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

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

For calendar year 2012 or tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**

Name of foundation
THE STARE FUND

Number and street (or P O box number if mail is not delivered to street address) Room/suite
ROPES & GRAY, 800 BOYLSTON ST

City or town, state, and ZIP code
BOSTON, MA 02199-3600

A Employer identification number
04-6026648

B Telephone number
(617)951-7000

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, 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
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 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)
\$ 9,673,557. (Part I, column (d) must be on cash basis)

J Accounting method:
 Cash
 Accrual
 Other (specify) _____

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))		(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		4.	4.		STATEMENT 2
4 Dividends and interest from securities		192,693.	192,762.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,278,129.			STATEMENT 1
b Gross sales price for all assets on line 6a		6,892,858.			
7 Capital gain net income (from Part IV, line 2)			1,283,051.		
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		1,470,826.	1,475,817.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		2,010.	2,010.		0.
b Accounting fees		7,018.	4,211.		2,807.
c Other professional fees		36,869.	33,303.		3,566.
17 Interest					
18 Taxes		805.	1,411.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		70.	705.		70.
24 Total operating and administrative expenses. Add lines 13 through 23		46,772.	41,640.		6,443.
25 Contributions, gifts, grants paid		438,967.			438,967.
26 Total expenses and disbursements Add lines 24 and 25		485,739.	41,640.		445,410.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		985,087.			
b Net investment income (if negative, enter -0-)			1,434,177.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	119,750.	20,398.	20,398.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	2,573,085.	3,863,305.	4,472,945.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	4,568,341.	4,292,938.	5,181,212.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	7,261,176.	8,246,263.	9,673,557.	
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	7,261,176.	8,246,263.	
	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	7,261,176.	8,246,263.		
31 Total liabilities and net assets/fund balances	7,261,176.	8,246,263.		

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	7,261,176.
2 Enter amount from Part I, line 27a	2	985,087.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,246,263.
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	8,246,263.

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 STATEMENT			
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 70,930.		-4,922.	1,283,051.

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	
a			
b			
c			
d			
e			1,283,051.

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	1,283,051.
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 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))
2011	424,824.	8,546,730.	.049706
2010	406,729.	8,852,616.	.045944
2009	340,783.	8,070,266.	.042227
2008	413,428.	7,023,090.	.058867
2007	438,130.	8,414,628.	.052068

2 Total of line 1, column (d)	2	.248812
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	.049762
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,125,170.
5 Multiply line 4 by line 3	5	454,087.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,342.
7 Add lines 5 and 6	7	468,429.
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	445,410.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 7,175, which is refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and state reporting. N/A is noted for rows 4a and 4b.

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 ROPES & GRAY LLP; EDWARD J JOYCE, E Telephone no. 617-951-7000 Located at 800 BOYLSTON ST, 36TH FL, BOSTON, MA ZIP+4 02199-3600
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 2012, 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 2012?
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
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 2012 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 2012)
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 2012?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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
FREDRICK A STARE C/O ROPES & GRAY LLP 800 BOYLSTON ST BOSTON, MA 021993600	TRUSTEE 0.10	0.	0.	0.
MARY S WILKINSON C/O ROPES & GRAY LLP 800 BOYLSTON ST BOSTON, MA 021993600	TRUSTEE 0.10	0.	0.	0.
DAVID S STARE C/O ROPES & GRAY LLP 800 BOYLSTON ST BOSTON, MA 021993600	TRUSTEE 0.10	0.	0.	0.
IRENE M STARE (DEC'D 03/13/2013) 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). 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. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1: THE STARE FUND MAKES GRANTS TO VARIOUS CHARITABLE ENTITIES THAT HAVE BEEN PRE-SELECTED BY THE TRUSTEES. Expenses: 0.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1: N/A. Total: 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	9,097,922.
b	Average of monthly cash balances	1b	166,210.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,264,132.
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	9,264,132.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,962.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,125,170.
6	Minimum investment return. Enter 5% of line 5	6	456,259.

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	456,259.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,684.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,684.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	427,575.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	427,575.
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	427,575.

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	445,410.
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	445,410.
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	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	445,410.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				427,575.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			418,055.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 445,410.				
a Applied to 2011, but not more than line 2a			418,055.	
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 2012 distributable amount				27,355.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				400,220.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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 Paid during the year				
6TH STREET PLAYHOUSE 52 W 6TH STREET SANTA ROSA, CA 95401	NONE	CHARITY	UNRESTRICTED	4,000.
ALOHA FOUNDATION INC 2968 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	10,000.
AMERICAN PHILHARMONIC ORCHESTRA OF SONOMA COUNTY P O BOX 7438 COTATI, CA 94931-7438	NONE	CHARITY	UNRESTRICTED	2,000.
BLUE HILL SOCIETY FOR AID TO CHILDREN INC P O BOX 472 BLUE HILL, ME 04614	NONE	CHARITY	NICHOLS DEVELOPMENT FUND	6,000.
Total	SEE CONTINUATION SHEET(S)			438,967.
b Approved for future payment				
NONE				
Total				0.

THE STARE FUND

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 SHORT TERM GAIN FROM COVERED SALES PER ATTACHED	P	VARIOUS	VARIOUS
b LONG TERM GAIN FROM NONCOVERED SALES PER ATTACHED	P	VARIOUS	VARIOUS
c LONG TERM GAIN FROM COVERED SALES PER ATTACHED	P	VARIOUS	VARIOUS
d DISALLOWED SHORT TERM LOSS WASH SALES FROM COVERED	P	VARIOUS	VARIOUS
e LONG TERM LOSS FROM SCHEDULE K-1: ISHARES S&P GS	P	VARIOUS	VARIOUS
f CAPITAL GAINS DIVIDENDS			
g			
h			
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			195,573.
b			641,186.
c			370,440.
d		-5,038.	5,038.
e		116.	-116.
f 70,930.			70,930.
g			
h			
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			195,573.
b			641,186.
c			370,440.
d			5,038.
e			-116.
f 70,930.			70,930.
g			
h			
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	1,283,051.
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

223591
05-01-12

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
CHICAGO JAZZ ORCHESTRA ASSOCIATION 6051 NORTH MOZART STREET #3 CHICAGO, IL 60659-2593	NONE	CHARITY	UNRESTRICTED	68,167.
DUKE DIVINITY SCHOOL DUKE UNIVERSITY 407 CHAPEL DRIVE PO BOX 90968 DURHAM, NC 277080968	NONE	CHARITY	WILLIAM KELLON QUICK SCHOLARSHIP ENDOWMENT FD	2,000.
DURHAM PUBLIC LIBRARY 7 MAPLE AVENUE DURHAM, CT 064222112	NONE	CHARITY	UNRESTRICTED	4,000.
FRIEND MEMORIAL PUBLIC LIBRARY 1 REACH ROAD BROOKLIN, ME 04616	NONE	CHARITY	UNRESTRICTED	4,000.
GLOBAL PARTNERS FOR DEVELOPMENT 320 PROFESSIONAL CENTER DRIVE, SUITE 120 ROHNERT PARK, CA 94928	NONE	CHARITY	UNRESTRICTED	25,000.
HARVARD SCHOOL OF PUBLIC HEALTH, DEPT OF NUTRITION 677 HUNTINGTON AVENUE BOSTON, MA 021156018	NONE	CHARITY	I M & F J STARE SCHOLARSHIP FUND	20,000.
HEALDSBURG EDUCATION FOUNDATION 1028 PRINCE AVENUE HEALDSBURG, CA 95448	NONE	CHARITY	UNRESTRICTED	10,000.
HEALTH HORIZONS INTERNATIONAL FOUNDATION INC. 314 MAIN ST OAKVILLE, CT 06779	NONE	CHARITY	UNRESTRICTED	20,000.
KISMET ROCK FOUNDATION P O BOX 1744 NORTH CONWAY, NH 03860	NONE	CHARITY	UNRESTRICTED	6,000.
KRCB PUBLIC RADIO 5850 LABATH AVE ROHNERT PARK, CA 94928	NONE	CHARITY	UNRESTRICTED	5,000.
Total from continuation sheets				413,967.

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
LOWN CARDIOVASCULAR RESEARCH FOUNDATION INC 21 LONGWOOD AVENUE BROOKLINE, MA 02446	NONE	CHARITY	UNRESTRICTED	68,167.
MALTA HOUSE OF CARE FOUNDATION INC 19 WOODLAND ST, SUITE 37 HARTFORD, CT 06105	NONE	CHARITY	UNRESTRICTED	15,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE CAMBRIDGE, MA 02139-4822	NONE	CHARITY	UNRESTRICTED	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY, NORTHERN CALIFORNIA CHAPTER 1700 OWENS ST, SUITE 190 SAN FRANCISCO, CA 94158	NONE	CHARITY	UNRESTRICTED	15,000.
NORTHERN MIDDLESEX YMCA 99 UNION ST MIDDLETOWN, CT 06457	NONE	CHARITY	UNRESTRICTED	10,000.
NORTHWESTERN UNIVERSITY: KELLOGG SCHOOL OF MANAGEMENT 2001 SHERIDAN RD EVANSTON, IL 60208	NONE	CHARITY	UNRESTRICTED	5,000.
ODD FELLOWS PLAYHOUSE WASHINGTON ST MIDDLETOWN, CT 06457	NONE	CHARITY	UNRESTRICTED	12,000.
PHILLIPS ACADEMY 180 MAIN ST ANDOVER, MA 01810	NONE	CHARITY	STARE NURSING SCHOLARSHIP FUND	5,000.
RAVEN PERFORMING ARTS THEATRE 115 NORTH ST HEALDSBURG, CA 95448	NONE	CHARITY	HEALDSBURG SENIOR CENTER	5,000.
SANTA ROSA SYMPHONY ORCHESTRA ASSOCIATION DEVELOPMENT OFFICE, 50 SANTA ROSA AVE SANTA ROSA, CA 95404	NONE	CHARITY	UNRESTRICTED	25,000.
Total from continuation sheets				

