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**Return of Private Foundation**

**2014**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01, 2014, and ending 11/30, 2015

Name of foundation  
**THE STARRETT FOUNDATION 000280**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**1105 N MARKET STREET, SUITE 900**

City or town, state or province, country, and ZIP or foreign postal code  
**WILMINGTON, DE 19801**

**A Employer identification number**  
51-0270831

**B Telephone number (see instructions)**  
-

**C** If exemption application is pending, check here

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,746,370.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	50,311.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	111,773.	111,773.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	33,856.			
	b Gross sales price for all assets on line 6a	33,919.			
	7 Capital gain net income (from Part IV, line 2)		33,856.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	44.			STMT 3	
12 Total. Add lines 1 through 11	195,984.	145,629.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	11,601.	5,801.		5,801.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 4	37,976.	18,988.	NONE	18,988.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	4,097.	897.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 6	18.	18.			
24 Total operating and administrative expenses. Add lines 13 through 23.	53,692.	25,704.	NONE	24,789.	
25 Contributions, gifts, grants paid	56,915.			56,915.	
26 Total expenses and disbursements Add lines 24 and 25	110,607.	25,704.	NONE	81,704.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	85,377.				
b Net investment income (if negative, enter -0-)		119,925.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	13,906.	24,753.	24,753.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) <b>STMT 7</b> . . . . .	2,431,306.	2,529,251.	5,721,617.
	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) . . . . .			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,445,212.	2,554,004.	5,746,370.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶) . . . . .			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . .</b> <input checked="" type="checkbox"/> <b>check here and complete lines 27 through 31</b>				
	27	Capital stock, trust principal, or current funds . . . . .	2,445,212.	2,554,004.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	2,445,212.	2,554,004.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	2,445,212.	2,554,004.		

**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	2,445,212.
2	Enter amount from Part I, line 27a . . . . .	2	85,377.
3	Other increases not included in line 2 (itemize) ▶ <b>DIFFERENCE BETWEEN BOOK AND FMV OF GRANTS</b> . . . . .	3	23,415.
4	Add lines 1, 2, and 3 . . . . .	4	2,554,004.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,554,004.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 33,919.		63.	33,856.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
<b>a</b>			33,856.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2 Capital gain net income or (net capital loss)</b>				<b>2</b>	33,856.	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					<b>3</b>	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	31,046.	5,407,105.	0.005742
2012	90,186.	4,468,081.	0.020185
2011	217,908.	3,754,919.	0.058033
2010	275,499.	3,418,429.	0.080592
2009	179,660.	2,728,093.	0.065856
<b>2 Total of line 1, column (d)</b>			0.230408
<b>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</b>			0.046082
<b>4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5</b>			5,643,265.
<b>5 Multiply line 4 by line 3</b>			260,053.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			1,199.
<b>7 Add lines 5 and 6</b>			261,252.
<b>8 Enter qualifying distributions from Part XII, line 4</b> 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			81,704.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 2,399, NONE, and 75.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, 'Yes', and 'No'. Includes questions about political influence, tax on political expenditures, and state registration.

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
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 X
14 The books are in care of SEE STATEMENT 9 Telephone no Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. . . . . 15
16 At any time during calendar year 2014, 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 X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes 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)? Yes No X
(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). . . . . Yes No X
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)? . . . . . 1b Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? . . . . . Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
b If "Yes," did it have excess business holdings in 2014 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 2014) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. . . . .  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?. . . . .  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). . . . .  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .  Yes  No

Organizations relying on a current notice regarding disaster assistance check here . . . . .

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .  Yes  No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 10		11,601.		

**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		NONE	NONE	NONE
<b>Total number of other employees paid over \$50,000 . . . . .</b>				NONE

**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		NONE
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**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 NONE	
2	
3	
4	

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

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

Total. Add lines 1 through 3 . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,729,203.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,729,203.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,729,203.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	85,938.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,643,265.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	282,163.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	282,163.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	2,399.
<b>2b</b>	Income tax for 2014 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,399.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	279,764.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	279,764.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	279,764.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	81,704.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	81,704.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	81,704.

