

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Initial return of a former public charity Final return
 Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE BRITTON FOUNDATION	A Employer identification number 58-2024189
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 2823 PROVIDENCE ROAD, SUITE 374	B Telephone number (704) 367-4290
	City or town, state, and ZIP code CHARLOTTE, NC 28211	C If exemption application is pending, check here <input type="checkbox"/> 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: 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) **\$ 1,839,267.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

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

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			N/A	
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	27,833.	27,833.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-230,064.			
b Gross sales price for all assets on line 6a	1,169,243.			
7 Capital gain net income (from Part IV, line 2)		0.		
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)				
11 Other income				
12 Total Add lines 1 through 11	-202,231.	27,833.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	2,660.	0.		2,660.
c Other professional fees	10,151.	10,151.		0.
17 Interest				
18 Taxes	1,293.	1,293.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	26.	26.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	14,130.	11,470.		2,660.
25 Contributions, gifts, grants paid	55,632.			55,632.
26 Total expenses and disbursements Add lines 24 and 25	69,762.	11,470.		58,292.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-271,993.			
b Net investment income (if negative, enter -0-)		16,363.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		761,910.	704,368.	704,368.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock	STMT 6	1,211,011.	996,560.	1,134,899.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		1,972,921.	1,700,928.	1,839,267.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
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		1,972,921.	1,700,928.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		1,972,921.	1,700,928.		
31	Total liabilities and net assets/fund balances		1,972,921.	1,700,928.		

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	1,972,921.
2	Enter amount from Part I, line 27a	2	-271,993.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,700,928.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,700,928.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	/ /09
b PUBLICLY TRADED SECURITIES	P	VARIOUS	/ /09
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 778,086.		841,085.	-62,999.
b 391,157.		558,222.	-167,065.
c			
d			
e			

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-62,999.
b			-167,065.
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	-230,064.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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))
2008	127,832.	2,192,925.	.058293
2007	133,300.	2,728,936.	.048847
2006	95,720.	1,654,793.	.057844
2005	5,750.	114,330.	.050293
2004	7,001.	114,097.	.061360

2 Total of line 1, column (d)	2	.276637
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	.055327
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,672,060.
5 Multiply line 4 by line 3	5	92,510.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	164.
7 Add lines 5 and 6	7	92,674.
8 Enter qualifying distributions from Part XII, line 4	8	58,292.

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)

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)		
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	1	327.
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	0.
3	Add lines 1 and 2	3	327.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	327.
6	Credits/Payments:		
6a	2009 estimated tax payments and 2008 overpayment credited to 2009		1,558.
6b	Exempt foreign organizations - tax withheld at source		
6c	Tax paid with application for extension of time to file (Form 8868)		
6d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	1,558.
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	1,231.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 1,231. Refunded <input type="checkbox"/>	11	0.

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

N/A

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ► <u>WILLIAM R. BRITTON, JR.</u> Telephone no. ► <u>(704) 367-4290</u> Located at ► <u>2823 PROVIDENCE ROAD, SUITE 374, CHARLOTTE, NC</u> ZIP+4 ► <u>28211</u>			
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	N/A

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009 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 2009) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?

N/A

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
WILLIAM R. BRITTON, JR. 2823 PROVIDENCE ROAD, SUITE 374 CHARLOTTE, NC 28211	PRESIDENT 2.00	0.	0.	0.
ARTHUR M. BRITTON 2055 E. SOUTH BLVD. MONTGOMERY, AL 36116	SECRETARY 0.00	0.	0.	0.
MARGARET M. BRITTON 3260 BANKHEAD AVE MONTGOMERY, AL 36106	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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 ▶	0.

Form 990-PF (2009)

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	962,878.
b	Average of monthly cash balances	1b	734,645.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,697,523.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,697,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,463.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,672,060.
6	Minimum investment return. Enter 5% of line 5	6	83,603.

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	83,603.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	327.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	327.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,276.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	83,276.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	83,276.

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	58,292.
b	Program-related investments - total from Part IX-B	1b	0.
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	58,292.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	58,292.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				83,276.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				12,480.
d From 2007				
e From 2008				18,616.
f Total of lines 3a through e	31,096.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$				58,292.
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				58,292.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	24,984.			24,984.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,112.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	6,112.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	6,112.			
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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.