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
SONOMA STATE UNIVERSITY 1801 E COTATI AVE ROHNERT PARK, CA 94928	NONE	CHARITY	WINE BUSINESS PROGRAM	5,000.
SOUTH PARK INN 75 MAIN ST HARTFORD, CT 06106	NONE	CHARITY	UNRESTRICTED	7,000.
ST VINCENT DE PAUL PLACE 615 MAIN ST MIDDLETOWN, CT 06457	NONE	CHARITY	AMAZING FOOD PANTRY	10,000.
UNIVERSITY OF COLORADO FOUNDATION 1800 GRANT ST, SUITE 725 DENVER, CO 80203	NONE	CHARITY	COLLEGIATE RECOVERY CENTER	12,300.
WINN PARISH LIBRARY 205 WEST MAIN ST WINNFIELD, LA 714832718	NONE	CHARITY	JOYCE LOVE ALLEN STARE CHILDREN'S ROOM	36,000.
WOODSTOCK CHRISTIAN LIFE SERVICES - HEARTHSTONE VILLAGE P O BOX 62956 CINCINNATI, OH 452620956	NONE	CHARITY	UNRESTRICTED	9,333.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
SHORT TERM GAIN FROM COVERED SALES PER ATTACHED	0.	0.	0.			195,573.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
LONG TERM GAIN FROM NONCOVERED SALES PER ATTACHED	0.	0.	0.			641,186.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
LONG TERM GAIN FROM COVERED SALES PER ATTACHED	0.	0.	0.			370,440.

THE STARE FUND

04-6026648

ACCT 2JX9 0076800
FROM 12/01/2012
TO 11/30/2013

FREDERICK A STARE, ET AL TRUSTEES
STATEMENT OF CAPITAL GAINS AND LOSSES
THE STARE FUND

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TRUST YEAR ENDING 11/30/2013

TAX PREPARER: 12
TRUST ADMINISTRATOR: 45
INVESTMENT OFFICER: 28

LEGEND: F - FEDERAL S - STATE I - INHERITED
B - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2390.0000 EATON CORP - 278058102 - MINOR = 43							
SOLD		12/03/2012	123455.45				
ACQ	2390.0000	09/20/2012	123455.45	114272.59	9182.86	ST	
380.0000 VALERO ENERGY CORP - 91913Y100 - MINOR = 43							
SOLD		12/14/2012	12655.95				
ACQ	380.0000	03/24/2011	12655.95	10950.84	1705.11	LT	
1480.0000 GILEAD SCIENCES INC - 375558103 - MINOR = 43							
SOLD		01/15/2013	114473.95				
ACQ	1480.0000	01/13/2012	114473.95	66305.48	48168.47	LT	
130.0000 SALESFORCE.COM - 79466L302 - MINOR = 43							
SOLD		02/08/2013	22098.56				
ACQ	7.0000	03/01/2012	1189.92	1013.69	176.23	ST	
ACQ	123.0000	06/21/2010	20908.64	11885.71	9022.93	LT	Y
1320.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 44							
SOLD		02/13/2013	103556.42				
ACQ	1170.0000	03/09/2012	91788.65	89620.25	2168.39	ST	
ACQ	150.0000	12/14/2012	11767.77	10359.57	1408.20	ST	
470.0000 MARATHON OIL CORP - 565849106 - MINOR = 43							
SOLD		02/20/2013	16525.58				
ACQ	470.0000	01/13/2012	16525.58	14258.58	2267.00	LT	
360.0000 VALERO ENERGY CORP - 91913Y100 - MINOR = 43							
SOLD		02/20/2013	16917.53				
ACQ	360.0000	03/24/2011	16917.53	10374.48	6543.05	LT	
550.0000 TERADATA CORP - 88076W103 - MINOR = 43							
SOLD		02/27/2013	32360.06				
ACQ	550.0000	07/27/2011	32360.06	30450.75	1909.31	LT	
1090.0000 TERADATA CORP - 88076W103 - MINOR = 43							
SOLD		02/28/2013	63281.47				
ACQ	760.0000	07/27/2011	44122.86	42077.40	2045.46	LT	
ACQ	330.0000	08/19/2011	19158.61	14600.49	4558.12	LT	
74.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		03/01/2013	31919.19				
ACQ	27.0000	09/02/2009	11646.19	4481.09	7165.10	LT	Y
ACQ	26.0000	06/01/2012	11214.85	14785.70	-3570.85	ST	
ACQ	21.0000	06/22/2009	9058.15	2957.46	6100.69	LT	Y
1770.0000 ACTAVIS INC - 00507K103 - MINOR = 43							
SOLD		03/06/2013	153738.75				
ACQ	1770.0000	10/18/2010	153738.75	83868.44	69870.31	LT	Y
3090.0000 BROADCOM CORP - 111320107 - MINOR = 43							
SOLD		03/22/2013	105896.86				
ACQ	2420.0000	09/27/2012	82935.40	85170.93	-2235.53	ST	
ACQ	670.0000	02/08/2013	22961.46	22271.07	690.39	ST	
460.0000 SOUTHWESTERN ENERGY CO - 845467109 - MINOR = 43							
SOLD		03/22/2013	17324.41				
ACQ	460.0000	09/27/2012	17324.41	16063.11	1261.30	ST	
646.0000 INTERNATIONAL BUSINESS MACHINES CORP - 459200101 - MINOR = 43							
SOLD		04/19/2013	123215.72				
ACQ	480.0000	04/17/2012	91553.48	99161.14	-7607.66	LT	
ACQ	166.0000	02/27/2013	31662.24	33277.77	-1615.53	ST	
220.0000 CST BRANDS INC - 12646R105 - MINOR = 43							
SOLD		05/03/2013	6541.22				
ACQ	136.6667	03/24/2011	4063.49	2922.94	1140.55	LT	
ACQ	83.3333	07/20/2011	2477.73	1592.90	884.83	LT	
138.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		06/18/2013	59569.63				
ACQ	138.0000	06/22/2009	59569.63	19434.72	40134.91	LT	Y
2070.0000 COMCAST CORP-CL A - 20030N101 - MINOR = 43							
SOLD		06/18/2013	83507.72				
ACQ	1660.0000	06/27/2012	66967.54	51736.06	15231.48	ST	
ACQ	410.0000	04/19/2013	16540.18	16546.17	-5.99	ST	
1930.0000 EXPRESS SCRIPTS HLDG - 30219G108 - MINOR = 43							
SOLD		06/26/2013	118758.74				
ACQ	1930.0000	11/08/2011	118758.74	92143.99	26614.75	LT	
660.0000 YAHOO INC - 984332106 - MINOR = 43							
SOLD		07/22/2013	18399.16				
ACQ	630.0000	04/19/2013	17562.83	14810.67	2752.16	ST	
ACQ	30.0000	03/22/2013	836.33	695.43	140.90	ST	
14738.3940 DREYFUS INTMED TERM INC-I - 261967301 - MINOR = 64							
SOLD		07/26/2013	200442.15				
ACQ	1684.6920	06/30/2010	22911.81	21846.55	1065.26	LT	Y
ACQ	392.2520	09/30/2010	5334.63	5197.50	137.13	LT	Y
ACQ	1815.2610	12/30/2010	24687.55	23551.14	1136.41	LT	Y
ACQ	1639.4560	03/31/2011	22296.60	21445.35	851.25	LT	Y
ACQ	1479.0290	06/30/2011	20114.79	19486.22	628.57	LT	Y
ACQ	393.3389	12/28/2012	5349.41	5590.01	-240.60	ST-W	
ACQ	804.5791	12/28/2012	10942.27	11434.42	-492.15	ST	
ACQ	1055.4000	01/16/2013	14353.44	14926.07	-572.63	ST	
ACQ	167.4640	01/31/2013	2277.51	2352.87	-75.36	ST	
ACQ	379.2020	02/28/2013	5157.15	5335.37	-178.22	ST	
ACQ	390.9350	03/28/2013	5316.72	5484.82	-168.10	ST	
ACQ	442.5300	04/30/2013	6018.41	6283.92	-265.51	ST	
ACQ	386.6180	05/31/2013	5258.00	5385.59	-127.59	ST	
ACQ	350.5890	06/28/2013	4768.01	4761.00	7.01	ST	
ACQ	3357.0480	01/14/2004	45655.85	42879.29	2776.56	LT	Y

FOUND UPDATE 08/31/13

THE STARE FUND

04-6026648

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THE STARE FUND

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TRUST YEAR ENDING 11/30/2013

