



Issuer's Initial Disclosure Statement

Part A

General Company Information

Item 1. The exact name of issuer and its predecessors.

Stratton Holdings, Inc.

- a. KIDSational, Inc. until 5-2009
- b. Squaremoon, Inc. until 12- 2003
- c. ZDigital.com, Inc. until 7- 2001
- d. Broadway Pacific Enterprises, Inc. incorporation to 6-1999

Item 2. The address of the issuer's principal executive offices.

161 Bay Street
27 Floor
Toronto, ON M5J2S1
Canada
Telephone: 416.792.5555
Fax: 647.694.0750

Item 3. The state and date of issuer's incorporation.

State of Incorporation: Nevada

Date of Incorporation: 7 - 15 - 1998

Item 4. The exact title and class of securities outstanding

- a. The trading symbol is "STHG."
- b. Common Stock CUSIP Number: 863145108
- c. Series B Preferred Stock

Item 5. Description of the security.

i. COMMON STOCK:

Authorized: 1,500,000,000

Issued and Outstanding: 1,490,875,600

Par Value: \$0.0001

- a) For common equity, there are currently no dividend, voting and/or preemption rights.
- b) Each share of stock is entitled to one vote.

ii. PREFERRED STOCK

Authorized: 1,000,000

Issued and Outstanding: 800,000

Par Share Value: \$0.001

- a) The Preferred Stock Series B is convertible into voting rights.
- b) Each share of preferred series B stock held carries a voting power equal to 1000

Item 6. The number of shares or total amount of the securities outstanding for EACH CLASS of securities authorized.

- 1. Number of common shares authorized:

December 31, 2009: 1,500,000,000

December 31, 2010: 1,500,000,000
December 31, 2011: 1,500,000,000

2. Number of shares issued and outstanding:

December 31, 2009: 559,066,686
December 31, 2010: 741,066,686
December 31, 2011: 1,490,875,600

3. Total number of shareholders of record:

December 31, 2009: 147
December 31, 2010: 149
December 31, 2011: 148

4. Number of Preferred B Authorized:

December 31, 2009: 1,000,000
December 31, 2010: 1,000,000
December 07, 2011: 1,000,000

Item 7. The name and address of the transfer agent.

Pacific Stock Transfer Co.
4045 South Spencer St., Suite 403
Las Vegas, NV, 89119
[702-361-3033](tel:702-361-3033)
<http://www.pacificstocktransfer.com>
info@pacificstocktransfer.com

* Agency Registered under Exchange Act.

Part C

Business Information

Item 8. The nature of the issuer's business.

A. Stratton Holdings Group, Inc. is in the process of acquiring mining operations in Northern California and Sierra Leone, West Africa. The company has an overall focus in natural resources including metals mining, oil & gas, and green technology. However, gold mining is the primary focus due to current market and global outlook for Gold prices through 2013.

The Company is in the process of winding down its previous operations to focus on the mining operations.

1. The form of organization of the issuer

Stratton Holdings, Inc. is a Nevada Corporation

2. The year that the issuer (or any predecessor was organized)

1998 as BROADWAY PACIFIC ENTERPRISES, INC.

3. The issuer's fiscal year and date

December 31st

4. Whether the issuer has been in bankruptcy, receivership or any similar proceeding

The corporation has never been in bankruptcy

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

On April 13, 2011 the company spun off Marketfriends.com, but remained the largest shareholder of the new entity.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments

On August 1st 2008 The Company under previous management took out a loan from a private individual in the amount of \$43,300.00. On January 1, 2009 The Company went into default on the loan. For the period of January 31, 2009 to July 31, 2009, the company has made \$54,500.00 in payments towards that loan. As of December 15, 2011 this debt has been fully resolved.

7. Any change of control

- i. On November 18, 2011 majority voting power was transferred from Mr. Eric Stratton Racheff to the current CEO, Cedric Atkinson
- ii. On December 3rd, 2008 majority voting power was transferred from Mr. Steve Ruff & Edward Howie to, Mr. Eric Stratton Racheff

8. Any increase of 10% or more of the same class of outstanding equity securities

None

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spinoff, or reorganization

1 for 20 split. 11/13/2001.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board

None

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

None

B. Business of Issuer

1. The issuer's primary and secondary SIC codes

1040 – Gold and Silver Ores

2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations

The issuer, as of the date of this document, is in development stage on its new projects as it winds down its former business.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405

The company is currently conducting operations, and has a long-standing record of operations. Stratton Holdings, Inc. and its predecessors have never been a "Shell Company" as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

None

5. The effect of existing or probably governmental regulations on the business

The Company will be subject to the extensive regulation of its gold business operations in Sierra Leone as well as North America and other jurisdictions where it operates. There can be no assurance that additional local, state or federal statutes or regulations in California will not be enacted or that existing laws and regulations. The company will always comply with all current governmental regulations and obtain all necessary approvals and clearances with regards to its gold business in Sierra Leone and North America

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the costs of such activities are borne directly by customers

None

7. Costs and effects of compliance with environment laws (federal, state and local)

We have not yet incurred any costs with regard to environmental law compliance but expect to have such expenses in the future.