**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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				279,764.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			55,873.	
b Total for prior years 20 12 ,20 _____,20 _____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	105,690.			
b From 2010	30,577.			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	136,267.			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 81,704.				
a Applied to 2013, but not more than line 2a			55,873.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				25,831.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	136,267.			136,267.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				117,666.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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

1 Information Regarding Foundation Managers:

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

MARGARETTA S B BROKAW

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
Delaware Art Museum 2301 KENTMERE PKWY Wilmington DE 19806				7,193.
Delaware Center for Horticulture 1810 N DUPONT ST Wilmington DE 19806				5,000.
Christiana Hospital				5,500.
Fairville Friends 216 POND VIEW Chadds ford PA 19317				3,000.
Tower Hill School 2813 WEST 17TH STREET Wilmington DE 19806				10,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTO	NONE	PUBLIC CHA	GENERAL OPERATIONS	17,193.
Planned Parenthood of Southeastern PA 1144 LOCUST ST. Philadelphia PA 19107	NONE	PUBLIC CHA	GENERAL OPERATIONS	9,029.
St. Mary's Church at the Cathedral	NONE	PUBLIC CHA	GENERAL OPERATIONS	
DELAWARE NATURE SOCIETY PO BOX 700 HOCKESSIN DE 19707				
<b>Total</b> . . . . . ▶ <b>3a</b>				<b>56,915.</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Gain or loss from sales, and Subtotal.

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

Table with 2 columns: Line No. and 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.



Schedule of Contributors

2014

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Name of the organization <b>THE STARRETT FOUNDATION 000280</b>	Employer identification number <b>51-0270831</b>
---	---

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

<b>Name of organization</b> THE STARRETT FOUNDATION 000280	<b>Employer identification number</b> 51-0270831
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARGARETTA S B BROKAW 1205 N ORANGE STREET WILMINGTON, DE 19801	\$ 50,311.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABS	906.	906.
ABBVIE INC	1,907.	1,907.
APPLE INC	1,790.	1,790.
AUTOMATIC DATA PROCESSING	1,929.	1,929.
BECTON DICKINSON & CO	1,654.	1,654.
CDK GLOBAL INC COM	157.	157.
CANADIAN NATIONAL RAILWAY COMPANY	1,219.	1,219.
CHEMOURS CO COM	2,286.	2,286.
CHURCH & DWIGHT INC	1,531.	1,531.
CONOCOPHILLIPS	4,038.	4,038.
DU PONT E I DE NEMOURS & CO	37,823.	37,823.
EXXON MOBIL CORPORATION	1,835.	1,835.
FIDELITY PRIME INCOME #691 INCOME	4.	4.
GENERAL ELECTRIC CO	443.	443.
INTEL CORP	1,982.	1,982.
INTL BUSINESS MACHINES	1,315.	1,315.
JPMORGAN CHASE & CO	2,582.	2,582.
JOHNSON & JOHNSON	2,282.	2,282.
MCDONALDS CORPORATION	1,836.	1,836.
NESTLE S A SPONSORED ADR	2,040.	2,040.
NICHOLAS LTD EDITION CL I	233.	233.
PEPSICO INC	2,180.	2,180.
PHILLIPS 66	1,461.	1,461.
PROCTER & GAMBLE CO	2,098.	2,098.
3M CO	2,488.	2,488.
UNITED TECHNOLOGIES CORP	1,644.	1,644.
VANGUARD INDEX FDS EXTD MKT PORTF	6,950.	6,950.
VANGUARD INDEX FDS TOTAL STK MKT	13,664.	13,664.
VANGUAD 500 INDEX FUND	4,587.	4,587.
WASTE MGMT INC	2,468.	2,468.
WELLS FARGO & CO NEW COM	2,900.	2,900.
YUM BRANDS INC	1,541.	1,541.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	111,773.	111,773.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 44. =====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	37,076.	18,538.		18,538.
TAX PREPARATION FEE (NON-ALLOC	900.	450.		450.
TOTALS	37,976.	18,988.	NONE	18,988.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	897.	897.
FEDERAL TAX PAYMENT - PRIOR YE	1,200.	
FEDERAL ESTIMATES - INCOME	2,000.	
TOTALS	4,097.	897.