TAX PREPARER: 12
TRUST ADMINISTRATOR: 45
INVESTMENT OFFICER: 28

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
420.0000 HALLIBURTON CO - 406216101 - MINOR = 43							
SOLD		07/26/2013	19308.07				
ACQ	420.0000	03/22/2013	19308.07	16680.63	2627.44	ST	
1890.0000 SANDISK CORP - 80004C101 - MINOR = 43							
SOLD		07/29/2013	104941.74				
ACQ	520.0000	06/18/2013	28872.86	32530.16	-3657.30	ST-W	
ACQ	1370.0000	06/18/2013	76068.88	85704.46	-9635.58	ST	
FOUND UPDATE 10/02/13							
68804.5330 BNY MELLON MID CAP STOCK FD-M - 05569M509 - MINOR = 59							
SOLD		07/30/2013	939869.91				
ACQ	368.4120	12/08/2005	5032.51	5073.04	-40.53	LT	Y
ACQ	3145.9730	12/08/2005	42973.99	43320.05	-346.06	LT	Y
ACQ	.4000	03/28/2006	5.46	6.01	-0.55	LT	Y
ACQ	10.6120	03/28/2006	144.96	159.40	-14.44	LT	Y
ACQ	17642.4700	11/16/2005	240996.14	265695.60	-24699.46	LT	Y
ACQ	5214.6480	12/07/2006	71232.09	68989.79	2242.30	LT	Y
ACQ	7188.7930	12/06/2007	98198.91	90506.89	7692.02	LT	Y
ACQ	40.5030	03/28/2008	553.27	441.89	111.38	LT	Y
ACQ	447.6830	12/04/2008	6115.35	2892.03	3223.32	LT	Y
ACQ	47.6840	03/27/2009	651.36	330.93	320.43	LT	Y
ACQ	26455.0260	05/27/2009	361375.65	200000.00	161375.65	LT	Y
ACQ	410.8160	12/09/2009	5611.75	3754.86	1856.89	LT	Y
ACQ	15.2940	12/09/2010	208.92	182.92	26.00	LT	Y
ACQ	2122.9830	12/08/2011	28999.95	22864.53	6135.42	LT	Y
ACQ	5693.2360	12/07/2012	77769.60	62511.73	15257.87	ST	
7720.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 63							
SOLD		07/30/2013	302779.94				
ACQ	7720.0000	10/26/2011	302779.94	315512.54	-12732.60	LT	Y
2430.0000 ADOBE SYS INC - 00724F101 - MINOR = 43							
SOLD		07/31/2013	115475.48				
ACQ	1600.0000	02/28/2013	76033.24	63706.08	12327.16	ST	
ACQ	830.0000	03/01/2013	39442.24	33015.82	6426.42	ST	
45.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		07/31/2013	20530.08				
ACQ	45.0000	06/22/2009	20530.08	6337.41	14192.67	LT	Y
2610.0000 BRISTOL MYERS SQUIBB CO - 110122108 - MINOR = 43							
SOLD		07/31/2013	112959.61				
ACQ	2610.0000	06/26/2013	112959.61	121221.19	-8261.58	ST	
1350.0000 CATERPILLAR INC - 149123101 - MINOR = 43							
SOLD		07/31/2013	112848.05				
ACQ	1350.0000	09/22/2009	112848.05	73380.73	39467.32	LT	Y
2070.0000 CELANESE CORP CL A - 150870103 - MINOR = 43							
SOLD		07/31/2013	99471.50				
ACQ	2070.0000	10/29/2010	99471.50	74680.42	24791.08	LT	Y
1580.0000 CITRIX SYS INC - 177376100 - MINOR = 43							
SOLD		07/31/2013	111366.10				
ACQ	1580.0000	07/29/2013	111366.10	108344.39	3021.71	ST	
1340.0000 DISNEY WALT CO NEW - 254687106 - MINOR = 43							
SOLD		07/31/2013	86448.73				
ACQ	240.0000	04/19/2012	15483.35	10125.60	5357.75	LT	
ACQ	1100.0000	09/24/2009	70965.38	30738.84	40226.54	LT	Y
1410.0000 DOVER CORP - 260003108 - MINOR = 43							
SOLD		07/31/2013	120689.25				
ACQ	1410.0000	02/14/2011	120689.25	95139.32	25549.93	LT	
3050.0000 GLAXO SMITHKLINE SPONSORED ADR - 37733W105 - MINOR = 44							
SOLD		07/31/2013	156032.23				
ACQ	3050.0000	03/06/2013	156032.23	136212.39	19819.84	ST	
66.0000 GOOGLE INC-CL A - 38259P508 - MINOR = 43							
SOLD		07/31/2013	59013.01				
ACQ	30.0000	06/18/2013	26824.10	26759.17	64.93	ST	
ACQ	36.0000	04/19/2013	32188.91	28343.85	3845.06	ST	
2410.0000 HALLIBURTON CO - 406216101 - MINOR = 43							
SOLD		07/31/2013	109232.80				
ACQ	1350.0000	12/16/2009	61188.50	40565.34	20623.16	LT	Y
ACQ	620.0000	06/18/2010	28101.38	16598.76	11502.62	LT	Y
ACQ	430.0000	10/26/2011	19489.67	15051.08	4438.59	LT	
ACQ	10.0000	03/22/2013	453.25	397.16	56.09	ST	
2920.0000 JOHNSON CTLS INC - 478366107 - MINOR = 43							
SOLD		07/31/2013	118040.70				
ACQ	2350.0000	06/22/2009	94998.51	47752.00	47246.51	LT	Y
ACQ	570.0000	09/02/2009	23042.19	13663.24	9378.95	LT	Y
1700.0000 LAS VEGAS SANDS CORP - 517834107 - MINOR = 43							
SOLD		07/31/2013	95341.65				
ACQ	1440.0000	05/20/2011	80759.99	60568.85	20191.14	LT	
ACQ	260.0000	08/11/2011	14581.66	10780.77	3800.89	LT	
2960.0000 LOWES COS INC - 548661107 - MINOR = 43							
SOLD		07/31/2013	130657.16				
ACQ	930.0000	01/12/2012	41051.07	24425.33	16625.74	LT	
ACQ	1180.0000	01/13/2012	52086.30	30980.78	21105.52	LT	
ACQ	610.0000	02/10/2012	26925.97	16552.84	10373.13	LT	
ACQ	240.0000	04/19/2012	10593.82	7664.81	2929.01	LT	
2840.0000 MARATHON OIL CORP - 565849106 - MINOR = 43							
SOLD		07/31/2013	103720.95				
ACQ	570.0000	12/21/2011	20817.23	15856.55	4960.68	LT	
ACQ	1390.0000	12/22/2011	50764.83	39562.18	11202.65	LT	
ACQ	100.0000	01/13/2012	3652.15	3033.74	618.41	LT	
ACQ	780.0000	08/15/2012	28486.74	21454.76	7031.98	ST	

THE STARE FUND

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TRUST YEAR ENDING 11/30/2013

TAX PREPARER: 12
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INVESTMENT OFFICER: 28

LEGEND: P - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
3600.0000 METLIFE INC - 59156R108 - MINOR = 43							
SOLD		07/31/2013	173978.85				
ACQ	2630.0000	09/15/2011	127101.22	85288.01	41813.21	LT	
	420.0000	01/27/2012	20297.53	14879.68	5417.85	LT	
	550.0000	02/20/2013	26580.10	20042.22	6537.88	ST	
4440.0000 MONDELEZ INTERNATIONAL INC - 609207105 - MINOR = 43							
SOLD		07/31/2013	138086.03				
ACQ	1010.0000	09/02/2009	31411.46	18384.45	13027.01	LT	Y
	1730.0000	10/10/2012	53803.79	47335.40	6468.39	ST	
	1700.0000	06/22/2009	52870.78	28031.30	24839.48	LT	Y
1500.0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 43							
SOLD		07/31/2013	103775.84				
ACQ	1500.0000	02/13/2013	103775.84	103291.05	484.79	ST	
1720.0000 PNC FINANCIAL SERVICES GROUP - 693475105 - MINOR = 43							
SOLD		07/31/2013	131067.91				
ACQ	1510.0000	07/11/2012	115065.43	92434.80	22630.63	LT	
	210.0000	02/20/2013	16002.48	13347.92	2654.56	ST	
1050.0000 PEPSICO INC - 713448108 - MINOR = 43							
SOLD		07/31/2013	88918.54				
ACQ	1050.0000	06/01/2012	88918.54	70925.09	17993.45	LT	
280.0000 PROCTER & GAMBLE CO - 7427718109 - MINOR = 43							
SOLD		07/31/2013	22506.60				
ACQ	280.0000	06/27/2012	22506.60	16766.76	5739.84	LT	
2910.0000 SALESFORCE.COM - 79466L302 - MINOR = 43							
SOLD		07/31/2013	127535.81				
ACQ	1620.0000	06/21/2010	70999.32	39135.88	31863.44	LT	Y
	840.0000	06/23/2010	36814.46	19466.52	17347.94	LT	Y
	450.0000	07/22/2013	19722.03	19017.32	704.71	ST	
1170.0000 SHIRE PLC SPONS ADR - 82481R106 - MINOR = 44							
SOLD		07/31/2013	128513.02				
ACQ	50.0000	01/15/2013	5492.01	4913.65	578.36	ST	
	1120.0000	01/16/2013	123021.01	111743.18	11277.83	ST	
2520.0000 SOUTHWESTERN ENERGY CO - 845467109 - MINOR = 43							
SOLD		07/31/2013	97778.58				
ACQ	1010.0000	09/27/2012	39189.03	35269.00	3920.03	ST	
	1510.0000	09/28/2012	58589.55	52699.15	5890.40	ST	
3320.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 44							
SOLD		07/31/2013	131114.15				
ACQ	890.0000	09/25/2012	35148.07	36493.74	-1345.67	ST	
	1990.0000	09/26/2012	78589.51	81136.08	-2546.57	ST	
	440.0000	03/06/2013	17376.57	17377.01	-0.44	ST	
1740.0000 VALERO ENERGY CORP - 91913Y100 - MINOR = 43							
SOLD		07/31/2013	61615.81				
ACQ	170.0000	05/03/2013	6019.94	6453.22	-433.28	ST	
	520.0000	07/26/2013	18413.92	18821.09	-407.17	ST	
	1050.0000	03/24/2011	37181.95	27763.71	9418.24	LT	
2850.0000 WELLS FARGO & CO - 949746101 - MINOR = 43							
SOLD		07/31/2013	123872.52				
ACQ	420.0000	08/02/2012	18254.90	14030.81	4224.09	ST	
	2430.0000	01/27/2012	105617.62	71860.94	33756.68	LT	
4630.0000 YAHOO INC - 984332106 - MINOR = 43							
SOLD		07/31/2013	128637.22				
ACQ	4630.0000	03/22/2013	128637.22	107328.03	21309.19	ST	
2390.0000 EATON CORP PLC - G29183103 - MINOR = 54							
SOLD		07/31/2013	164279.77				
ACQ	2390.0000	12/03/2012	164279.77	123455.45	40824.32	ST	
4140.0000 INVESCO LIMITED - G491BT108 - MINOR = 54							
SOLD		07/31/2013	133419.94				
ACQ	2900.0000	06/22/2009	93458.41	50025.00	43433.41	LT	Y
	580.0000	08/21/2009	18691.68	11598.96	7092.72	LT	Y
	660.0000	08/02/2012	21269.85	14337.05	6932.80	ST	
7.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		08/27/2013	3496.36				
ACQ	7.0000	06/22/2009	3496.36	985.82	2510.54	LT	Y
167.0000 CF INDUSTRIES HOLDINGS INC - 125269100 - MINOR = 43							
SOLD		08/27/2013	32607.92				
ACQ	167.0000	07/31/2013	32607.92	32746.68	-138.76	ST	
110.0000 CAMERON INTERNATIONAL CORP - 13342B105 - MINOR = 43							
SOLD		08/27/2013	6177.35				
ACQ	110.0000	07/31/2013	6177.35	6420.48	-243.13	ST	
290.0000 CISCO SYSTEMS INC - 17275R102 - MINOR = 43							
SOLD		08/27/2013	6839.39				
ACQ	290.0000	07/31/2013	6839.39	7475.59	-636.20	ST	
110.0000 DTE ENERGY CO - 233331107 - MINOR = 43							
SOLD		08/27/2013	7386.46				
ACQ	110.0000	07/31/2013	7386.46	7781.18	-394.72	ST	
280.0000 EMC CORP MASS - 268648102 - MINOR = 43							
SOLD		08/27/2013	7236.36				
ACQ	280.0000	07/31/2013	7236.36	7366.21	-129.85	ST	
110.0000 EDWARDS LIFESCIENCES CORP - 28176R108 - MINOR = 43							
SOLD		08/27/2013	7890.70				
ACQ	110.0000	07/31/2013	7890.70	7765.78	124.92	ST	
80.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 43							
SOLD		08/27/2013	6965.81				
ACQ	80.0000	07/31/2013	6965.81	7516.64	-550.83	ST	

