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Form 990-PF

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

OMB No 1545-0052

2008

Department of the Treasury Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 12-01-2008 and ending 11-30-2009

Check all that apply: Initial return, Final return, Amended return, Address change, Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions. Name of foundation: THE STARE FUND. A Employer identification number: 04-6026648. B Telephone number: (617) 951-7000.

H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 7,931,317. J Accounting method: Cash.

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 the instructions))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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	<b>1</b> Cash—non-interest-bearing . . . . .			
	<b>2</b> Savings and temporary cash investments . . . . .	1,081,357	49,812	49,812
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	0 <input checked="" type="checkbox"/>	3,101,032	3,562,593
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .			
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	6,721,713 <input checked="" type="checkbox"/>	4,126,222	4,318,912
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
<b>15</b> Other assets (describe ▶ _____)				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	7,803,070	7,277,066	7,931,317	
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe ▶ _____)			
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
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>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	4,109,472	7,277,066	
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
<b>29</b> Retained earnings, accumulated income, endowment, or other funds	3,693,598	0		
<b>30 Total net assets or fund balances</b> (see the instructions)	7,803,070	7,277,066		
<b>31 Total liabilities and net assets/fund balances</b> (see the instructions)	7,803,070	7,277,066		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	7,803,070
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-526,004
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	7,277,066
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	7,277,066

**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</b> See Additional Data Table			
<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> See Additional Data Table			
<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			(l) 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> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	-262,483
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the 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))
2007	438,130	8,414,628	0 052068
2006	425,703	9,282,600	0 045860
2005	378,869	8,585,970	0 044127
2004	355,618	7,972,617	0 044605
2003	186,322	7,266,807	0 025640

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 212300
<b>3</b> 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>3</b>	0 042460
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5.	<b>4</b>	7,023,090
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	298,200
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	1,711
<b>7</b> Add lines 5 and 6.	<b>7</b>	299,911
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	415,139

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 the instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total amount owed is 5,089.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

**Part VII-A Statements Regarding Activities Continued**

<p><b>11</b> 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 page 20 of the instructions)</p> <p>.....</p>	<b>11a</b>		<b>No</b>
<p><b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract? . . . . .</p>	<b>12</b>		<b>No</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .</p> <p>Web site address <b>N/A</b></p>	<b>13</b>	<b>Yes</b>	
<p><b>14</b> The books are in care of <b>ROPES GRAY LLP edward.j.joyce.e</b> Telephone no <b>(617) 951-7000</b></p> <p>Located at <b>800 boylston st 30th fl BOSTON MA</b> ZIP+4 <b>021993600</b></p>			
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . <input type="checkbox"/></p> <p>and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b></p>			

**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
<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p><b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>(6)</b> Agree to pay money or property to a government official? (<b>Exception.</b> 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</p>				
<p><b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 the instructions)? . . . . .</p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p>	<b>1b</b>			
<p><b>c</b> 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 2008? . . . . .</p>	<b>1c</b>			<b>No</b>
<p><b>2</b> 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))</p> <p><b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b></p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see the instructions ). . . . .</p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b></p>	<b>2b</b>			
<p><b>3a</b> 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</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2008 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i>) . . . . .</p>	<b>3b</b>			
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	<b>4a</b>			<b>No</b>
<p><b>b</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 2008?</p>	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If you answered "Yes" to 6b, also file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

**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 the 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
FREDRICK A STARE c/o ropes gray llp 800 boylston st BOSTON, MA 021993600	TRUSTEE 0 00	0	0	0
MARY S WILKINSON c/o ropes gray llp 800 boylston st BOSTON, MA 021993600	TRUSTEE 0 00	0	0	0
DAVID S STARE c/o ropes gray llp 800 boylston st BOSTON, MA 021993600	TRUSTEE 0 00	0	0	0
IRENE M STARE c/o ropes gray llp 800 boylston st BOSTON, MA 021993600	TRUSTEE 0 00	0	0	0

