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Form 990-PF

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

OMB No 1545-0052

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 12-01-2011, and ending 11-30-2012

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

Name of foundation: THE STARE FUND; Employer identification number: 04-6026648; Telephone number: (617) 951-7000; City: BOSTON, MA 021993600; Accounting method: Cash

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

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

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	161,338	119,750	119,750			
	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)	2,487,423 <input checked="" type="checkbox"/>	2,573,085	3,177,612			
	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)	4,830,697 <input checked="" type="checkbox"/>	4,568,341	5,329,217			
	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)	7,479,458	7,261,176	8,626,579				
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	7,479,458	7,261,176				
	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)	7,479,458	7,261,176					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,479,458	7,261,176					

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	7,479,458
2	Enter amount from Part I, line 27a	2	-218,282
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,261,176
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	7,261,176

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	120,550
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))
2010	406,729	8,852,616	0.045944
2009	340,783	8,070,266	0.042227
2008	413,428	7,023,090	0.058867
2007	438,130	8,414,628	0.052068
2006	425,703	9,282,600	0.045860
2	Total of line 1, column (d).		2 0.244966
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 0.048993
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.		4 8,546,730
5	Multiply line 4 by line 3.		5 418,730
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,327
7	Add lines 5 and 6.		7 421,057
8	Enter qualifying distributions from Part XII, line 4.		8 427,151

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,327
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	2,327
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	2,327
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,737
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	3,737
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	1,410
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 1,410 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 2011 or the taxable year beginning in 2011 (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)

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).	11		No
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
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?	16	<input type="checkbox"/>	<input type="checkbox"/>
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country 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. <input type="checkbox"/>	1b			
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?	1c			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___				
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).	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 20___, 20___, 20___, 20___				
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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?	4b			No

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)? (see page 22 of the instructions). 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. **5b**

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).

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. **6b** **No**

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 **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 DEC'D 03132013 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	8,552,308
b	Average of monthly cash balances.	1b	124,575
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	8,676,883
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	8,676,883
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	130,153
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,546,730
6	Minimum investment return. Enter 5% of line 5.	6	427,337

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	427,337
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	2,327
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,327
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	425,010
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	425,010
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	425,010

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	427,151
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	427,151
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	2,327
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	424,824

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				425,010
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			420,196	
b Total for prior years 20___, 20___, 20___		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 ▶ \$ <u>427,151</u>				
a Applied to 2010, but not more than line 2a			420,196	
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 2011 distributable amount.				6,955
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 <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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				418,055
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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	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 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 2011, 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)

Table with 5 columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; b 85% of line 2a; c Qualifying distributions from Part XII...; d Amounts included in line 2c not used directly...; e Qualifying distributions made directly...; 3 Complete 3a, b, or c for the alternative test relied upon; a "Assets" alternative test; b "Endowment" alternative test; c "Support" alternative test.

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	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> See Additional Data Table				
Total				3a 420,196
b <i>Approved for future payment</i>				
Total				3b 0

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage...; a Transfers from the reporting foundation...; b Other transactions...; c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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...

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule. Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Signature of officer or trustee: ***** Date: 2013-06-18 Title: *****

Sign Here

Preparer's information form including: Preparer's Signature (PATRICIA L MICHAUD), Date, Check if self-employed, PTIN (P00540102), Firm's name (ROPES & GRAY LLP), Firm's address (800 BOYLSTON ST 30TH FL BOSTON, MA 021993600), Firm's EIN (04-2233412), and Phone no (617) 951-7000.

May the IRS discuss this return with the preparer shown above? See instructions [x] Yes [] No

