



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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 12-01-2009, and ending 11-30-2010

G Check all that apply: Initial return, Initial return of a former public charity, 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. Address: ROPES GRAY 800 BOYLSTON ST, BOSTON, MA 021993600. Employer ID: 04-6026648. Telephone: (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: \$8,556,256. Accounting method: Cash.

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).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	49,812	50,063	50,063		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	3,101,032	3,111,975	3,809,215		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	4,126,222	4,120,106	4,696,978		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,277,066	7,282,144	8,556,256			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	7,277,066	7,282,144			
28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
29	Retained earnings, accumulated income, endowment, or other funds	0	0				
30	Total net assets or fund balances (see page 17 of the instructions)	7,277,066	7,282,144				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,277,066	7,282,144				

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	7,277,066
2	Enter amount from Part I, line 27a	2	5,078
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,282,144
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	7,282,144

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	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	219,212
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) (see pages 13 and 17 of the instructions) 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

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 page 18 of 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))
2008	413,428	7,023,090	0.058867
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
2	Total of line 1, column (d).		2 0.245527
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.		3 0.049105
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.		4 8,070,266
5	Multiply line 4 by line 3.		5 396,290
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,459
7	Add lines 5 and 6.		7 399,749
8	Enter qualifying distributions from Part XII, line 4.		8 340,783

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,918
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-)	2	0
3	Add lines 1 and 2.	3	6,918
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	6,918
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,917
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	8,917
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,999
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 1,999 Refunded	11	0

Part VII-A Statements Regarding Activities

	Yes	No
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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

<p>11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).</p>	11		No
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12		No
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A</p>	13	Yes	

14 The books are in care of **ROPES GRAY LLP edward j joyce e** Telephone no **(617) 951-7000**
 Located at **800 boylston st 30th fl BOSTON MA** ZIP+4 **021993600**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here
 and enter the amount of tax-exempt interest received or accrued during the year **15**

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>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) 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>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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. <input checked="" type="checkbox"/></p>	1b		
<p>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?</p>	1c		No
<p>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))</p> <p>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 20___, 20___, 20___, 20___</p> <p>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 page 20 of the instructions).</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___</p>	2b		
<p>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</p> <p>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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>)</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		No
<p>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?</p>	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) 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>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) 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 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a 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 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 "Yes" to 6b, file Form 8870.</p> <p>7a 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 If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	5b	
	6b	No
	7b	

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 page 22 of 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 page 23 of 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 page 23 of 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		
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 THE STARE FUND MAKES GRANTS TO VARIOUS CHARITABLE ENTITIES THAT HAVE BEEN PRE-SELECTED BY THE TRUSTEES	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1		
2		
All other program-related investments See page 24 of the instructions		
3		
Total. 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.)

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	8,089,056
b	Average of monthly cash balances.	1b	104,107
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,193,163
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	8,193,163
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	122,897
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,070,266
6	Minimum investment return. Enter 5% of line 5.	6	403,513

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.)

1	Minimum investment return from Part X, line 6.	1	403,513
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	6,918
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,918
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	396,595
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	396,595
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	396,595

Part XII Qualifying Distributions (see page 25 of the 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	340,783
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	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	340,783
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	340,783

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				396,595
2 Undistributed income, if any, as of the end of 2008				
a Enter amount for 2008 only.			340,730	
b Total for prior years 20___, 20___, 20___		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 ▶ \$ <u>340,783</u>				
a Applied to 2008, but not more than line 2a			340,730	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2009 distributable amount.				53
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				396,542
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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 page 27 of 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 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 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 organization had \$5,000 or more in assets at any time during the year—see page 27 of 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))

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

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 page 28 of the 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Additional Data Table				
Total				▶ 3a 337,500
b Approved for future payment				
Total				▶ 3b 0

Additional Data

Software ID: 09000028
Software Version: 2009.06000
EIN: 04-6026648
Name: THE STARE FUND