THE STARRETT FOUNDATION 000280

51-0270831

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER NONALLOCABLE EXPENSES -	18.	18.
TOTALS	----- 18. =====	----- 18. =====

THE STARRETT FOUNDATION 000280

51-0270831

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABBOTT LABS	24,403.	42,404.
ABBVIE INC	26,463.	54,894.
ALPHABET INC CA	24,719.	61,636.
ALPHABET INC CA	24,844.	63,317.
APPLE INC	48,610.	104,341.
AUTOMATIC DATA PROCESSING	44,129.	84,880.
BECTON DICKINSON & CO	50,710.	103,522.
CDK GLOBAL INC	6,366.	15,503.
CANADIAN NATIONAL RAILWAY	51,012.	77,078.
CHEMOURS CO	122.	25,975.
CHURCH & DWIGHT INC	50,683.	99,836.
CONOCOPHILLIPS		74,481.
DU PONT E I DE NEMOURS & CO	2,391.	1,399,325.
EXXON MOBIL CORPORATION	50,900.	52,752.
GENERAL ELECTRIC CO	372.	14,461.
INTEL CORP	50,765.	72,913.
INTL BUSINESS MACHINES	50,422.	38,201.
JPMORGAN CHASE & CO	50,624.	102,487.
JOHNSON & JOHNSON	50,590.	79,676.
MCDONALDS CORPORATION	50,400.	61,646.
NESTLE S A SPONSORED ADR	50,115.	66,250.
NICHOLAS LTD EDITION	225,973.	275,288.
PEPSICO INC	50,671.	80,428.
PHILLIPS 66		63,064.
PROCTER & GAMBLE CO	50,508.	59,647.
SEQUOIA FD INC	444,294.	747,066.
3M CO	51,197.	99,115.
UNITED TECHNOLOGIES CORP	50,928.	62,913.
WASTE MGMT INC	50,311.	86,731.

51-0270831

THE STARRETT FOUNDATION 000280

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
WELLS FARGO & CO NEW	50,405.	110,200.
YUM BRANDS INC	50,076.	66,129.
VANGUARD INDEX FDS	151,010.	368,693.
VANGUARD INDEX FDS	400,000.	759,898.
VANGUARD 500 INDEX FUND	245,238.	246,867.
GOOGLE INC CL A		
GOOGLE INC CLASS C		
TOTALS	2,529,251.	5,721,617.
	=====	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: ELI SHARP  
ELEUTHERIAN TRUST CO  
ADDRESS: 1205 N ORGANGE STREET  
WILMINGTON, DE 19801  
  
TELEPHONE NUMBER: 302651112

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

OFFICER NAME:  
MARGARETTA S B BROKAW  
ADDRESS:  
1205 N ORANGE STREET  
WILMINGTON, DE 19801  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50

OFFICER NAME:  
PHOEBE C BROKAW  
ADDRESS:  
1205 N ORANGE STREET  
WILMINGTON, DE 19801  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50

OFFICER NAME:  
MARGARETTA S BROKAW  
ADDRESS:  
1205 N ORANGE STREET  
WILMINGTON, DE 19801  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50

OFFICER NAME:  
THOMAS BROKAW  
ADDRESS:  
1205 N ORANGE STREET  
WILMINGTON, DE 19801  
TITLE:  
DIRECTOR  
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50

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

OFFICER NAME:

ELEUTHERIAN TRUST COMPANY

ADDRESS:

1205 N ORANGE STREET

WILMINGTON, DE 19801

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 50

COMPENSATION ..... 11,601.

TOTAL COMPENSATION: 11,601.  
=====

Acct Name SUCCESSOR TRUSTEE U/A DATED 12/8/11  
 FOR THE STARRETT FOUNDATION  
 Acct Number 27 00 0280 3 02