**2 Compensation of five highest-paid employees (other than those included on line 1—see the 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 the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b> THE STARE FUND MAKES GRANTS TO VARIOUS CHARITABLE ENTITIES THAT HAVE BEEN PRE-SELECTED BY THE TRUSTEES	0
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
<b>1</b>		
<b>2</b>		
All other program-related investments. See the instructions		
<b>Total</b> Add lines 1 through 3. . . . .		0

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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>	6,408,146
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	721,895
<b>c</b>	Fair market value of all other assets (see the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	7,130,041
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	7,130,041
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). . . . .	<b>4</b>	106,951
<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>	7,023,090
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	351,155

**Part XI Distributable Amount** (see page 25 of the 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>	351,155
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5. . . . .	<b>2a</b>	1,711
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,711
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	349,444
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	349,444
<b>6</b>	Deduction from distributable amount (see the instructions). . . . .	<b>6</b>	0
<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>	349,444

**Part XII Qualifying Distributions** (see page 25 of the 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>	415,139
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<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>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<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>	415,139
<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 page 26 of the instructions) . . . . .	<b>5</b>	1,711
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	413,428

**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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				349,444
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only. . . . .			406,425	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003. . . . .				
<b>b</b> From 2004. . . . .				
<b>c</b> From 2005. . . . .				
<b>d</b> From 2006. . . . .				
<b>e</b> From 2007. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	0			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>415,139</u>				
<b>a</b> Applied to 2007, but not more than line 2a			406,425	
<b>b</b> Applied to undistributed income of prior years (Election required—see the instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see the instructions). . . . .	0			
<b>d</b> Applied to 2008 distributable amount. . . . .				8,714
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2008 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see the instructions . . . . .		0		
<b>e</b> Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions . . . . .			0	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008 . . . . .				340,730
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
<b>9 Excess distributions carryover to 2008.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> From 2004. . . . .				
<b>b</b> From 2005. . . . .				
<b>c</b> From 2006. . . . .				
<b>d</b> From 2007. . . . .				
<b>e</b> From 2008. . . . .				

**Part XIV Private Operating Foundations** (see the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling. . . . .  \_\_\_\_\_

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2008</b>	<b>(b) 2007</b>	<b>(c) 2006</b>	<b>(d) 2005</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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**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

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

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

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**a** The name, address, and telephone number of the person to whom applications should be addressed

---

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

---

**c** Any submission deadlines

---

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 406,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b> 0





