



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year **2016** or tax year beginning **2016**, and ending **20**

Name of foundation: **BRITTON FUND 4240-00-4/4**

Number and street (or P O box number if mail is not delivered to street address): **C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST**

Room/suite: **1200**

City or town, state or province, country, and ZIP or foreign postal code: **PHILADELPHIA, PA 19103-7391**

A Employer identification number
34-6513616

B Telephone number (see instructions)
215-419-6000

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 20,600,291.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	408,009.	408,009.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	316,950.			
b	Gross sales price for all assets on line 6a	5,526,414			
7	Capital gain net income (from Part IV, line 2)		316,950.		
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)	98,028.	123,410.		STMT 9
12	Total. Add lines 1 through 11	822,987.	848,369.		
13	Compensation of officers, directors, trustees, etc.	30,000.			30,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	679.	NONE	NONE	679.
b	Accounting fees (attach schedule)	5,350.	NONE	NONE	5,350.
c	Other professional fees (attach schedule)	107,196.	85,757.		21,439.
17	Interest				
18	Taxes (attach schedule) (see instructions)	6,006.	6,006.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	1,305.			1,305.
22	Printing and publications				
23	Other expenses (attach schedule)	200.			200.
24	Total operating and administrative expenses. Add lines 13 through 23.	150,736.	91,763.	NONE	58,973.
25	Contributions, gifts, grants paid	864,000.			864,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,014,736.	91,763.	NONE	922,973.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-191,749.			
b	Net investment income (if negative, enter -0-)		756,606.		
c	Adjusted net income (if negative, enter -0-)				

SCANNED NOV 03 2017 Revenue

POSTMARK RECEIVED
OCT 23 '17 OCT 30 '17
26 OGDEN SERVICE CENTER

GUSP

m

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	1,897,173.	680,262.	680,262.
	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)	16,372,217.	17,307,954.	19,920,029.	
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)	18,269,390.	17,988,216.	20,600,291.	
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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	18,269,390.	17,988,216.	
	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)	18,269,390.	17,988,216.		
31	Total liabilities and net assets/fund balances (see instructions)	18,269,390.	17,988,216.		

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)	18,269,390.
2	Enter amount from Part I, line 27a	-191,749.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	18,077,641.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	89,425.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	17,988,216.

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	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 5,526,414.		5,209,464.	316,950.	
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) FM 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			316,950.	
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	316,950.
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))
2015	576,063.	20,363,635.	0.028289
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
2	Total of line 1, column (d)		2 0.251712
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 0.050342
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 19,782,776.
5	Multiply line 4 by line 3.		5 995,905.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 7,566.
7	Add lines 5 and 6.		7 1,003,471.
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.		8 922,973.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	15,132.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	15,132.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,132.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	41,315.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	41,315.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,183.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 26,183. Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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 ▶ <u>N/A</u>	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 ▶ <u>15</u>			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 if "Yes," enter the name of the foreign country ▶ _____	16	Yes	No
				X

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.

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?	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

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	(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 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	18,906,634.
b	Average of monthly cash balances	1b	1,177,403.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	20,084,037.
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	20,084,037.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	301,261.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,782,776.
6	Minimum investment return. Enter 5% of line 5	6	989,139.

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	989,139.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	15,132.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,132.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	974,007.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	974,007.
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	974,007.

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	922,973.
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	922,973.
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	922,973.

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				974,007.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	917,399.			
b From 2012	251,633.			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	1,169,032.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>922,973.</u>				
a Applied to 2015, 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 2016 distributable amount				922,973.
e Remaining amount distributed out of corpus.	NONE			
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a))	51,034.			51,034.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,117,998.			
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 2015 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	866,365.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	251,633.			
10 Analysis of line 9:				
a Excess from 2012	251,633.			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	NONE			

