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Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No 1545-0687

2017

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or other tax year beginning _____, 2017, and ending _____, 20____

▶ Go to www.irs.gov/Form990T for instructions and the latest information

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3)

Open to Public Inspection for
501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section
 501(c)(3)
 408(e) 220(e)
 408A 530(a)
 529(a)

Name of organization (Check box if name changed and see instructions)
BRITTON FUND 4240-00-4/4

Number, street, and room or suite no. If a P O box, see instructions
C/O GLENMEDE TRUST CO., N.A., 1650 MARKE

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

D Employer identification number
(Employees' trust, see instructions)
34-6513616

E Unrelated business activity codes
(See instructions)
900000

C Book value of all assets at end of year
18,217,282.

F Group exemption number (See instructions) ▶

G Check organization type ▶ 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity ▶ **SEE STATEMENT 1**

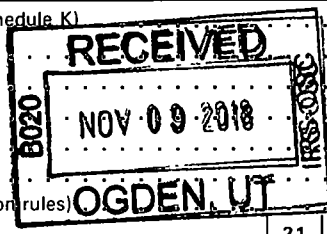
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation ▶

J The books are in care of ▶ Telephone number ▶ **215 419-6000**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance ▶	1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit Subtract line 2 from line 1c	3		
4a	Capital gain net income (attach Schedule D)	4a	NONE	NONE
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from partnerships and S corporations (attach statement)	5	-421.	STMT 2
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See instructions, attach schedule)	12		
13	Total Combine lines 3 through 12	13	-421.	-421.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)	14		
15	Salaries and wages	15		
16	Repairs and maintenance	16		
17	Bad debts	17		
18	Interest (attach schedule)	18		
19	Taxes and licenses	19		
20	Charitable contributions (See instructions for limitation rules)	20		
21	Depreciation (attach Form 4562)	21	NONE	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a		22b NONE
23	Depletion	23		
24	Contributions to deferred compensation plans	24		
25	Employee benefit programs	25		
26	Excess exempt expenses (Schedule I)	26		
27	Excess readership costs (Schedule J)	27		
28	Other deductions (attach schedule)	28	SEE STATEMENT 3	
29	Total deductions Add lines 14 through 28	29		NONE
30	Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13	30		-421.
31	Net operating loss deduction (limited to the amount on line 30)	31		
32	Unrelated business taxable income before specific deduction Subtract line 31 from line 30	32		-421.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33		1,000.
34	Unrelated business taxable income Subtract line 33 from line 32 If line 33 is greater than line 32, enter the smaller of zero or line 32	34		NONE



SCANNED DEC 13 2016

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For Paperwork Reduction Act Notice, see instructions

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Part III Tax Computation

35 Organizations Taxable as Corporations See instructions for tax computation Controlled group members (sections 1561 and 1563) check here [] See instructions and
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order)
(1) \$ [] (2) \$ [] (3) \$ []
b Enter organization's share of (1) Additional 5% tax (not more than \$11,750) \$ []
(2) Additional 3% tax (not more than \$100,000) \$ []
c Income tax on the amount on line 34. 35c NONE
36 Trusts Taxable at Trust Rates See instructions for tax computation Income tax on the amount on line 34 from [] Tax rate schedule or [] Schedule D (Form 1041). 36
37 Proxy tax. See instructions 37
38 Alternative minimum tax 38
39 Tax on Non-Compliant Facility Income See instructions 39
40 Total Add lines 37, 38 and 39 to line 35c or 36, whichever applies 40 NONE

Part IV Tax and Payments

41a Foreign tax credit (corporations attach Form 1118, trusts attach Form 1116). 41a
b Other credits (see instructions). 41b
c General business credit Attach Form 3800 (see instructions) 41c
d Credit for prior year minimum tax (attach Form 8801 or 8827). 41d
e Total credits Add lines 41a through 41d 41e
42 Subtract line 41e from line 40 42 NONE
43 Other taxes Check if from [] Form 4255 [] Form 8611 [] Form 8697 [] Form 8866 [] Other (attach schedule) 43
44 Total tax. Add lines 42 and 43. 44 NONE
45a Payments A 2016 overpayment credited to 2017 45a
b 2017 estimated tax payments 45b
c Tax deposited with Form 8868 45c
d Foreign organizations Tax paid or withheld at source (see instructions) 45d
e Backup withholding (see instructions) 45e
f Credit for small employer health insurance premiums (Attach Form 8941) 45f
g Other credits and payments [] Form 2439 [] Form 4136 [] Other [] Total 45g
46 Total payments Add lines 45a through 45g 46
47 Estimated tax penalty (see instructions) Check if Form 2220 is attached 47
48 Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed 48 NONE
49 Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid 49 NONE
50 Enter the amount of line 49 you want Credited to 2018 estimated tax NONE Refunded 50 NONE

Part V Statements Regarding Certain Activities and Other Information (see instructions)