NONE

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 of the person to whom applications should be addressed:
N/A

b The form in which applications should be submitted and information and materials they should include:
N/A

c Any submission deadlines:
N/A

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 27,833), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, -230,064), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (0, -202,231, 0), 13 Total (13, -202,231).

(See worksheet in line 13 instructions to verify calculations.)

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY A/C #08442-14	2,383.	0.	2,383.
SMITH BARNEY A/C #08863-14	635.	0.	635.
SMITH BARNEY A/C #08864-13	7,256.	0.	7,256.
SMITH BARNEY A/C #08865-12	2,158.	0.	2,158.
SMITH BARNEY A/C #08866-11	1,938.	0.	1,938.
SMITH BARNEY A/C #15651-15	52.	0.	52.
SMITH BARNEY A/C #72600-18	13,411.	0.	13,411.
TOTAL TO FM 990-PF, PART I, LN 4	27,833.	0.	27,833.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARPER & WHITFIELD, P.C.	2,660.	0.		2,660.
TO FORM 990-PF, PG 1, LN 16B	2,660.	0.		2,660.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT & ADVISORY FEES	10,151.	10,151.		0.
TO FORM 990-PF, PG 1, LN 16C	10,151.	10,151.		0.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,293.	1,293.		0.
TO FORM 990-PF, PG 1, LN 18	1,293.	1,293.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	26.	26.		0.
TO FORM 990-PF, PG 1, LN 23	26.	26.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SMITH BARNEY A/C #08863-14	0.	0.	
SMITH BARNEY A/C #08864-13	247,968.	244,916.	
SMITH BARNEY A/C #08865-12	0.	0.	
SMITH BARNEY A/C #08866-11	0.	0.	
SMITH BARNEY A/C #72600-18	748,592.	889,983.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	996,560.	1,134,899.	

Reserved Client Statement

December 1 - December 31, 2009

MorganStanley
SmithBarney

Ref. 00002752 00020471

Account number 445-08864-13 110

THE BRITTON FOUNDATION

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
50	SIGNET JEWELERS LTD-USD	SIG	09/15/06	\$ 2,078.57	\$ 41.571	\$ 26.72	\$ 1,336.00	(\$ 742.57) LT		
10			02/03/09	60.82	6.082	26.72	267.20	206.38 ST		
60				2,139.39	36.657		1,603.20	(536.19)	.718	11.52
360	ALLIANZ SE ADR	AZSEY	09/15/06	6,170.40	17.14	12.45	4,482.00	(1,688.40) LT	2.73	122.40
80	ASAHI KASEI CORP ADR	AHKSJ	09/15/06	5,204.00	65.05	49.80	3,984.00	(1,220.00) LT	1.558	62.08
106	ASTRAZENECA PLC SPON ADR	AZN	11/12/09	4,776.18	45.457	46.94	4,928.70	152.52 ST	4.452	219.45
170	AXA S.A. SPONS ADR	AXA	09/15/06	6,247.02	36.747	23.68	4,025.60	(2,221.42) LT		
40			02/03/09	626.67	15.666	23.68	947.20	320.53 ST		
210				6,873.69	32.732		4,972.80	(1,900.89)	1.929	95.97
145	BAE SYSTEMS PLC SPON ADR	BAESY	05/21/09	3,364.00	23.20	23.18	3,361.10	(2.90) ST		
85			11/05/09	1,778.46	20.923	23.18	1,970.30	191.84 ST		
230				5,142.46	22.359		5,331.40	188.94	4.098	218.50
90	BASF SE COMMON STOCK	BASFY	09/15/06	3,571.93	39.688	62.10	5,589.00	2,017.07 LT	3.045	170.19
80	BP PLC SPONS ADR	BP	09/15/06	5,184.66	64.808	57.97	4,637.60	(547.06) LT	5.796	288.80
65	BNP PARIBAS SPON ADR	BNPQY	09/15/06	3,432.00	52.80	40.16	2,610.40	(821.60) LT		
30			08/10/07	1,623.87	54.129	40.16	1,204.80	(419.07) LT		
40			02/03/09	700.05	17.501	40.16	1,606.40	906.35 ST		
135				5,755.92	42.636		5,421.60	(334.32)	1.292	70.07
205	BANCO SANTANDER S.A.	STD	09/15/06	3,181.60	15.52	16.44	3,370.20	188.60 LT		
180			11/21/08	1,225.91	6.81	16.44	2,959.20	1,733.29 LT		
385				4,407.51	11.448		6,329.40	1,921.89	5.328	337.26
70	BHP BILLITON LTD SPONS ADR	BHP	03/17/09	2,875.38	41.076	76.58	5,360.60	2,485.22 ST	2.141	114.80
75	BRASIL TELECOM SA SPONSORED ADR REPSTG PED SHS	BTM	04/03/08	2,916.66	39.304	29.13	2,184.75	(731.91) LT	4.483	97.95
43	BRASIL TELECOM SA ADR	BTMC	04/03/08	884.97	20.581	15.99	687.57	(197.40) LT		
505	CENTRAL JAPAN RY CO-JPY UNSPONS ADR	CJPY	02/19/09	3,105.75	6.15	6.67	3,368.35	262.60 ST	1.214	40.91
20	CHINA PETROLEUM&CHEM ADR	SNP	11/05/07	2,820.75	141.037	88.07	1,761.40	(1,059.35) LT		
25			11/15/07	3,555.45	142.218	88.07	2,201.75	(1,353.70) LT		
45				6,376.20	141.693		3,963.15	(2,413.05)	2.349	93.11
152	COCA-COLA FEMSA S.A.8 DE C.V.SPONS ADR	KOF	01/19/07	6,059.15	39.862	65.72	9,989.44	3,930.29 LT	1.571	157.02
146	COMPANHIA PARANAENSE DE ENERGIA COPEL SPONS ADR	ELP	05/12/09	1,903.59	13.038	21.45	3,131.70	1,228.11 ST	.303	9.49