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72.0000 FEDEX CORPORATION - 31428X106 - MINOR = 43							
SOLD		08/27/2013	7878.12				
ACQ	72.0000	07/31/2013	7878.12	7498.65	379.47	ST	
140.0000 FIRST SOLAR INC - 336433107 - MINOR = 43							
SOLD		08/27/2013	5215.25				
ACQ	140.0000	07/31/2013	5215.25	6781.31	-1566.06	ST	
250.0000 FLUOR CORP - 343412102 - MINOR = 43							
SOLD		08/27/2013	16352.84				
ACQ	250.0000	07/31/2013	16352.84	15744.03	608.81	ST	
110.0000 INGREDION INC - 457187102 - MINOR = 43							
SOLD		08/27/2013	6786.06				
ACQ	110.0000	07/31/2013	6786.06	7212.48	-426.42	ST	
7.0000 MASTERCARD INC-A - 57636Q104 - MINOR = 43							
SOLD		08/27/2013	4259.00				
ACQ	7.0000	07/31/2013	4259.00	4352.93	-93.93	ST	
21.0000 METTLER-TOLEDO INTERNATIONAL INC - 592688105 - MINOR = 43							
SOLD		08/27/2013	4736.06				
ACQ	21.0000	07/31/2013	4736.06	4665.53	70.53	ST	
60.0000 T ROWE PRICE GROUP INC - 74144T108 - MINOR = 43							
SOLD		08/27/2013	4244.01				
ACQ	60.0000	07/31/2013	4244.01	4507.13	-263.12	ST	
110.0000 QUALCOMM INC - 747525103 - MINOR = 43							
SOLD		08/27/2013	7298.03				
ACQ	110.0000	07/31/2013	7298.03	7121.16	176.87	ST	
110.0000 RELIANCE STEEL & ALUMINUM CO - 759509102 - MINOR = 43							
SOLD		08/27/2013	7542.08				
ACQ	110.0000	07/31/2013	7542.08	7731.67	-189.59	ST	
470.0000 AMEREN CORP - 023608102 - MINOR = 43							
SOLD		09/27/2013	16462.21				
ACQ	470.0000	07/31/2013	16462.21	16966.01	-503.80	ST	
480.0000 EMERSON ELEC CO - 291011104 - MINOR = 43							
SOLD		09/27/2013	31178.23				
ACQ	480.0000	07/31/2013	31178.23	29298.19	1880.04	ST	
30.0000 JP MORGAN CHASE & CO - 46625H100 - MINOR = 43							
SOLD		09/27/2013	1561.81				
ACQ	30.0000	07/31/2013	1561.81	1672.46	-110.65	ST	
240.0000 MONDELEZ INTERNATIONAL INC - 609207105 - MINOR = 43							
SOLD		09/27/2013	7650.99				
ACQ	240.0000	06/22/2009	7650.99	3957.36	3693.63	LT	Y
410.0000 WOODYS CORP - 615369105 - MINOR = 43							
SOLD		09/27/2013	28702.94				
ACQ	410.0000	07/31/2013	28702.94	27448.64	1254.30	ST	
40.0000 MYLAN INC - 628530107 - MINOR = 43							
SOLD		09/27/2013	1538.13				
ACQ	40.0000	07/31/2013	1538.13	1340.12	198.01	ST	
180.0000 RESMED INC - 761152107 - MINOR = 43							
SOLD		09/27/2013	9442.99				
ACQ	180.0000	07/31/2013	9442.99	8433.25	1009.74	ST	
260.0000 TENET HEALTHCARE CORP - 88033G407 - MINOR = 43							
SOLD		09/27/2013	10476.30				
ACQ	9.9989	07/31/2013	402.89	446.53	-43.64	ST-W	
	250.0011	07/31/2013	10073.41	11164.53	-1091.12	ST	
FOUND UPDATE 11/01/13							
210.0000 TESORO CORPORATION - 881609101 - MINOR = 43							
SOLD		09/27/2013	9424.59				
ACQ	210.0000	07/31/2013	9424.59	11694.48	-2269.89	ST	
510.0000 VERISIGN INC - 92343E102 - MINOR = 43							
SOLD		09/27/2013	26114.55				
ACQ	510.0000	07/31/2013	26114.55	24285.13	1829.42	ST	
23.0000 WYNN RESORTS LTD - 983134107 - MINOR = 43							
SOLD		09/27/2013	3628.77				
ACQ	23.0000	07/31/2013	3628.77	3089.76	539.01	ST	
10.0000 AGCO CORP - 001084102 - MINOR = 43							
SOLD		10/17/2013	624.15				
ACQ	10.0000	08/27/2013	624.15	577.03	47.12	ST	
70.0000 AT&T INC - 00206R102 - MINOR = 43							
SOLD		10/17/2013	2396.19				
ACQ	70.0000	07/31/2013	2396.19	2478.72	-82.53	ST	
40.0000 ABBOTT LABS - 002824100 - MINOR = 43							
SOLD		10/17/2013	1444.45				
ACQ	20.0057	07/31/2013	722.43	739.92	-17.49	ST-W	
	19.9943	07/31/2013	722.02	739.50	-17.48	ST	
FOUND UPDATE 11/01/13							
20.0000 ABBVIE INC - 00287Y109 - MINOR = 43							
SOLD		10/17/2013	939.82				
ACQ	20.0000	07/31/2013	939.82	909.36	30.46	ST	
40.0000 ABCOM TECHNOLOGY CORP - 00766T100 - MINOR = 43							
SOLD		10/17/2013	1261.85				
ACQ	40.0000	07/31/2013	1261.85	1348.94	-87.09	ST	
10.0000 ALLERGAN INC - 018490102 - MINOR = 43							
SOLD		10/17/2013	898.90				
ACQ	10.0000	07/31/2013	898.90	923.88	-24.98	ST	
40.0000 ALTRIA GROUP INC - 02209S103 - MINOR = 43							
SOLD		10/17/2013	1431.25				
ACQ	40.0000	07/31/2013	1431.25	1417.18	14.07	ST	

