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

2010

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

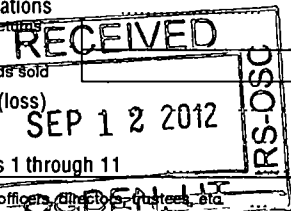
For calendar year 2010, or tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**

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

Name of foundation THE STARRETT FOUNDATION		A Employer identification number 51-0270831
Number and street (or P O box number if mail is not delivered to street address) 1205 N ORANGE STREET	Room/suite	B Telephone number (302) 651-1126
City or town, state, and ZIP code WILMINGTON, DE 19801		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,687,090. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash, <input type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <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	69,540.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,518.	1,518.		STATEMENT 1
4 Dividends and interest from securities	100,789.	100,789.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<138,246.>			
b Gross sales price for all assets on line 6a	1,406,087.			
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	5,175.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	38,776.	102,307.		
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	1,515.	1,515.		0.
c Other professional fees	54,960.	29,760.		0.
17 Interest	297.	297.		0.
18 Taxes	524.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	50,000.	50,000.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	107,296.	81,572.		0.
25 Contributions, gifts, grants paid	217,908.			217,908.
26 Total expenses and disbursements. Add lines 24 and 25	325,204.	81,572.		217,908.
27 Subtract line 26 from line 12	<286,428.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		20,735.		
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	1,129.	1,134.	1,134.
2. Savings and temporary cash investments	13,386.	148,088.	148,088.
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 ▶	150,000.	0.	0.
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 9	3,325,427.	2,951,692.	3,537,868.
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)	3,489,942.	3,100,914.	3,687,090.
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	100,000.		
22. Other liabilities (describe ▶)			
23. Total liabilities (add lines 17 through 22)	100,000.	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	3,612,735.	3,612,735.	
28. Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29. Retained earnings, accumulated income, endowment, or other funds	<222,793.>	<511,821.>	
30. Total net assets or fund balances	3,389,942.	3,100,914.	
31. Total liabilities and net assets/fund balances	3,489,942.	3,100,914.	

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	3,389,942.
2. Enter amount from Part I, line 27a	2	<286,428.>
3. Other increases not included in line 2 (itemize) ▶	3	0.
4. Add lines 1, 2, and 3	4	3,103,514.
5. Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,600.
6. Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,100,914.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	1,406,087.	1,544,333.	<138,246.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<138,246.>	
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	<138,246.>	
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))
2009	275,499.	3,418,429.	.080592
2008	179,660.	2,728,093.	.065856
2007	613,435.	4,171,409.	.147057
2006	671,040.	5,289,464.	.126864
2005	243,450.	4,887,067.	.049815

2	Total of line 1, column (d)	2	.470184
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	.094037
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,754,919.
5	Multiply line 4 by line 3	5	353,101.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	207.
7	Add lines 5 and 6	7	353,308.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	217,908.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 1,085.00, with 0.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Most 'No' boxes are marked with an 'X'. Includes a note 'N/A' for question 4b.

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)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ THE FOURTH FLOOR - PATRICK ASHLEY Telephone no. ▶ 302-594-4537 Located at ▶ 1205 N ORANGE STREET, WILMINGTON, DE ZIP+4 ▶ 19801			
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			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ▶ <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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) N/A	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 2010 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 2010.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
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
SEE STATEMENT 10		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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,792,329.
b	Average of monthly cash balances	1b	19,772.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,812,101.
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	3,812,101.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,182.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,754,919.
6	Minimum investment return. Enter 5% of line 5	6	187,746.

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	187,746.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	415.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	415.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	187,331.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	187,331.
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	187,331.

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	217,908.
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	217,908.
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	217,908.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				187,331.
2 Undistributed Income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	4,164.			
b From 2006	413,131.			
c From 2007	410,929.			
d From 2008	44,918.			
e From 2009	105,690.			
f Total of lines 3a through e	978,832.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$	217,908.			
a Applied to 2009, 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 2010 distributable amount				187,331.
e Remaining amount distributed out of corpus	30,577.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,009,409.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	4,164.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,005,245.			
10 Analysis of line 9				
a Excess from 2006	413,131.			
b Excess from 2007	410,929.			
c Excess from 2008	44,918.			
d Excess from 2009	105,690.			
e Excess from 2010	30,577.			

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 2010, 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)

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

Table with 5 columns: (a) 2010, (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d.