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)
NEWFIELD EXPLORATION CO 420 SHS	P	2011-08-17	2011-12-21
NEWFIELD EXPLORATION CO 1020 SHS	P	2011-08-17	2011-12-22
DISNEY WALT CO NEW 180 SHS	P	2009-09-24	2012-01-12
LAS VEGAS SANDS CORP 150 SHS	P	2011-05-20	2012-01-12
ARCOS DORADOS HOLDINGS INC-A 580 SHS	P	2011-08-11	2012-01-12
CAMERON INTERNATIONAL CORP 96 SHS	P	2011-01-31	2012-01-13
CAMERON INTERNATIONAL CORP 244 SHS	P	2011-01-27	2012-01-13
ARCOS DORADOS HOLDINGS INC-A 1750 SHS	P	2011-08-11	2012-01-13
COVIDIEN PLC 1230 SHS	P	2009-06-22	2012-01-13
COVIDIEN PLC 80 SHS	P	2009-08-21	2012-01-13
COVIDIEN PLC 690 SHS	P	2009-09-02	2012-01-13
ARM HOLDINGS PLC-SPONS ADR 3050 SHS	P	2011-04-21	2012-01-18
ARM HOLDINGS PLC-SPONS ADR 430 SHS	P	2011-10-27	2012-01-18
ARM HOLDINGS PLC-SPONS ADR 3050 SHS	P	2011-04-21	2012-01-18
CITIGROUP INC 3275 SHS	P	2011-01-26	2012-01-27
CITIGROUP INC 207 SHS	P	2011-03-24	2012-01-27
SALESFORCE COM 178 SHS	P	2010-06-21	2012-01-30
CAMERON INTERNATIONAL CORP 530 SHS	P	2011-01-24	2012-02-10
CAMERON INTERNATIONAL CORP 520 SHS	P	2011-01-25	2012-02-10
CAMERON INTERNATIONAL CORP 11 SHS	P	2011-01-26	2012-02-10
CAMERON INTERNATIONAL CORP 125 SHS	P	2011-01-27	2012-02-10
CAMERON INTERNATIONAL CORP 124 SHS	P	2011-01-28	2012-02-10
CAMERON INTERNATIONAL CORP 250 SHS	P	2011-05-09	2012-02-10
DISNEY WALT CO NEW 360 SHS	P	2009-09-24	2012-02-10
TERDATA CORP 240 SHS	P	2011-07-27	2012-02-10
APPLE INC 29 SHS	P	2009-09-02	2012-03-01
EXXON MOBIL CORP 1050 SHS	P	2010-06-18	2012-03-09
APPLE INC 27 SHS	P	2009-09-02	2012-03-15
CELANESE CORP CL A 390 SHS	P	2010-10-29	2012-04-03
APPLE INC 10 SHS	P	2009-09-02	2012-04-17

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)
ROVI CORP 1920 SHS	P	2010-10-08	2012-04-17
ROVI CORP 20 SHS	P	2011-04-04	2010-04-17
SALESFORCE COM 102 SHS	P	2012-03-01	2012-04-17
TERDATA CORP 120 SHS	P	2011-07-27	2012-04-17
TEXAS INSTRUMENTS INC 370 SHS	P	2012-01-19	2012-04-17
LAS VEGAS SANDS CORP 220 SHS	P	2011-05-20	2012-04-19
BNY MELLON INTERNATIONAL FUND-M 2967 793 SHS	P	2009-09-14	2012-05-08
BNY MELLON INTERNATIONAL FUND-M 3611 154 SHS	P	2009-09-03	2012-05-08
AGILENT TECHNOLOGIES INC 2310 SHS	P	2010-12-08	2012-06-01
AGILENT TECHNOLOGIES INC 90 SHS	P	2010-12-09	2012-06-01
COCA COLA CO 1550 SHS	P	2010-08-27	2012-06-01
COCA COLA CO 60 SHS	P	2010-10-06	2012-06-01
TEXAS INSTRUMENTS INC 530 SHS	P	2012-01-19	2012-06-01
BAIDU INC SPONS ADR 479 SHS	P	2010-10-15	2012-06-27
BAIDU INC SPONS ADR 157 SHS	P	2012-01-30	2012-06-27
BAIDU INC SPONS ADR 114 SHS	P	2012-03-15	2012-06-27
CLIFFS NATURAL RESOURCES INC 720 SHS	P	2009-09-10	2012-06-27
CLIFFS NATURAL RESOURCES INC 250 SHS	P	2012-04-03	2012-06-27
BB&T CORPORATION 2950 SHS	P	2011-06-20	2012-07-11
BNY MELLON INTERNATIONAL FUND-M 11337 868 SHS	P	2009-09-03	2012-07-26
GILEAD SCIENCES INC 560 SHS	P	2012-01-13	2012-08-02
VALERO ENERGY CORP 750 SHS	P	2011-03-24	2012-08-15
HONEYWELL INTERNATIONAL INC 800 SHS	P	2004-01-26	2012-09-20
HONEYWELL INTERNATIONAL INC 1100 SHS	P	2009-06-22	2012-09-20
BNY MELLON INTERNATIONAL FUND-M 11616 162 SHS	P	2009-09-03	2012-09-21
MERCK & CO INC 1050 SHS	P	2012-06-01	2012-09-25
MERCK & CO INC 1540 SHS	P	2012-06-01	2012-09-26
TEXAS INSTRUMENTS INC 1280 SHS	P	2012-01-18	2012-09-27
TEXAS INSTRUMENTS INC 1290 SHS	P	2012-01-18	2012-09-27
TEXAS INSTRUMENTS INC 430 SHS	P	2012-02-10	2012-09-27

