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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation THE BRITTON FAMILY FOUNDATION		A Employer identification number 25-1618532	
Number and street (or P.O. box number if mail is not delivered to street address) C/O JE SPODON 100 STATE STREET		B Telephone number (see instructions) (814) 870-7710	
City or town, state or province, country, and ZIP or foreign postal code ERIE, PA 165071459		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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"/>	
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) ▶ \$ 3,897,729		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <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	84,556	84,556		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,824			
	b Gross sales price for all assets on line 6a 2,623,690				
	7 Capital gain net income (from Part IV, line 2)		46,824		
	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)	193				
12 Total. Add lines 1 through 11	131,573	131,380			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,689	5,689		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,360	11,360		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21,128	21,128		
	24 Total operating and administrative expenses. Add lines 13 through 23	38,177	38,177		
	25 Contributions, gifts, grants paid	132,500			132,500
26 Total expenses and disbursements. Add lines 24 and 25	170,677	38,177		132,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-39,104				
b Net investment income (if negative, enter -0-)		93,203			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		15,632	15,632
	2 Savings and temporary cash investments	43,666	110,843	110,843
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,488,519	2,505,390	3,173,038
	c Investments—corporate bonds (attach schedule)	725,768	587,768	598,216
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	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)	3,257,953	3,219,633	3,897,729	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,257,953	3,219,633	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	3,257,953	3,219,633		
31 Total liabilities and net assets/fund balances (see instructions) .	3,257,953	3,219,633		

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	3,257,953
2 Enter amount from Part I, line 27a	2	-39,104
3 Other increases not included in line 2 (itemize) ▶ _____	3	784
4 Add lines 1, 2, and 3	4	3,219,633
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	3,219,633

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)
1 a DR PEPPER SNAPPLE GROUP	P	2016-01-01	2016-12-13
b VULCAN MATERIALS	P	2016-07-21	2016-11-16
c PNC - SEE ATTACHED	P	2016-01-01	2016-12-31
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 38,510		32,428	6,082
b 21,847		21,252	595
c 2,561,946		2,523,186	38,760
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			6,082
b			595
c			38,760
d			
e			

2 Capital gain net income or (net capital loss)	2	46,824
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	45,437

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	149,870	3,898,052	0.038447
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

2 Total of line 1, column (d)	2	0.171734
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	0.034347
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	3,803,926
5 Multiply line 4 by line 3	5	130,653
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	932
7 Add lines 5 and 6	7	131,585
8 Enter qualifying distributions from Part XII, line 4	8	132,500

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 instructions)

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 4,698.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No' responses. Questions cover political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care of.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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	(e) Expense account, other allowances
JOHN W BRITTON 9620 DONATION ROAD WATERFORD, PA 16441	PRES /DIRECT 000 00	0	0	0
JAMES E SPODEN ESQ 100 STATE STREET STE 700 ERIE, PA 16507	TREASURER/DI 000 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	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	3,771,809
b	Average of monthly cash balances.	1b	90,045
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,861,854
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,861,854
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	57,928
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,803,926
6	Minimum investment return. Enter 5% of line 5.	6	190,196

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

1	Minimum investment return from Part X, line 6.	1	190,196
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	932
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	932
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	189,264
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	189,264
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	189,264

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	132,500
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	132,500
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	932
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	131,568

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				189,264
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			102,719	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>132,500</u>				
a Applied to 2015, but not more than line 2a			102,719	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2016 distributable amount.				29,781
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				159,483
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)

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) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				132,500
b <i>Approved for future payment</i>				
Total ▶ 3b				

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)				
a <i>Paid during the year</i>				
ACHIEVEMENT CENTER 4950 WEST 23RD STREET ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ASBURY FOUNDATION 2323 EDINBORO ROAD ERIE, PA 16509	NONE	PUBLIC CHARI	UNRESISTRICTED	10,000
ASBURY WOODS PARTNERSHIP 4105 ASBURY ROAD ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
BOYS SCOUTS OF AMERICA 1815 ROBISON ROAD W ERIE, PA 16509	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
CHAUTAQUA INSTITUTIONFOUNDATION PO BOX 28 CHATAAUQUA, NY 14722	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE ART MUSEUM 10 EAST 5TH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE CITY MISSION 1017 FRENCH STREET ERIE, PA 16512	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE HOMES FOR CHILDREN & ADULTS 226 EAST 27TH STREET ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
ERIE PHILHARMONIC 23 W 10TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	2,000
ERIE ZOO 423 W 38TH STREET ERIE, PA 16508	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
EXPERIENCE ERIE CHILDREN'S MUSEUM 420 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
FIRST PRESBYTERIAN CHURCH OF THE CO 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	6,500
FLAGSHIP NIAGARA LEAGUE 150 E FRONT STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	10,000
GIRL SCOUTS OF WESTERN PA 5681 ROUTE 6N EDINBORO, PA 16412	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
HAMOT HEALTH FOUNDATION 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESISTRICTED	15,000
Total ▶				132,500
3a				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
HARBORCREEK YOUTH SERVICES 5712 IROQUOIS AVE HARBORCREEK, PA 16421	NONE	PUBLIC CHARI	UNRESISTRICTED	2,500
HUMANE SOCIETY OF NW PA 2407 ZIMMERLY ROAD ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
MAKE A WISH FOUNDATION 1001 STATE ST 502 ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
PERSEUS HOUSE 1511 PEACH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
PRESQUE ILSE LIGHTHOUSE 301 PENNINSULA DRIVE ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
SARAH REED CHILDREN'S CENTER 2445 WEST 34TH ST ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESISTRICTED	10,000
SECOND HARVEST FOOD BANK 1507 GRIMM DR ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESISTRICTED	3,500
SHRINERS HOSPITALS FOR CHILDREN 1645 W 8TH ST ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESISTRICTED	10,000
WQLN 8425 PEACH STREET ERIE, PA 16509	NONE	PUBLIC CHARI	UNRESISTRICTED	1,500
BECAUSE YOU CARE 6041 W RD MCKEAN, PA 16426	NONE	PUBLIC CHARI	UNRESISTRICTED	1,000
ST JUDE CHILDREN'S HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARI	UNRESISTRICTED	5,000
Total ▶				132,500
3a				

TY 2016 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
BAIRD AGGREGATE BOND FD	242,000	237,861
DODGE & COX INCOME FD	210,568	223,012
METROPOLITAN WEST UNCONSTRAINED BOND		
TEMPLETON GLOBAL BOND FUND		
VANGUARD TOTAL BOND MARKET EFT	135,200	137,343