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))

MARGARETTA S B BROKAW

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 [X] 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:

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

c Any submission deadlines

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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

THE STARRETT FOUNDATION

Employer identification number

51-0270831

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization THE STARRETT FOUNDATION	Employer identification number 51-0270831
--	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARGARETTA S B BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	\$ 69,540.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE STARRETT FOUNDATION

51-0270831

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	727 SHARES OF DUPONT AND \$29,497.22 OF CASH	\$ 69,540.	07/06/11

Name of organization THE STARRETT FOUNDATION	Employer identification number 51-0270831
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Investment Detail



040372-000 PATRICK M ASHLEY TR STARRETT

Account and Portfolio level detail
As of November 30, 2011

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Principal Portfolios - U.S. Dollar										
Portfolio 2: Cust/Patrick M Ashley/Starrett Pt										
Common Stocks And Convertibles										
Energy										
CONCOPHILLIPS COMMON	1,378,0000	98,278.96	2.68	71.3200	.00		98,278.96	3,637.92		3.70
EXXON MOBIL CORPORATION COMMON	646,0000	51,964.24	1.42	80.4400	50,899.90	78.7924	1,064.34	1,214.48		2.34
TOTAL Energy	2,024,0000	150,243.20	4.09		50,899.90		99,343.30	4,852.40		
Consumer Staples										
CHURCH & DWIGHT COMMON	1,164,0000	51,507.00	1.40	44.2500	50,682.66	43.5418	824.34	791.52		1.54
MCDONALD'S CORPORATION COMMON	540,0000	51,580.80	1.40	95.5200	50,399.50	93.3324	1,181.30	1,512.00		2.93
NESTLE S A SPONSORED ADR REPRESENTING REGISTERED SHARES	896,0000	50,354.30	1.37	56.1990	50,115.52	55.9325	238.78	1,583.23		3.14
PEPSICO INCORPORATED COMMON	803,0000	51,392.00	1.40	64.0000	50,671.31	63.1025	720.69	1,654.18		3.22
PROCTER & GAMBLE CO COMMON	797,0000	51,462.29	1.40	64.5700	50,507.81	63.3724	954.48	1,673.70		3.25
TOTAL Consumer Staples	4,200,0000	256,296.39	6.98		252,376.80		3,919.59	7,214.63		
Health Care										
ABBOTT LABORATORIES COMMON	944,0000	51,495.20	1.40	54.5500	50,865.08	53.8825	630.12	1,812.48		3.52
BECTON DICKINSON & COMPANY COMMON	689,0000	50,834.42	1.38	73.7800	50,710.06	73.5995	124.36	1,240.20		2.44
JOHNSON & JOHNSON COMMON	787,0000	50,934.64	1.39	64.7200	50,590.33	64.2825	344.31	1,794.36		3.52
TOTAL Health Care	2,420,0000	153,264.26	4.17		152,165.47		1,098.79	4,847.04		
Consumer Discretionary										
YUM BRANDS INC COMMON	912,0000	51,108.48	1.39	56.0400	50,076.19	54.9081	1,032.29	1,039.68		2.03
TOTAL Consumer Discretionary	912,0000	51,108.48	1.39		50,076.19		1,032.29	1,039.68		
Industrials										
3M COMPANY COMMON	633,0000	51,298.32	1.40	81.0400	51,196.60	80.8793	101.72	1,392.60		2.71
CANADIAN NATIONAL RAILWAY CO COMMON	645,0000	50,026.20	1.36	77.5600	51,011.64	79.0878	(985.44)	469.56		.94
GENERAL ELECTRIC CO COMMON	483,0000	7,684.53	.21	15.9100	372.13	.7705	7,312.40	289.80		3.77