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

(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)
3430 SHS INGERSOLL-RAND PLC	P	2009-09-22	2010-10-06
ISHARES S&P GSCI COMMODITY-INDEXED TR k-1	P	2009-06-15	2009-12-31
3700 shs plains exploration & product	P	2009-09-02	2009-12-16
1870 shs marvell technology gp	P	2009-09-02	2010-01-08
104 shs mastercard inc-A	P	2009-11-02	2010-01-28
1120 SHS JP MORGAN CHASE & CO	P	2009-09-02	2010-02-05
1600 SHS ACE LIMITED	P	2009-09-02	2010-02-05
400 cliffs natural resources	P	2009-09-02	2010-02-24
41 shs mastercard inc - a	P	2009-11-02	2010-04-01
2490 shs gilead sciences inc	P	2010-01-28	2010-04-07
430 shs occidental pete corp	P	2009-09-02	2010-04-21
1600 shs chevron corp	P	2009-09-02	2010-06-18
1910 shs research in motion limited	P	2010-04-01	2010-06-21
28 shs apple inc	P	2009-08-21	2010-06-23
518 shs mastercard inc-a	P	2009-11-02	2010-06-25
1240 shs qep resources inc	P	2009-09-02	2010-07-02
770 shs teva pharmaceutical inds ltd adr	P	2009-09-02	2010-07-23
1920 shs marvell technology group	P	2009-09-02	2010-08-11
1350 shs costco wholesale corp new	P	2009-11-03	2010-08-27
390 shs halliburton co	P	2009-12-16	2010-08-27
940 shs questar corp	P	2010-07-02	2010-09-22
120 shs aflac inc	P	2010-02-05	2010-10-06
60 shs allergan inc	P	2010-04-07	2010-10-06
90 shs cognizant technology solutions corp	P	2010-06-25	2010-10-06
20 shs exxon mobil corp	P	2010-06-18	2010-10-06
17 shs google inc-cl a	P	2010-01-08	2010-10-06
90 shs halliburton co	P	2009-12-16	2010-10-06
270 shs lowes cos inc	P	2009-10-13	2010-10-06
250 shs questar corp	P	2010-07-02	2010-10-06
86 shs salesforce com	P	2010-06-21	2010-10-06

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

(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)
129,307		104,001	25,306
5			5
99,785		99,864	-79
39,629		27,954	11,675
25,798		22,895	2,903
42,774		47,734	-4,960
77,066		73,889	3,177
21,487		10,998	10,489
10,361		9,026	1,335
112,891		116,927	-4,036
36,808		31,585	5,223
120,678		108,618	12,060
113,033		138,612	-25,579
7,589		4,722	2,867
111,275		114,036	-2,761
36,553		28,156	8,397
38,371		39,375	-1,004
27,703		27,494	209
75,906		77,685	-1,779
11,016		11,719	-703
15,953		14,352	1,601
6,353		5,708	645
4,001		3,824	177
5,803		4,786	1,017
1,271		1,265	6
9,037		10,186	-1,149
3,052		2,704	348
6,059		5,813	246
4,367		3,817	550
9,226		8,310	916

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

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	
			25,306
			5
			-79
			11,675
			2,903
			-4,960
			3,177
			10,489
			1,335
			-4,036
			5,223
			12,060
			-25,579
			2,867
			-2,761
			8,397
			-1,004
			209
			-1,779
			-703
			1,601
			645
			177
			1,017
			6
			-1,149
			348
			246
			550
			916