TY 2016 Investments Corporate Stock Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3 M COMPANY		
ABBOTT LABS	19,559	19,589
ACCENTURE PLC	24,414	24,949
AETNA INC NEW	11,961	24,554
ALLSTATE		
ALPHABET INC	42,907	63,396
ALTRIA GROUP	20,883	39,084
AMERICAN BEACON FUNDS	59,700	55,508
AMERICAN WTR WKS	21,100	21,419
AMERIPRISE FINANCIAL		
AMGEN INC	39,990	37,576
AMN ELEC POWER CO	20,691	20,651
APPLE INC.	11,123	53,740
APPLIED MATERIAL	27,233	33,884
ARTISAN INTERNATIONAL FD	60,200	50,987
BANK NEW YORK MELON	20,260	22,742
BECTON DICKINSON		
BERKSHIRE HATHAWAY		
BERRY PLASTICS GROUP	29,531	32,162
BIOGEN	28,900	25,522
BOEING INC		
BURLINGTON STORES	21,183	22,035
CBS CORP CLASS B	20,832	25,448
CHECK POINT SOFTWARE		
CIGNA CORP		
CINTAS CORP	19,113	26,925
CISCO SYS. INC.	11,238	17,951
COMCAST CORP	15,249	44,330
CONOCOPHILLIPS		
CONSTELLATION BRANDS	29,332	40,627

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CVS HEALTH	31,884	31,564
DEVON ENERGY CORP	20,539	22,835
DICK'S SPORTING GOODS	20,394	18,054
DISNEY WALT CO	21,090	40,229
DODGE & COX INTERNATIONAL	55,900	54,293
DOW CHEMICALS	27,210	29,869
DR PEPPER		
EATON VANCE FLOATING RATE FUND		
EDWARDS LIFESCIENCES CORP	17,451	23,331
EQUIFAX	20,640	19,862
EXXON MOBIL CORP	20,810	27,078
FACEBOOK	48,184	48,896
FIDELITY ADVISOR FLOATING HIGH INCOM		
FOOT LOCKER		
GENERAL DYNAMICS		
GENERAL ELECTRIC	11,082	21,583
GENL DYNAMICS	28,042	33,151
GOLDMAN SACHS GROUP		
HANESBRANDS		
HARBOR INTL FD	118,845	144,682
HARDING LOEVNER INTERNATIONAL	57,170	59,927
HCA HOLDINGS		
HOME DEPOT	18,536	42,101
HONEYWELL INTL INC	27,382	30,353
ILLINIOS TOOL WORKS	24,487	28,533
INGERSOLL-RAND	19,901	22,512
INTEL CORP COMM	20,822	21,399
INVESCO LTD		
ISHARES TR RUSSELL MIDCAP	108,394	250,046
ISHARES TR RUSSELL 2000 SMALL CAP	89,183	132,423

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON CO	31,528	51,153
JP MORGAN CHASE	38,770	74,123
KRAFT	34,359	34,055
KROGER CO		
L BRANDS		
LAM RESEARCH CORP	29,150	37,111
LINCOLN NATIONAL CORP		
LOCKHEED MARTIN CORP		
MAGNA INTERNATIONAL		
MCKESSON CORP		
MICROSOFT COP	8,250	24,048
MOHAWK INDUSTRIES	21,317	19,968
MORGAN STANLEY	24,062	30,420
NIKE INC CLASS B	29,287	24,907
NORTHERN TRUST CORP	30,399	36,511
NORTHROP GRUMMAN CORP	23,299	33,259
NXP SEMICONDUCTORS		
O'REILLY AUTOMOTIVE	32,928	33,688
PEPSICO	34,208	34,528
PFIZER INC	40,124	39,236
POLARIS INDUSTRIES		
PPG INDUSTIES		
PRINCIPAL FINANCIAL GROUP		
PROLOGIS INC	23,711	23,756
RAYTHEON CO DELAWARE	19,601	22,010
RIDGEWOTH SEIX FLOATING	176,000	179,065
S&P GLOBAL	29,937	29,036
SCHLUMBERGER LTD	31,373	32,908
SIMON PROPERTY GROUP	20,306	17,767
SKYWORKS SOLUTIONS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SNAP ON INC		
ST JUDE MEDICAL		
STANLEY BLACK & DECKER		
STATE STREET CORP	31,020	34,197
SUNTRUST BK INC	28,800	38,230
T ROWE PRICE REAL ESTATE	75,903	112,404
TE CONNECTIVITY LTD		
TEXAS INSTRUMENTS	29,056	35,536
THERMO FISHER	26,436	25,539
TOTAL S.A.	40,264	41,592
TRACKER SUPPLY CO		
TRAVELERS COS INC		
TYSON FOODS	18,490	17,517
UNIFIED HEALTH GROUP	18,474	20,805
VANGUARD FTSE EMERGING MARKETS	80,034	92,742
VANTIV INC	19,504	21,463
VERIZON CO	35,777	38,807
VISA INC	12,349	24,498
VOYA FINL INC		
WEC ENERGY GROUP	13,865	35,777
WELLS FARGO	12,907	26,067
WYNDHAM WW CORP	20,557	24,515

TY 2016 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	5,689	5,689		

TY 2016 Other Expenses Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	21,092	21,092		
BANK FEES	36	36		

TY 2016 Other Income Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	193		

TY 2016 Other Increases Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Description	Amount
ACCRUED INCOME NOT ON RETURN	784

TY 2016 Taxes Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	620	620		
EXCISE TAX BASED ON INVEST INC	10,740	10,740		

Detail

Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Asset value fee	PNC BANK PRINCIPAL COMPENSATION THRU 03/31/16	04/12/16			-\$1,754.29	
Total disbursements					-\$4,628.31	-\$618,025.37
Ending cash balance					\$0.00	\$0.00

Change in cash

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Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
INVESCO LTD ISIN BMG491BT1088 SEDOL B28XP76	803	\$34.18017	-\$27,446.68	04/26/16	\$32.14	\$25,786.57	-\$1,660.11
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182	1	62.52000	- 62.52	04/26/16	60.73	60.69	- 1.83
CHECK POINT SOFTWARE TECH SEDOL 21B1334 ISIN IL0010824113	12	80.18667	- 962.24	04/26/16	84.17	1,009.65	47.41
NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7	315	77.48000	24,406.20	04/26/16	89.08	28,049.97	3,643.77
AETNA INC NEW	221	60.41000	- 13,350.61	04/26/16	114.86	25,382.17	12,031.56
ALLSTATE CORP	425	70.31000	- 29,881.75	04/26/16	65.96	28,021.12	- 1,860.63
ALTRIA GROUP INC	28	36.13000	- 1,011.64	04/26/16	61.24	1,713.84	702.20
AMERIPRISE FINANCIAL INC	3	129.88333	- 389.65	04/26/16	99.64	298.82	- 90.83
AMGEN INC	2	155.60500	- 311.21	04/26/16	163.11	326.14	14.93
APPLE INC	152	105.41000	- 16,022.32	04/26/16	104.99	15,953.72	- 68.60
BECTON DICKINSON & CO	168	95.44000	- 16,033.92	04/26/16	160.69	26,990.27	10,956.35