Account number 445-08864-13 110

THE BRITTON FOUNDATION

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated income (annualized)
120	DBS GROUP HLDG LTD SP ADR	DBSDY	09/15/06	\$ 5,070.00	\$ 47.25	\$ 44.00	\$ 5,280.00	(\$ 390.00) LT	3.534 %	\$ 186.60
235	DEUTSCHE LUFTHANSA AG SPONS ADR	DLAKY	03/25/08	6,128.87	26.08	16.90	3,971.50	(2,157.37) LT	12.692	504.08
90	ENI SPA SPONSORED ADR	E	09/15/06	5,177.95	57.532	50.61	4,554.90	(623.05) LT	4.688	213.57
100	GLAXOSMITHKLINE PLC SP ADR	GSK	09/15/06	5,494.52	54.945	42.25	4,226.00	(1,269.52) LT	4.39	186.50
190	HANNOVER REINS CORP-EUR ADR	HVRRY	09/15/06	3,729.11	19.626	23.60	4,484.00	754.89 LT		
105			12/06/07	2,556.50	24.347	23.60	2,478.00	(78.50) LT		
295				6,285.61	21.307		6,962.00	676.39	4.516	314.47
145	HUANENG POWER INTL SP ADR	HNP	07/17/09	4,014.08	27.683	22.40	3,248.00	(766.08) ST	2.522	81.93
130	HUTCHISON WHAMPOA LTD-ADR	HUWHY	06/19/07	6,511.12	50.085	34.40	4,472.00	(2,039.12) LT	3.127	139.88
85	KDDI CORP-JPY	KDDIY	12/11/09	4,998.60	55.254	53.50	4,547.50	(149.10) ST	2.168	98.60
350	KONINKLIJKE AHOLD NV ADR (NEW)	AHONY	10/09/09	4,307.45	12.307	13.25	4,637.60	330.05 ST	1.35	62.65
45	LAFARGE SPONS ADR NEW	LFRGY	09/15/06	1,448.67	32.192	20.67	930.15	(518.52) LT		
60	LAFARGE COPPEE		02/03/09	712.31	11.871	20.67	1,240.20	527.89 ST		
25			05/05/09	381.91	15.276	20.67	516.75	134.84 ST		
75			05/13/09	1,097.90	14.638	20.67	1,550.25	452.35 ST		
205				3,640.79	17.76		4,237.35	596.56	2.52	108.81
45	MACQUARIE GROUP SPONS ADR	MQBKY	10/26/07	3,367.85	74.841	43.50	1,957.50	(1,410.35) LT		
10			02/03/09	162.00	16.20	43.50	435.00	273.00 ST		
55				3,529.85	64.179		2,392.50	(1,137.35)	2.393	57.26
370	MARKS & SPENCER GROUP PLC SPONSORED ADR	MAKSY	12/22/08	2,421.02	6.543	13.00	4,810.00	2,388.98 LT	3.484	167.61
240	MEDIASET S P A SPONSORED ADR-USD	MDIUY	04/30/08	6,447.60	26.865	24.70	5,928.00	(519.60) LT	4.55	269.76
150	MITSUBISHI CORP SPONS ADR	MSBHY	09/15/06	5,632.50	37.55	49.76	7,484.00	1,831.50 LT	1.252	93.45
230	NATIONAL AUSTRALIA BK LTD SPONSORED ADR -USD-	NABZY	02/03/09	2,875.00	12.50	24.42	5,616.60	2,741.60 ST	4.858	272.78
95	NETEASE COM INC ADR	NTES	12/03/09	3,708.79	39.039	37.62	3,573.90	(134.89) ST		
90	NOVARTIS AG ADR	NVS	04/30/09	3,437.21	38.191	54.43	4,898.70	1,461.49 ST	2.671	130.86
250	PRUDENTIAL PLC ADR	PUK	09/15/06	5,852.50	23.41	20.39	5,097.50	(755.00) LT	2.991	162.50

