

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

Return of Private Foundation
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.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

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 SPODEN 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) ▶ \$ <u>3,789,288</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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)			

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	14,130	14,130		
	4 Dividends and interest from securities	77,209	77,209		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	94,910			
	b Gross sales price for all assets on line 6a <u>1,591,320</u>				
	7 Capital gain net income (from Part IV, line 2)		94,910		
	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)	57				
12 Total. Add lines 1 through 11	186,306	186,249			
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)	3,945	3,945		
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	7,937	935		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	21,138	21,138		
	24 Total operating and administrative expenses. Add lines 13 through 23	33,020	26,018		0
	25 Contributions, gifts, grants paid	375,500			375,500
26 Total expenses and disbursements. Add lines 24 and 25	408,520	26,018		375,500	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-222,214				
b Net investment income (if negative, enter -0-)		160,231			
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	15,015	5,638	5,638
	2 Savings and temporary cash investments	114,622	82,828	82,828
	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)	2,992,673	2,828,269	3,225,102
	c Investments—corporate bonds (attach schedule)	508,433	491,794	475,720
	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)	3,630,743	3,408,529	3,789,288	
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	3,630,743	3,408,529	
	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)	3,630,743	3,408,529		
31 Total liabilities and net assets/fund balances (see instructions) .	3,630,743	3,408,529		

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	3,630,743
2 Enter amount from Part I, line 27a	2	-222,214
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	3,408,529
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	3,408,529

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 US TRUST ST- SEE ATTACHED	P		
b US TRUST LT - SEE ATTACHED	P		
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 435,607		486,015	-50,408
b 1,126,708		1,010,395	116,313
c			
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			-50,408
b			116,313
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	94,910
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 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))
2017	169,650	4,186,075	0.040527
2016	131,568	3,803,926	0.034587
2015	149,870	3,898,052	0.038447
2014	126,250	3,810,175	0.033135
2013	180,623	3,590,845	0.050301

2 Total of line 1, column (d)	2	0.196997
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	0.039399
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	4,333,514
5 Multiply line 4 by line 3	5	170,736
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,602
7 Add lines 5 and 6	7	172,338
8 Enter qualifying distributions from Part XII, line 4	8	375,500

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 calculation. Includes fields for exempt foundations, tax under section 511, subtitle A tax, and total tax due. Total tax due is 4,248.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and state reporting. Includes Yes/No columns.

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.
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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of MACDONALD ILLIG JONES &, BRITTON LLP Telephone no (814) 870-7600
Located at 100 STATE STREET STE 700 ERIE PA ZIP+4 16507
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2018, 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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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
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 2018?
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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? 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)
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?
b If "Yes," did it have excess business holdings in 2018 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 2018).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2018?

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	4,296,121
b	Average of monthly cash balances.	1b	103,386
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,399,507
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	4,399,507
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	65,993
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,333,514
6	Minimum investment return. Enter 5% of line 5.	6	216,676

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	216,676
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	1,602
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,602
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	215,074
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	215,074
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	215,074

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	375,500
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	375,500
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	1,602
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	373,898

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				215,074
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			187,437	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>375,500</u>				
a Applied to 2017, but not more than line 2a			187,437	
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 2018 distributable amount.				188,063
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2018 (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 2017 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				27,011
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 2013 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

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 2018, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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))

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 JOHN W 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				
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	UNRESTRICTED	2,500
ALZHEIMER'S ASSOCIATION GREATER PA 1600 PENINSULA DRIVE SUI ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
AUTISM SOCIETY-NORTHWESTERN PA 1062 BROWN AVE SUITE 200 ERIE, PA 16502	NONE	PUBLIC CHARI	UNRESTRICTED	3,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BAYFRONT MARITIME CENTER 40 HOLLAND STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
CAMP NOTRE DAME 400 W EATON ROAD FAIRVIEW, PA 16415	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
CATHEDRAL PREPARATORY SCHOOL 225 WEST 9TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
Total				375,500

▶ **3a**

Form 990PF 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>				
ERIE CATHOLIC SCHOOLS 1531 EAST GRANDVIEW BLVD ERIE, PA 16510	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
COMMUNITY SHELTER SERVICES 655 W 16TH STREET ERIE, PA 16502	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
CRIME VICTIM CENTER 125 W 18TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DR GERTRUDE BARBER FOUNDATION 2084 W 16TH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
EARLY CONNECTIONS 1363 W 6TH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
EHCA FOUNDATION 226 E 27TH STREET ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EMERGYCARE1926 PEACH STREET ERIE, PA 16502	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
EMMAUS MINISTRIES 218 E 11TH STREET ERIE, PA 16503	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
ERIE ART MUSEUM10 EAST 5TH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	25,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ERIE CITY MISSION 1017 FRENCH STREET ERIE, PA 16512	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
ERIE YACHT CLUB FDN1 RAVINE DRIVE ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
ERIE ZOO423 W 38TH STREET ERIE, PA 16508	NONE	PUBLIC CHARI	UNRESTRICTED	250,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EXPERIENCE ERIE CHILDREN'S MUSEUM 420 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
FLAGSHIP NIAGARA LEAGUE 150 E FRONT STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
GECAC - MALENO FAMILY TO FAMILY FUN 18 W 19TH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	2,000
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER ERIE AREA HABITAT FOR HUMAN 903 PARADE STREET ERIE, PA 16503	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
HAMOT HEALTH FOUNDATION 302 FRENCH STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
HIGHMARK CARING PLACES 510 CRANBERRY STREET ERIE, PA 16507	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
Total ▶ 3a				375,500