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10.0000 AMERISOURCEBERGEN CORP - 03073E105 - MINOR = 43							
SOLD		10/17/2013	636.70				
ACQ	10.0000	08/27/2013	636.70	567.03	69.67	ST	
13.0000 AMGEN INC - 031162100 - MINOR = 43							
SOLD		10/17/2013	1487.98				
ACQ	13.0000	07/31/2013	1487.98	1398.76	89.22	ST	
10.0000 ANADARKO PETE CORP - 032511107 - MINOR = 43							
SOLD		10/17/2013	973.10				
ACQ	10.0000	07/31/2013	973.10	894.68	78.42	ST	
5.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		10/17/2013	2515.61				
ACQ	5.0000	06/22/2009	2515.61	704.16	1811.45	LT	Y
150.0000 BANK OF AMERICA CORP - 060505104 - MINOR = 43							
SOLD		10/17/2013	2173.76				
ACQ	150.0000	07/31/2013	2173.76	2200.20	-26.44	ST	
22.0000 BERKSHIRE HATHAWAY INC-CL B - 084670702 - MINOR = 43							
SOLD		10/17/2013	2557.27				
ACQ	22.0000	07/31/2013	2557.27	2561.85	-4.58	ST	
10.0000 CBS CORP CL B - 124857202 - MINOR = 43							
SOLD		10/17/2013	575.90				
ACQ	10.0000	07/31/2013	575.90	527.98	47.92	ST	
10.0000 CSX CORP - 126408103 - MINOR = 43							
SOLD		10/17/2013	254.24				
ACQ	10.0000	07/31/2013	254.24	248.68	5.56	ST	
30.0000 CVS CAREMARK CORP - 126650100 - MINOR = 43							
SOLD		10/17/2013	1765.82				
ACQ	30.0000	07/31/2013	1765.82	1827.78	-61.96	ST	
9.0000 CELGENE CORP - 151020104 - MINOR = 43							
SOLD		10/17/2013	1421.18				
ACQ	9.0000	07/31/2013	1421.18	1314.88	106.30	ST	
10.0000 CENTURYLINK INC - 156700106 - MINOR = 43							
SOLD		10/17/2013	328.61				
ACQ	10.0000	09/27/2013	328.61	318.98	9.63	ST	
50.0000 CHESAPEAKE ENERGY CORP - 165167107 - MINOR = 43							
SOLD		10/17/2013	1369.70				
ACQ	50.0000	07/31/2013	1369.70	1161.79	207.91	ST	
5.0000 CHEVRON CORP - 166764100 - MINOR = 43							
SOLD		10/17/2013	596.44				
ACQ	5.0000	07/31/2013	596.44	629.79	-33.35	ST	
10.0000 CITIGROUP INC - 172967424 - MINOR = 43							
SOLD		10/17/2013	505.54				
ACQ	10.0000	07/31/2013	505.54	520.56	-15.02	ST	
10.0000 COCA COLA CO - 191216100 - MINOR = 43							
SOLD		10/17/2013	381.51				
ACQ	10.0000	07/31/2013	381.51	402.88	-21.37	ST-W	
FOUND UPDATE 11/01/13							
20.0000 COCA COLA ENTERPRISES INC - 19122T109 - MINOR = 43							
SOLD		10/17/2013	823.82				
ACQ	20.0000	07/31/2013	823.82	748.82	75.00	ST	
40.0000 COMCAST CORP-CL A - 20030N101 - MINOR = 43							
SOLD		10/17/2013	1878.04				
ACQ	40.0000	07/31/2013	1878.04	1794.69	83.35	ST	
30.0000 CONOCOPHILLIPS - 20825C104 - MINOR = 43							
SOLD		10/17/2013	2181.62				
ACQ	30.0000	07/31/2013	2181.62	1962.50	219.12	ST	
20.0000 CORRECTIONS CORP OF AMERICA REIT - 22025Y407 - MINOR = 47							
SOLD		10/17/2013	734.12				
ACQ	20.0000	07/31/2013	734.12	666.41	67.71	ST	
10.0000 DILLARDS INC - 254067101 - MINOR = 43							
SOLD		10/17/2013	788.30				
ACQ	10.0000	07/31/2013	788.30	830.38	-42.08	ST	
30.0000 DISNEY WALT CO NEW - 254687106 - MINOR = 43							
SOLD		10/17/2013	1995.02				
ACQ	30.0000	09/24/2009	1995.02	838.33	1156.69	LT	Y
20.0000 EDISON INTERNATIONAL - 281020107 - MINOR = 43							
SOLD		10/17/2013	938.82				
ACQ	20.0000	07/31/2013	938.82	991.16	-52.34	ST	
20.0000 EMERSON ELEC CO - 291011104 - MINOR = 43							
SOLD		10/17/2013	1297.61				
ACQ	20.0000	07/31/2013	1297.61	1220.76	76.85	ST	
20.0000 ENERGIZER HLDGS INC - 29266R108 - MINOR = 43							
SOLD		10/17/2013	1864.60				
ACQ	20.0000	09/27/2013	1864.60	1858.11	6.49	ST	
40.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 43							
SOLD		10/17/2013	3492.81				
ACQ	40.0000	07/31/2013	3492.81	3758.32	-265.51	ST	
10.0000 FLUOR CORP - 343412102 - MINOR = 43							
SOLD		10/17/2013	739.00				
ACQ	10.0000	07/31/2013	739.00	629.76	109.24	ST	
20.0000 FRANKLIN RESOURCES INC - 354613101 - MINOR = 43							
SOLD		10/17/2013	1041.02				
ACQ	20.0000	07/31/2013	1041.02	976.89	64.13	ST	
10.0000 GAP INC - 364760108 - MINOR = 43							
SOLD		10/17/2013	368.61				
ACQ	10.0000	07/31/2013	368.61	463.83	-95.22	ST-W	
FOUND UPDATE 11/01/13							

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120.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 43							
SOLD		10/17/2013	2910.24				
ACQ	120.0000	07/31/2013	2910.24	2954.16	-43.92	ST	
3.0000 GOOGLE INC-CL A - 38259P508 - MINOR = 43							
SOLD		10/17/2013	2681.68				
ACQ	3.0000	09/27/2013	2681.68	2622.61	59.07	ST	
30.0000 GREEN MTN COFFEE ROASTERS INC - 393122106 - MINOR = 43							
SOLD		10/17/2013	1950.17				
ACQ	30.0000	07/31/2013	1950.17	2291.94	-341.77	ST-W	
FOUND UPDATE 11/01/13							
10.0000 HANESBRANDS INC - 410345102 - MINOR = 43							
SOLD		10/17/2013	628.50				
ACQ	10.0000	07/31/2013	628.50	632.20	-3.70	ST	
50.0000 HEWLETT PACKARD CO - 428236103 - MINOR = 43							
SOLD		10/17/2013	1151.57				
ACQ	50.0000	07/31/2013	1151.57	1299.90	-148.33	ST-W	
FOUND UPDATE 11/01/13							
30.0000 HILLSHIRE BRANDS COMPANY - 432589109 - MINOR = 43							
SOLD		10/17/2013	948.34				
ACQ	30.0000	07/31/2013	948.34	1054.56	-106.22	ST	
30.0000 HOME DEPOT INC - 437076102 - MINOR = 43							
SOLD		10/17/2013	2249.42				
ACQ	20.0000	07/31/2013	1499.61	1580.47	-80.86	ST-W	
10.0000		07/31/2013	749.81	790.24	-40.43	ST	
FOUND UPDATE 11/01/13							
20.0000 HONEYWELL INTERNATIONAL INC - 438516106 - MINOR = 43							
SOLD		10/17/2013	1715.01				
ACQ	20.0000	09/27/2013	1715.01	1674.88	40.13	ST	
20.0000 INTEL CORP - 458140100 - MINOR = 43							
SOLD		10/17/2013	473.28				
ACQ	20.0000	07/31/2013	473.28	466.96	6.32	ST	
13.0000 INTERNATIONAL BUSINESS MACHINES CORP - 459200101 - MINOR = 43							
SOLD		10/17/2013	2272.39				
ACQ	13.0000	07/31/2013	2272.39	2553.30	-280.91	ST	
20.0000 INTUIT - 461202103 - MINOR = 43							
SOLD		10/17/2013	1341.81				
ACQ	20.0000	07/31/2013	1341.81	1275.56	66.25	ST	
50.0000 JP MORGAN CHASE & CO - 46625H100 - MINOR = 43							
SOLD		10/17/2013	2686.05				
ACQ	50.0000	07/31/2013	2686.05	2787.44	-101.39	ST	
20.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 43							
SOLD		10/17/2013	1826.60				
ACQ	20.0000	07/31/2013	1826.60	1869.76	-43.16	ST	
20.0000 KIMBERLY CLARK CORP - 494368103 - MINOR = 43							
SOLD		10/17/2013	1957.40				
ACQ	20.0000	07/31/2013	1957.40	1971.16	-13.76	ST	
10.0000 KROGER CO - 501044101 - MINOR = 43							
SOLD		10/17/2013	418.61				
ACQ	10.0000	07/31/2013	418.61	396.78	21.83	ST	
20.0000 LILLY ELI & CO - 532457108 - MINOR = 43							
SOLD		10/17/2013	980.21				
ACQ	20.0000	07/31/2013	980.21	1071.36	-91.15	ST	
40.0000 LOWES COS INC - 548661107 - MINOR = 43							
SOLD		10/17/2013	1942.84				
ACQ	40.0000	09/27/2013	1942.84	1917.13	25.71	ST	
10.0000 MARATHON PETROLEUM CORPORATION - 56585A102 - MINOR = 43							
SOLD		10/17/2013	691.90				
ACQ	10.0000	07/31/2013	691.90	731.02	-39.12	ST-W	
FOUND UPDATE 11/01/13							
1.0000 MASTERCARD INC-A - 57636Q104 - MINOR = 43							
SOLD		10/17/2013	699.35				
ACQ	1.0000	07/31/2013	699.35	621.85	77.50	ST	
2.0000 MCKESSON CORP - 58155Q103 - MINOR = 43							
SOLD		10/17/2013	282.46				
ACQ	2.0000	09/27/2013	282.46	258.27	24.19	ST	
20.0000 MEDTRONIC INC - 585055106 - MINOR = 43							
SOLD		10/17/2013	1110.22				
ACQ	20.0000	07/31/2013	1110.22	1107.36	2.86	ST	
4.0000 METTLER-TOLEDO INTERNATIONAL INC - 592688105 - MINOR = 43							
SOLD		10/17/2013	963.43				
ACQ	4.0000	07/31/2013	963.43	888.67	74.76	ST	
30.0000 MICROSOFT CORP - 594918104 - MINOR = 43							
SOLD		10/17/2013	1039.57				
ACQ	30.0000	07/31/2013	1039.57	956.42	83.15	ST	
1.0000 MONSANTO CO NEW - 61166W101 - MINOR = 43							
SOLD		10/17/2013	105.49				
ACQ	1.0000	07/31/2013	105.49	99.83	5.66	ST	
10.0000 MOODYS CORP - 615369105 - MINOR = 43							
SOLD		10/17/2013	712.22				
ACQ	10.0000	07/31/2013	712.22	669.48	42.74	ST	
10.0000 MYLAN INC - 628530107 - MINOR = 43							
SOLD		10/17/2013	396.91				
ACQ	10.0000	07/31/2013	396.91	335.03	61.88	ST	

