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For calendar year 2013, or tax year beginning

, 2013, and ending

STRATTON FOUNDATION
PO BOX 100
BLUE BELL, PA 19422

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

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, column (c), line 16) J Accounting method X Cash Accrual
 Other (specify) ► \$ 12,245.551 (Part I, column (d) must be on cash basis) --

A	Employer identification number 23-2508658
B	Telephone number (see the instructions)
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/>
	2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and

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)

(see instructions)				
R E V E N U E	1 Contributions, gifts, grants, etc, received (att sch)			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B			
	3 Interest on savings and temporary cash investments	139.	139.	139.
	4 Dividends and interest from securities	178,149.	178,149.	178,149.
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain/(loss) from sale of assets not on line 10	1,115,311.		
	b Gross sales price for all assets on line 6a	3,577,682.		
	7 Capital gain net income (from Part IV, line 2)			
	8 Net short-term capital gain			
	9 Income modifications			
	10 a Gross sales less returns and allowances			
	b Less Cost of goods sold			
	c Gross profit/(loss) (att sch)			
	11 Other income (attach schedule)			
A D M I N I S T R A T U E	12 Total. Add lines 1 through 11	1,293,599.	1,293,599.	279,669.
	13 Compensation of officers, directors, trustees, etc .	0.		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach sch)	SEE ST 1	1,865.	1,865.
	c Other prof fees (attach sch)	SEE ST 2	16,565.	16,565.
	17 Interest			
	18 Taxes (attach schedule) (see instrs)	SEE STM 3	5,597.	1,673.
	19 Depreciation (attach sch) and depletion			
	20 Occupancy			
O P E R A T I V E A N D E X P E N S E S S E N C E	21 Travel, conferences, and meetings	508.		508.
	22 Printing and publications	26.		26.
	23 Other expenses (attach schedule)			
	SEE STATEMENT 4	1,274.	36.	1,274.
	24 Total operating and administrative expenses. Add lines 13 through 23	25,835.	18,274.	25,835.
D I R E C T O R I E S A N D C O M M I C H A N G E S	25 Contributions, gifts, grants paid PART XV	443,640.		443,640.
	26 Total expenses and disbursements. Add lines 24 and 25	469,475.	18,274.	25,835.
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	824,124.		
N O T E S A N D C O M M I C H A N G E S	b Net investment income (if negative, enter -0-)		1,275,325.	
	c Adjusted net income (if negative, enter -0-)			253,834.

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	752,011.	609,731.	609,731.	
	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 sch) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)				
	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)	STATEMENT 5	8,113,471.	8,407,478.	11,635,820.	
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)		8,865,482.	9,017,209.	12,245,551.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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 FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>			
	24	Unrestricted	8,865,482.	9,017,209.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	8,865,482.	9,017,209.		
	31	Total liabilities and net assets/fund balances (see instructions)	8,865,482.	9,017,209.		

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	8,865,482.
2	Enter amount from Part I, line 27a	2	824,124.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u>	3	1.
4	Add lines 1, 2, and 3.	4	9,689,607.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 7</u>	5	672,398.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	9,017,209.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8					
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 (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))
(i) Fair Market Value as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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 1,115,311.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					3 101,381.

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 (column (b) divided by column (c))
2012	379,304.	8,784,476.	0.043179
2011	339,268.	7,831,143.	0.043323
2010	286,604.	6,322,540.	0.045331
2009	255,975.	4,701,859.	0.054441
2008	216,368.	4,558,076.	0.047469

2 Total of line 1, column (d)

2 0.233743

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 0.046749

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 11,114,070.

5 Multiply line 4 by line 3

5 519,572.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 12,753.

7 Add lines 5 and 6

7 532,325.

8 Enter qualifying distributions from Part XII, line 4

8 443,640.

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)

1 a 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 instrs)	1 25,507.
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	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	2 0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3 Add lines 1 and 2	3 25,507.
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 25,507.
6 Credits/Payments	
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 10,000.
b Exempt foreign organizations -- tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 19,000.
d Backup withholding erroneously withheld	6d
7 Total credits and payments Add lines 6a through 6d	7 29,000.
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 0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 3,493.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► 3,493. Refunded	11 0.

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

		X
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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

c Did the foundation file **Form 1120-POL** for this year?