Form 990PF 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>				
HUMANE SOCIETY OF NW PA 2407 ZIMMERLY ROAD ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
MAKE A WISH FOUNDATION 1001 STATE ST 502 ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
MERCY CENTER FOR WOMEN 1039 E 27TH STREET ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
Total ▶ 3a				375,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ORPHAN ANGELS CAT SANCTUARY 5439 W LAKE ROAD ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
PARKINSON PARTNERS OF NWPA PO BOX 10547 ERIE, PA 16514	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
PERSEUS HOUSE1511 PEACH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	2,000
Total				375,500

▶ 3a

Form 990PF 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>				
SAFENET1702 FRENCH STREET ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
SARAH REED CHILDREN'S CENTER 2445 WEST 34TH ST ERIE, PA 16506	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
SECOND HARVEST FOOD BANK 1507 GRIMM DR ERIE, PA 16501	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
Total				375,500



3a

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>				
SHRINERS HOSPITALS FOR CHILDREN 1645 W 8TH ST ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
ST JUDE THE APOSTLE CHURCH 2801 W 6TH STREET ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	2,500
ST JUDE CHILDREN'S RESEARCH HOSPIT 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
Total ▶ 3a				375,500

Form 990PF 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>				
THE ANNA SHELTER 1555 E 10TH STREET ERIE, PA 16511	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
THE MERCY HILLTOP CENTER 444 E GRANDVIEW BLVD ERIE, PA 16504	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
TREC - HOPE ON HORSEBACK 8342 PLATZ ROAD FAIRVIEW, PA 16415	NONE	PUBLIC CHARI	UNRESTRICTED	1,000
Total ▶ 3a				375,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
STAIRWAYS BEHAVIORIAL HEALTH 2185 W 8TH STREE ERIE, PA 16505	NONE	PUBLIC CHARI	UNRESTRICTED	5,000
Total ▶ 3a				375,500

TY 2018 Investments Corporate Bonds Schedule

Name: THE BRITTON FAMILY FOUNDATION

EIN: 25-1618532

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINANCIAL SE		
BB&T CORPORATION		
JOHN DEERE CAPITAL CORP	30,038	29,932
AMERICAN EXPRESS CREDIT	10,022	9,955
PHILIP MORRIS INTL INC	29,813	29,626
AMERICAN EXPRESS CREDIT	10,096	9,898
SHELL INTERNATIONAL	23,958	24,158
JPMORGAN CHASE & CO	29,867	29,577
GLAOSMITHKLINE CAPITAL	30,080	29,636
ANHEUSER-BUESCH INBEV WOR	10,022	9,548
PEPSICO	29,846	29,558
WELLS FARGO & COMPANY	10,476	10,059
WELLS FARGO & COMPANY	40,492	38,694
KIMBERLY-CLARK CORP	28,892	28,829
GENERAL ELEC CAP CORP	10,840	8,722
BERKSHIRE HATHAWAY INC	29,591	29,077
GENERAL ELEC CAP CORP	10,869	8,500
OCCIDENTAL PETROLEUM COR	28,439	28,474
TOYOTA MOTOR CREDIT CORP	30,045	28,562
BANK OF NY MELLON CORP	28,101	27,553

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NATINOAL RURAL UTIL COOP	10,151	9,562
WELLS FARGO & COMPANY	30,171	28,443
WELLS FARGO & COMPANY	29,985	27,357

TY 2018 Investments Corporate Stock Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	2,828,269	3,225,102

TY 2018 Legal Fees Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & LEGAL FEES	3,945	3,945		

TY 2018 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 FEES	20,752	20,752		
BANK FEES	386	386		

TY 2018 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	57		

TY 2018 Taxes Schedule**Name:** THE BRITTON FAMILY FOUNDATION**EIN:** 25-1618532

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	935	935		
FEDERAL TAXES	7,002			

Britton Family Foundation
25-1618532
2018 Form 990-PF, Part II, Line 10b
Investments - Corporate Stock

