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

2011

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 2011 or tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**

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"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,891,705. (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) _____	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)
Revenue	1 Contributions, gifts, grants, etc., received	32,442.		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				
	4 Dividends and interest from securities	90,180.	90,180.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,575.			
	b Gross sales price for all assets on line 6a	9,575.			
	7 Capital gain net income (from Part IV, line 2)		9,575.		
	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		132,197.	99,755.		
Operating and Administrative Expenses	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	1,200.	600.		0.
	c Other professional fees	44,057.	25,957.		0.
	17 Interest				
	18 Taxes	3,238.	826.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	48,495.	27,383.		0.
	25 Contributions, gifts, grants paid	99,276.			99,276.
26 Total expenses and disbursements. Add lines 24 and 25	147,771.	27,383.		99,276.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<15,574.>				
b Net investment income (if negative, enter -0-)		72,372.			
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		1,134.	1,134.	1,134.
	2	Savings and temporary cash investments		148,088.	93,703.	93,703.
	3	Accounts receivable ▶	29,757.		29,757.	29,757.
		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 5	2,951,692.	2,960,746.	3,767,111.
	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)		3,100,914.	3,085,340.	3,891,705.	
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		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		<511,821.>	<527,395.>		
30	Total net assets or fund balances		3,100,914.	3,085,340.		
31	Total liabilities and net assets/fund balances		3,100,914.	3,085,340.		

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	3,100,914.
2	Enter amount from Part I, line 27a	2	<15,574.>
3	Other increases not included in line 2 (itemize) ▶ _____	3	0.
4	Add lines 1, 2, and 3	4	3,085,340.
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	3,085,340.

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 CAPITAL GAINS DIVIDENDS				
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 9,575.			9,575.	
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))	
(l) 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			9,575.	
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 9,575.
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))
2010	217,908.	3,754,919.	.058033
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
2 Total of line 1, column (d)			2 .478402
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 .095680
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 3,873,301.
5 Multiply line 4 by line 3			5 370,597.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 724.
7 Add lines 5 and 6			7 371,321.
8 Enter qualifying distributions from Part XII, line 4			8 99,276.

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	1,447.
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	1,447.
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	1,447.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,500.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	1,500.
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	53.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 53. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities.		
3	X	
Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) DE	
8b	X	
If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9		X
Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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 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)			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 ▶ ELI SHARP, ELEUTHERIAN TRUST COMPAN Telephone no ▶ 302-294-0821 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 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 ▶		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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A		
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? ▶		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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		
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 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.) N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		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). N/A

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

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 6		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	

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	
All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	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	3,800,263.
b	Average of monthly cash balances	1b	129,694.
c	Fair market value of all other assets	1c	2,328.
d	Total (add lines 1a, b, and c)	1d	3,932,285.
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	3,932,285.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,984.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,873,301.
6	Minimum investment return. Enter 5% of line 5	6	193,665.

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	193,665.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,447.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,447.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,218.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	192,218.
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	192,218.

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	99,276.
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	99,276.
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	99,276.

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				192,218.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	413,131.			
b From 2007	410,929.			
c From 2008	44,918.			
d From 2009	105,690.			
e From 2010	30,577.			
f Total of lines 3a through e	1,005,245.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	99,276.			
a Applied to 2010, 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 2011 distributable amount				99,276.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	92,942.			92,942.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	912,303.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	320,189.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	592,114.			
10 Analysis of line 9				
a Excess from 2007	410,929.			
b Excess from 2008	44,918.			
c Excess from 2009	105,690.			
d Excess from 2010	30,577.			
e Excess from 2011				

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 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DEERFIELD ACADEMY 7 BOYDEN LAND DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
DELAWARE ART MUSEUM 2301 KENTMERE PARKWAY WILMINGTON, DE 19806	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
DELAWARE NATURAL HISTORY MUSEUM 4840 KENNETT PIKE WILMINGTON, DE 19807	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
DELAWARE NATURE SOCIETY PO BOX 700 HOCKESSIN, DE 19707	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,708.
KENYON COLLEGE 103 COLLEGE DRIVE GAMBIER, OH 43022	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				99,276.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Table with 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, 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, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

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).