		X
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d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

		0.
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(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities

		X
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3 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

		X
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4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

		X
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b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

		N/A
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

		X
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If 'Yes,' attach the statement required by General Instruction T

6 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 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

--	--	--

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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PA

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b 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

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9 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
14	CAROL BEERS PO BOX 100 BLUE BELL PA	Telephone no 610-964-8766 ZIP + 4 19422
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	N/A ► 15 N/A
16	At any time during calendar year 2013, 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?	Yes X No
See the instructions for exceptions and filing requirements for Form TD F 90-221. 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.		Yes	No
1 a	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			
1 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)?		N/A
1 c	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		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))		
2 a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __			
2 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
2 c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 __ , 20 __ , 20 __ , 20 __		
3 a	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		
3 b	If 'Yes,' did it have excess business holdings in 2013 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 2013)		N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X
4 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 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		X

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a 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 Nob 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)?

5 b N/A

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?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6 b X

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
CAROL S. BEERS 270 UPPER GULPH ROAD RADNOR, PA 19087	PRESIDENT 0	0.	0.	0.
SUSAN MCGINNIS 3130 WATER STREET ROAD EAGLEVILLE, PA 19403-4532	VICE PRESIDE 0	0.	0.	0.
JEANNE JENKINS 200 SPRING FALLS ROAD MILTON, GA 30004-8411	VICE PRESIDE 0	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

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 (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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	<u>N/A</u>
2	

All other program-related investments See instructions

total. Add lines 1 through 3 ► 0.

Total. Add lines 1 through 3

Form 990-PF (2013)

BAA

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	1 a	10,625,467.
b	Average of monthly cash balances	1 b	657,853.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	11,283,320.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	11,283,320.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	169,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,114,070.
6	Minimum investment return. Enter 5% of line 5	6	555,704.

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	555,704.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	25,507.
b	Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	25,507.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	530,197.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	530,197.
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	530,197.

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	1 a	443,640.
b	Program-related investments — total from Part IX-B	1 b	
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	3 a	
a	Suitability test (prior IRS approval required)	3 b	
b	Cash distribution test (attach the required schedule)	4	443,640.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	443,640.
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				530,197.
2 Undistributed income, if any, as of the end of 2013			20,071.	
a Enter amount for 2012 only		0.		
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 443,640.			20,071.	
a Applied to 2012, but not more than line 2a				
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 2013 distributable amount				423,569.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				106,628.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, enter the date of the ruling	►																																																			
b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or	4942(j)(5)																																																		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2013</th> <th>(b) 2012</th> <th>(c) 2011</th> <th>(d) 2010</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> <tr><td></td><td></td><td></td><td></td><td></td></tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2013	(b) 2012	(c) 2011	(d) 2010																																								
Tax year	Prior 3 years					(e) Total																																															
	(a) 2013				(b) 2012		(c) 2011	(d) 2010																																													
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))

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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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)				
<i>a Paid during the year</i>				
SEE ATTACHED			SEE ATTACHED	443,640.
Total				► 3a 443,640.
<i>b Approved for future payment</i>				
Total				► 3b
BAA				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	139.
4 Dividends and interest from securities				14	178,149.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	1,115,311.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)					1,293,599.
13 Total. Add line 12, columns (b), (d), and (e)					13 1,293,599.

(See worksheet in line 13 instructions to verify calculations)

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

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) (See instructions)
N/A	

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

	Yes	No
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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash	1 a (1)	X
(2) Other assets	1 a (2)	X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization	1 b (1)	X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)	X
(3) Rental of facilities, equipment, or other assets	1 b (3)	X
(4) Reimbursement arrangements	1 b (4)	X
(5) Loans or loan guarantees	1 b (5)	X
(6) Performance of services or membership or fundraising solicitations	1 b (6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c	X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign
Here

Carl Shattoon Beers 6/11/14 PRESIDENT
Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Title		X Yes	No
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DOROTHY A. LACY		Dorothy A. Lacy	6/16/14	P00317567	
	Firm's name	► BEUCLER KELLY & IRWIN LTD.			Firm's EIN ► 23-2371615	
Firm's address	► 125 STRAFFORD AVE STE 116 WAYNE, PA 19087-3388			Phone no (610) 688-3200		