Reserved Client Statement

December 1 - December 31, 2009

MorganStanley
SmithBarney

Ref. 00002752 00020473

Account number 445-08864-13 110

THE BRITTON FOUNDATION

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
25	RWE AG SPONS ADR -USD	RWEOY	08/08/07	\$ 2,768.60	\$ 110.744	\$ 96.90	\$ 2,422.50	(\$ 346.10) LT		
10			02/03/09	796.30	79.63	96.90	989.00	172.70 ST		
35				3,564.90	101.854		3,391.50	(173.40)	4.424	150.05
138	REED ELSEVIER NV	ENL	09/15/06	5,253.86	38.211	24.40	3,367.20	(1,886.66) LT		
50			02/03/09	1,124.16	22.483	24.40	1,220.00	95.84 ST		
188				6,378.02	33.928		4,587.20	(1,790.82)	3.881	178.04
100	REXAM PLC SPONS ADR	REXMY	09/15/06	5,387.00	53.87	23.79	2,379.00	(3,008.00) LT		
40	-NEW-		02/03/09	890.57	22.264	23.79	951.60	61.03 ST		
65			08/28/09	1,437.74	22.119	23.79	1,546.35	108.61 ST		
205				7,715.31	37.636		4,878.95	(2,838.36)	7.04	343.38
120	ROCHE HLDG LTD SPON ADR	RHHBY	06/12/09	4,101.83	34.181	42.20	5,064.00	962.17 ST	1.575	79.80
135	ROLLS ROYCE GROUP PLC SPONSORED ADR	RYCEY	07/24/08	4,989.82	36.961	39.01	5,268.35	276.53 LT	.783	40.23
90	SANOFI-AVENTIS SPONS ADR	SNY	09/15/06	3,880.35	43.115	39.27	3,534.30	(346.05) LT		
47			12/01/06	2,062.31	43.878	39.27	1,845.69	(216.62) LT		
137				5,942.66	43.377		5,379.99	(562.67)	2.844	153.03
20	SECOM LTD ADR	SOMLY	10/02/09	2,024.32	101.216	95.65	1,913.00	(111.32) ST		
25			11/06/09	2,334.34	93.373	95.65	2,391.25	56.91 ST		
45				4,358.66	96.859		4,304.25	(54.41)	1.705	73.40
70	SHIN ETSU CHEM CO LTD-JPY	SHECY	01/16/09	3,339.78	47.71	56.75	3,972.50	632.74 ST	1.893	67.27
146	STATOILHYDRO ASA SPONS ADR	STO	10/16/07	4,943.57	33.86	24.91	3,636.86	(1,306.71) LT		
30			04/29/08	1,072.35	35.744	24.91	747.30	(325.05) LT		
178				6,015.92	34.181		4,384.16	(1,631.78)	2.348	102.96
174	TNT N V SPONSORED ADR-USD	TNTTY	09/15/06	6,273.82	36.108	30.80	5,359.20	(914.62) LT	.636	34.10
140	TAKEDA PHARMACEUTICAL CO LTD-JPY	TKPHY	02/27/09	2,832.34	20.231	20.55	2,877.00	44.66 ST	4.296	123.62
310	TALISMAN ENERGY INC	TLM	09/15/06	4,939.11	15.932	18.64	5,778.40	839.29 LT	1.128	65.10
45	TELEFONICA S.A. SPON ADR	TEF	07/02/08	3,678.18	81.737	83.52	3,758.40	80.22 LT	4.127	155.12
55	TELENOR ASA	TELNY	04/25/07	3,087.90	56.143	41.80	2,299.00	(788.90) LT		
65	ADR REPSTG		07/11/07	3,735.94	57.476	41.80	2,717.00	(1,018.94) LT		
120				6,823.84	58.865		5,016.00	(1,807.84)	4.122	206.76
80	TOTAL S.A. SPONS ADR	TOT	09/15/06	5,029.16	62.864	64.04	5,123.20	94.04 LT	4.337	222.24
100	TREND MICRO INC SPON ADR	TMICY	02/10/09	3,006.80	30.068	38.06	3,808.00	799.20 ST	2.335	88.90