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
BERKSHIRE HATHAWAY INC CLASS B	185	144.05000	- 26,649.25	04/26/16	146.48	27,092.74	443.49
BOEING CO	145	73.10614	- 10,600.39	04/26/16	132.46	19,201.70	8,601.31
CIGNA CORP	187	106.75159	- 20,176.05	04/26/16	140.22	26,495.56	6,319.51
CVS HEALTH CORPORATION	1	54.98000	- 54.98	04/26/16	102.54	102.50	47.52
CISCO SYSTEMS INC	8	29.12000	- 232.96	04/26/16	28.38	226.79	- 6.17
CINTAS CORP	2	86.66000	- 173.32	04/26/16	89.74	179.40	6.08
COMCAST CORPORATION CL A	4	23.75250	- 95.01	04/26/16	61.39	245.43	150.42
CONOCOPHILLIPS	447	62.86000	- 28,098.42	04/26/16	46.60	20,816.55	- 7,281.87
CONSTELLATION BRANDS INC CL A	79	110.68557	- 8,744.16	04/26/16	156.90	12,392.06	3,647.90
DISNEY WALT CO	98	94.68000	- 9,278.64	04/26/16	105.29	10,315.33	1,036.69
DOW CHEMICAL CO	4	51.57000	- 206.28	04/26/16	53.45	213.67	7.39
DR PEPPER SNAPPLE GROUP INC	2	76.16000	- 152.32	04/26/16	88.29	176.51	24.19
EDWARDS LIFESCIENCES CORP	1	72.47000	- 72.47	04/26/16	107.46	107.42	34.95
EXXON MOBIL CORP	1	69.37000	69.37	04/26/16	87.62	87.58	18.21
FOOT LOCKER INC	21	51.80524	- 1,087.91	04/26/16	61.07	1,281.81	193.90
GENERAL DYNAMICS CORP	1	146.05000	- 146.05	04/26/16	138.08	138.04	- 8.01
GENERAL ELECTRIC CO	20	16.22550	324.51	04/26/16	30.79	615.08	290.57
GOLDMAN SACHS GROUP INC	139	214.80000	29,857.20	04/26/16	164.92	22,919.06	- 6,938.14
HCA HOLDINGS INC	451	68.98000	- 31,109.98	04/26/16	80.95	36,496.15	5,386.17
HANESBRANDS INC - W/I	1,029	26.46528	- 27,232.77	04/26/16	27.62	28,389.49	1,156.72
JOHNSON & JOHNSON	2	65.58000	- 131.16	04/26/16	113.25	226.42	95.26
KROGER CO	742	33.29500	- 24,704.89	04/26/16	37.04	27,461.27	2,756.38
L BRANDS INC	14	81.01000	- 1,134.14	04/26/16	78.11	1,093.02	- 41.12
LINCOLN NATIONAL CORP	4	51.03750	- 204.15	04/26/16	44.12	176.33	- 27.82
LOCKHEED MARTIN CORP	1	193.35000	- 193.35	04/26/16	230.13	230.09	36.74

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
MAGNA INTERNATIONAL ISIN CA5592224011 SEDOL 2554549	602	45.61000	27,457.22	04/26/16	43.40	26,108.17	- 1,349.05
MCKESSON CORPORATION	166	212.33000	- 35,246.78	04/26/16	177.57	29,471.57	- 5,775.21
PPG INDUSTRIES INC	5	112.29800	- 561.49	04/26/16	113.27	566.16	4.67
POLARIS INDS INC	167	77.80180	12,992.90	04/26/16	101.63	16,967.14	3,974.24
ST JUDE MEDICAL INC	303	65.81340	- 19,941.46	04/26/16	60.63	18,360.54	- 1,580.92
SCHLUMBERGER LTD SEDOL 2779201	2	87.52000	- 175.04	04/26/16	78.74	157.41	- 17.63
ISIN AN8068571086							
SKYWORKS SOLUTIONS INC	504	73.07681	- 36,830.71	04/26/16	71.87	36,205.31	- 625.40
SNAP ON INC	224	131.39500	- 29,432.48	04/26/16	162.16	36,316.48	6,884.00
STANLEY BLACK & DECKER INC	193	106.83000	- 20,618.19	04/26/16	112.09	21,626.98	1,008.79
3M COMPANY	119	165.83000	- 19,733.77	04/26/16	167.48	19,926.07	192.30
VERIZON COMMUNICATIONS INC	1	50.05000	- 50.05	04/26/16	50.83	50.79	0.74
VISA INC CLASS A SHARES	16	39.32688	- 629.23	04/26/16	78.47	1,255.01	625.78
VOYA FINL INC COM	489	43.98851	- 21,510.38	04/26/16	32.92	16,083.09	- 5,427.29
WEC ENERGY GROUP INC	29	22.72897	- 659.14	04/26/16	56.82	1,646.93	987.79
WELLS FARGO & COMPANY	5	27.28800	- 136.44	04/26/16	50.61	252.89	116.45
WYNDHAM WORLDWIDE CORP	38	78.68395	- 2,989.99	04/26/16	72.61	2,757.87	- 232.12
Total			- \$579,573.74			\$618,025.37	\$38,451.63

Detail

Securities delivered

Activity	Description	Date	Quantity	Tax cost	Market Value
Asset distribution	WYNDHAM WORLDWIDE CORP TRANSFER TO 21-55-880-9419965 DISTRIBUTION OF 331 000 SHARES PNC	05/26/16	331	- 21,197.24	- 25,298.33
Total securities delivered				- \$1,676,128.46	- \$2,021,462.10

Total non-cash transactions

\$0.00 \$6,133.83

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
INVECO LTD ISIN BMG691BT1088 SEDOL B28XP76 PNC	803	\$34.18017	- \$27,446.68	04/26/16	\$32.14	\$25,786.57	\$1,660.11
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182 PNC	1	62.52000	- 62.52	04/26/16	60.73	60.69	- 1.83
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182 PCA ADVANTAGE PORTFOLIO	10	62.52500	625.25	05/27/16	59.52	595.09	- 30.16
CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN IL0010824113 PNC	12	80.18667	- 962.24	04/26/16	84.17	1,009.65	47.41
NXP SEMICONDUCTORS ISIN NL0009538784 SEDOL B505PN7 PNC	315	77.48000	- 24,406.20	04/26/16	89.08	28,049.97	3,643.77
AETNA INC NEW PNC	221	60.41000	- 13,350.61	04/26/16	114.88	25,382.17	12,031.56
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	66	74.73803	- 4,932.71	06/16/16	60.44	3,986.29	- 946.42

**BRITTON FAMILY FOUNDATION AGCONS
INVESTMENT MANAGEMENT STATEMENT**

Account number 21-55-501-9419965

May 26, 2016 - June 30, 2016

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	154	74.73799	- 11,509.65	06/17/16	59.92	9,220.72	- 2,288.93
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	44	74.73795	3,288.47	06/20/16	59.87	2,632.52	- 655.95
ALLSTATE CORP PNC	425	70.31000	- 29,881.75	04/26/16	65.96	28,021.12	- 1,860.63
ALTRIA GROUP INC PNC	28	36.13000	- 1,011.64	04/26/16	61.24	1,713.84	702.20
ALTRIA GROUP INC PCA ADVANTAGE PORTFOLIO	10	36.13000	- 361.30	05/27/16	63.81	637.98	276.68
AMERIPRISE FINANCIAL INC PNC	3	129.88333	- 389.65	04/26/16	99.64	298.82	- 90.83
AMERIPRISE FINANCIAL INC PCA ADVANTAGE PORTFOLIO	149	129.88248	- 19,352.49	05/27/16	101.25	15,084.43	- 4,268.06
AMGEN INC PNC	2	155.60500	- 311.21	04/26/16	163.11	326.14	14.93
APPLE INC PNC	152	105.41000	- 16,022.32	04/26/16	104.99	15,953.72	- 68.60
APPLE INC PCA ADVANTAGE PORTFOLIO	230	82.39474	18,950.79	05/27/16	99.99	22,994.90	4,044.11
BECTON DICKINSON & CO PNC	168	95.44000	- 16,033.92	04/26/16	160.69	26,990.27	10,956.35
BERKSHIRE HATHAWAY INC CLASS B PNC	185	144.05000	- 26,649.25	04/26/16	146.48	27,092.74	443.49
BOEING CO PNC	145	73.10614	- 10,600.39	04/26/16	132.46	19,201.70	8,601.31
CIGNA CORP PNC	189	106.75159	- 20,176.05	04/26/16	140.22	26,495.56	6,319.51
CYS HEALTH CORPORATION PNC	1	54.98000	- 54.98	04/26/16	102.54	102.50	47.52