BAA

2013

FEDERAL STATEMENTS

PAGE 1

STRATTON FOUNDATION

23-2508658

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BEUCLER KELLY & IRWIN, LTD	\$ 1,865.	\$ 1,865.	\$ 1,865.	\$ 0.
TOTAL	<u>\$ 1,865.</u>	<u>\$ 0.</u>	<u>\$ 1,865.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JWS K-1 INVESTMENT EXPENSES	\$ 1,875.	\$ 1,875.	\$ 1,875.	\$ 0.
MELLON INVESTMENT ADVISORY FEES	\$ 14,690.	\$ 14,690.	\$ 14,690.	\$ 0.
TOTAL	<u>\$ 16,565.</u>	<u>\$ 16,565.</u>	<u>\$ 16,565.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL ES PAYMENTS	\$ 3,924.	\$ 3,924.	\$ 3,924.	\$ 0.
FOREIGN TAX W/H	\$ 1,673.	\$ 1,673.	\$ 1,673.	\$ 0.
TOTAL	<u>\$ 5,597.</u>	<u>\$ 1,673.</u>	<u>\$ 5,597.</u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 36.	\$ 36.	\$ 36.	\$ 0.
MEMBERSHIP DUES	\$ 725.	\$ 725.	\$ 725.	\$ 0.
PA REGISTRATION FEE	\$ 15.	\$ 15.	\$ 15.	\$ 0.
PO BOX RENTAL	\$ 442.	\$ 442.	\$ 442.	\$ 0.
POSTAGE	\$ 56.	\$ 56.	\$ 56.	\$ 0.
TOTAL	<u>\$ 1,274.</u>	<u>\$ 36.</u>	<u>\$ 1,274.</u>	<u>\$ 0.</u>

2013

FEDERAL STATEMENTS

PAGE 2

STRATTON FOUNDATION

23-2508658

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
STOCKS AND MUTUAL FUNDS	COST	\$ 8,407,478.	\$ 11,635,820.
		TOTAL \$ 8,407,478.	\$ 11,635,820.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ROUNDING	\$	1.
	TOTAL \$	1.

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

BASIS ADJ ON SALE OF DONATED STOCKS	\$ 626,494.
JWS ESTATE K-1 INCOME	45,904.
	TOTAL \$ 672,398.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	L/T CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
2	1,600 SHS TECK RESOURCES LTD CL B	DONATED	VARIOUS	1/02/2013
3	1,600 SHS SCHNITZER STEEL INDUSTRIES	DONATED	VARIOUS	1/02/2013
4	2,000 SHS THE MOSAIC CO	PURCHASED	7/08/2011	1/02/2013
5	2,000 SHS CHICAGO BRIDGE AND IRON COMPANY	DONATED	VARIOUS	1/02/2013
6	4,000 SHS ANADARKO PETROLEUM CORP	DONATED	12/10/2003	1/02/2013
7	1,500 SHS AGRIMUS INC	DONATED	5/25/2010	1/02/2013
8	6,075.334 SHS STRATTON SMALL CAP VALUE FUND	PURCHASED	VARIOUS	1/15/2013
9	5,801.96 SHS STRATTON MULTI-CAP FUND	PURCHASED	VARIOUS	1/15/2013
10	8,135.373 SHS STRATTON MONTHLY DIV REIT SHARES	PURCHASED	10/14/2009	1/15/2013
11	5,000 SHS UGI CORP	DONATED	VARIOUS	1/23/2013
12	1,000 SHS ANADARKO PETROLEUM CORP	DONATED	12/10/2003	2/05/2013
13	550 SHS CANADIAN NATIONAL RAILWAY CO	DONATED	VARIOUS	3/04/2013
14	1,600 SHS INTEL CORP	DONATED	VARIOUS	3/04/2013
15	1,100 SHS CONOCOPHILLIPS	DONATED	VARIOUS	3/08/2013
16	400 SHS AMGEN INC	PURCHASED	2/11/2013	4/11/2013
17	2,500 SHS CSX CORP	PURCHASED	7/21/2011	4/11/2013
18	1,000 SHS UGI CORP	DONATED	VARIOUS	4/11/2013

