245
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	3,257,953

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

List and describe the kind(s) of property sold (e.g., real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired <b>(b)</b> P—Purchase D—Donation	Date acquired <b>(c)</b> (mo, day, yr)	Date sold <b>(d)</b> (mo, day, yr)
<b>1 a</b>	PNC BANK - SEE ATTACHED	P	2014-12-31	2015-12-31
<b>b</b>	PNC BANK - SEE ATTACHED	P	2014-12-30	2015-12-31
<b>c</b>				
<b>d</b>				
<b>e</b>				

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b> 311,776		312,173	-397
<b>b</b> 1,558,520		1,055,510	503,010
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> FMV as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
<b>a</b>			-397
<b>b</b>			503,010
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	507,716
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) { If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }	<b>3</b>	

**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

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2014	126,250	3,810,175	0.033135
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

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.145204
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.029041
<b>4</b>	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	<b>4</b>	3,898,052
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	113,203
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	5,630
<b>7</b>	Add lines 5 and 6.	<b>7</b>	118,833
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	155,500

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)

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 5,110.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Includes sub-rows 6a-6b for state requirements.

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	<p><b>MACDONALD ILLIG JONES &amp;</b>                  The books are in care of <b>BRITTON LLP</b> Telephone no <b>(814) 870-7600</b>                  Located at <b>100 STATE STREET STE 700 ERIE PA</b> ZIP+4 <b>16507</b></p>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.**

		<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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 2015?	<b>1c</b>	
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> <b>Yes</b> <input checked="" type="checkbox"/> <b>No</b>		
<b>b</b>	If "Yes," did it have excess business holdings in 2015 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 2015).	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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 2015?	<b>4b</b>	<b>No</b>

**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)?  Yes  No  
 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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	

**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>	3,883,535
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	73,878
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	3,957,413
<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>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	3,957,413
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	59,361
<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>	3,898,052
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	194,903

**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>	194,903
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5. . . . .	<b>2a</b>	5,630
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	5,630
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	189,273
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	189,273
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	189,273

**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>	155,500
<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>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<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>	155,500
<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>	5,630
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	149,870

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				189,273
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only. . . . .			68,946	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010. . . . .				
<b>b</b> From 2011. . . . .				
<b>c</b> From 2012. . . . .				
<b>d</b> From 2013. . . . .				
<b>e</b> From 2014. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>155,500</u>				
<b>a</b> Applied to 2014, but not more than line 2a			68,946	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2015 distributable amount. . . . .				86,554
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				102,719
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011. . . . .				
<b>b</b> Excess from 2012. . . . .				
<b>c</b> Excess from 2013. . . . .				
<b>d</b> Excess from 2014. . . . .				
<b>e</b> Excess from 2015. . . . .				

**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 2015, 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			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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 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) )

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**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

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**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

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**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 155,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
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	10,000
BAYFRONT MARITIME CENTER 40 HOLLAND ST ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
CATHEDRAL PREPARATORY SCHOOL 225 WEST 9TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	50,000
CHAUTAQUA INSTITUTION FOUNDATION PO BOX 28 CHATAAUQUA, NY 14722	NONE	PUBLIC CHARI	UNRESISTRICTED	3,000
ERIE ART MUSEUM 10 EAST 5TH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE DAY SCHOOL 1372 WEST SIXTH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	40,000
ERIE HOMES FOR CHILDREN & ADULTS 226 EAST 27TH STREET ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESISTRICTED	500
FIRST PRESBYTERIAN CHURCH OF THE CO 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	6,500
GIRL SCOUTS OF WESTERN PA 5681 ROUTE 6N EDINBORO, PA 16412	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
HAMOT HEALTH FOUNDATION 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	15,000
MAKE A WISH FOUNDATION 1001 STATE ST 502 ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
SARAH REED CHILDREN'S CENTER 2445 WEST 34TH ST ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
SECOND HARVEST FOOD BANK 1507 GRIMM DR ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
SHRINERS HOSPITALS FOR CHILDREN 1645 W 8TH ST ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	500
<b>Total . . . . .</b>			<b>3a</b>	155,500

