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

2011

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 2011 or tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

Name of foundation: **STARR MILLICENT C CHARITABLE TR**

Number and street (or P O box number if mail is not delivered to street address): **C/O GOULSTON & STORRS PC, 400 ATLANTIC**

City or town, state, and ZIP code: **BOSTON, MA 02110-3333**

A Employer identification number: **20-7044248**

B Telephone number: **617-482-1776**

C If exemption application is pending, check here

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

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

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

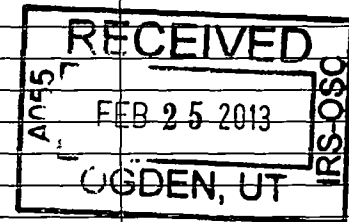
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 2,428,987.** (Part I, column (d) must be on cash basis)

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		44.	44.		STATEMENT 1
4 Dividends and interest from securities		59,797.	59,797.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		24,851.			
b Gross sales price for all assets on line 6a 430,594.					
7 Capital gain net income (from Part IV, line 2)			24,851.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		84,692.	84,692.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		14,880.	6,696.		8,184.
17 Interest					
18 Taxes STMT 4		2,367.	2,367.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		45.	10.		35.
24 Total operating and administrative expenses. Add lines 13 through 23		17,292.	9,073.		8,219.
25 Contributions, gifts, grants paid		92,152.			92,152.
26 Total expenses and disbursements. Add lines 24 and 25		109,444.	9,073.		100,371.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<24,752.>			
b Net investment income (if negative, enter -0-)			75,619.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Operating and Administrative Expenses

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	433.	465.	465.
	2 Savings and temporary cash investments	346,000.	391,000.	391,000.
	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 STMT 8	493,807.	549,980.	587,027.
	b Investments - corporate stock STMT 9	758,209.	737,841.	972,889.
	c Investments - corporate bonds STMT 10	560,350.	454,642.	477,606.
	11 Investments - land, buildings, and equipment, basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers)	2,158,799.	2,133,928.	2,428,987.	
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			
	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	2,215,953.	2,215,953.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<57,154.>	<82,025.>		
30 Total net assets or fund balances	2,158,799.	2,133,928.		
31 Total liabilities and net assets/fund balances	2,158,799.	2,133,928.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,158,799.
2 Enter amount from Part I, line 27a	2	<24,752.>
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	2,134,047.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	119.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,133,928.

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	SEE ATTACHED STATEMENTS			
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	430,594.	405,743.	24,851.	
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			24,851.	
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	24,851.
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	N/A

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 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))	
2010	135,311.	2,405,592.	.056249	
2009	113,478.	2,360,138.	.048081	
2008	117,868.	2,251,776.	.052344	
2007	95,892.	2,599,126.	.036894	
2006	31,383.	2,238,672.	.014019	
2	Total of line 1, column (d)		2	.207587
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	.041517
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	2,392,335.
5	Multiply line 4 by line 3		5	99,323.
6	Enter 1% of net investment income (1% of Part I, line 27b)		6	756.
7	Add lines 5 and 6		7	100,079.
8	Enter qualifying distributions from Part XII, line 4 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.		8	100,371.

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	756.
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	756.
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	756.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	800.	
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	800.	
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	44.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 44. Refunded <input checked="" type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?		X
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? If "No," attach explanation	X	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of GOULSTON & STORRS P C Telephone no. 617-482-1776 Located at 400 ATLANTIC AVE, BOSTON, MA ZIP+4 02110-3333
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 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
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.)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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 propoganda, 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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RONALD M DRUKER (STATEMENT 6) C/O G&S, 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 0.10	0.	0.	0.
ALLAN W ROTTENBERG C/O G&S, 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 0.10	0.	0.	0.
KIMBERLY DRUKER STOCKWELL C/O G&S, 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 0.10	0.	0.	0.
J. ROBERT CASEY C/O G&S, 400 ATLANTIC AVE BOSTON, MA 02110-3333	TRUSTEE 0.10	0.	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

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	1,988,960.
b	Average of monthly cash balances	1b	439,806.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,428,766.
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	2,428,766.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,431.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,392,335.
6	Minimum investment return. Enter 5% of line 5	6	119,617.

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	119,617.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	756.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	756.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	118,861.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	118,861.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	118,861.