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
19	1,300 SHS NATIONAL OILWELL VARCO INC	PURCHASED	2/01/2013	5/03/2013
20	3,800 SHS KIMCO REALTY CORP	PURCHASED	2/07/2013	8/26/2013
21	600 SHS BED BATH & BEYOND	PURCHASED	1/22/2013	8/26/2013
22	600 SHS ANADARKO PETROLEUM CORP	DONATED	VARIOUS	8/26/2013
23	600 SHS ANADARKO PETROLEUM CORP	DONATED	12/11/2003	8/26/2013
24	500 SHS AGRUM INC	DONATED	5/25/2010	8/26/2013
25	700 SHS ACTAVIS INC	PURCHASED	2/04/2013	10/01/2013
26	400 SHS CF INDUSTRIES HOLDINGS INC	PURCHASED	2/22/2013	10/25/2013
27	2,500 SHS CSX CORP	PURCHASED	7/21/2011	10/25/2013
28	3,300 SHS MICROSOFT CORP	PURCHASED	4/11/2013	10/25/2013
29	600 SHS AMERIPRISE FINANCIAL INC	PURCHASED	1/23/2013	12/18/2013
30	2,400 SHS ANADARKO PETROLEUM CORP	DONATED	VARIOUS	12/18/2013
31	1,100 SHS AIR PRODUCTS & CHEMICALS INC	DONATED	VARIOUS	12/18/2013
32	5,000 SHS CSX CORP	PURCHASED	7/21/2011	12/18/2013
33	1,200 SHS TARGET CORP	PURCHASED	10/25/2013	12/18/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	109,581.		0.	109,581.				\$ 109,581.
2	60,382.		51,640.	8,742.				8,742.
3	50,177.		46,488.	3,689.				3,689.
4	114,878.		133,255.	-18,377.				-18,377.
5	94,216.		78,440.	15,776.				15,776.
6	300,785.		97,040.	203,745.				203,745.
7	153,303.		79,736.	73,567.				73,567.
8	350,000.		240,019.	109,981.				109,981.
9	225,000.		262,553.	-37,553.				-37,553.
10	250,000.		162,219.	87,781.				87,781.
11	172,255.		49,731.	122,524.				122,524.
12	82,186.		24,260.	57,926.				57,926.
13	55,988.		48,901.	7,087.				7,087.
14	33,598.		34,764.	-1,166.				-1,166.
15	64,085.		64,141.	-56.				-56.
16	43,179.		34,002.	9,177.				9,177.
17	60,724.		63,968.	-3,244.				-3,244.
18	39,929.		7,324.	32,605.				32,605.
19	86,800.		92,029.	-5,229.				-5,229.
20	77,671.		80,419.	-2,748.				-2,748.
21	45,042.		33,921.	11,121.				11,121.
22	54,907.		43,131.	11,776.				11,776.
23	54,907.		13,900.	41,007.				41,007.
24	44,677.		26,579.	18,098.				18,098.
25	100,800.		60,802.	39,998.				39,998.
26	82,949.		80,222.	2,727.				2,727.
27	66,049.		63,968.	2,081.				2,081.
28	117,344.		95,304.	22,040.				22,040.
29	65,105.		39,696.	25,409.				25,409.
30	189,325.		55,600.	133,725.				133,725.
31	117,815.		93,698.	24,117.				24,117.
32	138,454.		127,936.	10,518.				10,518.
33	75,571.		76,685.	-1,114.				-1,114.
					TOTAL	\$ 1115311.		

**STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:

NAME: CAROL BEERS

CARE OF:

STRATTON FOUNDATION

STREET ADDRESS:

PO BOX 100

CITY, STATE, ZIP CODE:

BLUE BELL, PA 19422

TELEPHONE:

E-MAIL ADDRESS:

WRITTEN REQUEST DESCRIBING NATURE OF PROGRAM

FORM AND CONTENT:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS ON AWARDS:

NONE

Stratton Foundation 23-2508658

00003658

Asset detail

Cash and cash equivalents

Description		Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
514,390.37	CRA4 (BNY Mellon, NA, Member FDIC) (Principal Holding)	\$ 514,390.37	\$ 514,390.37	\$ 0.00	\$ 0.00	0.0%	4.2%
Total cash and cash equivalents		\$ 514,390.37	\$ 514,390.37	\$ 0.00	\$ 0.00	4.2%	

