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

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation **THE STRATFORD FOUNDATION**
 C/O PETER A. WILSON, EDWARDS WILDMAN ET AL

Number and street (or P O box number if mail is not delivered to street address) Room/suite
111 HUNTINGTON AVENUE

City or town, state, and ZIP code
BOSTON, MA 02199

A Employer identification number
 22-2524023

B Telephone number (see instructions)
 (617) 239-0778

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **4,454,044.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	141,015.	141,015.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	330,694.			
	b Gross sales price for all assets on line 6a	1,062,107.			
	7 Capital gain net income (from Part IV, line 2)		330,694.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-4,569.	-4,569.		ATCH 2	
12 Total. Add lines 1 through 11	467,140.	467,140.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	4,050.			4,050.
	c Other professional fees (attach schedule) *	16,823.	16,823.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	2,621.	2,551.		70.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses	23,494.	19,374.		4,120.
	Add lines 13 through 23	1,161,569.			1,161,569.
25 Contributions, gifts, grants paid	1,185,063.	19,374.	0	1,165,689.	
26 Total expenses and disbursements. Add lines 24 and 25					
27 Subtract line 26 from line 12	-717,923.				
a Excess of revenue over expenses and disbursements		447,766.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	172,507.	162,525.	162,525.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers directors trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	4,261,261.	2,478,116.	4,198,343.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	161,893.	93,176.	93,176.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			*
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,595,661.	2,733,817.	4,454,044.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,595,661.	2,733,817.	
	28	Paid-in or capital surplus, or land bldg. and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	4,595,661.	2,733,817.		
31	Total liabilities and net assets/fund balances (see instructions)	4,595,661.	2,733,817.		

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 4,595,661.
2	Enter amount from Part I, line 27a	2 -717,923.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 3,877,738.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 7	5 1,143,921.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,733,817.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 330,694.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3 0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	808,081.	6,479,788.	0.124708
2009	2,533,275.	7,565,630.	0.334840
2008	2,640,436.	12,300,727.	0.214657
2007	3,160,675.	14,801,634.	0.213536
2006	7,117,233.	18,576,555.	0.383130
2 Total of line 1, column (d)			2 1.270871
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.254174
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,354,205.
5 Multiply line 4 by line 3			5 1,615,074.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,478.
7 Add lines 5 and 6			7 1,619,552.
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 1,165,689.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount owed is 17,543.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of P. WILSON, EWP LLP Telephone no 617-239-0778
Located at 111 HUNTINGTON AVENUE BOSTON, MA ZIP + 4 02199
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.
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country.

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here.
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years.
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 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 2011).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) ATTACHMENT 8
- 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			X
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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,161,825.
b	Average of monthly cash balances	1b	181,767.
c	Fair market value of all other assets (see instructions)	1c	107,378.
d	Total (add lines 1a, b, and c)	1d	6,450,970.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,450,970.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	96,765.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,354,205.
6	Minimum investment return. Enter 5% of line 5	6	317,710.

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	317,710.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,955.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,955.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	308,755.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	308,755.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	308,755.

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	1,165,689.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,165,689.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,165,689.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				308,755.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	6,247,111.			
b From 2007	2,498,044.			
c From 2008	2,043,458.			
d From 2009	2,154,993.			
e From 2010	497,434.			
f Total of lines 3a through e	13,441,040.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$		1,165,689.		
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				308,755.
e Remaining amount distributed out of corpus	856,934.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	14,297,974.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	6,247,111.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	8,050,863.			
10 Analysis of line 9				
a Excess from 2007	2,498,044.			
b Excess from 2008	2,043,458.			
c Excess from 2009	2,154,993.			
d Excess from 2010	497,434.			
e Excess from 2011	856,934.			

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

NOT APPLICABLE

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 2011, 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)

Table with columns for Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

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

ATTACHMENT 10

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

APPLICATION AVAILABLE UPON REQUEST.

c Any submission deadlines

NONE

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

ONLY TO 501(C)(3) ORGANIZATIONS.

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 11</p>				
Total ▶ 3a				1,161,569.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature] Date: 11/14/12 Title: Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name LAURA J. KENNEY Preparer's signature [Signature] by Kenney, Date 11/13/12 Check [] if self-employed PTIN P00202198 Firm's name GRANT THORNTON LLP Firm's address 226 CAUSEWAY STREET BOSTON, MA 02114-2155 Phone no 617-723-7900 Firm's EIN 36-6055558

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P r o p e r t y T y p e	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
-1,271.		FROM K-1 PAUL CAPITAL PARTNERS V LP PROPERTY TYPE: SECURITIES				P		
-34,787.		FROM K-1 LANDMARK EQUITY PARTNERS III PROPERTY TYPE: SECURITIES				P		
-42,000.		FROM K-1 LANDMARK EQUITY PARTNERS V PROPERTY TYPE: SECURITIES				P		
94,594.		2000 SHS TEVA PHARMACEUTICAL INDS LTD AD PROPERTY TYPE: SECURITIES 101,927.				P	11/15/2010	07/18/2011
108,003.		2000 SHS FISERV INC COM PROPERTY TYPE: SECURITIES 76,040.				P	11/23/2004	09/16/2011
13.		.3333 SHS HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES 8.				P	05/09/2001	04/05/2011
30,874.		933 SHS HUNTINGTON INGALLS INDS INC PROPERTY TYPE: SECURITIES 23,846.				P	05/09/2001	07/18/2011
323,931.		4700 SHS NORTHROP GRUMMAN CORP COM PROPERTY TYPE: SECURITIES 206,992.				P	05/09/2001	01/24/2011
67,590.		1000 SHS PEPSICO INC PROPERTY TYPE: SECURITIES 36,600.				P	06/28/1999	07/18/2011
92,623.		1500 SHS PEPSICO INC PROPERTY TYPE: SECURITIES 53,494.				P	VAR	09/16/2011
233,875.		3000 SHS SCHLUMBERGER LTD PROPERTY TYPE: SECURITIES 197,856.				P	VAR	08/10/2011
105,424.		2200 SHS STATE SREET CORP COM PROPERTY TYPE: SECURITIES 18,150.				P	07/23/1993	01/24/2011