8. The number of total employees and number of fulltime employees

One

9. The nature of products or services offered

The Company is in the process of acquiring gold mining operations in Sierra Leone and northern California. The mining will not be of the typical “hard rock” mining, but will be Alluvial Mining. The company then takes the mined ore and sends it to a refiner where the gold is extracted. Much of the company’s operations are a result of strategic partnerships, joint ventures and acquisition of undervalued assets and properties.

A. Principal products or services

Metals Mining- Alluvial, Dredge and other, as well as Oil and Gas.

B. Distribution methods of the products and services

The company has a direct contact base of buyers for its products. The company’s goal is to stockpile resources so it maintains control over pricing flexibility for its buyer base.

C. Status of any publicly announced new product or service.

None

D. Competitive business conditions, the issuer’s competitive position in the industry, and methods of competition

The company will encounter significant competition in connection with all aspects of its business operations where such competitive conditions may adversely affect the Company’s revenue, profitability and ability to expand.

In the gold trading business, competition will include other seasoned and established gold buyers as well as other producers who can compete with more attractive offers.

E. Sources and availability of raw materials and the names of principal suppliers

The Company will be subject to overwhelming demand for gold and the supply of this product is very scarce. There is no assurance for the

suppliers of this product to renew our purchase contracts and the Company may not have enough new suppliers to support prevailing market demand

F. Dependence on one or a few major customers

The Company will be subject to market demand under its gold trading business and there can be no assurance of customer loyalty. However, the product is historically one of the most sought after commodity in the precious metal industry and the demand for this product has been rising significantly

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration

None

H. Need for any government approval of principal products or services and status of any requested government approvals.

None

Item 10. The nature and extent of the issuer's facilities.

The company maintains its executive offices at

161 Bay Street
27th Floor
Toronto, ON M5J2S1
Canada
o. 416.792.5555

The company pays rent of \$2,100 per month.

Item 11. The name of the chief executive officer, members of the board of directors, and well as control persons.

A. Officers and Directors

1. Cedric Atkinson, CEO

2. Business Address:

161 Bay Street
27th Floor
Toronto, ON M5J2S1
Canada

3. Five Year employment history

Self-employed last Five (5) years

4. Board memberships or other affiliations –

Cedric Atkinson is the currently the CEO for Purespectrum, a Delaware publicly traded company

5. Compensation.

There are no compensation agreements.

6. Number of shares beneficially owned

800,000 shares of preferred stock

115,119,600 shares of common stock

B. Mr. Atkinson has NOT been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Certain Relationships

None

D. Disclosure of Related Party Transactions

None

E. Conflicts of Interest

None

Item 12. Financial Information for Most Recent Fiscal Period

The Company's financial information has been separately filed with OTC Markets.

Item 13. Similar Financial Information for two preceding fiscal years

This information has been separately and previously filed with OTC Markets.

Item 14. Beneficial Owners. List of name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

- a. Cedric Atkinson, 161 Bay Street 27th Floor Toronto, ON M5J2S1
800,0000 shares of preferred stock
115,119,600 shares of common stock

Item 15. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.

- 1. Investment Banker – None
- 2. Promoters – None
- 3. Counsel

Legal Counsel –

Jonathan D. Leinwand, P.A.
20801 Biscayne Blvd.
Suite 403
Aventura 33180

- 4. Accountant or Auditor -- None
- 5. Public Relations Consultant -- None.
- 6. Investor Relations Consultant

Investment In Stock Market, Inc.
Dale Baeten
416 Ridgeway Drive
Brillion, WI 54110

Item 16. Management's Discussion and Analysis or Plan or Operation.

A/B. Financial Condition and Results of Operation

Describe the company's revenues, expenses, assets, liabilities and plans to fund the next 12 months of operations

The next 12 months of operations will be funded with direct investment in the company by its Principals, via Private Investments in the company from a 3rd Party/Parties or via private loans when reasonable, if attractive terms can be achieved.

C. Off-Balance Sheet Arrangements

None

Part E

Issuance History

Item 17. List of securities offerings and shares issued for services in the past two years.

None

Part F

Exhibits

Item 18. Material Contracts

None

Item 19 Articles of Incorporation and Bylaws

Filed with OTC MARKETS

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None

Item 21 Issuer's Certifications

I, Cedric Atkinson, CEO, certify that:

1. I have reviewed this to-date disclosure statement of Stratton Holdings.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and/or other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

DATE: January 6, 2012

/s/ Cedric Atkinson

Cedric Atkinson
CEO

STRATTON HOLDINGS, INC.