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

NOT APPLICABLE

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

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

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

N/A

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

N/A

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
 SEE STATEMENT 17

b The form in which applications should be submitted and information and materials they should include.
 SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
 SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> - SEE SCHEDULE ATTACHED				864,000.
Total ▶ 3a				864,000.
b <i>Approved for future payment</i> N/A				
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, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, 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. Includes the text 'NOT APPLICABLE'.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	1,160.	1,160.
COMCAST CABLE COMM HLDGS DTD 11/18/2002	1,891.	1,891.
ABBOTT LABORATORIES	1,638.	1,638.
ABBVIE INC COM	3,431.	3,431.
ACTIVISION BLIZZARD INC	224.	224.
AETNA INC NEW	486.	486.
AIR PRODUCTS & CHEMICALS INC.	1,966.	1,966.
ALASKA AIR GROUP	618.	618.
ALTRIA GROUP INC	1,784.	1,784.
AMEREN CORP	311.	311.
AMERICAN ELECTRIC POWER CO. INC.	2,111.	2,111.
AMGEN	3,972.	3,972.
ANALOG DEVICES INC.	2,570.	2,570.
ANTHEM INC	949.	949.
APPLE COMPUTER INC.	7,604.	7,604.
APPLE INC DTD 2/9/2015 2.15% 2/9/2022	217.	217.
APPLIED MATERIALS INC	75.	75.
AUTOMATIC DATA PROCESSING INC.	276.	276.
AVERY DENNISON CORP.	1,040.	1,040.
BB&T CORP	2,001.	2,001.
BANK OF NEW YORK MELLON CORP	781.	781.
BECTON DICKINSON & CO.	376.	376.
BLACKROCK INC	1,969.	1,969.
BLACKROCK INC DTD 3/18/2014 3.5% 3/18/20	2,100.	2,100.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/ H & R BLOCK	13,425.	13,425.
BOEING CO.	148.	148.
BRIXMOR PPTY GROUP INC	543.	543.
BROCADE COMMUNICATIONS SYS	877.	877.
CDW CORP	798.	798.
CME GROUP INC.	54.	54.
CMS ENERGY CORP	550.	550.
DLF039 K493 10/05/2017 16:06:43	642.	642.
	4240-00-4/4	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CSX CORP.	250.	250.
CVS CORP	146.	146.
CAMPBELL SOUP CO.	103.	103.
CARDINAL HEALTH INC.	862.	862.
CARNIVAL CORP	146.	146.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	3,950.	3,950.
CENTURYTEL INC	869.	869.
CHEVRON CORP	4,526.	4,526.
CHICAGO BRIDGE & IRON - NV SHR	81.	81.
CHUBB CORP.	428.	428.
CHURCH & DWIGHT INC DEL COM	87.	87.
CISCO SYSTEMS	5,656.	5,656.
CISCO SYSTEMS INC DTD 3/3/2014 2.125% 3/	1,169.	1,169.
CITIZENS FINANCIAL GROUP INC	210.	210.
CLOROX CO.	720.	720.
COCA-COLA ENTERPRISES	879.	879.
COMCAST CORP-CL A	594.	594.
CORNING INC.	1,017.	1,017.
CUMMINS ENGINE CO. INC.	400.	400.
DTE ENERGY CO	1,939.	1,939.
DEERE & CO.	513.	513.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	2,145.	2,145.
DELTA AIR LINES INC	106.	106.
WALT DISNEY CO.	437.	437.
DOW CHEM CO.	1,656.	1,656.
DR PEPPER SNAPPLE GROUP	1,546.	1,546.
EAST WEST BANCORP INC	215.	215.
EQUIFAX INC	56.	56.
EXELON CORPORATION	1,254.	1,254.
EXXON MOBIL CORPORATION	2,831.	2,831.
FHLMC GOLD #A72515 DTD 1/1/2008 5% 2/1/2	21.	21.
FHLMC GOLD #G02682 DTD 2/1/2007 7% 2/1/2	22.	22.
FHLMC GOLD #G13408 DTD 12/1/2008 5% 1/1/	89.	89.
DLF039 K493 10/05/2017 16:06:43		