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. Row 1 contains '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 (other than section 501(c)(3)) or in section 527? [] 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. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: 7/15/13, Title: TRUSTEE

Paid Preparer Use Only Print/Type preparer's name: KAREN M. LONG, CPA; Preparer's signature: Karen M Long, CPA; Date: 7/19/13; Firm's name: ALBERO, KUPFERMAN & ASSOCIATES, LLC; Firm's address: 1701 SHALLCROSS AVE, STE D WILMINGTON, DE 19806; Firm's EIN: 26-0645306; Phone no: (302) 230-7171

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

Schedule B

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

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

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

OMB No 1545-0047

2011**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, total 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 total 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 Part I, 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) (2011)**

Name of organization

Employer identification number

THE STARRETT FOUNDATION

51-0270831

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARETTA S B BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	\$ 32,442.	Person <input checked="" 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 THE STARRETT FOUNDATION	Employer identification number 51-0270831
--	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____
	_____	\$ _____	_____

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

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ELEUTHERIAN TRUST COMPANY	87,935.	9,575.	78,360.
WILMINGTON TRUST COMPANY	11,820.	0.	11,820.
TOTAL TO FM 990-PF, PART I, LN 4	99,755.	9,575.	90,180.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	600.		0.
TO FORM 990-PF, PG 1, LN 16B	1,200.	600.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,482.	9,157.		0.
FOURTH FLOOR - ADMINISTRATIVE FEES	33,600.	16,800.		0.
LEGAL	975.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	44,057.	25,957.		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 TAX	826.	826.		0.
EXCISE TAX	2,412.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,238.	826.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
ELEUTHERIAN TRUST BROKERAGE ACCOUNT	2,960,746.	3,767,111.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,960,746.	3,767,111.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 6
 TRUSTEES AND FOUNDATION MANAGERS

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.

**SECOND AMENDMENT TO THE
STARRETT FOUNDATION TRUST AGREEMENT**

WHEREAS, by a certain trust agreement (the "Trust Agreement"), dated the 30th day of December, 1981, between Margaretta S. B. Brokaw (the "Trustor") and Wilmington Trust Company, a Delaware corporation (the "Trustee"), Trustor created a trust (the "Trust") to be known as the "The Starrett Foundation" and Trustee agreed to hold and administer the Trust Fund, all upon such terms and conditions as are more particularly described in the Trust Agreement; and

WHEREAS, ELEUTHERIAN TRUST COMPANY, LLC, a Delaware limited liability company, is currently serving as the Trustee of the Trust; and

WHEREAS, MARGARETTA S. B. BROKAW, THOMAS C. T. BROKAW, MARGARETTA S. BROKAW and PHOEBE C. P. BROKAW are currently serving as the Board of Advisors of the Trust; and

WHEREAS, pursuant to paragraph 13 of the Trust Agreement, Trustee is empowered to amend the Trust Agreement from time to time for the purpose of complying with the requirements of the Internal Revenue Code and to make such other amendments as may be necessary or desirable to further the charitable purposes of the Trust; and

WHEREAS, on or about April 26, 1996, the Trustee amended, in part, the Trust Agreement; and

WHEREAS, the Trustee has determined that it is necessary or desirable to further the charitable purposes of the Trust that the Trust Agreement be further amended in the manner hereinafter described; and

WHEREAS, the Trustor and the members of the Board of Advisors described in paragraph 7 of the Trust Agreement concur in, agree with and approve of the Trustee's determination that it is necessary or desirable to further the charitable purposes of the Trust that the Trust Agreement be further amended in the manner hereinafter described.