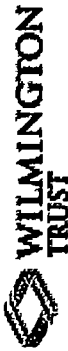
Investment Detail

040372-000 PATRICK M ASHLEY TR STARRETT

Account and Portfolio level detail

As of November 30, 2011

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Information Technology										
UNITED TECHNOLOGIES CORP COMMON	655.0000	50,173.00	1.37	76.6000	50,927.96	77.7526	(754.96)	1,257.60	2.51	
WASTE MANAGEMENT INC DEL COMMON	1,613.0000	50,486.90	1.37	31.3000	50,311.57	31.1913	175.33	2,193.68	4.35	
TOTAL Industrials	4,029.0000	209,668.95	5.71	203,819.90			5,849.05	5,603.24		
Information Technology										
APPLE INC	126.0000	48,157.20	1.31	382.2000	48,609.78	385.7919	(452.58)	.00		
AUTOMATIC DATA PROCESSING COMMON	984.0000	50,272.56	1.37	51.0900	50,514.03	51.3354	(241.47)	1,554.72	3.09	
GOOGLE INC CLASS A	83.0000	49,749.37	1.35	599.3900	49,625.08	597.8925	124.29	.00		
INTEL CORP COMMON	2,097.0000	52,236.27	1.42	24.9100	50,764.60	24.2082	1,471.67	1,761.48	3.37	
INTERNATIONAL BUSINESS MACHINES CORP COM	274.0000	51,512.00	1.40	188.0000	50,422.09	184.0222	1,089.91	822.00	1.60	
TOTAL Information Technology	3,564.0000	251,927.40	6.86	249,935.58			1,991.82	4,138.20		
Materials										
E I DUPONT DE NEMOURS & CO COMMON	21,638.0000	1,032,565.36	28.12	47.7200	.00		1,032,565.36	35,486.32	3.44	
TOTAL Materials	21,638.0000	1,032,565.36	28.12		.00		1,032,565.36	35,486.32		
Financials										
JPMORGAN CHASE & COMPANY COMMON	1,537.0000	47,600.89	1.30	30.9700	50,624.33	32.9371	(3,023.44)	1,537.00	3.23	
WELLS FARGO & CO NEW COMMON	2,000.0000	51,720.00	1.41	25.8600	50,405.00	25.2025	1,315.00	960.00	1.86	
TOTAL Financials	3,537.0000	99,320.89	2.70	101,029.33			(1,708.44)	2,497.00		
TOTAL Common Stocks And Convertibles	42,324.0000	2,204,394.93	60.03	1,060,303.17			1,144,091.76	65,678.51		
Mutual Funds										
NICHOLAS LTD. EDITION, INC. CLASS-I	7,815.4930	174,207.34	4.74	22.2900	159,763.94	20.4420	14,443.40	.00		
SEQUOIA FUND INC COMMON	3,348.1210	483,770.00	13.17	144.4900	408,606.26	122.0405	75,163.74	214.28	.04	
VANGUARD INDEX TRUST EXTENDED MARKET PORTFOLIO	5,542.5840	220,373.14	6.00	39.7600	151,010.81	27.2456	69,362.33	1,989.79	.90	



Investment Detail

040372-000 PATRICK M ASHLEY TR STARRETT
 Account and Portfolio level detail
 As of November 30, 2011

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
VANGUARD INDEX TRUST TOTAL STOCK MARKET PORTFOLIO	14,582.5740	455,122.13	12.39	31.2100	400,000.00	27.4300	55,122.13	8,122.49		1.78
TOTAL										
TOTAL Mutual Funds	31,288.7720	1,333,472.61	36.31		1,119,381.01		214,091.60	10,326.56		
	31,288.7720	1,333,472.61	36.31		1,119,381.01		214,091.60	10,326.56		
<hr/>										
Short-Term Investments	3,537,867.54									
WILMINGTON PRIME MM FUND W CLASS	134,185.3800	134,185.38	3.65	1.0000	134,185.38	1.0000	.00	13.42		.01
TOTAL										
TOTAL Short-Term Investments	134,185.3800	134,185.38	3.65		134,185.38		.00	13.42		
TOTAL Portfolio 2: Cust/Patrick M Ashley/Starrett Pri	134,185.3800	134,185.38	3.65		134,185.38		.00	13.42		
TOTAL Principal Portfolios - U.S. Dollar	207,798.1520	3,672,052.92	100.00		2,313,869.56		1,358,183.36	76,018.49		
	207,798.1520	3,672,052.92	100.00		2,313,869.56		1,358,183.36	76,018.49		

THE STARRETT FOUNDATION

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 FRANLIN BEACON FD	P	12/17/10	11/10/11
b FRANLIN BEACON FD	P	09/02/11	11/10/11
c VANGUARD WINDSOR FD	P	12/28/10	11/10/11
d VANGUARD WINDSOR FD	P	06/29/11	11/10/11
e FRANLIN BEACON FD	P	09/03/10	11/10/11
f VANGUARD WINDSOR FD	P	06/28/10	11/10/11
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(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 19,242.		20,046.	<804.>
b 11,050.		10,701.	349.
c 3,190.		3,379.	<189.>
d 3,678.		4,008.	<330.>
e 811,184.		860,244.	<49,060.>
f 550,548.		645,955.	<95,407.>
g 7,195.			7,195.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a			<804.>
b			349.
c			<189.>
d			<330.>
e			<49,060.>
f			<95,407.>
g			7,195.
h			
i			
j			
k			
l			
m			
n			
o			