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost
700	Actavis PLC (ACT)	\$ 168.0000	\$ 117,600.00	\$ 100,802.20
2,100	Enisco PLC (ESV)	57.1800	120,078.00	129,854.76
1,400	Lyondellbasell Industries NV (LYB)	80.2800	112,392.00	108,693.62
600	Affiliated Managers Group Inc (AMG)	216.8800	130,128.00	86,448.24
1,000	Ameriprise Financial Inc (AMP)	115.0500	115,050.00	66,159.80
800	Argen Inc (AMGN)	114.0800	91,264.00	68,003.60
1,100	Apache Corp (APA)	85.9400	94,534.00	85,404.00
200	Apple Inc (AAPL)	561.0200	112,204.00	104,423.51
1,200	Bed Bath & Beyond Inc (BBBY)	80.3000	96,360.00	67,841.64
1,700	CVS Caremark Corporation (CVS)	71.5700	121,669.00	87,477.92
1,800	Capital One Financial Corporation (COF)	76.6100	137,898.00	101,563.56
1,200	Caterpillar Inc (CAT)	90.8100	108,972.00	115,318.56
3,000	Conocophillips (COP)	70.6500	211,950.00	173,336.09
1,000	Deere & Co (DE)	91.3300	91,330.00	93,430.00
1,400	Digital Realty Trust Inc (DLR)	49.1200	68,768.00	93,314.20
1,600	DIRECTV (DTV)	69.0600	110,496.00	82,341.44
2,700	Dow Chemical Co (DOW)	44.4000	119,880.00	86,134.86
1,400	Express Scripts Holdings, Inc (ESRX)	70.2400	98,336.00	91,402.78

Stratton Foundation 23-2508658

Stratton Foundation-Cust
Account number 108445E7780

December 1 - December 31, 2013

Page 6 of 19

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost
5,300	Ford Motor Company (F)	15.4300	81,779.00	82,302.11
5,300	Freeport McMoran Copper & Gold Inc (FCX)	37.7400	200,022.00	263,372.50
100	Google Inc (GOOG)	1,120.7100	112,071.00	70,409.00
2,150	Halliburton Co (HAL)	50.7500	109,112.50	73,390.25
3,800	Hertz Global Holdings Inc (HTZ)	28.6200	108,756.00	90,241.64
400	International Business Machines (IBM) Corporation	187.5700	75,028.00	79,836.00
2,400	Macy's Inc (M)	53.4000	128,160.00	93,078.96
2,300	The Mosaic Company (MOS)	47.2700	108,721.00	140,226.55
2,200	Mylan Laboratories Inc (MYL)	43.4000	95,480.00	63,360.00
1,700	Netapp Inc (NTAP)	41.1400	69,938.00	72,237.93
1,400	Occidental Petroleum Corp (OXY)	95.1000	133,140.00	112,766.55
1,500	Phillips 66 (PSX)	77.1300	115,695.00	54,655.81
1,300	Stanley Black & Decker Inc (SWK)	80.6900	104,897.00	101,721.99
1,100	The Travelers Companies Inc (TRV)	90.5400	99,594.00	95,447.00
4,000	UGI Corp New (UGI)	41.4600	165,840.00	111,040.00
700	Union Pac Corp (UNP)	168.0000	117,600.00	74,499.25
800	United Parcel Service Cl B (UPS)	105.0800	84,064.00	58,952.00
2,000	V F Corp (VFC)	62.3400	124,680.00	74,437.75
			\$ 4,093,486.50	\$ 3,475,933.87
	Total U.S. large cap			
	U.S. mid cap			
Shares/par value	Description	Market price	Market value	Tax cost
3,300	Nuance Communications Inc (NUAN)	\$ 15.2000	\$ 50,160.00	\$ 14,303.75
1,600	United Rentals Inc (URI)	77.9500	124,720.00	118,539.04

Stratton Foundation 23-2508658

000036559

U.S. mid cap continued

Shares/par value	Description	Market price	Market value	Tax cost
1,700	Whiting Petroleum Corp (WLL)	61.8700	105,179.00	85,159.46
Total U.S. mid cap			\$ 280,059.00	\$ 278,502.25

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost
27,809.012	Stratton Small Cap Value Fund (STSCX)	\$ 73.3100	\$ 2,038,678.67	\$ 851,840.81
Total U.S. small cap			\$ 2,038,678.67	\$ 851,840.81

Developed international

Shares/par value	Description	Market price	Market value	Tax cost
2,400	Royal Caribbean Cruises Ltd (RCL)	\$ 47.4200	\$ 113,808.00	\$ 89,009.76
1,000	Agrum Inc (AGU)	91.4800	91,480.00	\$ 7,865.00
Total developed international			\$ 205,288.00	\$ 176,874.76