**Additional Data**

**Software ID:** 08000094  
**Software Version:** 2008.06000  
**EIN:** 04-6026648  
**Name:** THE STARE FUND

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
7245 SHS ISHARES MSCI EAFE INDEX	P	2008-08-20	2009-04-06
51602 684 BNY MELLON BOND FD-M	P	2009-04-30	2009-05-27
530 SHS EMERSON ELEC CO	P	2008-08-20	2009-06-22
1980 SHS NATIONAL-OILWELL INC	P	2009-01-07	2009-06-22
1590 SHS PHILIP MORRIS INTERNATIONAL	P	2009-06-22	2009-06-23
40 SHS GOOGLE INC-CL A	P	2009-06-22	2009-07-17
2650 SHS AKAMAI TECHNOLOGIES INC	P	2009-06-22	2009-08-04
60 SHS APPLE INC	P	2008-08-20	2009-08-10
1040 SHS URS CORP	P	2009-06-22	2009-08-20
2050 SHS PNC FINANCIAL SERVICES GP	P	2009-08-21	2009-08-28
162393 162 SHS BNY MELLON LARGE CAP STOCK FD-M	P	2009-05-27	2009-09-03
12 089 SHS DREYFUS/THE BOSTON COMPANY SM CAP FD	P	2009-06-24	2009-09-03
900 SHS MONSANTO CO NEW	P	2009-09-02	2009-09-10
390 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	2009-09-02	2009-09-22
1800 SHS UNION PAC CORP	P	2009-09-02	2009-09-22
980 SHS MARVELL TECHNOLOGY GROUP	P	2009-09-02	2009-09-22
2900 SHS YUM! BRANDS INC	P	2009-09-02	2009-09-24
730 SHS KOHLS CORP	P	2009-09-02	2009-09-28
9047 159 SHS BNY MELLON EMERG MKT	P	2009-08-21	2009-09-29
360 SHS KOHLS CORP	P	2009-09-02	2009-10-13
3810 SHS COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	2009-09-02	2009-11-02
1360 SHS KOHLS CORP	P	2009-09-02	2009-11-03
CLASS ACTION SETTLEMENT-ALLIANCE PREMIER GROWTH FD	D	2002-10-04	2009-08-03
1610 BANK OF AMERICA CORP	P	2007-08-22	2009-02-12
1520 SHS AT&T INC	P	2007-10-10	2009-06-22
800 SHS ADOBE SYS INC	P	2008-04-30	2009-06-22
1200 SHS APACHE CORP	P	2004-02-04	2009-06-22
2150 SHS CVS CAREMARK CORP	D	2002-10-04	2009-06-22
580 SHS CHUBB CORP	P	2007-10-10	2009-06-22
2000 SHS CISCO SYSTEMS INC	P	2005-04-13	2009-06-22

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
286,973		450,494	-163,521
651,226		641,818	9,408
17,235		24,974	-7,739
65,279		57,883	7,396
65,952		65,746	206
17,194		16,669	525
43,344		53,230	-9,886
9,954		10,531	-577
47,592		49,005	-1,413
87,666		82,844	4,822
1,083,162		950,000	133,162
210		179	31
70,645		72,678	-2,033
15,281		13,452	1,829
111,967		99,715	12,252
15,640		14,650	990
95,239		99,070	-3,831
40,090		38,157	1,933
85,858		79,705	6,153
21,459		18,740	2,719
146,779		110,589	36,190
76,447		58,675	17,772
22			22
8,630		82,778	-74,148
36,266		64,065	-27,799
22,753		30,309	-7,556
88,174		49,014	39,160
67,121		26,316	40,805
23,159		32,032	-8,873
37,424		36,490	934

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - I**

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-163,521
			9,408
			-7,739
			7,396
			206
			525
			-9,886
			-577
			-1,413
			4,822
			133,162
			31
			-2,033
			1,829
			12,252
			990
			-3,831
			1,933
			6,153
			2,719
			36,190
			17,772
			22
			-74,148
			-27,799
			-7,556
			39,160
			40,805
			-8,873
			934

