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

2009

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 2009, or tax year beginning

, and ending

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

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	<b>Name of foundation</b> <b>ROBERT S. STARR FOUNDATION</b>		<b>A Employer identification number</b> <b>41-1974767</b>	
	<b>Number and street (or P O box number if mail is not delivered to street address)</b> <b>3800 AMERICAN BLVD. WEST</b>		<b>B Telephone number</b> <b>(952) 857-2446</b>	
<b>City or town, state, and ZIP code</b> <b>BLOOMINGTON, MN 55431</b>		<b>C If exemption application is pending, check here ► <input type="checkbox"/></b> <b>D 1. Foreign organizations, check here ► <input type="checkbox"/></b> <b>2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></b>		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></b> <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></b>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16)</b> <b>► \$ 842,328.</b> (Part I, column (d) must be on cash basis.)		
<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>
<b>Revenue</b> 1 Contributions, gifts, grants, etc., received 2 Check ► <input checked="" 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 5a Gross rents b Net rental income or (loss)		<b>14,825.</b>	<b>14,825.</b>	<b>N/A</b>
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		<b>2,903.</b>	<b>2,903.</b>	<b>STATEMENT 1</b> <b>STATEMENT 2</b>
7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss)			<b>0.</b>	
11 Other income 12 Total. Add lines 1 through 11		<b>17,728.</b>	<b>17,728.</b>	
13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees b Accounting fees c Other professional fees		<b>3,000.</b>	<b>0.</b>	<b>3,000.</b>
<b>Operating and Administrative Expenses</b> 17 <b>RECEIVED</b> 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Publications		<b>STMT 3</b> <b>1,789.</b>	<b>0.</b>	<b>1,789.</b>
23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25		<b>STMT 4</b> <b>317.</b>	<b>0.</b>	<b>317.</b>
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		<b>STMT 5</b> <b>8,356.</b>	<b>836.</b>	<b>7,520.</b>
28 Total expenses and disbursements. Add lines 24 and 25 29 Total assets. Add lines 12 and 28			<b>1,242.</b>	<b>0.</b>
30 Total assets. Add lines 12 and 28			<b>14,704.</b>	<b>836.</b>
31 Total assets. Add lines 12 and 28			<b>29,000.</b>	<b>29,000.</b>
32 Total assets. Add lines 12 and 28			<b>43,704.</b>	<b>836.</b>
33 Total assets. Add lines 12 and 28			<b>&lt;25,976.►</b>	<b>16,892.</b>
34 Total assets. Add lines 12 and 28				<b>N/A</b>

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		514,924.	488,948.	488,948.
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				
7	Other notes and loans receivable ►				
	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				
b	Investments - corporate stock	STMT 6	170,435.	170,435.	163,980.
c	Investments - corporate bonds	STMT 7	200,000.	200,000.	189,400.
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment: basis ►	909.			
	Less accumulated depreciation	STMT 8 ►	909.		
15	Other assets (describe ► )				
16	Total assets (to be completed by all filers)		885,359.	859,383.	842,328.
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				
22	Other liabilities (describe ► )				
23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
24	Unrestricted				
25	Temporarily restricted		885,359.	859,383.	
26	Permanently restricted				
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		885,359.	859,383.	
31	Total liabilities and net assets/fund balances		885,359.	859,383.	

## 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	885,359.
2	Enter amount from Part I, line 27a	2	<25,976.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	859,383.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	859,383.

**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.)
1a					
b	NONE				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3		

**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.

 Yes  No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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 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))
2008	43,133.	844,404.	.051081
2007	43,845.	884,741.	.049557
2006	43,571.	857,196.	.050830
2005	43,693.	849,916.	.051409
2004	40,403.	859,076.	.047031

2 Total of line 1, column (d)

2 .249908

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .049982

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 793,427.

5 Multiply line 4 by line 3

5 39,657.

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

6 169.

7 Add lines 5 and 6

7 39,826.

8 Enter qualifying distributions from Part XII, line 4

8 42,868.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.

Date of ruling or determination letter: \_\_\_\_\_ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 0.