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost
15,000	ISHARES Ftse/Xinhua China 25 (FXI) Index FD	\$ 38.3700	\$ 575,550.00	\$ 645,934.50
10,000	ISHARES MSCI Emerging Markets Index (EEM) Fund	41.7950	417,950.00	351,610.00
15,000	Vanguard Emerging Markets ETF (VWO)	41.1400	617,100.00	335,449.50
Total emerging markets			\$ 1,610,600.00	\$ 1,332,994.00

Equity reits

Shares/par value	Description	Market price	Market value	Tax cost
600	Simon Property Group Inc Reit (SPG)	\$ 152.1600	\$ 91,296.00	\$ 88,518.00

December 1 - December 31, 2013

Stratton Foundation 23-2508658

Stratton Foundation-Cust

Account number 108445E7780

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Equity reits
continued

Shares/par value	Description	Market price	Market value	Tax cost
17,171 303	Stratton Monthly Dividend Reit (STMDX)	29.8600	512,735.11	3,36,022.43
	Shares			

Total equity reits

Other equity

Shares/par value	Description	Market price	Market value	Tax cost
54,303 242	Stratton Multi-Cap Fund (STRGX)	\$ 51.6300	\$ 2,803,676.38	\$ 1,867,291.57

Total other equity

Shares/par value	Description	Market price	Market value	Tax cost

Total equities

STRATTON FOUNDATION
 EIN: 23-2508658
 Form 990-PF year-ended 12/31/2013

<u>Contribution</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
Ambler Theater, Inc. P.O. Box 676 Ambler, PA 19002	11/4/2013	\$ 5,000	Cultural Arts General Program Support
Boca Grande Health Clinic Foundation P.O. Box 2340, 280 Park Avenue Boca Grande, FL 33921-2340	3/14/2013	2,500	Social Services General Program Support
CASA of Philadelphia 1940 Brandywine Street Philadelphia, PA 19130	9/16/2013	5,000	Social Services General Program Support
Center for Loss and Bereavement 3847 Skippack Pike, PO Box 1299 Skippack, PA 19474	9/26/2013	2,500	Social Services General Program Support
Central Schwenkfelder Church 2111 Valley Forge Road Lansdale, PA 19446	9/25/2013	20,000	\$10,000. Steelman Road Property Purchase \$10,000: Mission & Outreach Program Support
The Children's Hospital of Philadelphia 34th Street & Civic Center Boulevard Philadelphia, PA 19104-4399	9/25/2013	5,000	Health Care General Program Support
The Drake House 10500 Clara Drive Roswell, GA 30075	12/12/2013	5,000	Social Services General Program Support
Episcopal Community Services 225 S. Third Street Philadelphia, PA 19106	9/26/2013	5,000	Social Services Annual Fund
European Christian Mission (NA) Inc P.O. Box 1006 Pt. Roberts, WA 98281	9/5/2013	5,000	Religious General Program Support
Gasparilla Island Conservation P.O. Box 446, 131 First Street Boca Grande, FL 33921	3/14/2013	2,000	Conservation General Program Support
Germantown Academy P. O. Box 287 Fort Washington, PA 19034-0287	5/31/2013	3,500	Education Annual Fund
HEART (Humane Equine Aid & Rapid Transport) 179 Acorn Hill Drive Madison, VA 22727	9/19/2013	2,500	Animal Rescue General Program Support

STRATTON FOUNDATION

EIN: 23-2508658

Form 990-PF year-ended 12/31/2013

<u>Contribution</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
Imajnz Foundation 1404 Hillside Road Wynnewood, PA 19096	12/30/2013	5,000	Social Services Date With a Plate
The Jefferson Foundation 925 Chestnut Street, Suite 110 Philadelphia, PA 19107-4216	8/2/2013	129,890	Educational The Paul C. Brucker Scholarship Fund
Jesse's House PO Box 3318 Cumming, GA 30028	11/21/2013	2,000	Social Service General Program Support
Johann Fust Community Library PO Box 1983 Boca Grande, FL 33921	1/29/2013	100,000	Education Building Fund
Kentucky Horse Park Foundation 4089 Iron Works Parkway Lexington, KY 40511	11/21/2013	1,000	Conservation Ongoing Projects Support
Living Hope Farm 461 Indian Creek Road Harleysville, PA 19438	11/21/2013	2,500	Social Service Support for purchase of Curriculum & Materials for Summer Camp
Lyric Fest 1013 Westview Street, 3rd Floor Philadelphia, PA 19119	3/14/2013	5,000	Cultural Arts General Program Support
Manna On Main Street 713 West Main Street Lansdale, PA 19446	9/16/2013	5,000	Social Services General Program Support
Meadowood Retirement Community 3205 Skippack Pike, P.O. Box 670 Worcester, PA 19490-0670	12/13/2013	5,000	Health Care Health Center Annual Fund
Murphy-Harpst Children's Centers 740 Fletcher Street Cedartown, GA 30125-3249	12/12/2013	5,000	Social Services General Program Support
National Baseball Hall of Fame 25 Main Street Cooperstown, NY 13326-0590	6/20/2013	2,500	Educational F.&P. Steele Internship Program
North Fulton Community Charities 11270 Elkins Road Roswell, GA 30076	11/22/2013	1,000	Social Service General Program Support