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
CVS HEALTH CORPORATION PCA ADVANTAGE PORTFOLIO	10	54,98000	549.80	05/27/16	97.04	970.27	420.47
CVS HEALTH CORPORATION PCA ADVANTAGE PORTFOLIO	60	54,98000	- 3,298.80	04/16/16	95.41	5,723.19	2,424.39
CISCO SYSTEMS INC PNC	8	29,12000	- 232.96	04/26/16	28.38	226.79	6.17
CISCO SYSTEMS INC PCA ADVANTAGE PORTFOLIO	1,160	22,28936	- 25,855.66	05/27/16	28.82	33,401.47	7,545.81
CINTAS CORP PNC	2	86,66000	- 173.32	04/26/16	89.74	179.40	6.08
COMCAST CORPORATION CL A PNC	4	23,75250	95.01	04/26/16	61.39	245.43	150.42
COMCAST CORPORATION CL A PCA ADVANTAGE PORTFOLIO	10	23,75200	- 237.52	05/27/16	63.01	629.98	392.46
CONOCOPHILLIPS PNC	447	62,86000	- 28,098.42	04/26/16	46.60	20,816.55	- 7,281.87
CONSTELLATION BRANDS INC CL A PNC	79	110,68557	- 6,744.16	04/26/16	156.90	12,392.06	3,647.90
D R HORTON INC PCA ADVANTAGE PORTFOLIO	10	31,42000	- 314.20	05/27/16	30.64	306.29	- 7.91
DISNEY WALT CO PNC	98	94,68000	- 9,278.64	04/26/16	105.29	10,315.33	1,036.69
DOW CHEMICAL CO PNC	4	51,57000	- 206.28	04/26/16	53.45	213.67	7.39
DOW CHEMICAL CO PCA ADVANTAGE PORTFOLIO	10	51,57000	- 515.70	05/27/16	52.18	521.69	5.99
DR PEPPER SNAPPLE GROUP INC PNC	2	76,16000	- 152.32	04/26/16	88.29	176.51	24.19
EDWARDS LIFESCIENCES CORP PNC	1	72,67000	- 72.47	04/26/16	107.46	107.42	34.95

BRITTON FAMILY FOUNDATION AGCONS
INVESTMENT MANAGEMENT STATEMENT

Account number 21-55-501-9419965

May 26, 2016 - June 30, 2016

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	10	72.46500	- 724.65	05/27/16	99.95	999.37	274.72
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	102	71.64745	- 7,308.04	06/23/16	99.06	10,102.58	2,794.54
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	118	70.08246	- 8,269.73	06/24/16	96.48	11,382.75	3,113.02
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	1	69.37000	- 69.37	04/26/16	87.62	87.58	18.21
EXXON MOBIL CORP PNC	21	51.80524	- 1,087.91	04/26/16	61.07	1,281.81	193.90
FOOT LOCKER INC PCA ADVANTAGE PORTFOLIO	10	51.80500	- 518.05	05/27/16	54.92	549.08	31.03
GENERAL DYNAMICS CORP PNC	1	146.05000	- 146.05	04/26/16	138.08	138.04	- 8.01
GENERAL ELECTRIC CO PNC	20	16.22550	- 324.51	04/26/16	30.79	615.08	290.57
GENERAL ELECTRIC CO PCA ADVANTAGE PORTFOLIO	150	16.22573	- 2,433.86	05/27/16	30.12	4,516.77	2,082.91
GOLDMAN SACHS GROUP INC PNC	139	214.80000	- 29,857.20	04/26/16	164.92	22,919.06	- 6,938.14
HCA HOLDINGS INC PNC	451	68.98000	- 31,109.98	04/26/16	80.95	36,496.15	5,386.17
HANESBRANDS INC - W/I PNC	1,029	26.46528	- 27,232.77	04/26/16	27.62	28,389.49	1,156.72
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	10	38.47500	- 384.75	05/27/16	34.74	347.29	- 37.46
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	206	38.47490	- 7,925.83	06/02/16	34.27	7,050.79	- 875.04
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	43	38.47488	- 1,654.42	06/02/16	34.37	1,476.59	- 177.83
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	227	38.47489	- 8,733.80	06/03/16	34.68	7,863.63	- 870.17

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
JPMORGAN CHASE & CO PCA ADVANTAGE PORTFOLIO	10	63.67800	- 636.78	05/27/16	65.32	653.08	16.30
JOHNSON & JOHNSON PNC	2	65.58000	- 131.16	04/26/16	113.25	226.42	95.26
KROGER CO PNC	742	33.29500	- 24,704.89	04/26/16	37.04	27,461.27	2,756.38
KROGER CO PCA ADVANTAGE PORTFOLIO	10	33.29500	- 332.95	05/27/16	35.42	354.09	21.14
L BRANDS INC PNC	14	81.01000	- 1,134.14	04/26/16	78.11	1,093.02	- 41.12
L BRANDS INC PCA ADVANTAGE PORTFOLIO	277	81.01000	22,439.77	05/27/16	67.54	18,704.10	- 3,735.67
LINCOLN NATIONAL CORP PNC	4	51.03750	204.15	04/26/16	44.12	176.33	- 27.82
LINCOLN NATIONAL CORP PCA ADVANTAGE PORTFOLIO	587	51.03842	- 29,959.55	05/27/16	45.96	26,963.25	- 2,996.30
LOCKHEED MARTIN CORP PNC	1	193.35000	- 193.35	04/26/16	230.13	230.09	36.74
MAGNA INTERNATIONAL ISIN CA5592224011 SEDDL 2554549 PNC	602	45.61000	- 27,457.22	04/26/16	43.40	26,108.17	- 1,349.05
MCKESSON CORPORATION PNC	166	212.33000	- 35,246.78	04/26/16	177.57	29,471.57	- 5,775.21
MICROSOFT CORP PCA ADVANTAGE PORTFOLIO	210	44.61962	- 9,370.12	05/27/16	52.17	10,953.36	1,583.24
NIKE INC CLASS B PCA ADVANTAGE PORTFOLIO	10	59.77000	- 597.70	05/27/16	56.09	560.78	- 36.92
NORTHROP GRUMMAN CORPORATION PCA ADVANTAGE PORTFOLIO	80	181.93950	- 14,355.16	05/27/16	213.71	17,095.23	2,540.07
PPG INDUSTRIES INC PNC	5	112.29800	- 561.49	04/26/16	113.27	566.16	4.67