CUSIP	Security Name	Shares / Par	Investment	Unit Price	Market Value	Price Date
002824100	ABBOTT LABS	944 0000	24,402 57	44 92	42,404 48	11/30/2015
00287Y109	ABBVIE INC	944 0000	26,462 51	58 15	54,893 60	11/30/2015
02079K107	ALPHABET INC CAP STK CL C	83 0000	24,718 74	742 60	61,635 80	11/30/2015
02079K305	ALPHABET INC CAP STK CL A	83 0000	24,843 80	762 85	63,316 55	11/30/2015
037833100	APPLE INC	882 0000	48,609 78	118 30	104,340 60	11/30/2015
053015103	AUTOMATIC DATA PROCESSING	984 0000	44,129 06	86 26	84,879 84	11/30/2015
075887109	BECTON DICKINSON & CO	689 0000	50,710 06	150 25	103,522 25	11/30/2015
12508E101	CDK GLOBAL INC COM	327 0000	6,365 51	47 41	15,503 07	11/30/2015
136375102	CANADIAN NATIONAL RAILWAY COMPANY	1,290 0000	51,011 64	59 75	77,077 50	11/30/2015
163851108	CHEMOURS CO COM	4,156 0000	122 33	6 25	25,975 00	11/30/2015
171340102	CHURCH & DWIGHT INC	1,164 0000	50,682 66	85 77	99,836 28	11/30/2015
20825C104	CONOCOPHILLIPS	1,378 0000	0 00	54 05	74,480 90	11/30/2015
263534109	DU PONT E I DE NEMOURS & CO	20,780 0000	2,391 17	67 34	1,399,325 20	11/30/2015
30231G102	EXXON MOBIL CORPORATION	646 0000	50,899 90	81 66	52,752 36	11/30/2015
316067101	FIDELITY PRIME INCOME #691 INCOME	24,753 3100	24,753 31	1 00	24,753 31	09/26/2011
369604103	GENERAL ELECTRIC CO	483 0000	372 13	29 94	14,461 02	11/30/2015
458140100	INTEL CORP	2,097 0000	50,764 60	34 77	72,912 69	11/30/2015
459200101	INTL BUSINESS MACHINES	274 0000	50,422 09	139 42	38,201 08	11/30/2015
46625H100	JPMORGAN CHASE & CO	1,537 0000	50,624 33	66 68	102,487 16	11/30/2015
478160104	JOHNSON & JOHNSON	787 0000	50,590 33	101 24	79,675 88	11/30/2015
580135101	MCDONALDS CORPORATION	540 0000	50,399 50	114 16	61,646 40	11/30/2015
641069406	NESTLE S A SPONSORED ADR	896 0000	50,115 52	73 94	66,250 24	11/30/2015
653738104	NICHOLAS LTD EDITION CL I	10,596 1680	225,973 23	25 98	275,288 44	11/30/2015
713448108	PEPSICO INC	803 0000	50,671 31	100 16	80,428 48	11/30/2015
718546104	PHILLIPS 66	689 0000	0 00	91 53	63,064 17	11/30/2015
742718109	PROCTER & GAMBLE CO	797 0000	50,507 81	74 84	59,647 48	11/30/2015
817418106	SEQUOIA FD INC COM	3,648 3160	444,293 79	204 77	747,065 67	11/30/2015
88579Y101	3M CO	633 0000	51,196 60	156 58	99,115 14	11/30/2015
913017109	UNITED TECHNOLOGIES CORP	655 0000	50,927 96	96 05	62,912 75	11/30/2015
922908207	VANGUARD INDEX FDS EXTD MKT POR	5,542 5840	151,010 81	66 52	368,692 69	11/30/2015
922908306	VANGUARD INDEX FDS TOTAL STK MK	14,582 5740	400,000 00	52 11	759,897 93	11/30/2015
922908363	VANGUAD 500 INDEX FUND	1,290 0000	245,238 23	191 37	246,867 30	11/30/2015
94106L109	WASTE MGMT INC	1,613 0000	50,311 57	53 77	86,731 01	11/30/2015
949746101	WELLS FARGO & CO NEW COM	2,000 0000	50,405 00	55 10	110,200 00	11/30/2015
988498101	YUM BRANDS INC	912 0000	50,076 19	72 51	66,129 12	11/30/2015
	TOTAL SECURITIES	109,478 9520	2,554,004 04		5,746,371 39	
	INCOME CASH		0 00		0 00	
	PRINCIPAL CASH		0 00		0 00	
	TOTAL		2,554,004 04		5,746,371 39	