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Department of the Treasury Internal Revenue Service

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

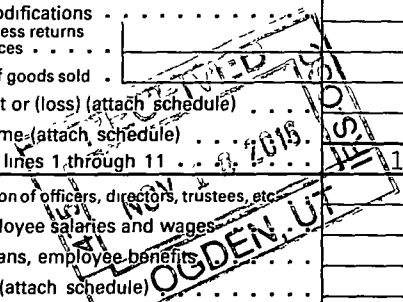
Name of foundation: BRITTON FUND 4240-00-4/4
Employer identification number: 34-6513616
Telephone number: 215-419-6000
City or town, state or province, country, and ZIP or foreign postal code: PHILADELPHIA, PA 19103-7391

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Contributions, Interest, Dividends, Net rental income, Gross sales, Capital gain, Other income, Compensation of officers, and Total expenses.

ENVELOPE POSTMARK DATE NOV 15 2016

Operating and Administrative Expenses



J-33

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	939,771.	1,897,173.	1,897,173.
	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)	16,643,080.	16,372,217.	18,217,654.	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,582,851.	18,269,390.	20,114,827.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	17,582,851.	18,269,390.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	17,582,851.	18,269,390.		
31	Total liabilities and net assets/fund balances (see instructions)	17,582,851.	18,269,390.		

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)	17,582,851.
2	Enter amount from Part I, line 27a	523,566.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	162,973.
4	Add lines 1, 2, and 3	18,269,390.
5	Decreases not included in line 2 (itemize) ▶	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	18,269,390.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				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 9,489,756.		8,755,187.	734,569.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a			734,569.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	734,569.	
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))
2014	780,195.	20,179,158.	0.038663
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
2 Total of line 1, column (d)			2 0.277654
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.055531
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 20,363,635.
5 Multiply line 4 by line 3			5 1,130,813.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 11,345.
7 Add lines 5 and 6			7 1,142,158.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 576,063.

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 sub-rows 6a-6d for credits and payments. Total tax due is 41,315.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political influence, expenditures, and substantial contributors. Includes handwritten 'OH' in row 8a.

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 Yes No 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 Telephone no Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. 15
16 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?. 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114 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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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 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) 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 2015? 4b X

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

5b

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

6b X

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

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

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE ATTACHED		30,000.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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 1650 MARKET STREET, SUITE 1200, PHILADELPHIA, PA	INVESTMENT FEE AND TAX	115,904

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,977,542.
b	Average of monthly cash balances	1b	1,696,199.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	20,673,741.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	20,673,741.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	310,106.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,363,635.
6	Minimum investment return. Enter 5% of line 5	6	1,018,182.

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

1	Minimum investment return from Part X, line 6	1	1,018,182.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	22,691.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,691.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	995,491.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	995,491.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	995,491.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	576,063.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	576,063.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	576,063.

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
1 Distributable amount for 2015 from Part XI, line 7				995,491.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			NONE	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010				NONE
b From 2011				1,336,827.
c From 2012				251,633.
d From 2013				NONE
e From 2014				NONE
f Total of lines 3a through e	1,588,460.			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>576,063.</u>				
a Applied to 2014, 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 2015 distributable amount.				576,063.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a))	419,428.			419,428.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,169,032.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,169,032.			
10 Analysis of line 9:				
a Excess from 2011	917,399.			
b Excess from 2012	251,633.			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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 16