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
PFIZER INC PCA ADVANTAGE PORTFOLIO	20	33.21500	- 664.30	05/27/16	34.54	690.58	26.28
POLARIS INDS INC PNC	167	77.80180	- 12,992.90	04/26/16	101.63	16,967.14	3,974.24
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	10	47.66000	- 476.60	05/27/16	44.31	442.99	- 33.61
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	614	47.45013	- 29,134.38	06/23/16	44.57	27,337.88	- 1,796.50
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	99	43.75535	- 4,331.78	06/24/16	40.64	4,019.64	- 312.14
ST JUDE MEDICAL INC PNC	303	65.81340	- 19,941.46	04/26/16	60.63	18,360.54	- 1,580.92
SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086 PNC	2	87.52000	- 175.04	04/26/16	78.74	157.41	- 17.63
SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086 PCA ADVANTAGE PORTFOLIO	10	87.52000	- 875.20	05/27/16	76.80	767.86	- 107.32
SKYWORKS SOLUTIONS INC PNC	504	73.07681	- 36,830.71	04/26/16	71.87	36,205.31	- 625.40
SNAP ON INC PNC	224	131.39500	- 29,432.48	04/26/16	162.16	36,316.48	6,884.00
STANLEY BLACK & DECKER INC PNC	193	106.83000	- 20,618.19	04/26/16	112.09	21,626.98	1,008.79
TEXAS INSTRUMENTS INC PCA ADVANTAGE PORTFOLIO	10	59.66300	- 596.63	05/27/16	61.01	609.98	13.35
3M COMPANY PNC	119	165.83000	- 19,733.77	04/26/16	167.48	19,926.07	192.30
THE TRAVELERS COS INC PCA ADVANTAGE PORTFOLIO	340	106.50497	- 36,211.69	05/27/16	114.10	38,790.47	2,578.78



BRITTON FAMILY FOUNDATION AGCONS
INVESTMENT MANAGEMENT STATEMENT

Account number 21-55-501-9419965

May 26, 2016 - June 30, 2016

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
VERIZON COMMUNICATIONS INC PNC	1	50.05000	- 50.05	04/26/16	50.83	50.79	0.74
VERIZON COMMUNICATIONS INC PCA ADVANTAGE PORTFOLIO	10	50.05000	- 500.50	05/27/16	50.61	505.98	5.48
VISA INC CLASS A SHARES PNC	16	39.32688	- 629.23	04/26/16	78.47	1,255.01	625.78
VOYA FINL INC COM PNC	489	43.98851	- 21,510.38	04/26/16	32.92	16,083.09	- 5,427.29
WEC ENERGY GROUP INC PNC	29	22.72897	- 659.14	04/26/16	56.82	1,646.93	987.79
WEC ENERGY GROUP INC PCA ADVANTAGE PORTFOLIO	10	22.72900	- 227.29	05/27/16	59.47	594.58	367.29
WELLS FARGO & COMPANY PNC	5	27.28800	- 136.44	04/26/16	50.61	252.89	116.45
WELLS FARGO & COMPANY PCA ADVANTAGE PORTFOLIO	10	27.28800	- 272.88	05/27/16	50.75	507.41	234.53
WYNDHAM WORLDWIDE CORP PNC	38	78.68395	2,989.99	04/26/16	72.61	2,757.87	- 232.12
Total			- \$858,502.49			\$908,570.32	\$50,067.83

Detail

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
TE CONNECTIVITY LTD SEDOL B6287C3 ISIN CH0102993182 PCA ADVANTAGE PORTFOLIO	10	\$62.52500	-\$625.25	05/27/16	\$59.52	\$595.09	-\$30.16
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	66	74.73800	-4,932.71	06/16/16	60.44	3,986.29	-946.42
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	154	74.73799	-11,509.65	06/17/16	59.92	9,220.72	-2,288.93
ALASKA AIR GROUP INC PCA ADVANTAGE PORTFOLIO	44	74.73795	-3,288.47	06/20/16	59.87	2,632.52	-655.95
ALTRIA GROUP INC PCA ADVANTAGE PORTFOLIO	10	36.13000	361.30	05/27/16	63.81	637.98	276.68
AMERIPRISE FINANCIAL INC PCA ADVANTAGE PORTFOLIO	149	129.88248	-19,352.49	05/27/16	101.25	15,084.43	-4,268.06
APPLE INC PCA ADVANTAGE PORTFOLIO	230	82.39474	-18,950.79	05/27/16	99.99	22,994.90	4,044.11
CVS HEALTH CORPORATION PCA ADVANTAGE PORTFOLIO	10	54.98000	-549.80	05/27/16	97.04	970.27	420.47
CVS HEALTH CORPORATION PCA ADVANTAGE PORTFOLIO	60	54.98000	-3,298.80	06/16/16	95.41	5,723.19	2,424.39
CISCO SYSTEMS INC PCA ADVANTAGE PORTFOLIO	1,160	22.28936	-25,855.66	05/27/16	28.82	33,401.47	7,545.81
COMCAST CORPORATION CL A PCA ADVANTAGE PORTFOLIO	10	23.75200	-237.52	05/27/16	63.01	629.98	392.46
D R HORTON INC PCA ADVANTAGE PORTFOLIO	10	31.42000	-314.20	05/27/16	30.64	306.29	-7.91
DOW CHEMICAL CO PCA ADVANTAGE PORTFOLIO	10	51.57000	-515.70	05/27/16	52.18	521.69	5.99
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	10	72.46500	-724.65	05/27/16	99.95	999.37	274.72
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	102	71.64745	-7,308.04	06/23/16	99.06	10,102.38	2,794.54

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	118	70.08246	- 8,269.73	06/24/16	96.48	11,382.75	3,113.02
FOOT LOCKER INC PCA ADVANTAGE PORTFOLIO	10	51.80500	- 518.05	05/27/16	54.92	549.08	31.03
GENERAL ELECTRIC CO PCA ADVANTAGE PORTFOLIO	150	16.22573	- 2,433.86	05/27/16	30.12	4,516.77	2,082.91
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	10	38.47500	- 384.75	05/27/16	34.74	347.29	- 37.46
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	206	38.47490	- 7,925.83	06/02/16	34.27	7,050.79	- 875.04
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	43	38.47688	- 1,654.42	06/02/16	34.37	1,476.59	- 177.83
HORMEL FOODS CORP PCA ADVANTAGE PORTFOLIO	227	38.47489	8,733.80	06/03/16	34.68	7,863.63	870.17
JPMORGAN CHASE & CO PCA ADVANTAGE PORTFOLIO	10	63.67800	- 636.78	05/27/16	65.32	653.08	16.30
KROGER CO PCA ADVANTAGE PORTFOLIO	10	33.29500	332.95	05/27/16	35.42	354.09	21.14
L BRANDS INC PCA ADVANTAGE PORTFOLIO	277	81.01000	- 22,439.77	05/27/16	67.54	18,704.10	- 3,735.67
LINCOLN NATIONAL CORP PCA ADVANTAGE PORTFOLIO	587	51.03842	- 29,959.55	05/27/16	45.96	26,963.25	- 2,996.30
MICROSOFT CORP PCA ADVANTAGE PORTFOLIO	210	44.61962	- 9,370.12	05/27/16	52.17	10,953.36	1,583.24
NIKE INC CLASS B PCA ADVANTAGE PORTFOLIO	10	59.77000	- 597.70	05/27/16	56.09	560.78	36.92
NORTHROP GRUMMAN CORPORATION PCA ADVANTAGE PORTFOLIO	80	181.93950	- 14,555.16	05/27/16	213.71	17,095.23	2,540.07
PFIZER INC PCA ADVANTAGE PORTFOLIO	20	33.21500	- 664.30	05/27/16	34.54	690.58	26.28