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

(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)
160 shs southwestern energy co	P	2010-04-21	2010-10-06
60 shs time warner cable inc	P	2010-08-11	2010-10-06
280 shs cognizant technology solutions corp	P	2010-06-25	2010-10-08
32 shs google inc-cl a	P	2010-01-08	2010-10-08
172 shs salesforce com	P	2010-06-21	2010-10-08
1880 shs time warner cable inc	P	2010-08-11	2010-10-15
1660 shs allergan inc	P	2010-04-07	2010-10-18
180 shs air products & chemicals	P	2010-02-24	2010-10-29
112 shs apple inc	P	2008-08-20	2010-04-01
65 shs apple inc	P	2008-08-20	2010-06-18
48 shs apple inc	P	2008-08-20	2010-06-23
1510 shs qep resources inc	P	2009-06-22	2010-07-02
930 shs teva pharmaceutical inds ltd adr	P	2009-06-22	2010-07-23
5590 shs marvell technology group	P	2009-07-17	2010-08-11
120 shs abbott labs	P	2009-06-22	2010-10-06
40 shs air products & chemicals	P	2009-08-21	2010-10-06
27 shs apple inc	P	2009-08-21	2010-10-06
100 shs caterpillar inc	P	2009-09-22	2010-10-06
70 shs cliff natural resources	P	2009-09-10	2010-10-06
200 shs disney walt co new	P	2009-09-28	2010-10-06
330 shs honeywell international	P	2009-08-21	2010-10-06
3330 shs jp morgan chase & co	P	2009-09-02	2010-10-06
350 shs johnson ctls inc	P	2009-08-21	2010-10-06
20 shs occidental pete corp	P	2009-09-02	2010-10-06
570 shs us bancorp new	P	2009-08-28	2010-10-06
540 shs invesco limited	P	2009-09-02	2010-10-06
189 shs apple inc	P	2009-09-02	2010-10-08
2 shs google inc-cl a	P	2009-08-21	2010-10-08
4739 336 shs bny mellon intenational fund-m	P	2009-09-14	2010-10-20
1210 shs air products & chemicals	P	2009-09-02	2010-10-29

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

(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)
5,379		6,522	-1,143
3,347		3,310	37
17,844		14,890	2,954
17,063		19,174	-2,111
17,928		16,621	1,307
106,247		103,720	2,527
119,381		105,799	13,582
15,316		12,608	2,708
26,555		19,658	6,897
17,807		11,409	6,398
13,011		8,425	4,586
44,513		33,070	11,443
46,344		32,686	13,658
80,658		69,340	11,318
6,323		5,658	665
3,369		3,047	322
7,758		4,554	3,204
7,903		5,436	2,467
4,658		1,925	2,733
6,728		5,679	1,049
14,992		12,015	2,977
132,898		104,841	28,057
10,920		8,844	2,076
1,657		1,443	214
12,762		12,832	-70
11,718		10,844	874
55,375		31,757	23,618
1,066		928	138
50,711		49,194	1,517
102,959		82,991	19,968

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

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	
			-1,143
			37
			2,954
			-2,111
			1,307
			2,527
			13,582
			2,708
			6,897
			6,398
			4,586
			11,443
			13,658
			11,318
			665
			322
			3,204
			2,467
			2,733
			1,049
			2,977
			28,057
			2,076
			214
			-70
			874
			23,618
			138
			1,517
			19,968

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

(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)
130 shs cliff natural resources	P	2009-09-10	2010-11-05
260 shs disney walt co new	P	2009-09-28	2010-11-05
1655 shs ishares s&P gsci commodity-indexed	P	2009-06-15	2010-10-20

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

(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)
9,209		3,574	5,635
9,646		7,383	2,263
51,041		50,799	242