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
20.0000 NETAPP INC - 64110D104 - MINOR = 43							
SOLD		10/17/2013	799.42				
ACQ	20.0000	09/27/2013	799.42	859.35	-59.93	ST-W	
FOUND UPDATE 11/01/13							
10.0000 NORTHROP GRUMMAN CORPORATION - 666807102 - MINOR = 43							
SOLD		10/17/2013	991.80				
ACQ	10.0000	07/31/2013	991.80	917.88	73.92	ST	
50.0000 ORACLE CORPORATION - 68389X105 - MINOR = 43							
SOLD		10/17/2013	1637.57				
ACQ	50.0000	07/31/2013	1637.57	1613.69	23.88	ST	
20.0000 OSHKOSH CORP - 688239201 - MINOR = 43							
SOLD		10/17/2013	1014.32				
ACQ	20.0000	09/27/2013	1014.32	980.43	33.89	ST	
1.0000 PPG INDUSTRIES INC - 693506107 - MINOR = 43							
SOLD		10/17/2013	169.37				
ACQ	1.0000	07/31/2013	169.37	160.54	8.83	ST	
10.0000 PACKAGING CORP OF AMERICA - 695156109 - MINOR = 43							
SOLD		10/17/2013	593.05				
ACQ	10.0000	07/31/2013	593.05	538.28	54.77	ST	
30.0000 PEPSICO INC - 713448108 - MINOR = 43							
SOLD		10/17/2013	2460.91				
ACQ	20.0000	09/27/2013	1640.61	1604.60	36.01	ST	
	10.0000	06/01/2012	820.30	675.48	144.82	LT	
70.0000 PFIZER INC - 717081103 - MINOR = 43							
SOLD		10/17/2013	2085.40				
ACQ	70.0000	07/31/2013	2085.40	2066.49	18.91	ST	
30.0000 PHILLIPS 66 - 718546104 - MINOR = 43							
SOLD		10/17/2013	1830.02				
ACQ	30.0000	07/31/2013	1830.02	1768.31	61.71	ST	
10.0000 PINNACLE WEST CAP CORP - 723484101 - MINOR = 43							
SOLD		10/17/2013	552.11				
ACQ	10.0000	07/31/2013	552.11	589.88	-37.77	ST	
10.0000 T ROWE PRICE GROUP INC - 74144T108 - MINOR = 43							
SOLD		10/17/2013	753.64				
ACQ	10.0000	07/31/2013	753.64	751.19	2.45	ST	
30.0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 43							
SOLD		10/17/2013	2342.41				
ACQ	30.0000	06/27/2012	2342.41	1796.44	545.97	LT	
6.0000 PUBLIC STORAGE INC REIT - 74460D109 - MINOR = 47							
SOLD		10/17/2013	1015.37				
ACQ	6.0000	07/31/2013	1015.37	955.07	60.30	ST	
50.0000 PULTE HOMES INC - 745867101 - MINOR = 43							
SOLD		10/17/2013	802.08				
ACQ	50.0000	07/31/2013	802.08	820.40	-18.32	ST	
8.0000 ROCKWELL AUTOMATION INC - 773903109 - MINOR = 43							
SOLD		10/17/2013	854.00				
ACQ	8.0000	07/31/2013	854.00	767.26	86.74	ST	
50.0000 SLM CORP - 78442P106 - MINOR = 43							
SOLD		10/17/2013	1291.57				
ACQ	50.0000	07/31/2013	1291.57	1226.90	64.67	ST	
20.0000 SANDISK CORP - 80004C101 - MINOR = 43							
SOLD		10/17/2013	1322.61				
ACQ	20.0000	07/17/2013	1322.61	1246.70	75.91	ST	
10.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 44							
SOLD		10/17/2013	914.60				
ACQ	10.0000	07/31/2013	914.60	818.87	95.73	ST	
9.0000 SIMON PROPERTY GROUP INC - 828806109 - MINOR = 47							
SOLD		10/17/2013	1403.90				
ACQ	9.0000	07/31/2013	1403.90	1440.07	-36.17	ST	
10.0000 SIRONA DENTAL SYSTEMS - 82966C103 - MINOR = 43							
SOLD		10/17/2013	688.30				
ACQ	10.0000	07/31/2013	688.30	697.78	-9.48	ST	
10.0000 SMITH A O CORPORATION - 831865209 - MINOR = 43							
SOLD		10/17/2013	455.66				
ACQ	10.0000	07/31/2013	455.66	413.67	41.99	ST	
10.0000 STARWOOD HOTELS & RESORTS - 85590A401 - MINOR = 43							
SOLD		10/17/2013	680.00				
ACQ	10.0000	07/31/2013	680.00	671.08	8.92	ST	
10.0000 STATE STREET CORP - 857477103 - MINOR = 43							
SOLD		10/17/2013	686.70				
ACQ	10.0000	07/31/2013	686.70	694.68	-7.98	ST	
10.0000 STRYKER CORP - 863667101 - MINOR = 43							
SOLD		10/17/2013	710.25				
ACQ	10.0000	07/31/2013	710.25	705.78	4.47	ST	
30.0000 SUNTRUST BANKS INC - 867914103 - MINOR = 43							
SOLD		10/17/2013	1008.64				
ACQ	30.0000	07/31/2013	1008.64	1052.21	-43.57	ST	
20.0000 TARGET CORP - 87612E106 - MINOR = 43							
SOLD		10/17/2013	1277.37				
ACQ	20.0000	07/31/2013	1277.37	1432.96	-155.59	ST-W	
FOUND UPDATE 11/01/13							
20.0000 TIME WARNER INC - 887317303 - MINOR = 43							
SOLD		10/17/2013	1356.41				
ACQ	20.0000	08/27/2013	1356.41	1233.47	122.94	ST	

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
10.0000 TRAVELERS COMPANIES INC - 89417E109 - MINOR = 43							
SOLD		10/17/2013	851.90				
ACQ	10.0000	07/31/2013	851.90	837.88	14.02	ST	
10.0000 UGI CORP - 902681105 - MINOR = 43							
SOLD		10/17/2013	387.41				
ACQ	10.0000	07/31/2013	387.41	417.72	-30.31	ST-W	
FOUND UPDATE 11/01/13							
9.0000 UNION PAC CORP - 907818108 - MINOR = 43							
SOLD		10/17/2013	1383.38				
ACQ	6.0011	07/31/2013	922.42	959.68	-37.26	ST-W	
ACQ	2.9989	07/31/2013	460.96	479.58	-18.62	ST	
FOUND UPDATE 11/01/13							
10.0000 URBAN OUTFITTERS INC - 917047102 - MINOR = 43							
SOLD		10/17/2013	362.01				
ACQ	10.0000	09/27/2013	362.01	370.44	-8.43	ST	
30.0000 VALERO ENERGY CORP - 91913Y100 - MINOR = 43							
SOLD		10/17/2013	1122.64				
ACQ	30.0000	03/24/2011	1122.64	793.25	329.39	LT	
6.0000 VALMONT INDUSTRIES - 920253101 - MINOR = 43							
SOLD		10/17/2013	789.26				
ACQ	6.0000	09/27/2013	789.26	858.42	-69.16	ST-W	
FOUND UPDATE 11/01/13							
30.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 43							
SOLD		10/17/2013	1443.63				
ACQ	30.0000	07/31/2013	1443.63	1504.42	-60.79	ST	
20.0000 WAL MART STORES INC - 931142103 - MINOR = 43							
SOLD		10/17/2013	1511.81				
ACQ	20.0000	07/31/2013	1511.81	1558.33	-46.52	ST	
20.0000 WELLS FARGO & CO - 949746101 - MINOR = 43							
SOLD		10/17/2013	843.45				
ACQ	20.0000	01/27/2012	843.45	591.45	252.00	LT	
2.0000 WHIRLPOOL CORPORATION - 963320106 - MINOR = 43							
SOLD		10/17/2013	265.57				
ACQ	2.0000	07/31/2013	265.57	265.31	0.26	ST	
10.0000 WYNDHAM WORLDWIDE CORP - 98310W108 - MINOR = 43							
SOLD		10/17/2013	625.00				
ACQ	10.0000	07/31/2013	625.00	622.98	2.02	ST	
6.0000 WYNN RESORTS LTD - 983134107 - MINOR = 43							
SOLD		10/17/2013	1009.76				
ACQ	6.0000	07/31/2013	1009.76	806.02	203.74	ST	
10.0000 ACCENTURE PLC CL A - G1151C101 - MINOR = 54							
SOLD		10/17/2013	719.55				
ACQ	10.0000	07/31/2013	719.55	737.18	-17.63	ST	
10.0000 ENSCO PLC CL A - G3157S106 - MINOR = 54							
SOLD		10/17/2013	550.91				
ACQ	10.0000	08/27/2013	550.91	570.38	-19.47	ST	
10.0000 SEAGATE TECHNOLOGY PLC - G7945M107 - MINOR = 54							
SOLD		10/17/2013	478.46				
ACQ	10.0000	07/31/2013	478.46	410.84	67.62	ST	
20.0000 XL GROUP PUBLIC LIMITED COMPANY - G98290102 - MINOR = 54							
SOLD		10/17/2013	632.42				
ACQ	20.0000	07/31/2013	632.42	631.06	1.36	ST	
20.0000 TE CONNECTIVITY LIMITED - H84989104 - MINOR = 54							
SOLD		10/17/2013	1038.02				
ACQ	20.0000	07/31/2013	1038.02	1010.16	27.86	ST	
10.0000 TYCO INTERNATIONAL LTD - H89128104 - MINOR = 54							
SOLD		10/17/2013	350.32				
ACQ	10.0000	07/31/2013	350.32	347.38	2.94	ST	
8.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		10/18/2013	4068.17				
ACQ	8.0000	06/22/2009	4068.17	1126.65	2941.52	LT	Y
480.0000 COCA COLA ENTERPRISES INC - 19122T109 - MINOR = 43							
SOLD		10/18/2013	20074.55				
ACQ	480.0000	07/31/2013	20074.55	17971.73	2102.82	ST	
80.0000 FLUOR CORP - 343412102 - MINOR = 43							
SOLD		10/18/2013	6150.50				
ACQ	80.0000	07/31/2013	6150.50	5038.09	1112.41	ST	
1170.0000 JP MORGAN CHASE & CO - 46625H100 - MINOR = 43							
SOLD		10/18/2013	63059.09				
ACQ	1170.0000	07/31/2013	63059.09	65226.10	-2167.01	ST	
270.0000 MICROSOFT CORP - 594918104 - MINOR = 43							
SOLD		10/18/2013	9360.77				
ACQ	270.0000	07/31/2013	9360.77	8607.82	752.95	ST	
460.0000 PINNACLE WEST CAP CORP - 723484101 - MINOR = 43							
SOLD		10/18/2013	26251.00				
ACQ	460.0000	07/31/2013	26251.00	27134.43	-883.43	ST	
170.0000 SMITH A O CORPORATION - 831865209 - MINOR = 43							
SOLD		10/18/2013	7881.35				
ACQ	170.0000	07/31/2013	7881.35	7032.46	848.89	ST	
150.0000 VERISIGN INC - 92343B102 - MINOR = 43							
SOLD		10/18/2013	7884.22				
ACQ	140.0000	07/31/2013	7358.61	6666.51	692.10	ST	
ACQ	10.0000	10/17/2013	525.61	519.08	6.53	ST	