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	100,371.
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	100,371.
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	5	756.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,615.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				118,861.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			92,152.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 100,371.				
a Applied to 2010, but not more than line 2a			92,152.	
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 2011 distributable amount				8,219.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	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 instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				110,642.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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. 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

- 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 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				
ABBIE GREENLEAF LIBRARY 439 MAIN STREET FRANCONIA, NH 03580	UNRELATED	PUBLIC	UNRESTRICTED	950.
BOSTON PUBLIC LIBRARY FOUNDATION 700 BOYLSTON ST BOSTON, MA 02116	UNRELATED	PUBLIC	UNRESTRICTED	500.
BOSTON SYMPHONY ORCHESTRA INC 301 MASSACHUSETTS AVE BOSTON, MA 02115	UNRELATED	PUBLIC	UNRESTRICTED	23,000.
EPIPHANY SCHOOL INC 154 CENTRE STREET DORCHESTER, MA 02124	UNRELATED	PUBLIC	UNRESTRICTED	1,000.
FIDELITY CHARITABLE GIFT FUND P O BOX 770001 CINCINNATI, OH 45277	UNRELATED	PUBLIC	UNRESTRICTED	34,652.
Total			SEE CONTINUATION SHEET(S)	92,152.
b Approved for future payment				
NONE				
Total				
				0.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF BETHLEHEM PUBLIC LIBRARY 451 DELAWARE AVE DELMAR, NY 12054	UNRELATED	PUBLIC	UNRESTRICTED	750.
FRIENDS OF THE ESPLANADE PLAY SPACE INC 116 FLANDERS RD, SUITE 2000 WESTBOROUGH, MA 01581	UNRELATED	PUBLIC	UNRESTRICTED	1,000.
MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02114	UNRELATED	PUBLIC	UNRESTRICTED	500.
NORTHEASTERN UNIVERSITY 360 HUNTINGTON AVE BOSTON, MA 02115	UNRELATED	PUBLIC	UNRESTRICTED	4,000.
PLANNED PARENTHOOD LEAGUE OF MA INC 1055 COMMONWEALTH AVE BOSTON, MA 02215	UNRELATED	PUBLIC	UNRESTRICTED	19,800.
ROSIE'S PLACE 889 HARRISON AVE BOSTON, MA 02118	UNRELATED	PUBLIC	UNRESTRICTED	1,000.
THE HOME FOR LITTLE WANDERERS INC 271 HUNTINGTON AVE, 2ND FLOOR BOSTON, MA 02115	UNRELATED	PUBLIC	UNRESTRICTED	500.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 60 E 42ND ST. SUITE 2208 NEW YORK, NY 10165-2208	UNRELATED	PUBLIC	UNRESTRICTED	4,500.
Total from continuation sheets				32,050.

STARR MILLICENT C CHARITABLE TR

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 500 GILEAD SCIENCES INC	P	03/18/04	10/11/11
b 160 STANCORP FINANCIAL CORP	P	02/16/11	10/12/11
c 185 THE ANDERSONS INC	P	VARIOUS	10/14/11
d 190 THE ANDERSONS INC	P	12/21/10	10/14/11
e 50,000 PFIZER INC SR NT DTD 03/24/09 4.45% 03/15/	P	04/07/09	12/08/11
f 455 VESTAS WIND SYSTEMS A/B ORD	P	VARIOUS	12/22/11
g 345 VESTAS WIND SYSTEMS A/B ORD	P	11/09/11	12/22/11
h 100,000 UNITED STATES TREAS NTS DTD 12/31/06 4.62	P	01/24/07	12/31/11
i 45 DEERE & CO COM	P	12/18/08	01/05/12
j 75 DEERE & CO COM	P	10/11/11	01/05/12
k 225 EXXON MOBIL CORP COM	P	03/16/04	01/12/12
l 150 3M COMPANY	P	VARIOUS	01/12/12
m 245 DEERE & CO COM	P	VARIOUS	01/31/12
n 27 APPLE COMPUTER INC COM	P	VARIOUS	01/31/12
o 490 CANADIAN NATIONAL RAILWAY CO COM	P	VARIOUS	02/01/12

(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 19,901.		8,111.	11,790.
b 4,719.		7,475.	<2,756.>
c 6,166.		7,356.	<1,190.>
d 6,332.		6,663.	<331.>
e 50,529.		51,801.	<1,272.>
f 4,751.		17,920.	<13,169.>
g 3,602.		5,110.	<1,508.>
h 100,000.		99,203.	797.
i 3,610.		1,804.	1,806.
j 6,016.		5,405.	611.
k 19,002.		9,255.	9,747.
l 12,634.		11,575.	1,059.
m 21,140.		8,870.	12,270.
n 12,266.		3,093.	9,173.
o 6,889.		3,955.	2,934.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			11,790.
b			<2,756.>
c			<1,190.>
d			<331.>
e			<1,272.>
f			<13,169.>
g			<1,508.>
h			797.
i			1,806.
j			611.
k			9,747.
l			1,059.
m			12,270.
n			9,173.
o			2,934.