NOW, THEREFORE, the Trustee hereby amends the Trust Agreement, as previously amended, as follows and the Trustor and each of the undersigned members of the Board of Advisors hereby concur in, agree with and approve of such amendments:

1. Paragraph 7(a) of the Trust Agreement, as previously amended, is hereby deleted in its entirety and replaced with the following new paragraphs 7(a)(i) and 7(a)(ii):

"(a)(i) The Board of Advisors shall have no beneficial interest in the Trust Fund. In carrying out the purpose of the Trust and in exercising its power hereunder (except for investment powers which are subject to the provisions of paragraph 7(a)(ii) below), Trustee shall act only with the concurrence of a majority of the Board of Advisors. In addition, the Board of Advisors shall have the power to appoint and remove agents (who shall be paid from the Trust Fund) to assist in the performance of Trustee's administrative duties, whether discretionary or ministerial. The Board of Advisors shall consist of at least three (3) members. Margaretta S. B. Brokaw, Thomas C. T. Brokaw, Margaretta S. Brokaw and Phoebe C. P. Brokaw shall be the members of the Board of Advisors.

(a)(ii) Notwithstanding any other provision of this Trust Agreement (but subject to paragraph 8), Trustee shall exercise its powers to manage the investments of the Trust, including the power to purchase, sell, and retain all of the trust assets, and the power to exercise voting, subscription, conversion, option and similar rights with respect to such property and to participate in or consent to any voting trust, reorganization, merger, dissolution or other action affecting any such property only on the written direction of the Investment Advisor of the Trust, provided that: (i) Trustee shall sell any stock of such corporate Trustee held by it hereunder unless specifically directed to do otherwise by the Investment Advisor; (ii) the purchase, sale, and voting of the stock of such corporate Trustee shall be solely on the direction of the Investment Advisor; (iii) Trustee shall manage and invest the otherwise uninvested cash of the Trust in its sole discretion; (iv) the Investment Advisor may at any time, or from time to time, delegate to Trustee the authority to exercise in its sole discretion the power to buy or sell any property (or, having delegated the authority to do so, revoke such authority); and (v) if at any time during the continuance of the Trust there shall be no Investment Advisor of the Trust, or if the Investment Advisor of the Trust shall fail to communicate in writing to Trustee its direction as to the exercise of any of the aforesaid powers for which exercise the direction of the Investment Advisor shall be necessary, within twenty (20) days after Trustee shall have sent to

the Investment Advisor, by certified mail, at its last known address, a written request for such direction (notwithstanding that Trustee shall be under no obligation to request direction), then Trustee is hereby authorized and empowered to take such action in the premises as it, in its sole discretion, shall deem to be for the best interest of the beneficiaries of the Trust.

The Investment Advisor of the Trust shall be the Board of Advisors or such person or persons appointed from time to time by the Board of Advisors. The Board of Advisors shall also have the power to remove any Investment Advisor from office at any time and may, but need not, appoint a successor for the Investment Advisor so removed. To the extent that more than two (2) parties are serving as Investment Advisor at any time, an affirmative vote of the majority of such Investment Advisors must be reached with respect to any decision, action taken, or direction given pertaining to any investment. Otherwise, the Investment Advisors must act unanimously. Notwithstanding the foregoing, the Investment Advisor may designate, by a writing delivered to Trustee, one or more individuals from whom Trustee is instructed to accept written investment direction and such person or persons so appointed may, acting alone, exercise all of the authority of the Investment Advisor.

To qualify, any person appointed Investment Advisor of the Trust hereunder shall deliver a written instrument to Trustee indicating acceptance and agreement that all powers conferred upon such Investment Advisor will be exercised in a fiduciary capacity in the exclusively charitable purposes of the Trust.

The Investment Advisor need not inquire into Trustee's performance of its duties and shall not be held liable for any loss whatsoever to any trust hereunder, unless it results from actions taken in bad faith. The Investment Advisor shall serve without compensation but may be reimbursed for out-of-pocket expenses, including investment counsel fees."