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
83,238.		16,500.				P	07/23/1999	10/28/2011
		2000 SHS STATE STREET CORP COM PROPERTY TYPE: SECURITIES					66,738.	
TOTAL GAIN (LOSS)					<u>330,694.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM K-1-LANDMARK EQUITY PARTNERS III	63.	63.
FROM K-1-LANDMARK EQUITY PARTNERS V LP	934.	934.
FROM K-1-PAUL CAPITAL PARTNERS V LP	38.	38.
STATE STREET BANK AND TRUST	114,624.	114,624.
EDWARDS WILDMAN PALMER	25,356.	25,356.
TOTAL	<u>141,015.</u>	<u>141,015.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM K-1 - LANDMARK EQUITY PARTNERS V LP	-6,279.	-6,279.
FROM K-1 - PAUL CAPITAL PARTNERS V LP	-668.	-668.
FROM K-1 - LANDMARK EQUITY PARTNERS III	-411.	-411.
OTHER INVESTMENT INCOME	2,789.	2,789.
TOTALS	<u><u>-4,569.</u></u>	<u><u>-4,569.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,050.			4,050.
TOTALS	<u>4,050.</u>			<u>4,050.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	16,823.	16,823.
TOTALS	<u>16,823.</u>	<u>16,823.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
STATE FILING FEE	70.		70.
FORIEGN TAXES	2,551.	2,551.	
TOTALS	<u>2,621.</u>	<u>2,551.</u>	<u>70.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN PARTNERSHIPS	93,176.	93,176.
TOTALS	<u>93,176.</u>	<u>93,176.</u>

ATTACHMENT 7

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DISTRIBUTION TO THE KEEL FOUNDATION DATE OF TRANSFER 10/17/11 EIN:04-3166698	1,143,921.
TOTAL	<u>1,143,921.</u>

The Stratford Foundation

EIN: 22-2524023

Attachment to Form 990-PF
Part VII-B, Question 5c on Page 5

**Expenditure Responsibility Statement
For tax year December 31, 2011**

Pursuant to IRC Regulation § 53.4945-5(d)(2), The Stratford Foundation provides the following information:

- (i) Name and address of Grantee: The Keel Foundation
c/o Peter Wilson, Edwards Wildman Palmer LLP
111 Huntington Avenue
Boston, MA 02199
- (ii) Date and amount of Grant: October 17, 2011: \$1,143,921
- (iii) Purpose of Grant: To help the Keel Foundation build its endowment.
- (iv) Amounts expended by Grantee (based on most recent report received from Grantee): Grantee has reported that \$35,000 has been expended to date, as of 12/31/2011.
- (v) Diversions: To the knowledge of the Grantor, no funds have been directed to any activity other than the activity for which the grant was originally made.
- (vi) Dates of Reports received from Grantee: Grantee submitted a report of its expenditure of NONE of the grant amount on November 13, 2012.
- (vii) Date and results of any verifications of Grantee's reports: The grantor does not have a reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.
- (viii) Grants to public Charities by Grantee: (1) a gift on December 14, 2011 to Boston Health Care for the Homeless Program for \$10,000; and (2) a gift on December 14, 2011 to St. Stephen's Youth Programs for \$25,000.

THE STRATFORD FOUNDATION

22-2524023

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
AVA-LISA MEMMEN DECEASED 9/19/2012 EDWARDS WILDMAN PALMER LLP 111 HUNTINGTON AVENUE BOSTON, MA 02199	TRUSTEE 1.00	0
PETER A. WILSON EDWARDS WILDMAN PALMER LLP 111 HUNTINGTON AVENUE BOSTON, MA 02199	TRUSTEE 1.00	0
EDWARD C. MEMMEN EDWARDS WILDMAN PALMER LLP 111 HUNTINGTON AVENUE BOSTON, MA 02199	TRUSTEE 1.00	0

GRAND TOTALS 0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PETER A. WILSON
111 HUNTINGTON AVENUE
BOSTON, MA 02199
671-239-0778

EDWARDS WILDMAN PALMER LLP

2011 STRATFORD FOUNDATION GRANTS

Recipient	Grant Date	Issued Check	Gift Value
Central Indiana Community Foundation	01/24/11	05/03/11	212,500.00
Christian Camps and Conferences, Inc.	06/13/11	07/25/11	180,000.00
Dana-Farber Cancer Institute, Inc.	08/04/11	08/29/11	25,000.00
Emerson Health Care Foundation, Inc.	08/04/11	11/02/11	50,000.00
Gordon College	06/07/10	01/27/11	196,068.56
Gordon College	01/04/11	01/25/11	45,000.00
Gordon College	06/07/11	06/08/11	25,000.00
Heartland Film Festival, Inc.	08/30/11	09/21/11	250,000.00
HorseSense for Special Riders	12/28/10	01/10/11	25,000.00
New Harmony Project	06/22/11	07/06/11	3,000.00
Project Hope	08/04/11	08/22/11	25,000.00
Project Mercy	08/04/11	08/22/11	100,000.00
TheCall	08/04/11	08/26/11	25,000.00

2011 Grants to Date

\$ 1,161,568.56

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

SEE ATTACHED

NONE
PUBLIC

GENERAL SUPPORT

1,161,569

TOTAL CONTRIBUTIONS PAID

1,161,569