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

STARR MILLICENT C CHARITABLE TR

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 400 VARIAN MEDICAL SYSTEMS INC	P	VARIOUS	04/04/12
b 130 INTEL CORP COM	P	12/15/06	04/05/12
c 11 APPLE COMPUTER INC COM	P	10/03/08	04/05/12
d 280 GROUPE DANONE ORD (FRENCH SECURITY)	P	VARIOUS	04/04/12
e 50,000 PEPSICO INC SR NT DTD 05/21/07 5.15% 05/15	P	04/07/09	05/15/12
f 700 ALLSCRIPTS HEALTHCARE SOLUTIONS INC	P	VARIOUS	05/17/12
g 1,250 ABB LTD ADR	P	VARIOUS	07/02/12
h 425 ITRON INC	P	VARIOUS	09/06/12
i			
j			
k			
l			
m			
n			
o			

(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 27,333.		16,419.	10,914.
b 3,624.		2,766.	858.
c 6,950.		1,150.	5,800.
d 19,106.		22,511.	<3,405.>
e 50,000.		53,908.	<3,908.>
f 7,593.		9,954.	<2,361.>
g 20,271.		26,829.	<6,558.>
h 18,160.		24,610.	<6,450.>
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			10,914.
b			858.
c			5,800.
d			<3,405.>
e			<3,908.>
f			<2,361.>
g			<6,558.>
h			<6,450.>
i			
j			
k			
l			
m			
n			
o			

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	24,851.
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	N/A

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

SOURCE	AMOUNT
MONEY MARKET INTEREST	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	44.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	23,288.	0.	23,288.
DOMESTIC DIVIDENDS	11,131.	0.	11,131.
FOREIGN DIVIDENDS	7,725.	0.	7,725.
MUNICIPAL BOND INTEREST	10,934.	0.	10,934.
U S TREASURY INTEREST	6,719.	0.	6,719.
TOTAL TO FM 990-PF, PART I, LN 4	59,797.	0.	59,797.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOULSTON & STORRS PC	14,880.	6,696.		8,184.
TO FORM 990-PF, PG 1, LN 16C	14,880.	6,696.		8,184.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FORM 990-PF F/Y/E 09/30/11	236.	236.		0.
FOREIGN TAXES WITHHELD	1,331.	1,331.		0.
FORM 990-PF F/Y/E 09/30/12 - ESTIMATED TAXES DUE	800.	800.		0.
TO FORM 990-PF, PG 1, LN 18	2,367.	2,367.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEE - MA FORM PC	35.	0.		35.	
ADR FEES	10.	10.		0.	
TO FORM 990-PF, PG 1, LN 23	45.	10.		35.	

FOOTNOTES

STATEMENT 6

PART I, LINE 16C: THESE FEES ARE COMPENSATION FOR BOTH (I) CHARITABLE ADMINISTRATION SERVICES (INCLUDING COMPLIANCE WITH THE DONOR'S CHARITABLE INTENT) AND (II) INVESTMENT SERVICES. THE TRUSTEES ARE DIRECTLY INVOLVED WITH THE INVESTMENT OF THE TRUST ASSETS, AND A PORTION OF THE TRUSTEES' FEE IS INTENDED TO COVER A SHARE OF THE TRUSTEES COSTS FOR INVESTMENT ADVISORY SERVICES, CUSTODY OF INVESTMENT ASSETS, BOOKKEEPING, REPORTING OF INVESTMENTS & TAX PREPARATION SERVICES. THE REMAINDER OF THE FEE COVERS THE COSTS OF ADMINISTERING THE CHARITABLE GRANTS, AND IN ASSISTING WITH CHARITABLE GRANT STRATEGIES.