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

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	
			5,635
			2,263
			242

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
ALOHA FOUNDATION INC2968 lake morey road FAIRLEE,VT 050459400	NONE	CHARITY	UNRESTRICTED	3,000
AMERICAN COUNCIL ON SCIENCE & HEALTH1995 broadway NEW YORK,NY 100235860	NONE	CHARITY	UNRESTRICTED	7,500
BLUE HILL SOCIETY FOR AID TO CHILDREN IncP O box 472 BLUE HILL,ME 04614	NONE	CHARITY	UNRESTRICTED	4,000
BOSTON SYMPHONY ORCHESTRA 301 massachusetts ave BOSTON,MA 02115	NONE	CHARITY	UNRESTRICTED	7,000
CHICAGO JAZZ ORCHESTRA ASSOCIATION6051 NORTH MOZART STREET 3 CHICAGO,IL 606592593	NONE	chaRITY	UNRESTRICTED	20,000
COLUMBUS COMMUNITY HOSPITAL foundation1515 Parks avenue COLUMBUS,WI 53925	NONE	CHARITY	STARE NURSING SCHOLARSHIP FUND	12,000
DUKE DIVINITY SCHOOL duke university407 chapel drive po box 90968 DURHAM,NC 277080968	NONE	CHARITY	WILLIAM KELLON QUICK SCHOLARSHIP ENDOWMENT FD	2,000
DURHAM PUBLIC LIBRARY7 maple avenue DURHAM,CT 064222112	NONE	CHARITY	UNRESTRICTED	4,000
FRIEND MEMORIAL public LIBRARY1 ranch road BROOKLIN,ME 04616	NONE	CHARITY	UNRESTRICTED	4,500
GLOBAL PARTNERS FOR DEVELOPMENT320 professional center drive suite 120 ROHNERT PARK,CA 94928	NONE	CHARITY	UNRESTRICTED	20,000
HARVARD SCHOOL OF PUBLIC HEALTH DEPT OF NUTRITION677 huntington avenue BOSTON,MA 021156018	NONE	CHARITY	I M & FJ STARE SCHOLARSHIP FUND	33,000
HEALTH HORIZONS INTERNATIONAL FOUNDATION INC314 MAIN ST OAKVILLE,CT 06779	NONE	chaRITY	UNRESTRICTED	6,000
KISMET ROCK FOUNDATIONP O Box 1744 NORTH CONWAY,NH 03860	NONE	CHARITY	UNRESTRICTED	6,000
KRCB PUBLIC RADIO5850 labath ave ROHNERT PARK,CA 94928	NONE	CHARITY	UNRESTRICTED	5,000
LAHEY CLINICphilanthropy Office 41 mall road BURLINGTON,MA 01805	NONE	CHARITY	DR CHARLES FAGER ENDOWMENT FUND	2,000
Total				337,500

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
LOWN CARDIOVASCULAR RESEARCH FOUNDATION inc21 longwood avenue BROOKLINE,MA 02446	NONE	CHARITY	UNRESTRICTED	50,000
MALTA HOUSE OF CARE FOUNDATION inc19 woodland st suite 37 HARTFORD,CT 06105	NONE	CHARITY	UNRESTRICTED	5,000
MIDDLESEX MEMORIAL HOSPITAL 28 Crescent st MIDDLETOWN,CT 064573654	NONE	CHARITY	UNRESTRICTED	5,000
MUSEUM OF FINE ARTS boston465 huntington ave BOSTON,MA 02115	NONE	CHARITY	UNRESTRICTED	2,000
NATICK VISITING NURSES ASSOCIATION209 west central st NATICK,MA 01760	NONE	CHARITY	UNRESTRICTED	20,000
national MULTIPLE SCLEROSIS SOCIETY northern california chapter 1700 owens st suite 190 san francisco,CA 94158	none	CHARITY	UNRESTRICTED	20,000
NEWTON-WELLESLEY HOSPITAL 2014 washington st NEWTON,MA 02462	NONE	CHARITY	DR RICHARD CURTIS RESEARCH PROJECT	20,000
NORTHERN MIDDLESEX YMCA99 UNION ST MIDDLETOWN,CT 06457	NONE	CHARITY	UNRESTRICTED	10,000
ODD FELLOWS PLAYHOUSE washington st MIDDLETOWN,CT 06457	NONE	CHARITY	UNRESTRICTED	10,000
PHILLIPS ACADEMY ANDOVER180 MAIN ST ANDOVER,MA 018104166	NONE	CHARITY	ALUMNI FUND	2,000
SANTA ROSA SYMPHONY ORCHESTRA ASSO Ciation development office 50 santa rosa ave SANTA ROSA,CA 95404	NONE	CHARITY	UNRESTRICTED	20,000
SOUTH PARK INN75 main st HARTFORD,CT 06106	NONE	CHARITY	UNRESTRICTED	5,000
WELLESLEY FREE LIBRARY530 wahington st WELLESLEY,MA 02482	NONE	CHARITY	UNRESTRICTED	2,500
WINN PARISH LIBRARY205 west main st WINNFIELD,LA 714832718	NONE	CHARITY	UNRESTRICTED	30,000
Total				337,500