Account number 445-08864-13 110

THE BRITTON FOUNDATION

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
40	USIMINAS SA PFD A SPONS ADR	USNZY	08/18/09	\$ 1,015.58	\$ 25.389	\$ 29.03	\$ 1,161.20	\$ 145.62 ST	.568 %	\$ 6.60
125	VIVENDI SA SPONSORED ADR	VVDY	01/28/09	3,410.96	27.287	29.75	3,718.75	307.79 ST		
7	FRANCE		05/11/09	168.62	24.089	29.75	208.25	39.63 ST		
132				3,579.58	27.118		3,927.00	347.42	4.813	189.02
230	ZURICH FINCL SVCS SPON ADR	ZFSVY	09/15/06	5,203.29	22.623	21.74	5,000.20	(203.09) LT	3.638	181.93
	Total common stocks and options			\$ 247,967.88			\$ 244,916.71	\$ 19,937.38 ST	3.09	\$ 7,589.38
								(\$ 16,989.55) LT		

Common stocks & options

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
275	ACE LIMITED	ACE	04/24/09	\$ 12,173.89	\$ 44.268	\$ 50.40	\$ 13,860.00	\$ 1,686.11	ST	
50			06/09/09	2,322.50	46.45	50.40	2,520.00	197.50	ST	
180			06/23/09	7,674.07	42.633	50.40	9,072.00	1,397.93	ST	
75			09/14/09	3,839.35	51.191	50.40	3,780.00	(59.35)	ST	
580				26,009.81	44.845		29,232.00	3,222.19		2.46
3,455	FLEXTRONICS INTL LTD USD	FLEX	04/20/09	12,323.99	3.567	7.31	25,256.05	12,932.06	ST	
1,750			06/09/09	7,226.98	4.129	7.31	12,792.50	5,565.52	ST	
5,205				19,550.97	3.758		38,048.55	18,497.58		