51 At any time during the 2017 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts If YES, enter the name of the foreign country here [] Yes [X] No
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? [] Yes [X] No
53 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge
Signature of officer: Lynda R Britton Date: 10/23/18 Title: President
May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No
Paid Preparer Use Only Print/Type preparer's name: YONG SHUAI, CPA Preparer's signature: [Signature] Date: 10/12/2018
Firm's name: THE GLENMEDE TRUST COMPANY, N. Firm's EIN: 32-0274136
Firm's address: 1650 MARKET STREET, SUITE 1200 Phone no: 215-419-6000
PHILADELPHIA, PA 19103-7391 Form 990-T (2017)

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	Cost of goods sold Subtract line 6 from line 5 Enter here and in Part I, line 2	7	
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a	Additional section 263A costs (attach schedule)	4a					
b	Other costs (attach schedule)	4b					
5	Total Add lines 1 through 4b	5					X

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1 Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) **Total income** Add totals of columns 2(a) and 2(b) Enter here and on page 1, Part I, line 6, column (A) ▶

(b) **Total deductions** Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E - Unrelated Debt-Financed Income (see instructions)

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
			Enter here and on page 1, Part I, line 7, column (A)	Enter here and on page 1, Part I, line 7, column (B)
Totals ▶				
Total dividends-received deductions included in column 8 ▶				

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10
Enter here and on page 1,
Part I, line 8, column (A)

Add columns 6 and 11
Enter here and on page 1,
Part I, line 8, column (B)

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				

Enter here and on page 1,
Part I, line 9, column (A)

Enter here and on page 1,
Part I, line 9, column (B)

Totals

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Enter here and on page 1, Part I,
line 10, col (A)

Enter here and on page 1, Part I,
line 10, col (B)

Enter here and on page 1,
Part II, line 26

Totals

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						

Totals (carry to Part II, line (5))

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I ▶						
	Enter here and on page 1, Part I, line 11, col (A)	Enter here and on page 1, Part I, line 11, col (B)				Enter here and on page 1, Part II, line 27
Totals, Part II (lines 1-5) ▶						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total Enter here and on page 1, Part II, line 14 ▶			

FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS
=====

PARTNERSHIP INCOME	-421.

INCOME (LOSS) FROM PARTNERSHIPS	-421.
	=====

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS
=====

NOL

PART II - LINE 28 - OTHER DEDUCTIONS

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**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

- ▶ Attach to Form 1041, Form 5227, or Form 990-T.
- ▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
- ▶ Go to www.irs.gov/F1041 for instructions and the latest information

OMB No 1545-0092

2017

Name of estate or trust BRITTON FUND	Employer identification number 34-6513616
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Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1 a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1 b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts SEE STATEMENT 6			5	23.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2016 Capital Loss Carryover Worksheet			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on page 2			7	23.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8 a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8 b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts SEE STATEMENT 7			12	250.
13 Capital gain distributions			13	
14 Gain from Form 4797, Part I			14	86.
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2016 Capital Loss Carryover Worksheet			15	(780)
16 Net long-term capital gain or (loss) Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on page 2			16	<444.>

Part III Summary of Parts I and II		(1) Beneficiaries'	(2) Estate's or trust's	(3) Total
<i>Caution: Read the instructions before completing this part</i>				
17 Net short-term gain or (loss)	17		23.	23.
18 Net long-term gain or (loss):				
a Total for year	18a		<444.>	<444.>
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c 28% rate gain	18c			
19 Total net gain or (loss) Combine lines 17 and 18a	19		<421.>	<421.>

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and don't complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary

Part IV Capital Loss Limitation	
20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a The loss on line 19, column (3) or b \$3,000	20 (421.)

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates	
<i>Form 1041 filers</i> Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero	
<i>Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if</i>	
<ul style="list-style-type: none"> • Either line 18b, col (2) or line 18c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero 	
<i>Form 990-T trusts.</i> Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col. (2) is more than zero.	
21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23
24 Add lines 22 and 23	24
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25
26 Subtract line 25 from line 24. If zero or less, enter -0-	26
27 Subtract line 26 from line 21. If zero or less, enter -0-	27
28 Enter the smaller of the amount on line 21 or \$2,550	28
29 Enter the smaller of the amount on line 27 or line 28	29
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30
31 Enter the smaller of line 21 or line 26	31
32 Subtract line 30 from line 26	32
33 Enter the smaller of line 21 or \$12,500	33
34 Add lines 27 and 30	34
35 Subtract line 34 from line 33. If zero or less, enter -0-	35
36 Enter the smaller of line 32 or line 35	36
37 Multiply line 36 by 15% (0.15)	37
38 Enter the amount from line 31	38
39 Add lines 30 and 36	39
40 Subtract line 39 from line 38. If zero or less, enter -0-	40
41 Multiply line 40 by 20% (0.20)	41
42 Figure the tax on the amount on line 27. Use the 2017 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42
43 Add lines 37, 41, and 42	43 0.
44 Figure the tax on the amount on line 21. Use the 2017 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44
45 Tax on all taxable income Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45 0.