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	10	47.66000	- 476.60	05/27/16	44.31	442.99	- 33.61
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	614	47.45013	29,134.38	06/23/16	44.57	27,337.88	- 1,796.50
PRINCIPAL FINANCIAL GROUP PCA ADVANTAGE PORTFOLIO	99	43.75535	- 4,331.78	06/24/16	40.64	4,019.64	- 312.14
SCHLUMBERGER LTD SEDOL Z779281 ISIN AN8048571086 PCA ADVANTAGE PORTFOLIO	10	87.52000	- 875.20	05/27/16	76.80	767.88	107.32
TEXAS INSTRUMENTS INC PCA ADVANTAGE PORTFOLIO	10	59.66300	- 596.63	05/27/16	61.01	609.98	13.35
THE TRAVELERS COS INC PCA ADVANTAGE PORTFOLIO	340	106.50497	- 36,211.69	05/27/16	114.10	38,790.47	2,578.78
VERIZON COMMUNICATIONS INC PCA ADVANTAGE PORTFOLIO	10	50.05000	- 500.50	05/27/16	50.61	505.98	5.48
WEC ENERGY GROUP INC PCA ADVANTAGE PORTFOLIO	10	22.72900	- 227.29	05/27/16	59.47	594.58	367.29
WELLS FARGO & COMPANY PCA ADVANTAGE PORTFOLIO	10	27.28900	272.88	05/27/16	50.75	507.41	234.53
Total			- \$278,928.75			\$290,544.95	\$11,616.20

Detail

Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Asset value fee	PNC BANK PRINCIPAL COMPENSATION THRU 06/30/16 PNC	07/13/16			-\$842.56	
Asset value fee	PNC BANK PRINCIPAL COMPENSATION THRU 06/30/16 PCA ADVANTAGE PORTFOLIO	07/13/16			- 931.08	
Total fees and charges						-\$1,773.64

Other disbursements

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Administrative expense	PFIZER INC 717081103 CLASS ACTION FILING FEE PNC	07/19/16				-\$25.00
Total disbursements						-\$24,527.15
Ending cash balance						\$0.00
Change in cash						-\$73,277.57

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN C-H0102993182 PCA ADVANTAGE PORTFOLIO	297	\$62.52502	-\$18,569.93	07/13/16	\$59.02	\$17,516.05	-\$1,053.88
TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN C-H0102993182 PCA ADVANTAGE PORTFOLIO	143	62.52497	- 10,191.57	07/14/16	59.60	9,707.81	- 483.76

**BRITTON FAMILY FOUNDATION AGCONS
INVESTMENT MANAGEMENT STATEMENT**

Account number 21-55-501-9419965

July 1, 2016 - July 29, 2016

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	70	71.33600	- 4,993.52	07/21/16	69.81	4,884.56	- 108.96
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	30	71.33600	- 2,140.08	07/22/16	69.99	2,098.80	- 41.28
DOW CHEMICAL CO PCA ADVANTAGE PORTFOLIO	118	51.57000	- 6,085.26	07/21/16	52.46	6,188.99	103.73
DOW CHEMICAL CO PCA ADVANTAGE PORTFOLIO	22	51.57000	- 1,134.54	07/21/16	52.42	1,152.55	18.01
FOOT LOCKER INC PCA ADVANTAGE PORTFOLIO	277	51.80531	- 14,350.07	06/30/16	54.94	15,216.50	866.43
FOOT LOCKER INC PCA ADVANTAGE PORTFOLIO	26	51.80538	- 1,346.94	06/30/16	55.02	1,429.76	82.82
FOOT LOCKER INC PCA ADVANTAGE PORTFOLIO	93	51.80527	- 4,817.89	07/01/16	54.91	5,102.98	285.09
PPG INDUSTRIES INC PCA ADVANTAGE PORTFOLIO	40	112.29750	- 4,491.90	07/21/16	108.54	4,340.70	151.20
PPG INDUSTRIES INC PCA ADVANTAGE PORTFOLIO	50	112.29760	5,614.88	07/21/16	108.41	5,419.70	- 195.18
Total			- \$73,736.58			\$73,058.40	- \$678.18

Detail

Account to account transfers

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Trust transfer	TRANSFER PRINCIPAL CASH TO 21-55-001-9419965 BRITTON FAMILY FOUNDATION AGENCY PCA ADVANTAGE PORTFOLIO	08/08/16				-\$40,000.00
Total disbursements						-\$3,786.12 - \$369,289.26

Ending cash balance

\$0.00

Change in cash

\$0.00

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
INGERSOLL-RAND PLC SEDOL B633030 ISIN: IE00B6330302 PCA ADVANTAGE PORTFOLIO	10	\$66.33800	-\$663.38	08/03/16	\$66.97	\$669.49	-\$6.11
CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN: IL0010824113 PCA ADVANTAGE PORTFOLIO	10	80.18600	-801.86	08/03/16	75.63	756.08	45.78
CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN: IL0010824113 PCA ADVANTAGE PORTFOLIO	46	80.18652	-3,688.59	08/19/16	76.06	3,497.29	-191.29
CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN: IL0010824113 PCA ADVANTAGE PORTFOLIO	121	80.18636	-9,702.55	08/22/16	75.51	9,135.85	-566.70

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
CHECK POINT SOFTWARE TECH SEDOL 2181334 ISIN IL0010824113 PCA ADVANTAGE PORTFOLIO	90	80.18644	- 7,216.78	08/23/16	76.03	6,841.69	- 375.09
ABBOTT LABORATORIES INC PCA ADVANTAGE PORTFOLIO	10	39.31000	- 393.10	08/03/16	64.98	449.59	56.49
ALTRIA GROUP INC PCA ADVANTAGE PORTFOLIO	10	36.13000	- 361.30	08/03/16	66.61	665.89	304.59
AMERICAN ELECTRIC POWER INC PCA ADVANTAGE PORTFOLIO	10	63.08200	- 630.82	08/03/16	68.52	684.94	54.12
AMERICAN WATER WORKS CO INC PCA ADVANTAGE PORTFOLIO	10	71.28300	- 712.83	08/03/16	81.22	811.98	99.15
AMGEN INC PCA ADVANTAGE PORTFOLIO	10	155.60500	- 1,556.05	08/03/16	172.53	1,725.08	169.03
APPLE INC PCA ADVANTAGE PORTFOLIO	10	23.97100	- 239.71	08/03/16	105.62	1,055.98	816.27
APPLIED MATERIALS INC PCA ADVANTAGE PORTFOLIO	30	26.03467	- 781.04	08/03/16	26.08	781.94	0.90
CIGNA CORP PCA ADVANTAGE PORTFOLIO	125	106.75160	- 13,343.95	08/02/16	124.28	15,533.04	2,189.09
CIGNA CORP PCA ADVANTAGE PORTFOLIO	29	106.75172	- 3,095.80	08/02/16	124.03	3,595.92	500.12
CYS HEALTH CORPORATION PCA ADVANTAGE PORTFOLIO	10	54.98000	- 549.80	08/03/16	97.79	977.65	427.85
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	10	71.33600	713.36	08/03/16	63.09	630.71	82.65
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	63	71.33603	- 4,494.17	08/24/16	66.12	4,163.89	- 330.28
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	95	71.33600	- 6,776.92	08/25/16	66.01	6,268.30	- 508.62
CELANESE CORP-SERIES A PCA ADVANTAGE PORTFOLIO	125	71.33600	- 8,917.00	08/26/16	65.45	8,178.38	- 738.62

