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

OMB No 1545-0052

2013

- ▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning , 2013, and ending

STRATTON FOUNDATION
PO BOX 100
BLUE BELL, PA 19422

A Employer identification number
23-2508658

B Telephone number (see the instructions)

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 12,245,551.

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch)
- 2 Ck ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a
- 7 Capital gain net income (from Part IV, line 2)
- 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/(loss) (att sch)
- 11 Other income (attach schedule)

12 Total. Add lines 1 through 11

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ADMINISTRATIVE EXPENSES

- 13 Compensation of officers, directors, trustees, etc.
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch) SEE ST 1
- c Other prof fees (attach sch) SEE ST 2
- 17 Interest
- 18 Taxes (attach schedule) (see instrs) SEE STM 3
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule) SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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 ASSETS OR 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) SEE STATEMENT 6 | 3 | 1. |
| 4 | Add lines 1, 2, and 3 | 4 | 9,689,607. |
| 5 | Decreases not included in line 2 (itemize) SEE STATEMENT 7 | 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) 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 | (l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h)) |
|---|--------------------------------------|---|---|
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| | | | |
|--|--|---|------------|
| 2 Capital gain net income or (net capital loss). | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 | 1,115,311. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) | <div> <div>If gain, also enter in Part I, line 8, column (c) (see instructions)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div> | 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) | | | |
| 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 | 25,507. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 | 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 | 6 a 10,000. | | |
| b Exempt foreign organizations -- tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c 19,000. | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 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

| | Yes | No |
|---|-----|-----|
| 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i> | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (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? <i>If 'Yes,' attach a detailed description of the activities</i> | | X |
| 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? <i>If 'Yes,' attach a conformed copy of the changes</i> | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | N/A |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i> | | X |
| 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? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i> | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) PA | | |
| 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i> | X | |
| 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)? <i>If 'Yes,' complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation 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) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u> | 13 | X | |
| 14 | The books are in care of <u>CAROL BEERS</u> Telephone no <u>610-964-8766</u> Located at <u>PO BOX 100 BLUE BELL PA</u> ZIP + 4 <u>19422</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u> | | | |
| 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? | 16 | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country | | | 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 |
|---|---|-----|
| 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 | |
| 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)? | 1 b | N/A |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| 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 2013? | 1 c | 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 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 <u>20</u> <u>20</u> <u>20</u> <u>20</u> | | |
| 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.) | 2 b | 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 <u>20</u> <u>20</u> <u>20</u> <u>20</u> | | |
| 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 | |
| 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.) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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 2013? | 4 b | 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 ☒ 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 ☐ **5 b** 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 **N/A**

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6 b** X

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7 b** 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 N/A | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 | 0. |

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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: | | |
| a Suitability test (prior IRS approval required) | 3 a | |
| b Cash distribution test (attach the required schedule) | 3 b | |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 443,640. |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 443,640. |

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 | | | | |
| a Enter amount for 2012 only | | | 20,071. | |
| b Total for prior years 20____, 20____, 20____ | | 0. | | |
| 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. | | | | |
| a Applied to 2012, but not more than line 2a | | | 20,071. | |
| 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 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 SEE ATTACHED , | | | SEE ATTACHED | 443,640. |
| Total | | | ▶ 3 a | 443,640. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3 b | |

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 | (d) Amount | |
| 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. |

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

[illegible]

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. | |
| 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. | |
| MELLON INVESTMENT ADVISORY FEES | 14,690. | 14,690. | 14,690. | |
| 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. | |
| FOREIGN TAX W/H | 1,673. | \$ 1,673. | 1,673. | |
| 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. | |
| MEMBERSHIP DUES | 725. | | 725. | |
| PA REGISTRATION FEE | 15. | | 15. | |
| PO BOX RENTAL | 442. | | 442. | |
| POSTAGE | 56. | | 56. | |
| TOTAL | <u>\$ 1,274.</u> | <u>\$ 36.</u> | <u>\$ 1,274.</u> | <u>\$ 0.</u> |