Name	Cost basis at beginning of year	Cost basis at year-end	FMV	Type
Alphabet Inc	42,907	-	-	Equities
Amazon Inc	-	11,595	10,514	Equities
Amer Express Company	19,304	-	-	Equities
American Tower REIT	-	12,959	13,130	Equities
American Wtr Wks	21,100	-	-	Equities
Amn Elec Power Co	20,691	-	-	Equities
Anthem Inc	24,827	24,827	33,354	Equities
Apple Inc.	11,123	11,123	73,191	Equities
Automatic Data Proc	-	12,955	11,932	Equities
Blackrock Inc	-	12,775	12,177	Equities
Capital One Finl	-	38,736	30,236	Equities
Chubb Ltd	-	12,910	12,918	Equities
Citigroup Inc	-	12,974	10,100	Equities
Costco Wholesale	-	12,749	11,000	Equities
Comcast Corp	15,249	-	-	Equities
Danaher Corp	-	12,908	13,096	Equities
Disney (Walt) Co	21,090	21,090	42,325	Equities
DowDupont Inc	37,852	37,852	35,939	Equities
Exxon Mobil Corp	20,810	-	-	Equities
Facebook	48,184	-	-	Equities
Hess Corp	21,194	-	-	Equities
Hilton Worldwide	-	36,084	31,592	Equities
Home Depot	18,536	18,536	53,952	Equities
Honeywell Intl Inc	27,382	26,303	34,616	Equities
Humana	23,475	23,475	28,648	Equities
Intel Corp Comm	20,822	-	-	Equities
JP Morgan Chase	38,770	38,770	83,856	Equities
Kraft	50,203	-	-	Equities
Keurig Dr Pepper Inc	-	12,995	12,435	Equities
Lockheed Martin Corp	-	12,885	10,997	Equities
Lowe's Companies Inc	20,097	-	-	Equities
Medtronic PLC	-	12,955	12,825	Equities
Microchip Technology Inc	-	19,516	14,384	Equities
Microsoft Corp	8,250	8,250	39,308	Equities
Nextera Energy	-	12,927	13,210	Equities
Patterson Uti Energy Inc	31,535	-	-	Equities
Prologis Inc	11,830	11,830	11,744	Equities
Regions Finl Corp	23,227	-	-	Equities
Salesforce Com Inc	20,852	-	-	Equities
Sherwin Williams	-	37,857	35,411	Equities
Signature Bank	34,682	-	-	Equities
Suntrust Bks Inc	39,377	32,045	35,308	Equities
Sysco Corp	-	12,905	12,469	Equities
Texas Instruments	41,867	-	-	Equities
Thermo Fisher	47,197	47,197	67,361	Equities

Tiffany & Co New	25,825	-	-	Equities
Total S.A.	-	17,275	15,654	Equities
Union Pacific Corp	-	12,895	11,888	Equities
Visa Inc	12,348	12,348	41,429	Equities
Walmart Inc	-	27,523	27,945	Equities
Blackrock Strategic	195,576	195,078	189,459	Mutual Funds
Clearbridge Small Cap	60,000	60,000	62,619	Mutual Funds
Delaware Value Fund	101,500	130,629	126,442	Mutual Funds
Guggenheim S&P 500 Equal	49,965	-	-	Mutual Funds
Invesco S&P 500	-	49,965	50,087	Mutual Funds
Ishares Russell 1000	-	109,939	105,121	Mutual Funds
Ishares Russell Midcap	59,363	59,363	116,758	Mutual Funds
Ishares Russell 2000	81,764	81,764	114,083	Mutual Funds
Janus Henderson	60,000	60,000	64,935	Mutual Funds
John Hancock Disciplined	60,000	60,000	46,540	Mutual Funds
Lord Abbett Floating	100,000	100,000	94,354	Mutual Funds
MFS International Divers	510,000	510,000	537,932	Mutual Funds
Nuveen Small Cap Value	60,000	60,000	47,263	Mutual Funds
Pioneer Fundamental	101,500	-	-	Mutual Funds
Prudential Absolute	195,010	-	-	Mutual Funds
Prudential Absolute	7	-	-	Mutual Funds
PGIM Absolute	-	195,017	191,817	Mutual Funds
Vanguard Dividend	195,000	195,000	210,984	Mutual Funds
Vanguard Financials ETF	100,039	100,039	88,506	Mutual Funds
Vanguard Value ETF	81,200	81,200	82,964	Mutual Funds
Vanguard Growth ETF	81,205	81,204	90,135	Mutual Funds
Vanguard Health Care ETF	99,938	99,938	102,944	Mutual Funds
	<hr/>	<hr/>	<hr/>	
	2,992,673	2,899,160	3,227,887	
Trades Pending Settlement @ 12/31/18 - Purchases	-	607,048	607,048	
Trades Pending Settlement @ 12/31/18 - Sales	-	(677,939)	(609,833)	
	<hr/>	<hr/>	<hr/>	
Total	2,992,673	2,828,269	3,225,102	