

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

1437583

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per form: 1.00



08052283

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering (Core Opportunistic Equity Fund LLC), Filing Under (Rule 506), Type of Filing (New Filing)

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer. Name of Issuer (Core Opportunistic Equity Fund LLC), Address of Executive Offices (1200 Merrill Lynch Drive, New Jersey), Address of Principal Business Operations (same as above), Brief Description of Business (invest in Sterling Stamos Equity Fund - Select, L.P.)

Actual or Estimated Date of Incorporation or Organization (09/07), Jurisdiction of Incorporation or Organization (DE)

PROCESSED JUN 16 2008 THOMSON REUTERS

GENERAL INSTRUCTIONS

Federal: Who Must File, When to File, Where to File, Copies Required, Information Required, Filing Fee, State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE)...

ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Merrill Lynch Alternative Investments LLC ("MLAI" or the "Sponsor")

Business or Residence Address (Number and Street, City, State, Zip Code)
1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Castano, Christopher J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
DiMarsico, Michael T.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Latta, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
O'Keeffe, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Ricciardelli, Paul E.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Walsh, Michael J.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Olgin, Steven B.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kocsis, Barbra

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Miller, Stephen M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o MLAI, 1200 Merrill Lynch Drive (1B), Pennington, New Jersey 08534

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rausser, Gordon C

Business or Residence Address (Number and Street, City, State, Zip Code)
661 San Luis Road, Berkeley, California, 94707

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Douglas 1998 Family Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
11841 Francemont Avenue, Los Altos, California, 94022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Spiritu 1991 Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
4426 19th Street, San Francisco, California, 94114

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wessinger Revocable Trust

Business or Residence Address (Number and Street, City, State, Zip Code)
575 Marina Boulevard, San Francisco, California, 94123

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
Answer also in Appendix, Column 2, if filing under ULOE. | YES
<input type="checkbox"/> | NO
<input checked="" type="checkbox"/> |
| 2. What is the minimum investment that will be accepted from any individual? | \$1,000,000 | |
| 3. Does the offering permit joint ownership of a single unit? | YES
<input checked="" type="checkbox"/> | NO
<input type="checkbox"/> |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Business or Residence Address (Number and Street, City, State, Zip Code)

Merrill Lynch World Headquarters, World Financial Center, North Tower, New York, New York 10281

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify Limited liability company interests (the "Interests"))	\$500,000,000(a)	\$43,824,996.91
Total	\$500,000,000(a)	\$43,824,996.91

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	11	\$43,824,996.91
Non-accredited investors	0	\$0
Total (for filings under Rule 504 only)	N/A	\$N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$N/A
Regulation A	N/A	\$N/A
Rule 504	N/A	\$N/A
Total	N/A	\$N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$10,000
Legal Fees	<input checked="" type="checkbox"/>	\$100,000
Accounting Fees	<input checked="" type="checkbox"/>	\$30,000
Engineering Fees	<input checked="" type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$6,250,000(b)
Other Expenses (identify) <u>Filing Fees</u>	<input checked="" type="checkbox"/>	\$10,000
		\$6,400,000

(a) Estimated maximum aggregate offering amount.

(b) Estimated maximum aggregate sales commission to be paid to properly registered selling agents. The amount of sales commission to be deducted from the investor's subscription amount varies from 0.55% to 1.25% based on the investor's cumulative investment under management and tiered at different asset levels.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceed proceeds to the issuer."

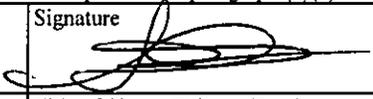
\$493,600,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$493,600,000
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$493,600,000
	<input checked="" type="checkbox"/> \$493,600,000	
Salaries and fees	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase of real estate	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Repayment of indebtedness	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Working capital	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Other (specify): <u>Portfolio Investments</u>	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$493,600,000
.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Column Totals	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$493,600,000
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$493,600,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Core Opportunistic Equity Fund LLC		June 2, 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Steven B. Olgin	Vice President, Chief Operating Officer and Manager of the Sponsor	

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).