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)
VALERO ENERGY CORP 530 SHS	P	2011-03-24	2012-09-27
NOBLE CORP 2370 SHS	P	2012-02-10	2012-09-27
DREYFUS STANDISH FIXED INC I 712 968 SHS	P	2011-09-30	2012-10-02
DREYFUS STANDISH FIXED INC I 618 789 SHS	P	2011-12-29	2012-10-02
DREYFUS STANDISH FIXED INC I 611 440 SHS	P	2012-03-30	2012-10-02
DREYFUS STANDISH FIXED INC I 657 569 SHS	P	2012-06-29	2012-10-02
DREYFUS STANDISH FIXED INC I 647 318 SHS	P	2012-09-28	2012-10-02
DREYFUS STANDISH FIXED INC I 750 139 SHS	P	2010-09-30	2012-10-02
DREYFUS/THE BOSTON COMPANY 1910 22 SHS	P	2011-10-26	2012-10-02
DREYFUS/THE BOSTON COMPANY 126 053 SHS	P	2011-12-02	2012-10-02
DREYFUS/THE BOSTON COMPANY 445 527 SHS	P	2002-10-04	2012-10-02
DREYFUS/THE BOSTON COMPANY SM CAP FD 23 385 SHS	P	2010-12-17	2012-10-02
DREYFUS/THE BOSTON COMPANY SM CAP FD 2515 6780 SHS	P	2011-10-26	2012-10-02
KRAFT FOODS GROUP INC 646 6666 SHS	P	2009-06-22	2012-10-10
KRAFT FOODS GROUP INC 336 3334 SHS	P	2009-09-02	2012-10-10
KRAFT FOODS GROUP INC 3333 SHS	P	2009-09-02	2012-10-12
CAPITAL GAINS DIVIDENDS	P		

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)
15,529		22,687	-7,158
38,125		55,096	-16,971
6,927		5,030	1,897
6,672		6,309	363
10,357		13,807	-3,450
4,907		5,080	-173
12,472		12,883	-411
31,629		41,659	-10,030
55,685		43,972	11,713
3,622		3,199	423
31,238		26,679	4,559
81,766		94,050	-12,284
11,528		12,935	-1,407
15,817		20,070	-4,253
99,698		159,244	-59,546
6,301		9,207	-2,906
20,528		17,200	3,328
29,798		27,160	2,638
29,236		26,146	3,090
618		559	59
7,028		6,600	428
6,972		6,495	477
14,056		12,390	1,666
16,114		10,898	5,216
14,904		13,288	1,616
15,789		4,813	10,976
88,540		66,385	22,155
15,856		4,481	11,375
17,883		14,070	3,813
5,972		1,660	4,312

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)
57,499		95,978	-38,479
599		1,049	-450
15,806		14,771	1,035
8,305		6,644	1,661
12,084		12,523	-439
19,178		13,880	5,298
27,066		30,806	-3,740
32,934		35,714	-2,780
89,293		86,952	2,341
3,479		3,414	65
113,285		86,179	27,106
4,385		3,569	816
14,660		17,939	-3,279
53,391		47,754	5,637
17,500		20,682	-3,182
12,707		15,566	-2,859
33,900		19,797	14,103
11,771		17,564	-5,793
90,956		77,098	13,858
100,000		112,132	-12,132
32,002		25,089	6,913
21,436		21,614	-178
48,376		28,608	19,768
66,517		35,574	30,943
115,000		114,884	116
47,460		39,024	8,436
69,711		57,235	12,476
35,454		42,352	-6,898
35,731		43,662	-7,931
11,910		14,382	-2,472

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)
16,580		15,274	1,306
84,190		91,888	-7,698
16,049		15,286	763
13,929		13,298	631
13,763		13,262	501
14,802		14,447	355
14,571		14,532	39
16,886		15,820	1,066
115,454		100,000	15,454
7,619		6,633	986
26,928		10,626	16,302
599		531	68
64,401		54,062	10,339
29,994		17,287	12,707
15,600		9,926	5,674
16		10	6
30,576			30,576

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-7,158
			-16,971
			1,897
			363
			-3,450
			-173
			-411
			-10,030
			11,713
			423
			4,559
			-12,284
			-1,407
			-4,253
			-59,546
			-2,906
			3,328
			2,638
			3,090
			59
			428
			477
			1,666
			5,216
			1,616
			10,976
			22,155
			11,375
			3,813
			4,312