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
SIGHT CENTER OF NORTHWEST PENNSYLVANIA 2545 W 26TH ST ERIE, PA 16506	NONE	PUBLIC CHARITY	UNRESISTRICTED	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	UNRESISTRICTED	2,500
STAIRWAYS BEHAVIOR HEALTH 2185 WEST 8TH STREET ERIE, PA 16505	NONE	PUBLIC CHARITY	UNRESISTRICTED	1,000
WQLN 8425 PEACH STREET ERIE, PA 16509	NONE	PUBLIC CHARITY	UNRESISTRICTED	1,000
YMCA OF GREATER ERIE 2121 NAGLE RD ERIE, PA 16510	NONE	PUBLIC CHARITY	UNRESISTRICTED	5,000
<b>Total . . . . .</b>	<b>3a</b>			155,500

## TY 2015 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
VANGUARD TOTAL BOND MARKET EFT	135,200	137,292
BLACKROCK FUNDS HIGH YIELD BD PORTFO		
TEMPLETON GLOBAL BOND FUND	80,000	70,220
BAIRD AGGREGATE BOND FD	225,000	219,627
METROPOLITAN WEST UNCONSTRAINED BOND	75,000	73,535
DODGE & COX INCOME FD	210,568	218,100

**TY 2015 Investments Corporate Stock Schedule****Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
3 M COMPANY	19,734	17,926
ACCENTURE PLC		
AETNA INC NEW	25,312	45,302
ALLERGAN INC CO		
ALLSTATE	29,882	26,388
ALPHABET INC	11,709	29,564
ALTRIA GROUP	22,617	36,439
AMERICAN BEACON FUNDS	59,700	56,734
AMERICAN EXPRESS CO		
AMERIPRISE FINANCIAL	19,742	16,176
AMGEN INC	41,858	43,667
APPLE INC.	46,336	90,103
ARTISAN INTERNATIONAL FD	60,200	57,156
B/E AEROSPACE INC		
BECTON DICKINSON	16,034	25,887
BERKSHIRE HATHAWAY	26,649	24,427
BOEING INC	10,600	20,966
CBS CORP CLASS B		
CF INDUSTRIES HOLDINGS		
CHECK POINT SOFTWARE	22,372	22,705
CHEVRON CORP		
CHUBB CORP CO		
CIGNA CORP	36,616	50,191
CINTAS CORP	31,855	35,054
CISCO SYS. INC.	37,327	47,847
CITIGROUP INC		
COCA COLA		
COMCAST CORP	15,819	37,582
CONAGRA FOODS		
CONOCOPHILLIPS	28,098	20,870