4240-00-4/4

19

STATEMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLMC GOLD #G13888 DTD 8/1/2010 5% 6/1/2	355.	355.
FHLMC GOLD #J06896 DTD 1/1/2008 5% 2/1/2	87.	87.
FHLMC GOLD # J10722 DTD 8/1/2009 5% 9/1/	47.	47.
FHLB DTD 10/19/2007 5% 11/17/2017	3,500.	3,500.
FNMA DTD 4/16/2007 5% 5/11/2017	4,781.	4,781.
FNMA DTD 7/28/2014 1.75% 9/12/2019	613.	613.
FNMA DTD 9/8/2014 2.625% 9/6/2024	1,057.	1,057.
FHLMC DTD 1/13/2012 2.375% 1/13/2022	1,188.	1,188.
FNMA #963630 DTD 5/1/2008 5% 6/1/2023	159.	159.
FNMA #AD0675 DTD 1/1/2010 5.5% 12/1/2039	60.	60.
FIFTH THIRD BANK	317.	317.
FLUOR CORP (NEW) -WI	589.	589.
FOOT LOCKER INC	863.	863.
GAMING & LEISURE PROPERTIES INC	351.	351.
GENERAL DYNAMICS CORP.	781.	781.
GENERAL ELECTRIC CO.	1,679.	1,679.
GENERAL ELEC CAP CORP DTD 2/11/2011 5.3%	2,650.	2,650.
GENTEX CORP	396.	396.
GENUINE PARTS CO.	2,432.	2,432.
GILEAD SCIENCES INC.	427.	427.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	1,397.	1,397.
GLOBAL PAYMENTS INC	6.	6.
GS FS GOVERNMENT FUND DTD 6/1/2016	1,630.	1,630.
HP INC	792.	792.
HARLEY DAVIDSON INC.	708.	708.
OAKMARK INTERNATIONAL FD I	18,501.	18,501.
HELMERICH & PAYNE INC.	1,556.	1,556.
HERSHEY FOODS CORP.	1,416.	1,416.
HILTON WORLDWIDE HOLDINGS	293.	293.
HOLLYFRONTIER CORP	146.	146.
HOME DEPOT INC.	1,907.	1,907.
HONEYWELL INTERNATIONAL INC	931.	931.
HONEYWELL INTERNATIONAL DTD 2/29/2008 5.	2,073.	2,073.
DLF039 K493 10/05/2017 16:06:43		

4240-00-4/4

STATEMENT 3

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HORMEL CO	73.	73.
ILLINOIS TOOL WORKS	523.	523.
INGREDION INC	537.	537.
INTEL CORP.	3,631.	3,631.
INTEL CORP DTD 9/19/2011 3.3% 10/1/2021	1,980.	1,980.
INTERNATIONAL BUSINESS MACHINES CORP.	413.	413.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	2,513.	2,513.
INTERNATIONAL PAPER CO.	1,424.	1,424.
INTERPUBLIC GROUP COS	1,258.	1,258.
JP MORGAN CHASE & CO	4,460.	4,460.
JPMORGAN CHASE & CO DTD 12/20/2007 6% 1/	3,000.	3,000.
JOHNSON & JOHNSON	5,238.	5,238.
JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/	2,833.	2,833.
JUNIPER NETWORKS INC	545.	545.
KIMCO REALTY CORP	743.	743.
KINDER MORGAN INC	770.	770.
KROGER CO.	408.	408.
L BRANDS INC	3,146.	3,146.
LAMAR ADVERTISING CO NEW CL A	3,820.	3,820.
LEAR CORP	237.	237.
LIBERTY PROPERTY TRUST	815.	815.
LINEAR TECH CORP.	1,248.	1,248.
LOCKHEED MARTIN CORP.	3,047.	3,047.
LOWES COS INC	749.	749.
MSCI INC	634.	634.
MACY'S INC	373.	373.
MANPOWER INC WIS COM	599.	599.
MARATHON OIL CORP	572.	572.
MARATHON PETROLEUM CORP	1,701.	1,701.
MARSH & MCLENNAN COMPANIES INC.	296.	296.
MATTHEWS PACIFIC TIGER FD - IS	3,996.	3,996.
MCDONALDS CORP.	3,917.	3,917.
MCKESSON HBOC INC	32.	32.
DLF039 K493 10/05/2017 16:06:43	4240-00-4/4	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERCK & CO INC	2,777.	2,777.
METLIFE INC	2,033.	2,033.
MICROSOFT CORP.	3,897.	3,897.
MICROSOFT CORPORATION DTD 11/3/2015 1.3%	217.	217.
MID-AMERICA APARTMENT COMM	390.	390.
MONDELEZ INTL INC CL A	181.	181.
MONSANTO CO	228.	228.
NASDAQ STOCK MARKET INC	742.	742.
NATIONAL-OILWELL INC	512.	512.
NEW YORK COMMUNITY BANCORP	667.	667.
NEWELL RUBBERMAID INC	86.	86.
NIKE INC CL B	253.	253.
NORFOLK SOUTHERN CORP.	1,062.	1,062.
NVIDIA CORP	424.	424.
OCCIDENTAL PETROLEUM CORP.	1,806.	1,806.
OMNICOM GROUP	3,790.	3,790.
ORACLE CORP	494.	494.
OWENS CORNING	76.	76.
PNC FINANCIAL SERVICES GROUP INC	1,016.	1,016.
PPG INDUSTRIES INC.	110.	110.
PVH CORP	8.	8.
PACCAR INC.	995.	995.
PAYCHEX INC	3,432.	3,432.
PEOPLES UTD FINC INC	687.	687.
PEPSICO INC.	3,564.	3,564.
PEPSICO INC DTD 10/24/2008 0.263333325% 1	3,614.	3,614.
PFIZER INC.	5,201.	5,201.
PHILLIPS 66	627.	627.
PRINCIPAL FINANCIAL GROUP	3,099.	3,099.
PROCTER & GAMBLE CO.	5,310.	5,310.
PROGRESSIVE CORP OHIO	1,503.	1,503.
PUBLIC SERVICE ENTERPRISE GROUP INC.	369.	369.
QUALCOMM CORP.	525.	525.