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 | <u>\$ 8,407,478.</u> | <u>\$ 11,635,820.</u> |

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

| | | |
|----------|-------|--------------|
| ROUNDING | | \$ 1. |
| | TOTAL | <u>\$ 1.</u> |

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 | <u>\$ 672,398.</u> |

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 AGRIUM 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 |

STRATTON FOUNDATION

23-2508658

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 AGRIUM 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 |

| | (E) | (F) | (G) | (H) | (I) | (J) | (K) | (L) |
|------|----------------|--------------------|---------------|----------------|-----------------|-----------------------|---------------------|----------------|
| ITEM | GROSS SALES | DEPREC. ALLOWED | COST BASIS | GAIN (LOSS) | FMV 12/31/69 | ADJ. BAS. 12/31/69 | EXCESS (I) - (J) | 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.

STRATTON FOUNDATION

23-2508658

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: | |
| FORM AND CONTENT: | WRITTEN REQUEST DESCRIBING NATURE OF PROGRAM |
| SUBMISSION DEADLINES: | NONE |
| RESTRICTIONS ON AWARDS: | NONE |

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, N.A., Member FDIC) (Principal Holding) | \$ 514,390 37 | \$ 514,390 37 | | \$ 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 | Activis PLC (ACT) | \$ 168 0000 | \$ 117,600.00 | \$ 100,802.00 |
| 2,100 | Ensc0 PLC (ES0) | 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 | Amgen 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 | 104,433.51 |
| 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 |



BNY MELLON
WEALTH MANAGEMENT

Account officer

Carole Anderson 1948
212 635 1634

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 | 73,390.15 |
| 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 | 114,766.55 |
| 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 | U G I Corp New (UGI) | 41 4600 | 165,840 00 | 111,070 00 |
| 700 | Union Pac Corp (UNP) | 168 0000 | 117,600 00 | 94,499 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 |
| Total U S large cap | | | \$ 4,093,486 50 | \$ 3,475,933.87 |

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 | \$ 74,303.75 |
| 1,600 | United Rentals Inc (URI) | 77 9500 | 124,720 00 | 118,539 04 |

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 | | | | \$ 278,002.25 |
| 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 | | | | \$ 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 | Agrium Inc (AGU) | 91 4800 | 91,480 00 | 87,865.00 |
| Total developed international | | | | \$ 176,874.76 |

Emerging markets

| Shares/par value | Description | Market price | Market value | Tax cost |
|------------------------|---|--------------|---------------|-----------------|
| 15,000 | ISHARES Fise/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 |

Equity reits

| Shares/par value | Description | Market price | Market value | Tax cost |
|------------------|--------------------------------------|--------------|--------------|--------------|
| 600 | Simon Property Group Inc Ret (SPG) | \$ 152 1600 | \$ 91,296 00 | \$ 88,518 00 |

BNY MELLON
WEALTH MANAGEMENTAccount officer Carole Anderson 1948
212 635 1634

Stratton Foundation 23-2508658

Stratton Foundation-Cust

Account number 108445E7780

Equity reits
continued

| Shares/par value | Description | Market price | Market value | Tax cost |
|------------------|--|--------------|--------------|------------|
| 17,171 303 | Stratton Monthly Dividend Reit (STMDX) Shares | 29 8600 | 512,735 11 | 336,022 43 |

Total equity reits

\$ 604,031 11 \$ 424,540 23

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 | \$ 1,867,241.57 |
| Total other equity | | | \$ 2,803,676 38 | \$ 1,867,241.57 |
| Total equities | | | \$ 11,635,819 66 | \$ 8,407,477.69 |

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 |
| | | <hr/> | |
| TOTAL CONTRIBUTIONS: | | \$ 443,640 | |

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- 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

Enter filer's identifying number, see instructions

| | | |
|---|---|---|
| Type or print | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | STRATTON FOUNDATION | 23-2508658 |
| | Number, street, and room or suite number. If a P.O. box, see instructions | Social security number (SSN) |
| | PO BOX 100 | |
| File by the due date for filing your return. See instructions | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | 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 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

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