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CONSTELLATION BRANDS	39,183	50,424
CVS CAREMARK	21,497	38,228
DISCOVER FINANCIAL		
DISNEY WALT CO	31,316	51,910
DOW CHEMICALS	27,642	27,593
DR HORTON INC		
DR PEPPER	33,342	40,915
EBAY INC		
EDISON INTL		
EDWARDS LIFESCIENCES CORP	34,526	38,700
EMC CORP		
EXXON MOBIL CORP	27,816	31,258
FIDELITY ADVISOR FLOATING HIGH INCOM	20,110	18,544
FIFTH THIRD BANCORP		
FOOT LOCKER	22,121	27,793
FRANKLIN RESOURCES INC		
GENERAL DYNAMICS	29,648	27,884
GENERAL ELECTRIC	13,841	26,571
GOLDMAN SACHS GROUP	29,857	25,052
GOOGLE INC		
HALLIBURTON CO		
HANESBRANDS	27,420	30,283
HARBOR INTL FD	118,845	147,221
HCA HOLDINGS	31,110	30,501
HELMERICH & PAYNE		
HERSHEY CO		
HOME DEPOT	11,333	34,517
HONEYWELL INTL INC	31,444	30,967
INTEL CORP COMM		
INTERNATIONAL BUSINESS MACHINES CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL PAPER CO		
INVESCO LTD	27,447	26,884
ISHARES TR RUSSELL MIDCAP	108,394	223,932
ISHARES TR RUSSELL 2000 SMALL CAP	89,183	110,593
JACOBS ENGINEERING GROUP		
JOHNSON & JOHNSON CO	22,922	38,623
JP MORGAN CHASE	33,293	51,041
KLX INC		
KROGER CO	42,218	53,040
L BRANDS	23,574	27,884
LAM RESEARCH CORP	21,406	20,252
LINCOLN NATIONAL CORP	30,164	29,704
LITMAN GREGORY MASTERES INTERNATIONA		
LOCKHEED MARTIN CORP	20,882	23,452
MACY'S INC		
MAGNA INTERNATIONAL	27,457	24,417
MCKESSON CORP	35,247	32,740
MICROSOFT COP	9,632	24,911
MONSANTO CO		
NIKE INC CLASS B		
NORTHROP GRUMMAN CORP	30,142	34,930
NXP SEMICONDUCTORS	24,406	26,539
ORACLE COPR		
PFIZER INC		
POLARIS INDUSTRIES	12,993	14,354
PPG INDUSTIES	28,074	24,705
PRINCIPAL FINANCIAL GROUP	28,167	26,583
PROCTER & GAMBLE CO		
PVH CORP		
QUALCOMM		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RESMED INC		
ROYCE TOTAL RETURN RD		
SCHLUMBERGER LTD	41,893	35,852
SHIRE PLC SPONSORED ADR		
SKYWORKS SOLUTIONS	36,831	38,722
SNAP ON INC	29,432	38,400
ST JUDE MEDICAL	19,941	18,716
STANLEY BLACK & DECKER	20,618	20,599
T ROWE PRICE REAL ESTATE	75,903	108,432
TE CONNECTIVITY LTD	29,449	30,431
TRACKER SUPPLY CO	24,360	23,598
TRAVELERS COS INC	28,363	30,359
UNION PACIFIC CORP		
UNITED TECHNOLOGIES CORP		
VALERO ENERGY		
VANGUARD FTSE EMERGING MARKETS	80,034	84,784
VERIZON CO	37,329	35,035
VISA INC	13,371	26,367
VOYA FINL INC	21,510	18,049
WEC ENERGY GROUP	14,976	33,818
WELLS FARGO	23,140	46,097
WISCONSIN ENERGY CORP		
WYNDHAM WW CORP	24,187	26,808

**TY 2015 Investments - Other Schedule****Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
EATON VANCE FLOATING RATE FUND		125,000	114,999
DODGE & COX INTERNATIONAL		55,900	52,002
HARDING LOEVNER INTERNATIONAL		57,170	57,484

# TY 2015 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	4,091	4,091		

**TY 2015 Other Decreases Schedule****Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Description	Amount
ACCRUED INCOME NOT ON BOOKS	1,245

## TY 2015 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	21,587	21,587		
BANK FEES	56	56		

## TY 2015 Other Income Schedule

**Name:** THE BRITTON FAMILY FOUNDATION

**EIN:** 25-1618532

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT	1,700	1,700	

# TY 2015 Taxes Schedule

**Name:** THE BRITTON FAMILY FOUNDATION

**EIN:** 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,024	1,024		
2014 EXCISE TAX BASED ON INVEST	1,306	1,306		

**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**

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

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

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

Completed Requests should be sent to:

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

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

**THE BRITTON FAMILY FOUNDATION**

**REQUEST FOR FUNDING**

Date: \_\_\_\_\_

Name of Organization \_\_\_\_\_

Date of Incorporation \_\_\_\_\_ Contact Person \_\_\_\_\_

Address \_\_\_\_\_

Phone \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

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Signature of President/Chairman

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Signature of Executive Director

881845  
Rvd. 3/20/14