Common stocks & options continued

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
925	AT&T INC	T	04/20/09	\$ 23,522.01	\$ 25.429	\$ 28.03	\$ 25,927.75	\$ 2,405.74	ST	
225			06/09/09	5,516.82	24.519	28.03	6,306.75	789.93	ST	
1,150				29,038.83	25.251		32,234.50	3,195.67		5.993
1,600	BANK OF AMERICA CORP	BAC	04/20/09	13,632.00	8.52	15.06	24,096.00	10,464.00	ST	
425			06/09/09	5,099.75	11.999	15.06	6,400.50	1,300.75	ST	
2,025				18,731.75	9.25		30,496.50	11,764.75		.265
350	BOEING CO	BA	04/20/09	12,897.22	36.849	54.13	18,945.50	6,048.28	ST	
100			06/09/09	5,180.92	51.809	54.13	5,413.00	232.08	ST	
100			09/15/09	5,213.20	52.132	54.13	5,413.00	199.80	ST	
550				23,291.34	42.348		29,771.50	6,480.16		3.103
575	BRISTOL MYERS SQUIBB CO	BMJ	04/20/09	11,695.04	20.339	25.25	14,518.75	2,823.71	ST	
325			04/29/09	6,178.25	19.01	25.25	8,206.25	2,028.00	ST	
175			06/09/09	3,400.11	19.429	25.25	4,418.75	1,018.64	ST	
225			06/24/09	4,546.51	20.206	25.25	5,681.25	1,134.74	ST	
1,300				25,819.91	19.861		32,825.00	7,005.09		5.069
750	CAPITAL ONE FINL CORP	COF	04/20/09	11,017.42	14.689	38.34	28,755.00	17,737.58	ST	
225			06/09/09	5,489.82	24.399	38.34	8,626.50	3,136.68	ST	
975				16,507.24	16.931		37,381.50	20,874.26		.521
300	CHEVRON CORP	CVX	04/20/09	19,244.70	64.149	76.99	23,097.00	3,852.30	ST	
75			06/09/09	5,255.97	70.079	76.99	5,774.25	518.28	ST	
375				24,500.67	65.335		28,871.25	4,370.58		3.532
500	CHUBB CORP	CB	04/20/09	20,969.20	41.938	49.18	24,590.00	3,620.80	ST	
150			05/22/09	5,873.28	39.155	49.18	7,377.00	1,503.72	ST	
125			06/09/09	5,152.40	41.219	49.18	6,147.50	995.10	ST	
775				31,994.88	41.284		38,114.50	6,119.62		2.846
450	CONOCOPHILLIPS	COP	04/20/09	17,149.14	38.109	51.07	22,981.50	5,832.36	ST	
100			06/05/09	4,498.16	44.981	51.07	5,107.00	608.84	ST	
125			06/09/09	5,641.15	45.129	51.07	6,383.75	742.60	ST	
675				27,288.45	40.427		34,472.25	7,183.80		3.916
375	EXELON CORP	EXC	12/15/09	19,135.31	51.027	48.87	18,326.25	(809.06)	ST	
550	GAMESTOP CORP NEW CL A	GME	05/27/09	12,603.86	22.916	21.94	12,067.00	(536.86)	ST	
125			06/09/09	3,099.90	24.799	21.94	2,742.50	(357.40)	ST	
425			06/23/09	8,789.13	20.68	21.94	9,324.50	535.37	ST	
175			08/20/09	4,177.08	23.869	21.94	3,839.50	(337.58)	ST	
200			11/19/09	4,889.44	24.447	21.94	4,388.00	(501.44)	ST	

Common stocks & options *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
425	ROYAL DUTCH SHELL PLC ADR	RDSA	04/20/09	\$ 17,773.50	\$ 41.82	\$ 60.11	\$ 25,546.75	\$ 7,773.25	ST	
100	CL A		06/09/09	5,439.85	54.398	60.11	6,011.00	571.15	ST	
100			09/04/09	5,486.76	54.867	60.11	6,011.00	524.24	ST	
625				28,700.11	45.92		37,568.75	8,868.64		3.684
325	ST JUDE MEDICAL INC	STJ	04/20/09	11,601.85	35.698	36.78	11,953.50	351.65	ST	
75			06/09/09	2,927.14	39.028	36.78	2,758.50	(168.64)	ST	
150			06/23/09	5,161.19	41.074	36.78	5,517.00	(644.19)	ST	
100			10/06/09	3,403.95	34.039	36.78	3,678.00	274.05	ST	
650				24,094.13	37.068		23,907.00	(187.13)		
1,250	SUPERVALU INC	SVU	04/20/09	17,762.50	14.21	12.71	15,987.50	(1,875.00)	ST	
225			05/20/09	3,659.13	16.262	12.71	2,859.75	(799.38)	ST	
300			06/09/09	5,072.76	16.909	12.71	3,813.00	(1,259.76)	ST	
275			06/24/09	3,785.10	13.764	12.71	3,495.25	(289.85)	ST	
2,050				30,279.49	14.77		26,056.50	(4,223.99)		5.607
700	SYSO CORP	SYU	07/21/09	16,122.82	23.032	27.94	19,558.00	3,435.18	ST	
325			09/01/09	8,261.99	25.421	27.94	9,080.50	818.51	ST	
150			09/22/09	3,822.24	25.481	27.94	4,191.00	368.76	ST	
1,176				28,207.05	24.006		32,829.50	4,622.46		3.679
275	TEVA PHARMACEUTICAL INDS LTD ADR	TEVA	05/06/09	12,140.45	44.147	56.18	15,449.50	3,309.05	ST	
150			05/20/09	6,787.59	45.25	56.18	8,427.00	1,639.41	ST	
100			06/09/09	4,770.85	47.708	56.18	5,618.00	847.15	ST	
625				23,698.89	45.141		29,494.50	6,795.61		.398
125	V F CORP	VFC	07/29/09	7,919.43	63.355	73.24	9,155.00	1,235.57	ST	
125			10/27/09	9,169.61	73.356	73.24	9,155.00	(14.61)	ST	
250				17,089.04	68.366		18,310.00	1,220.96		3.276
325	WAL-MART STORES INC	WMT	07/20/09	15,716.88	48.359	53.45	17,371.25	1,654.37	ST	
100			08/21/09	5,159.40	51.594	53.45	5,345.00	185.60	ST	
100			09/01/09	5,093.53	50.935	53.45	5,345.00	251.47	ST	
100			11/05/09	5,092.23	50.922	53.45	5,345.00	252.77	ST	
625				31,061.84	49.699		33,408.25	2,344.41		2.039
Total common stocks and options				\$ 748,691.58			\$ 889,983.06	\$ 141,391.47	ST	2.64
Total portfolio value				\$ 783,123.93			\$ 924,616.40	\$ 141,391.47	ST	2.46
							\$ 0.00	LT		2.46
							\$ 0.00	LT		\$ 22,676.82
							\$ 0.00	LT		\$ 22,699.99