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
1305 SHS COCA COLA ENTERPRISES INC	P	2007-10-10	2009-06-22
1000 SHS CONOCOPHILLIPS	P	2005-01-20	2009-06-22
590 SHS DANAHER CORP	P	2005-08-10	2009-06-22
295 SHS EMERSON ELEC CO	P	2007-10-10	2009-06-22
600 SHS EXELON CORP	P	2007-01-10	2009-06-22
1848 SHS EXXON MOBIL CORP	D	2002-10-04	2009-06-22
2100 SHS GENERAL ELECTRIC CO	D	2002-10-04	2009-06-22
400 SHS GOLDMAN SACHS GROUP INC	P	2004-01-28	2009-06-22
900 SHS HESS CORPORATION	P	2005-01-20	2009-06-22
770 SHS HOSPIRA INC	P	2007-10-10	2009-06-22
1370 SHS MEDTRONIC INC	P	2007-10-10	2009-06-22
3840 SHS MICROSOFT CORP	P	2005-01-20	2009-06-22
1340 SHS OMNICOM CORP	P	2007-01-25	2009-06-22
2560 SHS ORACLE CORPORATION	P	2007-02-08	2009-06-22
780 SHS PEPSICO INC	P	2005-02-08	2009-06-22
1400 SHS PFIZER INC	D	2002-10-04	2009-06-22
730 SHS PRAZAIR INC	P	2005-02-08	2009-06-22
1200 SHS PROCTER & GAMBLE CO	D	2002-10-04	2009-06-22
2200 SHS QUALCOM INC	P	2007-01-10	2009-06-22
990 SHS SCHERING PLOUGH CORP	P	2007-10-10	2009-06-22
550 SHS SEMPRA ENERGY	P	2007-10-10	2009-06-22
255 SHS TEXTRON INC	P	2007-10-10	2009-06-22
1720 SHS THERMO FISHER SCIENTIFIC	P	2005-11-14	2009-06-22
1900 SHS WELLS FARGO & CO	P	2005-01-20	2009-06-22
765 SHS ACCENTURE LTD CL A	P	2007-10-10	2009-06-22
300 SHS JP MORGAN CHASE & CO	P	2004-01-15	2009-08-10
25906 736 SHS DREYFUS/STANDISH FIXED INCOME FD	P	2004-03-01	2009-08-21
8917 955 SHS BNY MELLON MID CAP STOCK FD-M	P	2005-11-16	2009-09-03
3584 229 SHS DREYFUS/STANDISH INCOME FD	P	2004-01-14	2009-09-03
4368 752 SHS DREYFUS/THE BOSTON COMPANY SM CAP FD	P	2008-06-24	2009-09-03

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
22,693		32,085	-9,392
42,149		44,100	-1,951
35,735		32,538	3,197
9,593		16,016	-6,423
29,501		36,620	-7,119
129,357		61,418	67,939
24,926		51,765	-26,839
56,731		39,128	17,603
46,835		25,110	21,725
27,835		32,046	-4,211
46,045		74,103	-28,058
91,745		137,155	-45,410
42,865		69,804	-26,939
52,226		43,084	9,142
41,713		37,510	4,203
20,831		40,971	-20,140
51,398		32,667	18,731
60,370		53,250	7,120
99,423		74,040	25,383
23,156		32,044	-8,888
26,845		32,194	-5,349
2,417		16,099	-13,682
70,312		55,518	14,794
45,200		57,692	-12,492
23,959		32,012	-8,053
12,816		11,834	982
499,223		527,191	-27,968
76,159		134,304	-58,145
70,000		72,867	-2,867
75,885		65,534	10,351

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - I**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-9,392
			-1,951
			3,197
			-6,423
			-7,119
			67,939
			-26,839
			17,603
			21,725
			-4,211
			-28,058
			-45,410
			-26,939
			9,142
			4,203
			-20,140
			18,731
			7,120
			25,383
			-8,888
			-5,349
			-13,682
			14,794
			-12,492
			-8,053
			982
			-27,968
			-58,145
			-2,867
			10,351

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
17278 618 SHS BNY MELLON EMERG MKT	P	2007-12-21	2009-09-14
1878 816 SHS DREYFUS/THE BOSTON COMPANY	D	2002-10-04	2009-09-14
12027 657 SHS BNY MELLON EMERG MKT	P	2007-12-21	2009-09-29
Capital Gains Dividends	P		

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
158,963		406,656	-247,693
80,658		44,810	35,848
114,142		188,375	-74,233
127,418			127,418

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Lines i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-247,693
			35,848
			-74,233
			127,418