2. All other terms and conditions of the Trust Agreement, as previously amended, shall remain in full force and effect unless otherwise amended by the Trustee in accordance with the terms of the Trust Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Second Amendment to The Starrett Foundation Trust Agreement has been executed, in triplicate, on the date or dates indicated below (effective as of the date signed by the last of them. This Instrument may be signed in counterpart.

ELEUTHERIAN TRUST COMPANY, LLC, Trustee

By: *[Signature]*
Vice President

Attest: *Maria Dunlop*
Assistant Secretary

Dated: 9/28/12

[Signature]
Witness

Margaretta S. B. Brokaw
MARGARETTA S. B. BROKAW, Trustor and
Member of the Board of Advisors

Dated: 9/28/12

Denise Mittle
Witness

Thomas C. T. Brokaw
THOMAS C. T. BROKAW, Member of the
Board of Advisors

Dated: 10/1/12

[Signature]
Witness

Margaretta S. Brokaw
MARGARETTA S. BROKAW, Member of the
Board of Advisors

Dated: 9/28/12

[Signature]
Witness

Phoebé C. P. Brokaw
PHOEBE C. P. BROKAW, Member of the
Board of Advisors

Dated: 9/28/12

STATE OF DELAWARE)
) SS
NEW CASTLE COUNTY)

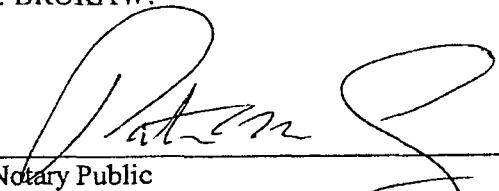
BE IT REMEMBERED, That on this ___ day of _____, A.D., 2012, the foregoing instrument was acknowledged before me by _____, Vice President of ELEUTHERIAN TRUST COMPANY, LLC, a Delaware limited liability company, on behalf of the company.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year aforesaid.

Notary Public

STATE OF Delaware)
) SS.
New Castle COUNTY)

The foregoing instrument was acknowledged before me this 2^e day of September, 2012, by MARGARETTA S. B. BROKAW.

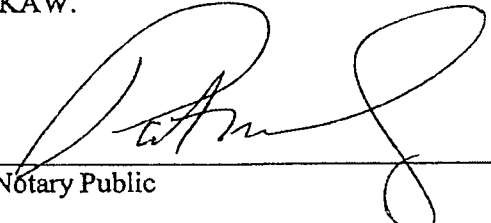


Notary Public

PATRICK MICHAEL ASHLEY
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires June 6, 2018

STATE OF Delaware)
New Castle COUNTY) SS.

The foregoing instrument was acknowledged before me this 1 day of October, 2012, by THOMAS C. T. BROKAW.

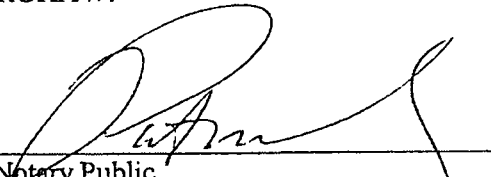


Notary Public

STATE OF Delaware)
New Castle COUNTY) SS.

PATRICK MICHAEL ASHLEY
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires June 6, 2013

The foregoing instrument was acknowledged before me this 28 day of September, 2012, by MARGARETTA S. BROKAW.

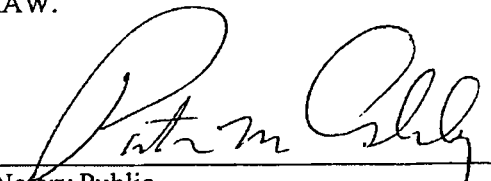


Notary Public

STATE OF Delaware)
New Castle COUNTY) SS.

PATRICK MICHAEL ASHLEY
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires June 6, 2013

The foregoing instrument was acknowledged before me this 28 day of September, 2012, by PHOEBE C. P. BROKAW.