TY 2009 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	103,632	103,958
KRAFT FOODS INC CL A	108,657	120,698
ABBOTT LABS	65,725	71,160
COVIDIEN PLC	101,655	113,168
GILEAD SCIENCES INC	0	0
TEVA PHARMACEUTICAL INDS LTD ADR	0	0
CHEVRON CORP	0	0
OCCIDENTAL PETE CORP	88,412	119,030
PLAINS EXPLORATION & PRODUCT	0	0
CATERPILLAR INC	104,907	163,278
HONEYWELL INTERNATIONAL INC	115,223	165,037
INGERSOLL-RAND PLC	0	0
MASTERCARD INC-A	0	0
AIR PRODUCTS & CHEMICALS INC	0	0
CLIFFS NATURAL RESOURCES INC	58,016	144,197
APPLE INC	104,553	213,449
GOOGLE INC-CL A	130,267	165,602
MARVELL TECHNOLOGY GROUP LTD	0	0
RESEARCH IN MOTION LIMITED	0	0
COSTCO WHOLESALE CORP NEW	0	0
JOHNSON CTLS INC	86,469	143,938
LOWES COS INC	91,039	103,966
DISNEY WALT CO NEW	112,116	146,040
ACE LIMITED	0	0
INVESCO LIMITED	87,311	103,482
JP MORGAN CHASE & CO	0	0
US BANCORP NEW	109,959	119,613
QUESTAR CORP	85,637	106,636
SOUTHWESTERN ENERGY CO	130,366	123,442
ASSURED GUARNATY LTD	97,041	91,684

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AFLAC INC	100,374	108,665
BAIDU INC SPONS ADR	106,674	112,404
BAXTER INTL INC	99,660	108,752
CELANESE CORP CL A	120,138	123,210
COCA COLA CO	121,867	135,816
COGNIZANT TECHNOLOGY SOLUTIONS CORP	94,655	115,664
EXXON MOBIL CORP	131,959	143,294
HALLIBURTON CO	100,434	129,034
MORGAN STANLEY	120,066	114,228
ROVI CORP	110,475	121,926
SALESFORCE.COM	110,494	160,381
WATSON PHARMACEUTICALS INC	114,194	117,463

TY 2009 Investments - Other Schedule

Name: THE STARE FUND

EIN: 04-6026648

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DREYFUS/STANDISH FIXED INCOME FD	AT COST	2,072,365	2,236,298
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	AT COST	88,138	88,935
BNY MELLON EMERGING MARKETS FD	AT COST	211,626	358,519
BNY MELLON INTERNATIONAL FD	AT COST	380,806	387,406
STRATEGIC GLOBAL STOCK FUND (DREYFUS PREM)	AT COST	350,000	398,830
BNY MELLON MID CAP STOCK FUND	AT COST	681,170	696,922
BNY MELLON SMALL CAP STOCK FUND	AT COST	160,000	195,039
DREYFUS/THE BOSTON COMPANY SMALL CAP GROWTH FD	AT COST	105,535	226,469
DREYFUS/THE BOSTON COMPANY SMALL CAP VALUE FD	AT COST	70,466	108,560

TY 2009 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	1,722	1,722		0

TY 2009 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	70	35		35
ISHARES S&P GSCI COMMODITY- INDEXED TR k-1	0	515		0

TY 2009 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	23,438	23,438		0
ROPES & GRAY - ACCOUNTING/BOOKKEEPING	8,120	4,872		3,248

TY 2009 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	115	2,139		0