STRATTON FOUNDATION
 EIN: 23-2508658
 Form 990-PF year-ended 12/31/2013

<u>Contribution</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
Pennsylvania SPCA 350 E. Erie Avenue Philadelphia, PA 19134	2/27/2013	2,500	Animal Rescue Utley All-Star Animals
Ryerrs Farm for Aged Equine 1710 Ridge Road Pottstown, PA 19465	8/21/2013	1,000	Animal Rescue 125th Anniversary Gala Sponsor
Save the Horses 1768 Newt Green Road Cumming, GA 30028	11/22/2013	2,000	Animal Rescue General Program Support
Schwenkfelder Library & Heritage Center 105 Seminary Street Pennsburg, PA 18073-1898	3/14/2013	2,750	Education Annual Fund
Sebastian Riding Associates, Inc. 3589 Water Street Road Collegeville, PA 19426	3/14/2013	3,000	Social Service Fee Subsidy Program
Settlement Music School P.O. Box 63966 Philadelphia, PA 19147-3966	11/4/2013	5,000	Education General Program Support
Trinity Church 966 Trinity Lane King of Prussia, PA 19406	12/13/2013	5,000	Religious Accessibility Fund
Univest Foundation 14 North Main Street, PO Box 559 Souderton, PA 18964	10/18/2013	25,000	Social Services Capital Campaign - North Penn Commons
Wayne Art Center 413 Maplewood Avenue Wayne, PA 19087	11/4/2013	5,000	Education Lobby/Foyer Furniture Fund
WHYY, Inc. Independence Mall West, 150 North Sixth Street Philadelphia, PA 19106	9/16/2013	15,000	Cultural Arts <i>On Stage at Curtis</i> Program Support
The Will to Live Foundation Inc 300 Brogdon Road, Suite 140 Suwanee, GA 30024	11/22/2013	5,000	Social Service General Program Support
Wissahickon Valley Watershed Association 12 Morris Road Ambler, PA 19002-5499	6/20/2013	12,500	Conservation Green Ribbon Trail Improvements

STRATTON FOUNDATION
EIN: 23-2508658
Form 990-PF year-ended 12/31/2013

<u>Contribution</u>	<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
WRTI - Temple University Public Radio 1509 Cecil B. Moore Avenue Philadelphia, PA 19121-3410	12/12/2013	3,000	Cultural Arts General Program Support
YMCA of Metro Atlanta 200 Main Street, Suite 108 Gainesville, GA 30501	12/30/2013	25,000	Social Services Outdoor Vision Capital Campaign (Camp High Harbour)
Young Life North Fulton PO Box 619 Alpharetta, GA 60009	11/22/2013	5,000	Social Service General Program Support

TOTAL CONTRIBUTIONS:		\$ <u>443,640</u>	

- 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 extention 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

Enter filer's identifying number, see instructions

Type or print STRATTON FOUNDATION	Name of exempt organization or other filer, see instructions PO BOX 100	Employer identification number (EIN) or 23-2508658
File by the due date for filing your return See instructions	Number street, and room or suite number If a P O box, see instructions CITY, TOWN OR POST OFFICE, STATE, AND ZIP CODE FOR A FOREIGN ADDRESS, SEE INSTRUCTIONS	Social security number (SSN) BLUE BELL, PA 19422

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **CAROL BEERS**

Telephone No ► 610-964-8766 Fax No ► 610-220-2712 C

- 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 8/15/2014 to file the exempt organization return for the organization named above.

The extension is for the organization's return for

► calendar year 2012-13

calendar year 20 13 of

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ 29,000.
b If this application is for Forms 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 \$ 4,000.
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 \$ 25,000.

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