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
21.0000 WYNN RESORTS LTD - 983134107 - MINOR = 43							
SOLD		10/18/2013	3589.26				
ACQ	21.0000	07/31/2013	3589.26	2821.08	768.18	ST	
120.0000 AMERISOURCEBERGEN CORP - 03073E105 - MINOR = 43							
SOLD		11/19/2013	8286.25				
ACQ	120.0000	08/27/2013	8286.25	6804.40	1481.85	ST	
310.0000 COCA COLA ENTERPRISES INC - 19122T109 - MINOR = 43							
SOLD		11/19/2013	12889.45				
ACQ	310.0000	07/31/2013	12889.45	11606.74	1282.71	ST	
330.0000 DILLARDS INC - 254067101 - MINOR = 43							
SOLD		11/19/2013	29758.98				
ACQ	330.0000	07/31/2013	29758.98	27402.51	2356.47	ST	
270.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 43							
SOLD		11/19/2013	7339.42				
ACQ	270.0000	07/31/2013	7339.42	6646.86	692.56	ST	
60.0000 KIMBERLY CLARK CORP - 494368103 - MINOR = 43							
SOLD		11/19/2013	6461.55				
ACQ	60.0000	07/31/2013	6461.55	5913.47	548.08	ST	
900.0000 LSI CORP - 502161102 - MINOR = 43							
SOLD		11/19/2013	7237.31				
ACQ	850.0000	07/31/2013	6835.24	6713.22	122.02	ST	
SOLD		10/17/2013	402.07				
ACQ	50.0000			389.78	12.29	ST	
210.0000 MYLAN INC - 628530107 - MINOR = 43							
SOLD		11/19/2013	8819.50				
ACQ	210.0000	07/31/2013	8819.50	7035.63	1783.87	ST	
40.0000 PINNACLE WEST CAP CORP - 723484101 - MINOR = 43							
SOLD		11/19/2013	2184.51				
ACQ	40.0000	07/31/2013	2184.51	2359.52	-175.01	ST	
940.0000 SUNTRUST BANKS INC - 867914103 - MINOR = 43							
SOLD		11/19/2013	33648.50				
ACQ	940.0000	07/31/2013	33648.50	32969.38	679.12	ST	
190.0000 TENET HEALTHCARE CORP - 88033G407 - MINOR = 43							
SOLD		11/19/2013	7836.51				
ACQ	180.0000	07/31/2013	7424.06	8038.42	-614.36	ST	
SOLD		08/20/2013	412.45				
ACQ	10.0000			506.27	-93.82	ST	
900.0000 VALERO ENERGY CORP - 91913V100 - MINOR = 43							
SOLD		11/19/2013	38705.71				
ACQ	150.0000	03/24/2011	6450.95	3966.24	2484.71	LT	
ACQ	750.0000	07/20/2011	32254.76	17723.95	14530.81	LT	
TOTALS			6821927.99	5619767.71			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28+	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	641185.57	0.00	0.00	0.00*
COVERED FROM ABOVE	195572.62	0.00	370440.03	-5037.95	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST			70930.00			0.00

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DISALLOWED SHORT TERM LOSS WASH SALES FROM COVERED SALES - ADD BACK TO NII	0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM LOSS FROM SCHEDULE K-1: ISHARES S&P GSCI COMMODITY INDEXED TR	0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV					70,930.
TOTAL TO FORM 990-PF, PART I, LINE 6A					1,278,129.

SOURCE	AMOUNT
FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2	
DIVIDENDS FROM TEMPORARY CASH INVESTMENTS	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
CAPITAL GAIN DIVIDENDS	70,930.	70,930.	0.	
DOMESTIC & FOREIGN DIVIDENDS	192,693.	0.	192,693.	
TOTAL TO FM 990-PF, PART I, LN 4	263,623.	70,930.	192,693.	

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROPES & GRAY - ADMIN TAX MATTERS	2,010.	2,010.		0.	
TO FM 990-PF, PG 1, LN 16A	2,010.	2,010.		0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROPES & GRAY - TAX PREPARATION SERVICES	7,018.	4,211.		2,807.	
TO FORM 990-PF, PG 1, LN 16B	7,018.	4,211.		2,807.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BNY MELLON - INVESTMENT MANAGEMENT FEES	27,955.	27,955.		0.	
ROPES & GRAY - ACCOUNTING/BOOKKEEPING	8,914.	5,348.		3,566.	
TO FORM 990-PF, PG 1, LN 16C	36,869.	33,303.		3,566.	

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	445.	1,411.		0.
PRIOR YR EXISE TAX EXTENSION PYMT	0.	0.		0.
CURRENT F/Y EXCISE TAX PAYMENTS	360.	0.		0.
TO FORM 990-PF, PG 1, LN 18	805.	1,411.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA PC FILING FEES	70.	0.		70.
ISHARES S&P GSCI COMMODITY-INDEXED TR K-1	0.	705.		0.
TO FORM 990-PF, PG 1, LN 23	70.	705.		70.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MONDELEZ INTERNATIONAL INC (FORMERLY KRAFT FOODS INC CL A)	0.	0.
CATERPILLAR INC	0.	0.
APPLE INC (AAPL)	20,561.	81,186.
JOHNSON CTLS INC	0.	0.
DISNEY WALT CO NEW (DIS)	23,194.	58,548.
INVESCO LIMITED	0.	0.
CELANESE CORP CL A	0.	0.
HALLIBURTON CO	0.	0.
SALESFORCE.COM	0.	0.
WATSON PHARMACEUTICALS INC	0.	0.
DOVER CORP	0.	0.
EXPRESS SCRIPTS HLDG (FORMERLY EXPRESS SCRIPTS INC CL A)	0.	0.
LAS VEGAS SANDS CORP (LVS)	6,220.	10,752.