4240-00-4/4

DLF039 K493 10/05/2017 16:06:43

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUEST DIAGNOSTICS INC	1,738.	1,738.
REPUBLIC SERVICES INC - CL A	2,178.	2,178.
REYNOLDS AMERICAN INC	520.	520.
ROCKWELL INTL CORP	370.	370.
SPDR DOW JONES GLOBAL REAL ESTATE ETF	13,705.	13,705.
SCANA CORP	1,415.	1,415.
SCHLUMBERGER LTD.	2,530.	2,530.
SCRIPPS NETWORKS INTERAC	169.	169.
SIMON PROPERTY GROUP INCBLAIR	890.	890.
SKYWORKS SOLUTIONS INC	595.	595.
SNAP ON TOOLS CORP.	212.	212.
SOUTHWEST AIRLINES	110.	110.
STANLEY BLACK & DECKER INC	699.	699.
STARBUCKS CORP.	433.	433.
SUNTRUST BANKS INC.	967.	967.
SYSCO CORP	132.	132.
TD AMERITRADE HOLDING CORP	224.	224.
TJX COS INC	287.	287.
TARGET CORP	708.	708.
TEMPLETON GLOBAL BOND FUND	15,259.	15,259.
TESORO PETROLEUM CORP.	666.	666.
TEXAS INSTRUMENTS INC.	3,254.	3,254.
THERMO ELECTRON CORP	149.	149.
3M CO	3,330.	3,330.
TIME WARNER INC	1,203.	1,203.
TOTAL SYSTEM SERVICES INC	176.	176.
THE TRAVELERS COMPANIES INC	668.	668.
TRINITY INDUSTRIES INC.	111.	111.
TYSON FOODS INC. CLASS A	659.	659.
UGI CORP.	255.	255.
UNITED PARCEL SERVICE - CL B	1,810.	1,810.
U.S. TREASURY BONDS DTD 11/15/1986 7.5%	1,281.	1,281.
US TREASURY BONDS DTD 8/16/1993 6.25% 8/ DLF039 K493 10/05/2017 16:06:43	2,500.	2,500.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
U.S. TREASURY BONDS DTD 2/18/1997 6.625%	1,310.	1,310.
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.	1,009.	1,009.
UNITED TECHNOLOGIES CORP DTD 12/7/2007 5	794.	794.
UNITEDHEALTH GROUP INC	206.	206.
UNUMPROVIDENT CORP	514.	514.
VALERO ENERGY CORP	1,931.	1,931.
VANGUARD SHORT-TERM INVESTMENT GRADE DTD	6,477.	6,477.
VANGUARD FTSE ALL-WORLD EX-U	32,197.	32,197.
VANGUARD SMALL- CAP VIPERS	16,791.	16,791.
VERIZON COMMUNICATIONS	3,844.	3,844.
VISA INC-CLASS A SHARES	344.	344.
WABTEC	126.	126.
WACHOVIA CORP DTD 1/31/2008 5.75% 2/1/20	3,163.	3,163.
WAL MART STORES INC.	1,063.	1,063.
WAL-MART STORES INC DTD 8/24/2007 5.8% 2	3,190.	3,190.
WEINGARTEN REALTY	181.	181.
WELLS FARGO CO	4,620.	4,620.
WESTERN DIGITAL CORP.	684.	684.
WESTLAKE CHEMICAL CORP	399.	399.
WYNDHAM WORLDWIDE CORP	1,170.	1,170.
XEROX CORP.	1,271.	1,271.
AMDOCS LTD	692.	692.
ACCENTURE PLC	3,106.	3,106.
COCA COLA EUROPEAN PARTNERS P SHS	278.	278.
EATON CORP PLC ORDINARY	2,451.	2,451.
ENSCO PLC SHS CLASS A	19.	19.
INGERSOLL-RAND PLC	248.	248.
INVESCO LTD	2,381.	2,381.
ACE LTD	459.	459.
CHUBB LIMITED	1,519.	1,519.
TE CONNECTIVITY LTD	1,915.	1,915.