PART III STATEMENT: COMPENSATION IS PAID ONLY TO THOSE CO-TRUSTEES WHO ARE PROFESSIONAL TRUSTEES, FOR TIME AND ATTENTION PAID TO THE INVESTMENTS OF THE FOUNDATION AND TO THE CHARITABLE ACTIVITIES OF THE FOUNDATION, ALL AS DESCRIBED IN STATEMENT 3 AND IN THE FIRST PARAGRAPH OF THIS

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ACCRUED INT PAID ON PUR OF BONDS IN CURRENT YR TO BE DEDUCTED IN NEXT YR	119.
TOTAL TO FORM 990-PF, PART III, LINE 5	119.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U S TREASURY BOND DTD 02/16/97 7.125% 02/15/2023	X		30,986.	38,156.
U S TREASURY NT DTD 04/30/09 2.625% 04/30/2016	X		102,562.	107,930.
CONCORD MA DTD 05/17/11 2% 05/15/2014		X	51,574.	51,325.
CONNECTICUT ST DTD 04/28/10 4.807% 04/01/2020		X	133,759.	143,643.
MASSACHUSETTS ST DTD 12/28/11 3% 12/01/2023		X	103,802.	105,272.
WASHINGTON ST DTD 08/10/10 3.64% 08/01/2019		X	127,297.	140,701.
TOTAL U.S. GOVERNMENT OBLIGATIONS			133,548.	146,086.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			416,432.	440,941.
TOTAL TO FORM 990-PF, PART II, LINE 10A			549,980.	587,027.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3M COMPANY	10,683.	13,863.
AEGION CORP	26,739.	26,824.
APPLE COMPUTER INC COM	3,344.	21,347.
APTAR GROUP INC	10,839.	23,786.
AUTOMATIC DATA PROCESSING COM	28,676.	32,263.
BOLLORE	13,115.	15,590.
CANADIAN NATIONAL RAILWAY CO COM	6,770.	22,940.
CITADEL BROADCASTING	227.	227.

CISCO SYSTEM INC COM	17,872.	19,095.
CITI NATIONAL CORP	18,962.	18,801.
CORNING INC COM	27,612.	27,615.
COVIDIEN LTD	26,252.	35,652.
CREE INC	10,277.	6,631.
CVS CORP COM	32,220.	43,578.
EMC CORP COM	17,805.	29,997.
EMERSON ELEC CO COM	21,479.	26,548.
ENCANA CORP COM	20,721.	18,632.
F5 NETWORKS	5,940.	11,510.
GASFRAC ENERGY SERVICES INC	13,039.	5,808.
GLAXOSMITHKLINE PLC SPONSORED ADR	26,720.	27,744.
HOME DEPOT INC COM	24,007.	54,333.
INTEL CORP INC	19,684.	24,241.
IPG PHOTONICS CORP	7,258.	8,022.
JOHNSON CONTROLS INC	18,574.	17,810.
JOHNSON & JOHNSON COM	26,038.	34,455.
LABORATORY CORP OF AMERICA HLDGS	19,689.	27,741.
MASTERCARD INC	17,617.	36,118.
MAXWELL TECHNOLOGIES	9,829.	6,090.
MCDERMOTT INTERNATIONAL INC	10,338.	6,110.
MONSANTO CO NEW COM	20,736.	27,306.
NESTLE S A SPONSORED ADR REPSTG REG SH	15,089.	31,549.
NOVARTIS A G ADR	32,239.	35,225.
NOVOZYMES A/S SER B ORD	11,060.	19,308.
NXP SEMICONDUCTORS NV	4,959.	6,253.
PERRIGO CO COM	7,281.	26,138.
PORTLAND GENERAL ELECTRIC	24,650.	27,040.
PROCTOR & GAMBLE CO COM	24,231.	31,212.
STRATASYS INC	8,331.	14,960.
TALISMAN ENERGY INC	3,081.	3,996.
TEVA PHARMACEUTICALS INDS LTD ADR	27,686.	25,881.
TORRAY INDUSTRIES	20,631.	23,704.
WALMART STORES INC	26,072.	36,900.
XILINX INC COM	19,469.	20,046.
TOTAL TO FORM 990-PF, PART II, LINE 10B	737,841.	972,889.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INTERNATIONAL BUSINESS MACHS SR NT DTD 04/15/08 6.5% 03/01/2013	130,000.	132,961.
NASDAQ OMX GROUP INC SR CONV NT DTD 02/15/09 2.5% 08/15/2013	124,813.	125,781.
CISCO SYS INC DTD 11/17/09 4.45% 01/15/2020	103,495.	117,362.
HEWLETT PACKARD CO GLBL NT DTD 03/03/08 4.5% 03/01/2013	96,334.	101,502.
TOTAL TO FORM 990-PF, PART II, LINE 10C	454,642.	477,606.