Notary Public

PATRICK MICHAEL ASHLEY
NOTARY PUBLIC
STATE OF DELAWARE
My commission expires June 6, 2013

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAND CONSERVANCY FOR SO CHESTER COUNTY 524 KENNETT PIKE CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,468.
NOLS 284 LINCOLN STREET LANDER, WY 82520	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
PLANNED PARENTHOOD 1144 LOCUST STREET PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
UPLAND COUNTRY DAY SCHOOL 420 WEST STREET ROAD KENNETT SQUARE, PA 19348	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	100.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
Total from continuation sheets				28,068.

Acct Name SUCCESSOR TRUSTEE U/A DATED 12/8/11
 FOR THE STARRETT FOUNDATION
 EIN 51-0270831

CUSIP	Security Name	Shares / Par	Cost	Market Value
002824100	ABBOTT LABS	944.0000	50,865 08	61,360 00
037833100	APPLE INC	126 0000	48,609 78	73,745 28
053015103	AUTOMATIC DATA PROCESSING INCOM	984 0000	50,514 03	55,837 08
075887109	BECTON DICKINSON & CO COM	689.0000	50,710 06	52,825 63
136375102	CANADIAN NATIONAL RAILWAY COMPANY	645 0000	51,011 64	57,940 35
171340102	CHURCH & DWIGHT INC	1,164.0000	50,682 66	63,030 60
20825C104	CONOCOPHILLIPS COM	1,378 0000	0 00	78,463 32
263534109	DU PONT E I DE NEMOURS & CO	21,638.0000	0 00	933,463 32
30231G102	EXXON MOBIL CORP	646.0000	50,899.90	56,938 44
369604103	GENERAL ELECTRIC CO	483.0000	372 13	10,205 79
38259P508	GOOGLE INC CL A	83 0000	49,625.08	57,964 71
458140100	INTEL CORP	2,097 0000	50,764 60	41,027 81
459200101	INTERNATIONAL BUSINESS MACHS	274 0000	50,422 09	52,079 18
46625H100	JPMORGAN CHASE & CO COM	1,537 0000	50,624 33	63,139 96
478160104	JOHNSON & JOHNSON	787.0000	50,590 33	54,877 51
580135101	MCDONALDS CORP COM	540.0000	50,399 50	47,001.60
641069406	NESTLE S A SPONSORED ADR	896 0000	50,115 52	58,688 00
653738104	NICHOLAS LTD EDITION CL I	8,279 4430	169,520 80	188,605 71
713448108	PEPSICO INC	803.0000	50,671 31	56,378.63
718546104	PHILLIPS 66 COM	689 0000	0 00	36,082 93
742718109	PROCTER & GAMBLE CO	797.0000	50,507 81	55,654 51
817418106	SEQUOIA FD INC COM	3,348.1210	408,606 26	553,812.69
88579Y101	3M CO	633 0000	51,196 60	57,571.35
913017109	UNITED TECHNOLOGIES CORP	655 0000	50,927.96	52,472 05
922908207	VANGUARD INDEX FDS EXTD MKT PORTF	5,542.5840	151,010.81	250,968 20
922908306	VANGUARD INDEX FDS TOTAL STK MKT	14,582.5740	400,000 00	517,243 90
94106L109	WASTE MGMT INC	1,613 0000	50,311 57	52,535 41
949746101	WELLS FARGO & CO NEW COM	2,000 0000	50,405 00	66,020 00
988498101	YUM BRANDS INC COM	912 0000	50,076 19	61,176.96
	TOTAL SECURITIES	73,853.7220	2,189,441 04	3,767,110 92

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE STARRETT FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 51-0270831
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. C/O 1701 SHALLCROSS AVENUE, SUITE D	Social security number (SSN) <input type="checkbox"/>
	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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

ELI SHARP, ELEUTHERIAN TRUST COMPANY

- The books are in the care of ▶ **1205 N ORANGE STREET - WILMINGTON, DE 19801**
 Telephone No. ▶ **302-294-0821** 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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **DEC 1, 2011**, and ending **NOV 30, 2012**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a 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.	3a	\$	657.
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.	3b	\$	1,500.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.