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>a <i>Paid during the year</i></p> <p>SEE SCHEDULE ATTACHED</p>				517,500.
Total				517,500.
<p>b <i>Approved for future payment</i></p> <p>N/A</p>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,657.	1,657.
COMCAST CABLE COMM HLDGS DTD 11/18/2002	1,518.	1,518.
ABBVIE INC COM	3,500.	3,500.
AETNA INC NEW	526.	526.
AIR PRODUCTS & CHEMICALS INC.	2,161.	2,161.
ALASKA AIR GROUP	379.	379.
ALEXANDRIA REAL ESTATE EQUIT	215.	215.
ALLERGAN INC	15.	15.
AMERICAN ELECTRIC POWER CO. INC.	1,637.	1,637.
AMERICAN EXPRESS CR CORP DTD 6/12/2012 1	239.	239.
AMERIPRISE FINANCIAL INC	482.	482.
AMGEN	3,410.	3,410.
AMTRUST FINANCIAL SERVICES	233.	233.
ANALOG DEVICES INC.	2,500.	2,500.
ANTHEM INC	2,305.	2,305.
APPLE COMPUTER INC.	8,546.	8,546.
APPLIED MATERIALS INC	233.	233.
AUTOMATIC DATA PROCESSING INC.	3,590.	3,590.
AVERY DENNISON CORP.	403.	403.
BB&T CORP	470.	470.
BALL CORP.	91.	91.
BANK OF NEW YORK MELLON CORP	351.	351.
C R BARD INC.	34.	34.
BECTON DICKINSON & CO.	1,178.	1,178.
BLACKROCK INC	2,104.	2,104.
BLACKROCK INC DTD 3/18/2014 3.5% 3/18/20	1,593.	1,593.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/ H & R BLOCK	9,347.	9,347.
BRIXMOR PPTY GROUP INC	148.	148.
BROCADE COMMUNICATIONS SYS	1,070.	1,070.
CDW CORP	689.	689.
CIGNA CORP.	55.	55.
DLF039 K493 09/28/2016 12:49:35	9.	9.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CME GROUP INC.	655.	655.
CVS CORP	879.	879.
CA INC	198.	198.
CAPITAL ONE FINL CORP.	98.	98.
CARDINAL HEALTH INC.	423.	423.
CATERPILLAR INC.	650.	650.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	3,950.	3,950.
CENTURYTEL INC	680.	680.
CHEVRON CORP	4,943.	4,943.
CHUBB CORP.	884.	884.
CHURCH & DWIGHT INC DEL COM	182.	182.
CISCO SYSTEMS	5,093.	5,093.
CISCO SYSTEMS INC DTD 3/3/2014 2.125% 3/	1,169.	1,169.
COCA COLA CO.	354.	354.
COCA-COLA ENTERPRISES	2,305.	2,305.
COMCAST CORP-CL A	779.	779.
COMPUTER SCIENCES CORP.	543.	543.
CONOCOPHILLIPS COM	3,306.	3,306.
CONSOLIDATED EDISON INC	424.	424.
CORNING INC.	492.	492.
CORRECTIONS CORP OF AMERICA	2,396.	2,396.
CUMMINS ENGINE CO. INC.	446.	446.
DEERE & CO.	2,358.	2,358.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	2,145.	2,145.
WALT DISNEY CO.	311.	311.
DOLLAR GENERAL CORP	284.	284.
DOW CHEM CO.	775.	775.
DR PEPPER, SNAPPLE GROUP	1,498.	1,498.
EMC CORP	735.	735.
EMC CORP DTD 6/6/2013 1.875% 6/1/2018	978.	978.
EAST WEST BANCORP INC	900.	900.
ENERGY CORP. NEW	950.	950.
EXELON CORPORATION	1,171.	1,171.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXPEDIA INC	41.	
EXPEDITORS INTL WASH INC	160.	
EXXON MOBIL CORPORATION	2,001.	2,001.
FHLMC GOLD #A72515 DTD 1/1/2008 5% 2/1/1/2	26.	26.
FHLMC GOLD #G02682 DTD 2/1/2007 7% 2/1/1/2	29.	29.
FHLMC GOLD #G13408 DTD 12/1/2008 5% 1/1/	123.	123.
FHLMC GOLD #G13888 DTD 8/1/2010 5% 6/1/1/2	485.	485.
FHLMC GOLD #J06896 DTD 1/1/2008 5% 2/1/1/2	169.	169.
FHLMC GOLD # J10722 DTD 8/1/2009 5% 9/1/	53.	53.
FHLB DTD 10/19/2007 5% 11/17/2017	3,500.	3,500.
FNMA DTD 4/16/2007 5% 5/11/2017	5,500.	5,500.