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	<138,246.>
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DEPARTMENT OF THE TREASURY REFUND	229.
PUBLIC LAND LOAN	1,289.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,518.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ELEUTHERIAN TRUST COMPANY	107,984.	7,195.	100,789.
TOTAL TO FM 990-PF, PART I, LN 4	107,984.	7,195.	100,789.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUNDS	5,175.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,175.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,515.	1,515.		0.
TO FORM 990-PF, PG 1, LN 16B	1,515.	1,515.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	4,560.	4,560.			0.
FOURTH FLOOR - ADMINISTRATIVE FEES	50,400.	25,200.			0.
TO FORM 990-PF, PG 1, LN 16C	54,960.	29,760.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	524.	0.			0.
TO FORM 990-PF, PG 1, LN 18	524.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BAD DEBT - INVESMENT	50,000.	50,000.			0.
TO FORM 990-PF, PG 1, LN 23	50,000.	50,000.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION				AMOUNT	
DIFFERENCE BETWEEN BOOK VALUE AND FMV OF DONATIONS					2,600.
TOTAL TO FORM 990-PF, PART III, LINE 5					2,600.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
WILMINGTON TRUST BROKERAGE ACCOUNT	2,951,692.	3,537,868.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,951,692.	3,537,868.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARGARETTA S B BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	DIRECTOR 5.00	0.	0.	0.
PHOEBE C BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	DIRECTOR 5.00	0.	0.	0.
MARGARETTA S BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	DIRECTOR 5.00	0.	0.	0.
THOMAS BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	DIRECTOR 5.00	0.	0.	0.
ELEUTHERIAN TRUST COMPANY 1205 N ORANGE STREET WILMINGTON, DE 19801	TRUSTEE 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
DEERFIELD ACADEMY 7 BOYDEN LAND DEERFIELD, MA 01342	NONE GENERAL OPERATIONS	PUBLIC CHARITY	300.
DELAWARE NATURAL HISTORY MUSEUM 4840 KENNETT PIKE WILMINGTON, DE 19807	NONE GENERAL OPERATIONS	PUBLIC CHARITY	4,000.
DELAWARE NATURE SOCIETY PO BOX 700 HOCKESSIN, DE 19707	NONE GENERAL OPERATIONS	PUBLIC CHARITY	20,781.
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY, CT 06070	NONE GENERAL OPERATIONS	PUBLIC CHARITY	50,061.
KENYON COLLEGE 103 COLLEGE DRIVE GAMBIER, OH 43022	NONE GENERAL OPERATIONS	PUBLIC CHARITY	20,403.
LAND CONSERVANCY FOR SO CHESTER COUNTY 524 KENNETT PIKE CHADDS FORD, PA 19317	NONE GENERAL OPERATIONS	PUBLIC CHARITY	11,977.
NOLS 284 LINCOLN STREET LANDER, WY 82520	NONE GENERAL OPERATIONS	PUBLIC CHARITY	5,500.
SAVE 8120 PENN AVE S, SUITE 470 BLOOMINGTON, MN 55431	NONE GENERAL OPERATIONS	PUBLIC CHARITY	6,936.

THE STARRETT FOUNDATION

51-0270831

TRUST FOR PUBLIC LAND 33 UNION STREET, 4TH FLOOR BOSTON, MA 02108	NONE GENERAL OPERATIONS	PUBLIC CHARITY	1,289.
UNIVERSITY OF DELAWARE ACADEMY BUILDING NEWARK, DE 19716	NONE GENERAL OPERATIONS	PUBLIC CHARITY	40,061.
UPLAND COUNTRY DAY SCHOOL 420 WEST STREET ROAD KENNETT SQUARE, PA 19348	NONE GENERAL OPERATIONS	PUBLIC CHARITY	200.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE GENERAL OPERATIONS	PUBLIC CHARITY	2,000.
ATLANTIC SALMON FOUNDATION PO BOX 807 CALAIS, ME 04619	NONE GENERAL OPERATIONS	PUBLIC CHARITY	1,000.
SAVE 41 INC 101 EAST STREET ROAD KENNETT SQUARE, PA 19348	NONE GENERAL OPERATIONS	PUBLIC CHARITY	1,500.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE GENERAL OPERATIONS	PUBLIC CHARITY	1,000.
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS, NY 10605	NONE GENERAL OPERATIONS	PUBLIC CHARITY	400.
SOUTHERN CALIFORNIA EQUESTRIAN 1902 ORANGETREE LANE, STE 130 REDLANDS, CA 92374	NONE GENERAL OPERATIONS	PUBLIC CHARITY	500.
DELAWARE ART MUSEUM 2301 KENTMERE PARKWAY WILMINGTON, DE 19806	NONE GENERAL OPERATIONS	PUBLIC CHARITY	50,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>217,908.</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization THE STARRETT FOUNDATION	Employer identification number 51-0270831
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O 1701 SHALLCROSS AVENUE, SUITE D	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WILMINGTON, DE 19806	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOURTH FLOOR - PATRICK ASHLEY

• The books are in the care of **1205 N ORANGE STREET - WILMINGTON, DE 19801**

Telephone No. **302-594-4537**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2012.**

5 For calendar year , or other tax year beginning **DEC 1, 2010**, and ending **NOV 30, 2011**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return

Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO FINALIZE THE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature

Title **TRUSTEE**

Date

Electronically transmitted 7/11/12