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLEGRO FOUNDATION 3121 PROVIDENCE RD CHARLOTTE, NC 28211	N/A GENERAL SUPPORT	501(C)(3)	250.
AVON DOLLARS FOR SCHOLARS C/O FARMINGTON BANK 427 WEST AVON ROAD AVON, CT 06001	N/A GENERAL SUPPORT	501(C)(3)	250.
BAPTIST HOSPITAL FOUNDATION 8900 NORTH KENDALL DRIVE MIAMI, FL 33176	N/A GENERAL SUPPORT	501(C)(3)	5,000.
BRISBANE ACADEMY 5901 STATESVILLE RD CHARLOTTE, NC 28269	N/A GENERAL SUPPORT	501(C)(3)	6,882.
CHARLOTTE LATIN SCHOOL 9502 PROVIDENCE RD CHARLOTTE, NC 28277	N/A GENERAL SUPPORT	501(C)(3)	1,250.
COMMUNITY HEALTH SERVICES 601 E. 5TH STREET SUITE 140 CHARLOTTE, NC 28202	N/A GENERAL SUPPORT	501(C)(3)	10,000.
HIGHLAND CASHIERS PLAYERS 507 CHESTNUT STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.
HIGHLANDS BIOLOGICAL FOUNDATION SIXTH STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.

HIGHLANDS CASHIER'S LAND TRUST PO BOX 1703 HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.
HIGHLANDS CHAMBER MUSIC P.O. BOX 1702 HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.
HIGHLANDS PLAYHOUSE 362 OAK STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.
HOLY CROSS SCHOOL 4400 BELL ROAD MONTGOMERY, AL 36116	N/A GENERAL SUPPORT	501(C)(3)	5,000.
HUDSON LIBRARY 554 MAIN STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,000.
JACOB'S LADDER 2304 THE PLAZA PO BOX 9215 CHARLOTTE, NC 28205	N/A GENERAL SUPPORT	501(C)(3)	250.
JUDSON COLLEGE 302 BIBB STREET MARION, AL 36756	N/A GENERAL SUPPORT	501(C)(3)	5,000.
JUNIOR LEAGUE OF CHARLOTTE 1332 MARYLAND AVENUE CHARLOTTE, NC 28209	N/A GENERAL SUPPORT	501(C)(3)	250.
PEGGY CROSBY CENTER 348 S 5TH STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.
PERFORMING ARTS CENTER 507 CHESTNUT STREET HIGHLANDS, NC 28741	N/A GENERAL SUPPORT	501(C)(3)	1,500.

THE BRITTON FOUNDATION

58-2024189

THE BASCOM
554 MAIN STREET HIGHLANDS, NC
28741

N/A
GENERAL SUPPORT

501(C)(3) 5,000.

YMCA OF MONTGOMERY
2435 BELL ROAD MONTGOMERY, AL
36117

N/A
GENERAL SUPPORT

501(C)(3) 5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

55,632.