8 Enter any **penalty** for underpayment of estimated tax. Check here  if Form 2220 is attached

8

9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed

9 169.

10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ►

Refunded ►

11

**Part VII-A Statements Regarding Activities**

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

1a Yes  No 

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

1b Yes  No *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*1c Yes  No 

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

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

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

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

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

2 Yes  No *If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*3 Yes  No 

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

4a Yes  No 

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b Yes  No 

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

5 Yes  No *If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 Yes  No 

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Yes  No 

7 Did the foundation have at least \$5,000 in assets at any time during the year?

*If "Yes," complete Part II, col. (c), and Part XV*

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

N/A

MNb If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*8b Yes  No 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*9 Yes  No 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*10 Yes  No 

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**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
14	Telephone no. ► (952) 857 2446	
15	► 15	N/A

**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
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	4b	X

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## 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 509(a)(1), (2), or (3), or section 4940(d)(2)?  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)?

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

 Yes  No

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

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

 Yes  No

6b

X

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

If "Yes" to 6b, file Form 8870

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

 Yes  No

N/A

7b

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

## 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.

(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
BRADLEY R. STARR 3800 AMERICAN BLVD. WEST, SUITE 1550 BLOOMINGTON, MN 55431	PRESIDENT, TREASURER 7.50	1,000.	0.	0.
ROBERT S. STARR 3800 AMERICAN BLVD. WEST, SUITE 1550 BLOOMINGTON, MN 55431	VICE PRESIDENT, SECRETARY 1.00	1,000.	0.	0.
ERICA STARR 3800 AMERICAN BLVD. WEST, SUITE 1550 BLOOMINGTON, MN 55431	DIRECTOR 1.00	1,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

**Total number of others receiving over \$50,000 for professional services**

►

0

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	288,627.
b Average of monthly cash balances	1b	516,883.
c Fair market value of all other assets	1c	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	<b>805,510.</b>
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	805,510.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,083.
<b>5 Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	793,427.
<b>6 Minimum investment return.</b> Enter 5% of line 5	6	39,671.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ►  and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	39,671.
2a Tax on investment income for 2009 from Part VI, line 5	2a	169.
b Income tax for 2009. (This does not include the tax from Part VI )	2b	
c Add lines 2a and 2b	2c	169.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	39,502.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	39,502.
6 Deduction from distributable amount (see instructions)	6	0.
<b>7 Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	39,502.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	42,868.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	42,868.
<b>5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income.</b> Enter 1% of Part I, line 27b	5	169.
<b>6 Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	42,699.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				39,502.
2 Undistributed income, if any, as of the end of 2008			35,615.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 42,868.			35,615.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				7,253.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				32,249.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

- 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
  - 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 Subtract line 2d from line 2c  
Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:  
(1) Value of all assets  
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter  
2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:  
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)  
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)  
(3) Largest amount of support from an exempt organization  
(4) Gross investment income

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

ROBERT S. STARR

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

**NONE**

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

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

- a. The name, address, and telephone number 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
<i>a Paid during the year</i> SEE ATTACHED SCHEDULE	NONE FOR ALL ON ATTACHED SCH	SEE ATTACHED	SEE ATTACHED	29,000.
<b>Total</b>				► 3a 29,000.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>				► 3b 0.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	14,825.
4 Dividends and interest from securities				14	2,903.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		17,728.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	17,728.
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**

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

- |  | Yes   | No |
|--|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| a Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
| (1) Cash   | 1a(1) | X  |
| (2) Other assets   | 1a(2) | X  |
| b Other transactions:  |       |    |
| (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
| (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
| (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
| (4) Reimbursement arrangements   | 1b(4) | X  |
| (5) Loans or loan guarantees   | 1b(5) | X  |
| (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |       |    |

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

- b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Bradley R. Starr  
Signature of officer or trustee

ormation of which preparer has any knowledge  
X 5/12/2010 → President.  
Date Title

X Bradley R. Starr		X 5/12/2010	President.
Signature of officer or trustee		Date	Title
Paid Preparer's Use Only	Preparer's signature	Date 05/03/10	Check if self- employed ► <input type="checkbox"/>
Firm's name (or yours if self-employed), address, and ZIP code	BOECKERMANN GRAFSTROM & MAYER, LLC 7900 XERXES AVENUE S., SUITE 1200 BLOOMINGTON, MN 55431-1139		
	EIN ►		
	Phone no. 952-844-2500		

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PE

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER * TOTAL 990 -PF PG 1 DEPR	092000SL	5.00	16	909.	909.	0.	909.	909.	909.	0.	0.