DLF039 K493 10/05/2017 16:06:43

4240-00-4/4

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LYONDELLBASELL INDUSTRIES NV	1,280.	1,280.
TOTAL	408,009.	408,009.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME	98,028.	123,410.
TOTALS	98,028.	123,410.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	679.			679.
TOTALS	679.	NONE	NONE	679.

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	5,350.			5,350.
TOTALS	5,350.	NONE	NONE	5,350.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES-SUBJECT T	107,196.	85,757.	21,439.
TOTALS	107,196.	85,757.	21,439.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FOREIGN TAXES ON QUALIFIED FOR	4,657.	4,657.
FOREIGN TAXES ON NONQUALIFIED	1,337.	1,337.
TOTALS	6,006.	6,006.

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 -	200.	200.
TOTALS	----- 200. =====	----- 200. =====

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

DESCRIPTION	AMOUNT
ROUNDING	5.
COST ADJUSTMENT	89,420.
TOTAL	89,425.

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

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

34-6513616

=====

RECIPIENT NAME:

SEE ATTACHED

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED

STATEMENT 17

12/31/2016

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	3%	680,262.25	680,262.25	0.00	3,097.09	0.5%
Fixed Income	14%	2,780,334.11	2,924,423.29	144,089.18-	87,502.97	3.1%
Tax Exempt	0%	0.00	0.00	0.00	0.00	0.0%
Taxable	9%	1,749,099.34	1,799,258.97	50,159.63-	59,296.75	3.4%
High Yield	0%	0.00	0.00	0.00	0.00	0.0%
International	5%	1,031,234.77	1,125,164.32	93,929.55-	28,206.22	2.7%
TIPS	0%	0.00	0.00	0.00	0.00	0.0%
Equity	66%	13,554,154.39	11,409,301.19	2,144,853.20	307,180.51	2.3%
Large Cap	49%	9,974,666.31	7,750,616.92	2,224,049.39	241,715.70	2.4%
Small Cap	5%	1,121,952.00	1,054,008.00	67,944.00	16,791.00	1.5%
International	12%	2,457,536.08	2,604,676.27	147,140.19-	48,673.82	2.0%
Alternative Assets	17%	3,585,540.86	2,974,229.17	611,311.69	13,704.32	0.4%
Real Estate	2%	367,382.40	334,568.86	32,813.54	13,704.32	3.7%
Private Equity	6%	1,317,063.00	848,999.11	468,063.89	0.00	0.0%
Absolute Return	8%	1,741,095.46	1,500,000.00	241,095.46	0.00	0.0%
Commodities	1%	160,000.00	290,661.20	130,661.20-	0.00	0.0%
Other Assets	0%	0.00	0.00	0.00	0.00	0.0%
Account Total		20,600,291.61	17,988,215.90	2,612,075.71	411,484.90	2.0%
Accrued Income		29,412.31				
Grand Total		20,629,703.92				