FNMA DTD 7/28/2014 1.75% 9/12/2019	87.	87.
FHLMC DTD 1/13/2012 2.375% 1/13/2022	1,161.	1,161.
FNMA #963630 DTD 5/1/2008 5% 6/1/2023	213.	213.
FNMA #AD0675 DTD 1/1/2010 5.5% 12/1/2039	82.	82.
FIDELITY NATIONAL INFORMATION SERVICES	922.	922.
FIFTH THIRD BANK	1,999.	1,999.
FLUOR CORP (NEW) -WI	360.	360.
FOOT LOCKER INC	823.	823.
GENERAL DYNAMICS CORP.	1,026.	1,026.
GENERAL ELECTRIC CO.	1,412.	1,412.
GENERAL ELEC CAP CORP DTD 2/11/2011 5.3%	1,435.	1,435.
GENERAL ELEC CAP CORP DTD 9/24/2007 5.62	1,228.	1,228.
GENTEX CORP	468.	468.
GENUINE PARTS CO.	2,498.	2,498.
GILEAD SCIENCES INC.	638.	638.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	232.	232.
GOLDMAN SACHS GROUP INC	599.	599.
HALLIBURTON CO.	410.	410.
HARLEY DAVIDSON INC.	427.	427.
HARMAN INTERNATIONAL INDS INC	137.	137.
OAKMARK INTERNATIONAL FD I	24,861.	24,861.
HELMERICH & PAYNE INC.	254.	254.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HERSHEY FOODS CORP.	1,903.	1,903.
HESS CORPORATION	246.	246.
HEWLETT PACKARD CORP.	732.	732.
HOLLYFRONTIER CORP	566.	566.
HOME DEPOT INC.	2,567.	2,567.
HONEYWELL INTERNATIONAL INC	717.	717.
HONEYWELL INTERNATIONAL DTD 2/29/2008 5.	2,915.	2,915.
HUMANA INC.	172.	172.
HUNTINGTON INGALLS INDUSTRIES INC	194.	194.
INGREDION INC	504.	504.
INTEL CORP.	2,361.	2,361.
INTEL CORP DTD 9/19/2011 3.3% 10/1/2021	1,980.	1,980.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	2,513.	2,513.
INTERNATIONAL PAPER CO.	358.	358.
INTERPUBLIC GROUP COS	514.	514.
JP MORGAN CHASE & CO	4,711.	4,711.
JPMORGAN CHASE & CO DTD 12/20/2007 6% 1/	2,950.	2,950.
JOHNSON & JOHNSON	5,021.	5,021.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	2,833.	2,833.
JUNIPER NETWORKS INC	345.	345.
KLA-TENCOR CORPORATION	2,044.	2,044.
KIMBERLY CLARK CORP.	1,457.	1,457.
KROGER CO.	265.	265.
L BRANDS INC	5,530.	5,530.
LAMAR ADVERTISING CO NEW CL A	3,803.	3,803.
LEAR CORP	465.	465.
LINCOLN NATIONAL CORP IND	520.	520.
LOCKHEED MARTIN CORP.	3,075.	3,075.
LOWES COS INC	506.	506.
MACY'S INC	2,676.	2,676.
MARATHON PETROLEUM CORP	824.	824.
MATTHEWS PACIFIC TIGER FD - IS	7,425.	7,425.
MERCK & CO INC	1,433.	1,433.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
METLIFE INC	2,059.	2,059.
MICROSOFT CORP.	3,062.	3,062.
NASDAQ STOCK MARKET INC	858.	858.
NATIONAL-OILWELL INC	1,037.	1,037.
NAVIENT CORP	1,451.	1,451.
NETAPP INC	294.	294.
NEW YORK COMMUNITY BANCORP	2,065.	2,065.
NIKE INC CL B	56.	56.
NORFOLK SOUTHERN CORP.	1,239.	1,239.
NVIDIA CORP	430.	430.
OGE ENERGY CORP	339.	339.
OCCIDENTAL PETROLEUM CORP.	2,082.	2,082.
OCEANEERING INTL INC	117.	117.
OMNICOM GROUP	3,416.	3,416.
ORACLE CORP	302.	302.
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	1,880.	1,880.
PNC FINANCIAL SERVICES GROUP INC	234.	234.
PACCAR INC.	683.	683.
PARKER-HANNIFIN CORP.	462.	462.
PATTERSON-UTI ENERGY INC	167.	167.
PAYCHEX INC	1,588.	1,588.
PEPSICO INC.	2,052.	2,052.
PEPSICO INC DTD 10/24/2008 7.9% 11/1/201	3,555.	3,555.
PERKINELMER INC	36.	36.
PFIZER INC.	4,057.	4,057.
PHILLIPS 66	757.	757.
POLYONE CORPORATION	451.	451.