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ALOHA FOUNDATION INC 2968 lake morey road FAIRLEE,VT 050459400	NONE	CHARITY	UNRESTRICTED	5,000
AMERICAN COUNCIL ON SCIENCE & HEALTH 1995 broadway NEW YORK,NY 100235860	NONE	CHARITY	UNRESTRICTED	10,000
BLUE HILL SOCIETY FOR AID TO CHILDREN Inc P O box 472 BLUE HILL,ME 04614	NONE	CHARITY	UNRESTRICTED	5,000
BOSTON SYMPHONY ORCHESTRA 301 massachusetts ave BOSTON,MA 02115	NONE	CHARITY	UNRESTRICTED	7,000
COLUMBUS COMMUNITY HOSPITAL foundation 1515 Parks avenue COLUMBUS,WI 53925	NONE	CHARITY	STARE NURSING SCHOLARSHIP FUND	12,000
DUKE DIVINITY SCHOOL duke university 407 chapel drive po box 90968 DURHAM,NC 277080968	NONE	CHARITY	WILLIAM KELLON QUICK SCHOLARSHIP ENDOWMENT FD	2,000
DURHAM PUBLIC LIBRARY 7 maple avenue DURHAM,CT 064222112	NONE	CHARITY	UNRESTRICTED	5,000
FRIEND MEMORIAL public LIBRARY 1 ranch road BROOKLIN,ME 04616	NONE	CHARITY	UNRESTRICTED	5,000
GLOBAL PARTNERS FOR DEVELOPMENT 320 professional center drive suite 120 ROHNERT PARK,CA 94928	NONE	CHARITY	UNRESTRICTED	25,000
HARVARD SCHOOL OF PUBLIC HEALTH DEPT OF NUTRITION 677 huntington avenue BOSTON,MA 021156018	NONE	CHARITY	I M & F J STARE SCHOLARSHIP FUND	45,000
KISMET ROCK FOUNDATION P O Box 1744 NORTH CONWAY,NH 03860	NONE	CHARITY	UNRESTRICTED	5,000
KRCB PUBLIC RADIO 5850 labath ave ROHNERT PARK,CA 94928	NONE	CHARITY	UNRESTRICTED	5,000
LAHEY CLINIC philanthropy Office 41 mall road BURLINGTON,MA 01805	NONE	CHARITY	DR CHARLES FAGER ENDOWMENT FUND	2,000
LOWN CARDIOVASCULAR RESEARCH FOUNDATION inc 21 longwood avenue BROOKLINE,MA 02446	NONE	CHARITY	UNRESTRICTED	60,000
MALTA HOUSE OF CARE FOUNDATION inc 19 woodland st suite 37 HARTFORD,CT 06105	NONE	CHARITY	UNRESTRICTED	5,000
<b>Total . . . . .</b>			<b>3a</b>	406,500

**Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
MIDDLESEX MEMORIAL HOSPITAL 28 Crescent st MIDDLETOWN, CT 064573654	NONE	CHARITY	UNRESTRICTED	10,000
MUSEUM OF FINE ARTS boston 465 huntington ave BOSTON, MA 02115	NONE	CHARITY	UNRESTRICTED	2,500
NATICK VISITING NURSES ASSOCIATION 209 west central st NATICK, MA 01760	NONE	CHARITY	UNRESTRICTED	25,000
national MULTIPLE SCLEROSIS SOCIETY northern california chapter 1700 owens st suite 190 san francisco, CA 94158	NONE	CHARITY	UNRESTRICTED	23,500
NEWTON-WELLESLEY HOSPITAL 2014 washington st NEWTON, MA 02462	NONE	CHARITY	DR RICHARD CURTIS RESEARCH PROJECT	25,000
NORTHERN MIDDLESEX YMCA 99 UNION ST MIDDLETOWN, CT 06457	NONE	CHARITY	UNRESTRICTED	10,000
NORTHWESTERN MEMORIAL FOUNDATION 676 N saint clair st suite 415 CHICAGO, IL 60611	NONE	CHARITY	UNRESTRICTED	15,000
ODD FELLOWS PLAYHOUSE washington st MIDDLETOWN, CT 06457	NONE	CHARITY	UNRESTRICTED	10,000
PHILLIPS ACADEMY ANDOVER 180 MAIN ST ANDOVER, MA 018104166	NONE	CHARITY	ALUMNI FUND	1,000
PHILLIPS EXETER ACADEMY 20 Main St EXETER, NH 038332460	NONE	CHARITY	UNRESTRICTED	22,000
SANTA ROSA SYMPHONY ORCHESTRA ASSOCIATION development office 50 santa rosa ave SANTA ROSA, CA 95404	NONE	CHARITY	UNRESTRICTED	20,000
SOUTH PARK INN 75 main st HARTFORD, CT 06106	NONE	CHARITY	UNRESTRICTED	8,500
WELLESLEY FREE LIBRARY 530 wahington st WELLESLEY, MA 02482	NONE	CHARITY	UNRESTRICTED	4,000
WINN PARISH LIBRARY 205 west main st WINNFIELD, LA 714832718	NONE	CHARITY	UNRESTRICTED	32,000
<b>Total . . . . .</b>				<b>406,500</b>