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-38,479
			-450
			1,035
			1,661
			-439
			5,298
			-3,740
			-2,780
			2,341
			65
			27,106
			816
			-3,279
			5,637
			-3,182
			-2,859
			14,103
			-5,793
			13,858
			-12,132
			6,913
			-178
			19,768
			30,943
			116
			8,436
			12,476
			-6,898
			-7,931
			-2,472

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	
			1,306
			-7,698
			763
			631
			501
			355
			39
			1,066
			15,454
			986
			16,302
			68
			10,339
			12,707
			5,674
			6
			30,576

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ALOHA FOUNDATION INC2968 LAKE MOREY ROAD FAIRLEE,VT 050459400	NONE	CHARITY	UNRESTRICTED	3,000
AMERICAN CANCER SOCIETY 1451 GUERNEVILLE RD SUITE 220 SANTA ROSA,CA 95403	NONE	CHARITY	UNRESTRICTED	15,000
AMERICAN COUNCIL ON SCIENCE & HEALTH1995 BROADWAY NEWYORK,NY 100235860	NONE	CHARITY	UNRESTRICTED	7,500
AMERICAN PHILHARMONIC ORCHESTAP O BOX 7438 COTATI,CA 949317438	NONE	CHARITY	UNRESTRICTED	1,500
BLUE HILL SOCIETY FOR AID TO CHILDREN INCP O BOX 472 BLUE HILL,ME 04614	NONE	CHARITY	UNRESTRICTED	5,000
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVE BOSTON,MA 02115	NONE	CHARITY	UNRESTRICTED	7,800
CHICAGO JAZZ ORCHESTRA ASSOCIATION6051 NORTH MOZART STREET 3 CHICAGO,IL 606592593	NONE	CHARITY	UNRESTRICTED	45,000
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	3,000
GLOBAL PARTNERS FOR DEVELOPMENT320 PROFESSIONAL CENTER DRIVE SUITE 120 ROHNERT PARK,CA 94928	NONE	CHARITY	UNRESTRICTED	30,000
HARVARD SCHOOL OF PUBLIC HEALTH DEPT OF NUTRITION677 HUNTINGTON AVENUE BOSTON,MA 021156018	NONE	CHARITY	I M & F J STARE SCHOLARSHIP FUND	40,000
HEALDSBURG EDUCATION FOUNDATION1028 PRINCE AVENUE HEALDSBURG,CA 95448	NONE	CHARITY	UNRESTRICTED	1,500
HEALDSBURG JAZZ FESTIVALP O BOX 266 HEALDSBURG,CA 95448	NONE	CHARITY	UNRESTRICTED	1,000
HEALTH HORIZONS INTERNATIONAL FOUNDATION INC314 MAIN ST OAKVILLE,CT 06779	NONE	CHARITY	UNRESTRICTED	13,000
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	3,500
LAHEY CLINICPHILANTHROPY OFFICE 41 MALL ROAD BURLINGTON,MA 01805	NONE	CHARITY	DR CHARLES FAGER ENDOWMENT FUND	2,000
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	12,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY600 MEMORIAL DRIVE CAMBRIDGE,MA 021394822	NONE	CHARITY	UNRESTRICTED	7,000
MIDDLESEX MEMORIAL HOSPITAL 28 CRESCENT ST MIDDLETOWN,CT 064573654	NONE	CHARITY	UNRESTRICTED	4,000
MUSEUM OF FINE ARTS BOSTON 465 HUNTINGTON AVE BOSTON,MA 02115	NONE	CHARITY	UNRESTRICTED	2,000
NATICK VISITING NURSES ASSOCIATION209 WEST CENTRAL ST NATICK,MA 01760	NONE	CHARITY	UNRESTRICTED	21,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY NORTHERN CALIFORNIA CHAPTER1700 OWENS ST SUITE 190 SAN FRANCISCO,CA 94158	NONE	CHARITY	UNRESTRICTED	15,000
NEWTON-WELLESLEY HOSPITAL 2014 WASHINGTON ST NEWTON,MA 02462	NONE	CHARITY	SILVERMAN ENDOWMENT FUND FOR CHIEF OF GASTROENTEROLOGY	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	11,000
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON ST WATERTOWN,MA 02472	NONE	CHARITY	UNRESTRICTED	10,200
PHILIPS ACADEMY180 MAIN ST ANDOVER,MA 01810	NONE	CHARITY	STARE NURSING SCHOLARSHIP FUND	3,049