928102  
06-24-09

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SCHWAB	14,825.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,825.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCHWAB	2,903.	0.	2,903.
TOTAL TO FM 990-PF, PART I, LN 4	2,903.	0.	2,903.

## FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,789.	0.		1,789.
TO FORM 990-PF, PG 1, LN 16B	1,789.	0.		1,789.

## FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	317.	0.		317.
TO FORM 990-PF, PG 1, LN 18	317.	0.		317.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOCIATION FEES	1,000.	0.		1,000.
MISCELLANEOUS	224.	0.		224.
OFFICE SUPPLIES	18.	0.		18.
TO FORM 990-PF, PG 1, LN 23	1,242.	0.		1,242.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2000 SHRS HEWLETT-PACKARD STOCK	100,030.	103,020.
1000 SHRS MICROSOFT CORP STOCK	70,405.	60,960.
TOTAL TO FORM 990-PF, PART II, LINE 10B	170,435.	163,980.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
4000 SHRS CORP BACKED TR 8.2%	100,000.	89,240.
4000 SHRS GEN ELEC CAP 6.625%	100,000.	100,160.
TOTAL TO FORM 990-PF, PART II, LINE 10C	200,000.	189,400.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	909.	909.	0.
TOTAL TO FM 990-PF, PART II, LN 14	909.	909.	0.

Robert S. Starr Foundation  
2009 Grantee Information

	<u>Amount</u>	<u>Purpose</u>
Animal Humane Society 845 Meadow Lane North Minneapolis, MN 55422 501(c)(3)	\$1,000.00	General
Crossways International 7930 Computer Ave. South Minneapolis, MN 55435 501(c)(3)	\$2,000.00	General
City Life Center 2520 Park Avenue Minneapolis, MN 55403 501(c)(3)	\$3,000.00	General
Trinity First Lutheran School 1115 East 19th Street Minneapolis, MN 55404 501(c)(3)	\$3,000.00	Scholarship Program
VEAP Volunteers Enlisted to Assist People 9731 James Ave. South Bloomington, MN 55431 501(c)(3)	\$2,000.00	General
Salvation Army 2445 Prior Avenue Roseville, MN 55113 501(c)(3)	\$2,000.00	General support
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001 501(c)(3)	\$3,000.00	General
Courage Center 3915 Golden Valley Road Minneapolis, MN 55422 501(c)(3)	\$1,000.00	General

Feed My Starving Children 6750 W. Broadway Brooklyn Park, MN 55428 501(c)(3)	\$2,000.00	General
Friendship Ventures 10509 - 108th St. NW Annandale, MN 55302 501(c)(3)	\$2,000.00	General Support
Union Gospel Mission 77 - 9th Street East St. Paul, MN 55101 501(c)(3)	\$2,000.00	General
Pregnancy Choices LifeCare Center 15026 Glazier Avenue Apple Valley, MN 55124 501(c)(3)	\$1,000.00	Ultrasound equipment
Global Health Ministries 7831 Hickory St. NE Minneapolis, MN 55432 501(c)(3)	\$1,000.00	General
Camp Odayin 1316 - 4th Ave. S. Stillwater, MN 55082 501(c)(3)	\$1,000.00	General
Minnesota Teen Challenge 1619 Portland Ave. S. Minneapolis, MN 55404 501(c)(3)	\$2,000.00	General
Annex Teen Clinic 4915 - 42nd Ave. N. Robbinsdale, MN 55422 501(c)(3)	\$1,000.00	General
<b>TOTAL 2009 GRANTS</b>	<hr/> <b>\$29,000.00</b>	