POWERSHARES GLOBAL ETF TRUST DEV MKTS	23,043.	23,043.
PRINCIPAL FINANCIAL GROUP	3,244.	3,244.
PROCTER & GAMBLE CO.	5,243.	5,243.
PROCTER & GAMBLE CO DTD 2/6/2009 3.5% 2/	963.	963.
PUBLIC SERVICE ENTERPRISE GROUP INC.	1,486.	1,486.
PUBLIC STORAGE INC	749.	749.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM CORP.	666.	666.
QUALCOMM INC DTD 5/20/2015 3% 5/20/2022	635.	635.
QUEST DIAGNOSTICS INC	1,853.	1,853.
RLJ LODGING TR COM	180.	180.
RAYTHEON COMPANY	473.	473.
REPUBLIC SERVICES INC - CL A	2,364.	2,364.
REYNOLDS AMERICAN INC	2,108.	2,108.
ROBERT HALF INTL INC	543.	543.
ROCK-TENN COMPANY -CL A	523.	523.
ROCKWELL INTL CORP	1,472.	1,472.
SPDR DOW JONES GLOBAL REAL ESTATE ETF	10,906.	10,906.
SCHLUMBERGER LTD.	1,154.	1,154.
CHARLES SCHWAB CORP.	98.	98.
SCRIPPS NETWORKS INTERAC	313.	313.
SKYWORKS SOLUTIONS INC	606.	606.
SOUTHWEST AIRLINES	271.	271.
SUNTRUST BANKS INC.	947.	947.
SYMANTEC CORP	856.	856.
TEMPLETON GLOBAL BOND FUND	18,483.	18,483.
TEXAS INSTRUMENTS INC.	3,498.	3,498.
THERMO ELECTRON CORP	49.	49.
3M CO	3,347.	3,347.
TIME WARNER INC	2,517.	2,517.
TIME WARNER CABLE	555.	555.
THE TRAVELERS COMPANIES INC	792.	792.
TRINITY INDUSTRIES INC.	454.	454.
TWENTY FIRST CENTURY FOX INC CL A	221.	221.
TYSON FOODS INC. CLASS A	462.	462.
UGI CORP.	289.	289.
U S BANCORP	267.	267.
UNION PACIFIC CORP.	314.	314.
UNITED PARCEL SERVICE - CL B	1,836.	1,836.
U.S. TREASURY BONDS DTD 11/15/1986 7.5%	4,125.	4,125.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US TREASURY N/B DTD 8/15/2008 4% 8/15/20	2,200.	2,200.
US TREASURY N/B DTD 11/30/2011 1.375% 11	550.	550.
UNITED TECHNOLOGIES CORP.	1,091.	1,091.
UNITED TECHNOLOGIES CORP DTD 12/7/2007 5	1,881.	1,881.
VALERO ENERGY CORP	1,450.	1,450.
VALSPAR CORP	335.	335.
VANGUARD FTSE ALL-WORLD EX-U	31,464.	31,464.
VANGUARD SMALL- CAP VIPERS	13,790.	13,790.
VERIZON COMMUNICATIONS	1,886.	1,886.
VIACOM INC-CLASS B	584.	584.
VISA INC-CLASS A SHARES	84.	84.
AB VOLVO B ADR	194.	194.
WABTEC	36.	36.
WACHOVIA CORP DTD 1/31/2008 5.75% 2/1/20	1,353.	1,353.
WAL MART STORES INC.	578.	578.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	3,190.	3,190.
WEINGARTEN REALTY	1,757.	1,757.
WELLS FARGO CO	4,929.	4,929.
WESTERN UNION COMPANY	1,585.	1,585.
WESTLAKE CHEMICAL CORP	135.	135.
WESTROCK CO	280.	280.
THE WILLIAMS COMPANIES INC	3,205.	3,205.
WILLIAMS-SONOMA INC	459.	459.
WYNDHAM WORLDWIDE CORP	890.	890.
XEROX CORP.	221.	221.
AMDOCS LTD	661.	661.
AON PLC	126.	126.
ACCENTURE PLC	3,262.	3,262.
ENSCO PLC SHS CLASS A	1,149.	1,149.
INVESCO LTD	3,338.	3,338.
MARVELL TECHNOLOGY GROUP LTD	196.	196.
NABORS INDUSTRIES LTD	330.	330.
PARTNERRE HOLDINGS LTD	293.	293.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SEAGATE TECHNOLOGY	959.	959.
GLENMEDE PI VIII - LATE ENTRY INTEREST	1,678.	1,678.
ACE LTD	2,134.	2,134.
TE CONNECTIVITY LTD	1,844.	1,844.
LYONDELLBASELL INDUSTRIES NV	1,350.	1,350.
ROYAL CARIBBEAN CRUISES LTD	228.	228.
TOTAL	435,435.	435,435.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	60,081.	60,081.
TOTALS	60,081.	60,081.
	=====	=====