METLIFE INC	0.	0.
TERADATA CORP	0.	0.
VALERO ENERGY CORP	0.	0.
WELLS FARCO & CO (WFC)	54,956.	66,030.
BROADCOM CORP	0.	0.
COMCAST CORP - CL A (CMCSA)	55,187.	61,340.
GILEAD SCIENCES INC	0.	0.
EATON CORP	0.	0.
INTERNATIONAL BUSINESS MACHINES CORP (IBM)	78,563.	71,872.
LOWES COS INC (LOW)	37,647.	38,459.
MARATHON OIL CORP	0.	0.
PEPSICO INC (PEP)	47,959.	59,967.
PNC FINANCIAL SERVICES GROUP	0.	0.
PROCTER & GAMBLE CO (PG)	58,684.	82,536.
SCHLUMBERGER LTD (SLB)	8,189.	8,842.
SOUTHWESTERN ENERGY CO	0.	0.
TEVA PHARMACEUTICAL INDS LTD ADR	0.	0.
ABBOTT LABS (ABT)	43,217.	44,682.
ABBVIE INC (ABBV)	14,901.	15,989.
ACCENTURE PLC CL A (ACN)	39,808.	41,834.
AECOM TECHNOLOGY CORP (ACM)	27,990.	24,120.
AGCO CORP (AGCO)	6,924.	6,994.
ALLERGAN INC (AGN)	34,184.	35,908.
ALTRIA GROUP INC (MO)	43,578.	45,485.
AMGEN INC (AMGN)	47,558.	50,423.
ANADARKO PETE CORP (APC)	37,576.	37,304.
ARCHER DANIELS MIDLAND CO (ADM)	19,845.	19,320.
AT&T INC (T)	72,945.	72,533.
BANK OF AMERICA CORP (BAC)	66,006.	71,190.
BERKSHIRE HATHAWAY INC - CL B (BRK/B)	78,136.	78,192.
CBS CORP CL B (CBS)	35,375.	39,235.
CELENE CORP (CELG)	42,953.	47,560.
CENTURYLINK INC (CTL)	12,759.	12,280.
CHESAPEAKE ENERGY CORP (CHK)	26,024.	30,094.
CHEVRON CORP (CVX)	22,295.	21,672.
CISCO SYSTEMS INC (CSCO)	49,392.	45,475.
CITIGROUP INC (C)	29,701.	30,694.
COCA COLA CO (KO)	7,642.	7,636.
CONOCOPHILLIPS (COP)	45,137.	50,232.
COVANCE INC (CVD)	11,075.	11,969.
CSX (CSX)	7,709.	8,454.
CVS CAREMARK CORP (CVS)	44,476.	48,881.
DENBURY RES INC (DNR)	8,345.	7,339.
DOW CHEMICAL CO (DOW)	7,240.	7,421.
DREYFUS U S EQUITY FD I (DPUIX)	500,000.	712,689.
EDISON INTERNATIONAL (EIX)	30,726.	28,650.
EMERSON ELEC CO (EMR)	7,325.	8,039.
ENERGIZER HLDGS INC (ENR)	27,034.	32,002.
ENSCO PLC CL A (ESV)	6,845.	7,090.
EQT CORORATION (EQT)	24,496.	24,681.
EXXON MOBIL CORP (XOM)	123,085.	122,459.
FLUOR CORP (FLR)	9,446.	11,672.
FRANKLIN RESOURCES INC (BEN)	32,237.	36,557.
GAP INC (GPS)	35,618.	32,366.

GENERAL ELECTIC CO (GE)	82,470.	89,311.
GOOGLE INC CL A (GOOG)	7,718.	103,840.
GREEN MOUNTAIN COFFEE (GMCR)	31,813.	28,300.
HANESBRANDS INC (HBI)	31,610.	35,050.
HERSHEY CO (HSY)	27,422.	28,098.
HEWLETT PACKARD CO (HPQ)	38,715.	45,127.
HILLSHIRE BRANDS COMPANY (HSH)	27,770.	26,402.
HOME DEPOT INC (HD)	55,975.	57,276.
HONEYWELL INTERNATIONAL INC (HON)	9,993.	10,621.
INTEL CORP (INTC)	7,238.	7,390.
INTUIT (INTU)	26,787.	31,177.
JOHNSON & JOHNSON (JNJ)	89,748.	90,874.
JP MORGAN CHASE & CO (JPM)	12,822.	13,161.
KROGER CO (KR)	8,332.	8,767.
LAM RESEARCH CORP (LRCX)	7,064.	7,816.
LILLY, ELI & CO (LLY)	40,176.	37,665.
LYONDELLBASELL INDUSTRIES NV (LYB)	10,537.	11,577.
MACY'S INC (M)	8,118.	9,054.
MARATHON PETROLEUM (MPC)	36,131.	41,370.
MASCO CORP (MAS)	9,148.	9,641.
MASTERCARD INC-A (MA)	40,240.	49,453.
MCKESSON CORP (MCK)	8,006.	10,285.
MEDTRONIC INC (MDT)	41,526.	42,990.
METTLER-TOLEDO INTERNATIONAL INC (MTD)	23,105.	25,643.
MICROSOFT CORP (MSFT)	24,548.	29,360.
MONSANTO CO (MON)	12,967.	14,846.
MOODYS CORP (MCO)	6,695.	7,463.
NETAPP INC (NTAP)	31,801.	30,937.
NEUSTAR INC CL A (NSR)	17,169.	17,062.
NORTHROP GRUMMAN CORPORATION (NOC)	32,126.	39,438.
ORACLE CORPORATION (ORCL)	57,770.	63,169.
OSHKOSH CORP (OSK)	24,940.	25,350.
PACKAGING CORP OF AMERICA (PKG)	27,991.	31,855.
PFIZER INC (PFE)	74,984.	80,594.
PHILLIPS 66 (PSX)	35,366.	41,766.
PPG INDUSTRIES INC (PPG)	7,385.	8,467.
PULTE HOMES INC (PHM)	22,971.	26,264.
ROCKWELL AUTOMATION INC (ROK)	5,946.	7,042.
SANDISK CORP (SNDK)	31,168.	34,075.
SCOTTS MIRACLE-GRO COMPANY CL A COM (SMG)	29,456.	29,290.
SEAGATE TECHNOLOGY PLC (STX)	27,526.	32,857.
SIRONA DENTAL SYSTEMS (SIRO)	6,978.	6,878.
SLM CORP (SLM)	31,163.	33,845.
STARWOOD HOTELS & RESORTS (HOT)	6,711.	7,448.
STATE STREET CORP (STT)	34,734.	36,305.
STRYKER CORP (SYK)	32,466.	34,233.
SYMANTEC CORPORATION (SYMC)	22,928.	21,590.
T ROWE PRICE GROUP INC (TROW)	27,794.	29,770.
TARGET CORP (TGT)	41,338.	37,079.
TE CONNECTIVITY LIMITED (TEL)	33,840.	35,322.
TIME WARNER INC (TWX)	6,167.	6,571.
TRAVELERS COMPANIES INC (TRV)	35,191.	38,111.
TYCO INTERNATIONAL LTD (TYC)	19,142.	20,596.
TYSON FOODS INC CL A (TSN)	4,610.	5,070.

UGI CORP (UGI)	29,621.	28,585.
UNION PAC CORP (UNP)	45,577.	46,181.
URBAN OUTFITTERS INC (URBN)	7,038.	7,414.
VALMONT INDUSTRIES (VMI)	29,112.	29,810.
VERIZON COMMUNICATIONS (VZ)	62,684.	62,025.
WAL MART STORES INC (WMT)	58,437.	60,758.
WELLPOINT INC (WLP)	11,014.	11,146.
WHIRLPOOL CORPORATION (WHR)	7,694.	8,860.
WYNDHAM WORLDWIDE CORP (WYN)	31,149.	35,855.
WYNN RESORTS LTD (WYNN)	24,852.	30,686.
XL GROUP PUBLIC LIMITED COMPANY (XL)	29,029.	29,431.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>3,863,305.</u>	<u>4,472,945.</u>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DREYFUS/STANDISH FIXED INCOME FD - DISTN IN KIND 1/2013	COST	0.	0.
ISHARES S&P GSCI COMMODITY-INDEXED TRUST (GSG)	COST	88,138.	90,357.
BNY MELLON INTERNATIONAL FD (MPITX)	COST	87,270.	110,301.
STRATEGIC GLOBAL STOCK FUND /DREYFUS PREM (DGLRX)	COST	354,985.	561,252.
BNY MELLON MID CAP STOCK FUND	COST	0.	0.
DREYFUS/THE BOSTON COMPANY SMALL CAP GROWTH FD (SSETX)	COST	118,284.	332,922.
DREYFUS/THE BOSTON COMPANY SMALL CAP VALUE FD (STSVX)	COST	105,124.	234,967.
DREYFUS US EQUITY FUND-I	COST	0.	0.
VANGUARD FTSE EMERGING MARKETS ETF	COST	0.	0.
VIRTUS EMERGING MKTS OPPOR-I (HIEMX)	COST	200,676.	205,109.
DREYFUS INTERMEDIATE TRM INC FD CL I (DITIX)	COST	2,006,077.	2,238,526.
DFA EMG MKTS CORE EQUITY FD (DFCEX)	COST	300,000.	316,498.
CORRECTIONS CORP OF AMERICA REIT (CXW)	COST	26,990.	27,014.
DREYFUS MIDCAP IDX FD (PESPX)	COST	935,000.	997,601.
PUBLIC STOREAGE INC REIT (PSA)	COST	32,472.	31,151.
SIMON PROPERTY GROUP INC (SPG)	COST	37,922.	35,514.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>4,292,938.</u>	<u>5,181,212.</u>

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions THE STARE FUND	Employer identification number (EIN) or 04-6026648
	Number, street, and room or suite no. If a P.O. box, see instructions. ROPES & GRAY, 800 BOYLSTON ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02199-3600	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ROPES & GRAY LLP; EDWARD J JOYCE, ESQ

• The books are in the care of **800 BOYLSTON ST, 36TH FL - BOSTON, MA 02199-3600**

Telephone No. **617-951-7000**

FAX No. **617-951-7050**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2014.**

5 For calendar year , or other tax year beginning **DEC 1, 2012**, and ending **NOV 30, 2013**.

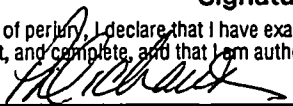
6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension **ADDITIONAL EXTENSION OF TIME IS BEING REQUESTED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN AND TO OBTAIN THE NECESSARY SIGNATURE FOR FILING.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	35,860.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	35,860.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **EA # 00087756** Date **7/9/14**