## TY 2008 Accounting Fees Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROPES & GRAY - TAX PREP	4,930	2,958		1,972

## TY 2008 Investments Corporate Stock Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AVON PRODUCTS INC	100,755	121,588
KRAFT FOODS INC CL A	94,867	94,539
ABBOTT LABS	71,383	89,909
COVIDIEN PLC	83,849	105,345
GILEAD SCIENCES INC	96,208	94,526
TEVA PHARMACEUTICAL INDS LTD ADR	72,061	89,743
CHEVRON CORP	108,618	124,864
OCCIDENTAL PETE CORP	121,440	145,422
PLAINS EXPLORATION & PRODUCT	99,864	100,677
CATERPILLAR INC	110,343	118,532
HONEYWELL INTERNATIONAL INC	127,239	140,416
INGERSOLL-RAND PLC	104,962	121,319
MASTERCARD INC-A	145,957	159,690
AIR PRODUCTS & CHEMICALS INC	86,038	103,663
CLIFFS NATURAL RESOURCES INC	74,513	119,403
APPLE INC	185,077	230,896
GOOGLE INC-CL A	131,195	174,900
MARVELL TECHNOLOGY GROUP LTD	124,789	144,640
RESEARCH IN MOTION LIMITED	127,405	101,308
COSTCO WHOLESALE CORP NEW	77,685	80,879
JOHNSON CTLS INC	95,313	116,315
LOWES COS INC	96,853	105,779
DISNEY WALT CO NEW	125,179	134,781
ACE LIMITED	73,889	77,936
INVESCO LIMITED	98,154	117,925
JP MORGAN CHASE & CO	152,575	189,081
US BANCORP NEW	122,791	135,128
QUESTAR CORP	90,830	109,093
SOUTHWESTERN ENERGY CO	101,200	114,296

**TY 2008 Investments - Other Schedule****Name:** THE STARE FUND**EIN:** 04-6026648

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
DREYFUS/STANDISH FIXED INCOME FD	AT COST	1,984,469	2,047,809
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	AT COST	139,410	141,795
BNY MELLON EMERGING MARKETS FD	AT COST	209,206	316,691
BNY MELLON INTERNATIONAL FD	AT COST	430,000	454,667
STRATEGIC GLOBAL STOCK FUND	AT COST	350,000	374,870
BNY MELLON MID CAP STOCK FUND	AT COST	677,416	551,116
BNY MELLON SMALL CAP STOCK FUND	AT COST	160,000	155,531
DREYFUS/THE BOSTON COMPANY SMALL CAP GROWTH FD	AT COST	105,535	185,052
DREYFUS/THE BOSTON COMPANY SMALL CAP VALUE FD	AT COST	70,186	91,381

## TY 2008 Legal Fees Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROPES & GRAY - ADMIN TAX MATTERS	9,521	7,141		2,380

## TY 2008 Other Expenses Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MA PC FILING FEES	140	70		70

## TY 2008 Other Income Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	19,663		19,663

## TY 2008 Other Professional Fees Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	22,107	22,107		0
ROPES & GRAY - ACCOUNTING/BOOKKEEPING	10,543	6,326		4,217

# TY 2008 Taxes Schedule

**Name:** THE STARE FUND

**EIN:** 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX W/H	98	4,181		0
EXCISE TAX	14,060	0		0