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
CINTAS CORP PCA ADVANTAGE PORTFOLIO	10	86.66000	- 866.60	08/03/16	106.23	1,062.03	195.43
COMCAST CORPORATION CLA PCA ADVANTAGE PORTFOLIO	10	23.75200	237.52	08/03/16	67.18	671.70	434.18
CONSTELLATION BRANDS INC CLA	10	110.68600	- 1,106.86	08/03/16	162.64	1,626.18	519.32
PCA ADVANTAGE PORTFOLIO							
D R HORTON INC PCA ADVANTAGE PORTFOLIO	10	31.42000	- 314.20	08/03/16	32.03	320.17	5.97
DISNEY WALT CO PCA ADVANTAGE PORTFOLIO	10	94.68000	- 946.80	08/03/16	96.00	959.78	12.98
DOW CHEMICAL CO PCA ADVANTAGE PORTFOLIO	10	51.57000	- 515.70	08/03/16	53.22	532.00	16.30
DR PEPPER SNAPPLE GROUP INC PCA ADVANTAGE PORTFOLIO	10	76.16000	- 761.60	08/03/16	96.68	966.60	205.00
EATON VANCE FLOATING RATE FUND CLASS I FUND #924 PNC	13,674.053	9.12734	- 124,807.67	08/02/16	9.73	119,374.48	- 5,433.19
EDWARDS LIFESCIENCES CORP PCA ADVANTAGE PORTFOLIO	10	70.08300	- 700.83	08/03/16	113.87	1,138.49	437.66
EXXON MOBIL CORP PCA ADVANTAGE PORTFOLIO	10	69.36600	- 693.66	08/03/16	86.79	867.74	174.08
FACEBOOK INC A PCA ADVANTAGE PORTFOLIO	10	119.34000	- 1,193.40	08/03/16	123.21	1,231.87	39.47
FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279 PNC	2,093.367	9.89000	- 20,110.00	08/02/16	9.45	19,215.32	- 894.68
FORD MOTOR COMPANY PCA ADVANTAGE PORTFOLIO	50	13.46380	- 673.19	08/03/16	12.14	606.38	- 66.81
FORD MOTOR COMPANY PCA ADVANTAGE PORTFOLIO	657	13.46370	- 8,845.65	08/05/16	12.21	8,018.12	- 827.53

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
FORD MOTOR COMPANY PCA ADVANTAGE PORTFOLIO	803	13.46370	- 10,811.35	08/08/16	12.21	9,795.42	- 1,015.93
GENERAL DYNAMICS CORP PCA ADVANTAGE PORTFOLIO	10	146.05000	- 1,460.50	08/03/16	148.22	1,482.01	21.51
GILEAD SCIENCES INC PCA ADVANTAGE PORTFOLIO	213	102.85061	21,907.18	08/02/16	79.84	16,997.95	- 4,909.23
HOME DEPOT INC PCA ADVANTAGE PORTFOLIO	10	135.92000	- 1,359.20	08/03/16	136.45	1,364.29	5.09
HONEYWELL INTL INC PCA ADVANTAGE PORTFOLIO	10	114.00700	- 1,140.07	08/03/16	115.77	1,157.47	17.40
ILLINOIS TOOL WORKS INC PCA ADVANTAGE PORTFOLIO	10	105.09500	- 1,050.95	08/03/16	115.00	1,149.77	98.82
JPMORGAN CHASE & CO PCA ADVANTAGE PORTFOLIO	30	63.67833	- 1,910.35	08/03/16	64.23	1,926.47	16.12
JOHNSON & JOHNSON PCA ADVANTAGE PORTFOLIO	10	124.81700	- 1,248.17	08/03/16	124.20	1,241.80	- 6.37
LAM RESEARCH CORP PCA ADVANTAGE PORTFOLIO	10	83.94400	- 839.44	08/03/16	90.09	900.68	61.24
MICROSOFT CORP PCA ADVANTAGE PORTFOLIO	10	22.29000	- 222.90	08/03/16	57.00	569.83	346.93
NIKE INC CLASS B PCA ADVANTAGE PORTFOLIO	10	59.77000	- 597.70	08/03/16	54.70	546.79	- 50.91
NORTHERN TRUST CORP PCA ADVANTAGE PORTFOLIO	10	74.14400	- 741.44	08/03/16	66.82	667.99	- 73.45
PFIZER INC PCA ADVANTAGE PORTFOLIO	50	33.21500	- 1,660.75	08/03/16	35.47	1,772.98	112.23
S&P GLOBAL INC PCA ADVANTAGE PORTFOLIO	10	110.87800	- 1,108.78	08/03/16	119.72	1,196.97	88.19

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8068571086 PCA ADVANTAGE PORTFOLIO	10	87.52000	- 875.20	08/03/16	78.53	785.08	- 90.12
SUNTRUST BANKS INC PCA ADVANTAGE PORTFOLIO	20	43.01100	860.22	08/03/16	41.92	838.11	- 22.11
TEMPLETON GLOBAL BOND FUND AD FUND #616 PNC	6,090.181	13.13590	80,000.00	08/02/16	11.13	67,783.71	- 12,216.29
TEXAS INSTRUMENTS INC PCA ADVANTAGE PORTFOLIO	10	59.66300	- 596.63	08/03/16	68.79	687.68	91.05
TOTAL S A PCA ADVANTAGE PORTFOLIO	30	49.68400	- 1,490.52	08/03/16	46.50	1,394.71	- 95.81
TRACTOR SUPPLY CO PCA ADVANTAGE PORTFOLIO	10	88.26000	- 882.60	08/03/16	90.37	903.51	20.91
TRACTOR SUPPLY CO PCA ADVANTAGE PORTFOLIO	59	88.26000	- 5,207.34	08/05/16	87.29	5,149.43	- 57.91
TRACTOR SUPPLY CO PCA ADVANTAGE PORTFOLIO	197	88.26000	- 17,387.22	08/08/16	84.95	16,726.02	- 661.20
TRACTOR SUPPLY CO PCA ADVANTAGE PORTFOLIO	10	88.26000	882.60	08/08/16	85.97	859.61	- 22.99
TYSON FOODS INC CLASS A PCA ADVANTAGE PORTFOLIO	10	65.10400	- 651.04	08/03/16	73.17	731.48	80.44
VANTIV INC CLASS A PCA ADVANTAGE PORTFOLIO	10	54.17800	- 541.78	08/03/16	53.13	531.04	- 10.74
VERIZON COMMUNICATIONS INC PCA ADVANTAGE PORTFOLIO	20	50.05000	- 1,001.00	08/03/16	53.89	1,077.58	76.58
VISA INC CLASS A SHARES PCA ADVANTAGE PORTFOLIO	10	39.32700	- 393.27	08/03/16	78.55	785.29	392.02
VULCAN MATERIALS CO PCA ADVANTAGE PORTFOLIO	10	125.01000	- 1,250.10	08/03/16	117.86	1,178.41	- 71.69