BRITTON FUND
 ACCOUNT #4240-00-4/4
 EIN: 34-6513616
 TAX YEAR ENDING 12/31/2016

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

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT
1 LYNDA R BRITTON C/O THE GLENMEDE TRUST CO., N/A 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & PRESIDENT	AS NEEDED	10,000 00	-0-	-0-
2 TERENCE B. BRITTON C/O THE GLENMEDE TRUST CO , N/A 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & VICE PRESIDENT	AS NEEDED	10,000 00	-0-	-0-
3 TIMOTHY C BRITTON C/O THE GLENMEDE TRUST CO , N/A 25825 SCIENCE PARK DRIVE, SUITE 110 BEACHWOOD, OH 44122-7315	TRUSTEE & VICE PRESIDENT	AS NEEDED	10,000 00	-0-	-0-
TOTAL			30,000 00	-0-	-0-

BRITTON FUND

ACCOUNT # 4240-00-4/4

EIN: 34-6513616

TAX YEAR ENDING 12/31/2016

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

2016 Charitable Donations/thru 12.31.16

Charitable Organization	2016	Purpose	Address
Attention Homes	5,000	General Fund	1443 Spruce Street Boulder, CO 80302
Blue Hill Library	4,500	Energy Upgrades/Memorial to Jean	5 Parker Point Road Blue Hill, ME 04614
Blue Sky Bridge	250,000	Capital Campaign	P O Box 19122 Boulder, CO 80308
Boulder High School	12,000	Music Scholars Program	421 Indian Peaks Tr W Lafayette, CO 80026
Brigham & Women's Hospital Development Ctr	10,000	Parkinson's Research (in memory of	116 Huntington Ave, Third Floor Boston, MA 02116
Burr & Burton Academy	10,000	Frank Harding)	57 Seminary Ave Manchester, VT 05254
Cleveland Hearing & Speech Center	4,000	General Fund	11635 Euclid Ave Cleveland, OH 44106
Cleveland State University Art Gallery	15,000	2016 Exhibit	2121 Euclid Ave, AG 101 Cleveland, OH 44115
Colorado College	20,000	Internship Program	14 E Cache La Poudre St Colorado Springs, CO 80903
Dunham Tavern	2,000	Memorial David Dornback	6709 Euclid Ave Cleveland, OH 44103
Emergency Family Assistance Association	10,000	General Fund	1575 Yarmouth Ave Boulder, CO 80304
Fieldstone Farm Therapeutic Riding Center	10,000	General Fund	16497 Snyder Road Chagrin Falls, OH 44023
Geauga Humane Society (capital campaign)	5,000	Dog Rescue & Rehabilitation	15463 Chillicothe Rd Russell Twnshp, OH 44072
Hildene (Lincoln Family Home)	20,000	Capital Campaign	1005 Hildene Road Manchester, VT 05254
Hiram House	10,000	Campership Fund 2016	33775 Hiram Trail Chagrin Falls, OH 44022
Intercambio Uniting Communities	10,000	General Fund	4735 Walnut Street Suite B Boulder, CO 80301
Kneisel Hall Chamber Music Festival	18,000	Community Outreach Program	P O Box 648 Blue Hill, ME 04614
The Little School	20,000	Accessible Ramp/Playground Fund	P O Box 92 Weston, VT 05161
IMERI	40,000	Blue Hill Marine Laboratory	55 Main Street Blue Hill, ME 04614
Mountain Towns Regional Education	20,000	Flood Brook School	91 Vermont Route 11, Londonderry, VT 05148
Museum of Contemporary Art	150,000	General Fund/2016 Exhibit	11400 Euclid Ave Cleveland, OH 44106
Red Cross	5,000	Louisiana Flood Victims	P O Box 37839 Boone, IA 50037-0839
SpayFirst	50,000	General Fund	4000 North Lindsay Ave Oklahoma City, OK 73105
St. Paul's Church	2,500	Memorial David Dornback	2747 Fairmount Blvd Cleveland Hts, OH 44106
Vocational Guidance Services	1,000	General Fund	2239 East 55th Street Cleveland, OH 44103
Weston Playhouse Theatre Company	160,000	Capital Campaign	703 Main Street Weston, VT 05161
Totals	\$ 854,000		