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>				
RAVEN PERFORMING ARTS THEATRE115 NORTH ST HEALDSBURG, CA 95448	NONE	CHARITY	HEALDSBURG SENIOR CENTER	1,000
SANTA ROSA SYMPHONY ORCHESTRA ASSOCIATION DEVELOPMENT OFFICE 50 SANTA ROSA AVE SANTA ROSA, CA 95404	NONE	CHARITY	UNRESTRICTED	15,000
SOUTH PARK INN75 MAIN ST HARTFORD, CT 06106	NONE	CHARITY	UNRESTRICTED	6,000
ST VINCENT DE PAUL PLACE615 MAIN ST MIDDLETOWN, CT 06457	NONE	CHARITY	AMAZING FOOD PANTRY	6,000
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	33,647
Total				420,196

3a

TY 2011 Accounting Fees Schedule

Name: THE STARE FUND

EIN: 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROPES & GRAY - TAX PREPARATION SERVICES	10,157	6,094		4,063

TY 2011 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
MONDELEZ INTERNATIONAL INC (FORMERLY KRAFT FOODS INC CL A)	97,709	121,165
COVIDIEN PLC	0	0
CATERPILLAR INC	73,381	115,074
HONEYWELL INTERNATIONAL INC	0	0
CLIFFS NATURAL RESOURCES INC	0	0
APPLE INC	71,374	247,573
JOHNSON CTLS INC	61,415	80,417
DISNEY WALT CO NEW	64,897	109,252
INVESCO LIMITED	75,961	103,459
BAIDU INC SPONS ADR	0	0
CELANESE CORP CL A	74,680	84,953
COCA COLA CO	0	0
EXXON MOBIL CORP	0	0
HALLIBURTON CO	72,215	80,040
ROVI CORP	0	0
SALESFORCE.COM	71,502	117,464
WATSON PHARMACEUTICALS INC	83,868	155,778
AIGILENT TECHNOLOGIES	0	0
ARCOS DORADOS HOLDINGS INC	0	0
ARM HOLDINGS PLC-SPONS ADR	0	0
BB&T CORPORATION	0	0
CAMERON INTERNATIONAL CORP	0	0
CITIGROUP INC	0	0
DOVER CORP	95,139	89,662
EXPRESS SCRIPTS HLDG (FORMERLY EXPRESS SCRIPTS INC CL A)	92,144	103,930
LAS VEGAS SANDS CORP	77,569	86,302
METLIFE INC	100,168	101,230
NEWFIELD EXPLORATION CO	0	0
TERADATA CORP	87,129	97,547
VALERO ENERGY CORP	76,088	87,747

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARCO & CO	106,888	117,516
BROADCOM CORP	85,171	78,360
COMCAST CORP - CL A	51,736	61,744
GILEAD SCIENCES INC	66,305	111,000
EATON CORP	114,273	124,662
INTERNATIONAL BUSINESS MACHINES CORP	99,161	91,234
LOWES COS INC	79,624	106,826
MARATHON OIL CORP	94,166	102,114
PEPSICO INC	119,559	124,272
PNC FINANCIAL SERVICES GROUP	92,435	84,771
PROCTER & GAMBLE CO	77,247	90,081
SCHLUMBERGER LTD	89,620	83,795
SOUTHWESTERN ENERGY CO	104,031	103,436
TEVA PHARMACEUTICAL INDS LTD ADR	117,630	116,208

TY 2011 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	2,121,027	2,460,410
ISHARES S&P GSCI COMMODITY-INDEXED TRUST	AT COST	88,138	93,771
BNY MELLON INTERNATIONAL FD	AT COST	87,270	87,976
STRATEGIC GLOBAL STOCK FUND (DREYFUS PREM)	AT COST	354,985	467,915
BNY MELLON MID CAP STOCK FUND	AT COST	704,218	751,024
DREYFUS/THE BOSTON COMPANY SMALL CAP GROWTH FD	AT COST	94,909	229,931
DREYFUS/THE BOSTON COMPANY SMALL CAP VALUE FD	AT COST	102,239	138,993
DREYFUS US EQUITY FUND-I	AT COST	500,000	559,120
VANGUARD FTSE EMERGING MARKETS ETF	AT COST	315,513	324,356
VIRTUS EMERGING MKTS OPPOR-I	AT COST	200,042	215,721

TY 2011 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	816	816		0

TY 2011 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	730		0

TY 2011 Other Professional Fees Schedule

Name: THE STARE FUND

EIN: 04-6026648

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BNY MELLON - INVESTMENT MANAGEMENT FEES	31,564	31,564		0
ROPES & GRAY - ACCOUNTING/BOOKKEEPING	7,143	4,286		2,857

TY 2011 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	0	2,621		0
PRIOR YR EXISE TAX EXTENSION PYMT	7,000	0		0
CURRENT F/Y EXCISE TAX PAYMENTS	0	0		0