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
INVESTMENT MGMT FEES-SUBJECT T	110,904.	88,723.	22,181.
TOTALS	110,904.	88,723.	22,181.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	29.	29.
FEDERAL TAX PAYMENT - PRIOR YE	278.	
FEDERAL ESTIMATES - PRINCIPAL	34,620.	
FOREIGN TAXES ON QUALIFIED FOR	5,487.	5,487.
FOREIGN TAXES ON NONQUALIFIED	1,319.	1,319.
TOTALS	41,733.	6,835.

BRITTON FUND 4240-00-4/4

34-6513616

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	203.	203.
TOTALS	----- 203. =====	----- 203. =====

12/31/2015

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	9%	1,897,172.55	1,897,172.55	0.00	3,033.00	0.2%
Fixed Income	11%	2,191,264.19	2,359,776.99	168,512.80-	87,921.49	4.0%
Tax Exempt	0%	0.00	0.00	0.00	0.00	0.0%
Taxable	7%	1,384,642.23	1,434,612.67	49,970.44-	61,640.43	4.5%
High Yield	0%	0.00	0.00	0.00	0.00	0.0%
International	4%	806,621.96	925,164.32	118,542.36-	26,281.06	3.3%
TIPS	0%	0.00	0.00	0.00	0.00	0.0%
Equity	62%	12,396,607.13	11,035,709.70	1,360,897.43	300,309.45	2.4%
Large Cap	45%	9,054,619.91	7,384,569.09	1,670,050.82	219,928.40	2.4%
Small Cap	5%	962,568.00	1,054,008.00	91,440.00-	27,579.00	2.9%
International	12%	2,379,419.22	2,597,132.61	217,713.39-	52,802.05	2.2%
Alternative Assets	18%	3,629,782.47	2,976,730.06	653,052.41	10,905.44	0.3%
Real Estate	2%	366,912.00	334,568.86	32,343.14	10,905.44	3.0%
Private Equity	7%	1,408,414.43	851,500.00	556,914.43	0.00	0.0%
Absolute Return	8%	1,692,576.04	1,500,000.00	192,576.04	0.00	0.0%
Commodities	1%	161,880.00	290,661.20	128,781.20-	0.00	0.0%
Other Assets	0%	0.00	0.00	0.00	0.00	0.0%
Account Total		20,114,826.34	18,269,389.30	1,845,437.04	402,169.38	2.0%

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

=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.
COST ADJUSTMENT	162,970.

TOTAL	162,973.
	=====

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

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

BRITTON FUND

ACCOUNT # 4240-00-4/4

EIN: 34-6513616

TAX YEAR ENDING 12/31/2015

ATTACHMENTS PAGE 10 FORM 990-PF

PART XV-2a THROUGH 2d

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.**

BRITTON FUND

	BRITTON FUND - AC#4240-00-4/4		
	EIN: 34-6513616		
	TAX YEAR ENDING 12/31/2015		
	PART XV, FORM 990-PF, PAGE 11		
	GRANTS AND CONTRIBUTIONS PAID		
NO	PAYEE	PURPOSE	AMOUNT
1	Attention Homes	GENERAL CHARITABLE	5,000
2	Beaufort Memorial Hospital Foundation	GENERAL CHARITABLE	5,000
3	Blue Hill Library	GENERAL CHARITABLE	2,000
4	Boulder Ballet Company & School	GENERAL CHARITABLE	5,000
5	Burr & Burton Academy	GENERAL CHARITABLE	50,000
6	Cleveland Hearing & Speech Center	GENERAL CHARITABLE	4,000
7	Cleveland State University Art Gallery	GENERAL CHARITABLE	15,000
8	The Collaborative	GENERAL CHARITABLE	2,500
9	Colorado College	GENERAL CHARITABLE	20,000
10	Dairy Center for the Arts	GENERAL CHARITABLE	10,000
11	El Salvador Sustainable Economic Mission	GENERAL CHARITABLE	5,000
12	Emergency Family Assistance Association	GENERAL CHARITABLE	10,000
13	Fieldstone Farm Therapeutic Riding Center	GENERAL CHARITABLE	10,000
14	Hildene (Lincoln Family Home)	GENERAL CHARITABLE	20,000
15	Hiram House	GENERAL CHARITABLE	10,000
16	IMPA (Boulder Music Program)	GENERAL CHARITABLE	12,000
17	Intercambio Uniting Communities	GENERAL CHARITABLE	5,000
18	Kneisel Hall Chamber Music Festival	GENERAL CHARITABLE	17,500
19	The Little School	GENERAL CHARITABLE	2,500
20	Maple Street School	GENERAL CHARITABLE	10,000
21	Marine Environmental Research Institute	GENERAL CHARITABLE	40,000
22	Mountain Valley Medical Clinic	GENERAL CHARITABLE	5,500
23	Museum of Contemporary Art	GENERAL CHARITABLE	150,000
24	National Jewish Health (Sarcoidosis research)	GENERAL CHARITABLE	40,000
25	Neighborhood Connections	GENERAL CHARITABLE	2,500
26	Vocational Guidance Services	GENERAL CHARITABLE	1,000
27	Wardle Family YMCA	GENERAL CHARITABLE	3,000
28	Weston Playhouse Theatre Company	GENERAL CHARITABLE	55,000
	TOTAL		\$517,500