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
WEC ENERGY GROUP INC PCA ADVANTAGE PORTFOLIO	10	22.72900	- 227.29	08/03/16	63.88	638.73	411.44
WELLS FARGO & COMPANY PCA ADVANTAGE PORTFOLIO	30	27.26833	- 818.65	08/03/16	47.53	1,425.48	606.83
WYNDHAM WORLDWIDE CORP PCA ADVANTAGE PORTFOLIO	10	64.04000	640.40	08/03/16	69.10	690.74	50.34
Total			- \$386,177.32			\$365,971.58	- \$20,205.74

Detail

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
CINTAS CORP PCA LCC ADVANTAGE	63	\$85.48413	-\$5,385.50	09/07/16	\$118.33	\$7,454.11	\$2,068.61
CINTAS CORP PCA LCC ADVANTAGE	35	82.03000	- 2,871.05	09/08/16	117.36	4,107.02	1,235.97
CINTAS CORP PCA LCC ADVANTAGE	42	82.03000	- 3,445.26	09/09/16	114.41	4,804.78	1,359.52
D R HORTON INC PCA LCC ADVANTAGE	513	31.42000	- 16,118.46	09/26/16	29.96	15,347.80	- 770.66
D R HORTON INC PCA LCC ADVANTAGE	10	31.42000	314.20	09/26/16	30.01	299.84	- 14.36
D R HORTON INC PCA LCC ADVANTAGE	8	31.42000	251.36	09/26/16	30.00	239.75	- 11.61
D R HORTON INC PCA LCC ADVANTAGE	115	31.42000	- 3,613.30	09/27/16	30.10	3,456.28	- 157.02
DOLLAR GENERAL CORP PCA LCC ADVANTAGE	220	93.83568	- 20,643.85	08/31/16	73.53	16,171.10	- 4,472.75
EXXON MOBIL CORP PCA LCC ADVANTAGE	90	69.36600	- 6,242.94	09/16/16	84.08	7,563.62	1,320.68
HONEYWELL INTL INC PCA LCC ADVANTAGE	67	111.01328	- 7,437.89	09/16/16	114.14	7,646.60	208.71
HONEYWELL INTL INC PCA LCC ADVANTAGE	13	105.65000	1,373.45	09/16/16	114.09	1,482.75	109.30
KROGER CO PCA LCC ADVANTAGE	443	33.29501	- 14,749.69	09/13/16	39.91	13,686.50	- 1,063.19
KROGER CO PCA LCC ADVANTAGE	73	33.29493	- 2,430.53	09/13/16	30.87	2,251.77	- 178.76
SCHLUMBERGER LTD SEDOL 2779201 ISIN AN8048571084 PCA LCC ADVANTAGE	100	85.94770	- 8,594.77	09/16/16	76.19	7,614.56	- 980.21

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
WELLS FARGO & COMPANY PCA LCC ADVANTAGE	330	27.28821	- 9,005.11	09/07/16	49.72	16,395.03	7,389.92
Total			- \$102,477.36			\$108,521.51	\$6,044.15

Detail

Non-cash transactions

Securities received

Activity	Description	Date	Quantity	Tax cost	Market Value
Asset exchange	ADVANSIX INC - W/I RECD 10,480 SHS FROM SPIN OFF OF HONEYWELL INTL INC PCA LCC ADVANTAGE	10/03/16	10,480	\$153.07	

Securities delivered

Activity	Description	Date	Quantity	Tax cost	Market Value
Adjustment	HONEYWELL INTL INC DECREASE CARRYING VALUE PCA LCC ADVANTAGE	10/03/16			
Cost adjustment	HONEYWELL INTL INC COST BASIS ADJUSTMENT PCA LCC ADVANTAGE	10/31/16		153.07	

Total securities delivered - \$153.07 \$0.00

Total non-cash transactions \$0.00

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
ADVANSIX INC - W/I PCA LCC ADVANTAGE	0.480	\$14.58333	-\$7.00	10/17/16	\$15.97	\$7.66	\$0.66
CVS HEALTH CORPORATION PCA LCC ADVANTAGE	294	54.98000	16,164.12	10/19/16	86.41	25,392.81	9,228.69
CVS HEALTH CORPORATION PCA LCC ADVANTAGE	16	54.98000	- 879.68	10/19/16	86.26	1,379.65	499.97
LOCKHEED MARTIN CORP PCA LCC ADVANTAGE	107	193.35000	- 20,688.45	10/21/16	230.69	24,678.57	3,990.12

BRITTON FAMILY FOUNDATION AGCONS
INVESTMENT MANAGEMENT STATEMENT
Account number 21-55-501-9419965
October 1, 2016 - October 31, 2016

Detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
METROPOLITAN WEST UNCONSTRAINED BOND FUND CLASS I FUND #0518 PNC	7,417,958	11.93051	- 88,500.00	10/24/16	11.91	88,347.88	- 152.12
PPG INDUSTRIES INC PCA LCC ADVANTAGE	131	112.29748	14,710.97	10/14/16	92.81	12,154.09	- 2,556.88
PPG INDUSTRIES INC PCA LCC ADVANTAGE	24	112.29750	- 2,695.14	10/14/16	92.91	2,229.18	- 465.96
PUBLIC STORAGE REITS PCA LCC ADVANTAGE	52	258.69558	- 13,452.17	10/21/16	211.50	10,997.47	- 2,454.70
PUBLIC STORAGE REITS PCA LCC ADVANTAGE	65	258.69569	- 16,815.22	10/24/16	211.28	13,732.17	- 3,083.05
Total			- \$173,912.75			\$178,919.48	\$5,006.73

Detail

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
ADVANSIX INC - W/I 21-55-880-9419965	10	\$14,60700	-\$146,07	10/28/16	\$15,72	\$157,08	\$11,01
UNIVERSAL HEALTH SERVICES INC CLASS B 21-55-880-9419965	41	131,96512	-5,410,57	10/27/16	123,61	5,066,71	-343,86
UNIVERSAL HEALTH SERVICES INC CLASS B 21-55-880-9419965	29	131,96517	-3,826,99	10/27/16	121,99	3,536,61	-290,38
UNIVERSAL HEALTH SERVICES INC CLASS B 21-55-880-9419965	79	131,96494	-10,425,23	10/28/16	121,23	9,574,07	-851,16
Total			-\$19,808,86			\$18,334,47	-\$1,474,39