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Form **990-PF**

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation Forest Foundation		A Employer identification number 04 - 3177775
Number and street (or P.O. box number if mail is not delivered to street address) Day Pitney, LLP One International Place	Room/suite	B Telephone number (see instructions) 617 - 345-4600
City or town, state, and ZIP code Boston MA 02110		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,501,230	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Schedule 1					
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	310,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	74,681	74,681		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	384,681	74,681	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	87,300			87,300
	15 Pension plans, employee benefits	15,282			15,282
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,212			1,212
	c Other professional fees (attach schedule)	3,000			3,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,762	627		8,135
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,284			10,284
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,977			4,977
	24 Total operating and administrative expenses. Add lines 13 through 23	130,817	627	0	130,190
	25 Contributions, gifts, grants paid	184,250			
26 Total expenses and disbursements. Add lines 24 and 25	315,067	627	0	130,190	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	69,614				
b Net investment income (if negative, enter -0-)		74,054			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	159	159	159
	2 Savings and temporary cash investments	31,124	19,863	19,863
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,916,274	1,997,149	2,481,208
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment; basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment; basis ▶	14,166		
	Less: accumulated depreciation (attach schedule) ▶	14,166		
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,947,557	2,017,171	2,501,230
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons (attach schedule)			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,904,747	1,904,747	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	42,810	112,424	
	30 Total net assets or fund balances (see instructions)	1,947,557	2,017,171	
	31 Total liabilities and net assets/fund balances (see instructions)	1,947,557	2,017,171	

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	1,947,557
2 Enter amount from Part I, line 27a	2	69,614
3 Other increases not included in line 2 (itemize) ▶ Schedule 20	3	
4 Add lines 1, 2, and 3	4	2,017,171
5 Decreases not included in line 2 (itemize) ▶ Schedule 21	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,017,171

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 NONE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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			NA
2010			NA
2009			NA
2008			NA
2007			NA
2 Total of line 1, column (d)			2 NA
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 NA
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 NA
5 Multiply line 4 by line 3			5 NA
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 NA
7 Add lines 5 and 6			7 NA
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 NA

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		1,481
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		1,481
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1,481
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		0
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,481
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		✓
c	Did the foundation file Form 1120-POL for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		N/A
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Massachusetts			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		✓

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) Schedule 22	11		☒
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)	12		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>forestfoundation.net</u>	13	☒	
14	The books are in care of ► <u>David W. Fitts</u> Telephone no. ► <u>617 345 4600</u> Located at ► <u>One International Place Boston MA</u> ZIP+4 ► <u>02110</u>			
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			
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 ►	16	Yes ☐	No ☒

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	☒
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	☒
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? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	☒
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	☒
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	☒
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?	4b	☒

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here	☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	☒
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?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Arthur P. Poor, Jr. 2202 Gulfshore Blvd. N. Naples, FL 34102	Trustee 1.0	0	0	0
Loel A. Poor 2202 Gulfshore Blvd. N. Naples, FL 34102	Trustee 1.0	0	0	0
David W Fitts, Esq. International Place Boston MA 02110	Trustee 1.0	0	0	0
Elton McCausland 44 High St. Ipswich MA 01938	Trustee 1.0	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David R. Sullivan 100 Federal St Salem, MA 01970	Executive Dir 40.0	67,540	15,282	0

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3	▶

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	2,387,271
b	Average of monthly cash balances	1b	20,000
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,407,271
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,407,271
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	36,109
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,371,162
6	Minimum investment return. Enter 5% of line 5	6	118,558

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	118,558
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,481
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,481
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	117,077
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	117,077
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	117,077

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	130,190
b	Program-related investments—total from Part IX-B	1b	
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	130,190
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	130,190

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				117,077
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 <u>20</u> , 20 <u>20</u> , 20 <u>20</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	45,603			
b From 2008	94,919			
c From 2009	134,489			
d From 2010	74,460			
e From 2011				
f Total of lines 3a through e	349,471			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>130,190</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				117,077
e Remaining amount distributed out of corpus	13,113			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	362,584			
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				
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 instructions			0	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	45,603			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	316,981			
10 Analysis of line 9:				
a Excess from 2008	94,919			
b Excess from 2009	134,489			
c Excess from 2010	74,460			
d Excess from 2011				
e Excess from 2012	13,113			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	N/A	N/A	N/A	N/A	N/A
b 85% of line 2a	N/A	N/A	N/A	N/A	N/A
c Qualifying distributions from Part XII, line 4 for each year listed	N/A				N/A
d Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					N/A
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b "Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
(3) Largest amount of support from an exempt organization					N/A
(4) Gross investment income					N/A

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).)

SEE SCHEDULE 1

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:

David R. Sullivan P.O. Box 112 Boxford MA 01921

b The form in which applications should be submitted and information and materials they should include:

No Particular Form

c Any submission deadlines:

None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Primarily Women and Children at Risk and Educational Institutions

Part XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Detail on Schedule 9	See # 9	See # 9	For Charlities to Provide	184,250
			Services to at-risk	0
			families for their	0
			physical and mental	0
			well being.	0
			Also, to provide	0
			for socially responsible	0
			insitutions of	0
			higher learning	0
Total			3a	184,250
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities				74,681	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		74,681	0
13	Total. Add line 12, columns (b), (d), and (e)				74,681	74,681

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

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Schedule 1: Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

Description	Amount
1 Arthur P Poor, Jr 2202 Gulf Shore Blvd N	310,000
2 Naples, FL 34102	
Total	310,000

Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value		To Part XVI-A Line 8 (See Note)
				Amount	Which One	
1 NOT APPLICABLE						
Total			0	0		

Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1				0
Total		0	0	0

Amounts Carried	To Part XVI-A line 8	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
Unrelated Business Income (Col B)		0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)		0	0	0	0	0
Related / Exempt Function Income (Col E)		0	0	0	0	0
Total		0	0	0	0	0

Note Numerc codes used above are

1 - if Unrelated Business Income (Part XVI-A, Column B),

2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)

Balance is Related / Exempt Function Income (Part XVI-A, Column E)

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Schedule 3: Part I, Line 10 - Gross Profit from Sales of Inventory

Description:	Gross Sales, Less Returns and Allowances	Cost of Goods Sold	Gross Profit of (Loss)	To Part XVI-A Line 10 (See Note)
1 NOT APPLICABLE			0	
Total	0	0	0	
Amounts Carried To Part XVI-A line 10				
Unrelated Business Income (Col B)	0	0	0	
Excluded by Sec 512, 513, or 514 (Col D)	0	0	0	
Related / Exempt Function Income (Col E)	0	0	0	
Total	0	0	0	

Note. Numenc codes used above are

- 1 - if Unrelated Business Income (Part XVI-A, Column B),
 2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
 Balance is Related / Exempt Function Income (Part XVI-A, Column E)

Schedule 4: Part I, Line 11 - Other Income

Description	From Part XVI-A			Total to Part I, Line 11
	Unrelated Business Income (Column (b))	Excluded by Section 512, 513, or 514 (Column (d))	Related or exempt function income (Column (e))	
1 Program Service Revenue (total of lines 1a through 1g)	0	0	0	0
2 Membership dues and assessments	0	0	0	0
7 Other investment income	0	0	0	0
9 Gross revenue from special events	0	0	0	0
11 Total Other Revenue (listed separately on line 11)				
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0
Total line 11	0	0	0	0
Total	0	0	0	0

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Schedule 5: Part I, Line 16a - Legal Fees

Type of service	Amount
1 NONE	
Total	0

Schedule 5: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 BOOKKEEPING SERVICE	660
2 PAYROLL SERVICE	552
Total	1,212

Schedule 5: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 SPEAKERS FEES	3,000
Total	3,000

Schedule 6: Part I, Line 18 - Taxes

Type of tax	Amount
1 PAYROLL TAX	6,877
2 FEDERAL EXCISE TAX	1,258
3 FOREIGN TAXES ON DIVIDENDS	627
Total	8,762

Schedule 7: Part I, Line 19 - Depreciation and Depletion

Description	Date Acquired	Cost or Other Basis	Depreciation Allowable in Prior Years	Depreciation Method	Rate (%)	Depreciation This Year
Total		0	0			0
Less Depreciation included in cost of goods sold and not on line 19						
Total						0

Schedule 8: Part I, Line 23 - Other Expenses

Description	Amount
1 TELEPHONE	347
2 OFFICE SUPPLIES	4,507
3 AUTO EXPENSE	123
Total	4,977

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Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:

	Cash Amount	Property Other than Cash	Total
Paid during the year	184,250	0	184,250
Approved for future payment	0	0	0
Total	184,250	0	184,250

Paid During the Year:

Class of Activity:	Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
1 1	BOWDOIN COLLEGE	4100 COLLEGE STATION BRUNSWICK, ME 04011	150,000	0		EDUCATIONAL INST
1 2	CHINESE PROGRESSIVE ASSOCIATION	28 ASH STREET BOSTON, MA 02111	1,000	0		PUBLIC CHARITY
1 3	COACHING FOR CHANGE	70 FARGO STREET SUITE 709 BOSTON, MA 02127	1,000	0		PUBLIC CHARITY
1 4	COMMUNITY GIVING TREE	PO BOX 508 BOXFORD, MA	1,000	0		PUBLIC CHARITY
1 5	COMMUNITY PARTNERS IN ACTION	110 BARTHOLOMEW AVE SUITE 3010 HARTFORD, CT 06106	1,000	0		PUBLIC CHARITY
1 6	CULTIVATE KANSAS	4223 GIBBS ROAD KANSAS CITY, KS 66106	2,100	0		PUBLIC CHARITY
1 7	FRIENDS OF SCALE	167 HOLLAND ST SOMERVILLE, MA 02144	1,000	0		PUBLIC CHARITY
1 8	HARDY GIRLS HEALTHY WOMEN	PO BOX 821 WATERVILLE, ME 04903	1,000	0		PUBLIC CHARITY
1 9	MASCONOMET REGIONAL SCHOLARSHIP FUND	30 ENDICOTT RD BOXFORD, MA 01921	5,000	0		EDUCATIONAL INST
2 0	MASSVOTE	41 WEST ST BOSTON, MA 02111	1,000	0		PUBLIC CHARITY
2 1	NEW LEADERSHIP COUNCIL	8837 VILLA LA JOLLA DRIVE LA JOLLA, CA 92039	100	0		PUBLIC CHARITY
2 2	NORTH SHORE COMM DEVELOPMENT CORP	102 LAFAYETTE ST SALEM, MA 01970	50	0		PUBLIC CHARITY
2 3	NOBLE & GREENOUGH SCHOOL	10 CAMPUS DRIVE DEDHAM, MA 02026	20,000	0		EDUCATIONAL INST
Total			184,250	0		
Total amount paid for which the foundation exercised expenditure responsibility						
Total Paid During the Year			184,250	0		

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person

(3) The organizational status of donee (e.g., public charity—an organization described in section 509(a)(1), (2), or (3))

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Approved for Future Payment:

Class of Activity:		Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
Donee Name	Donee Address				
6 1	NONE				
Total		0	0		
Total Approved for Future Payment		0	0		

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person

(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

Additional Information for Property Other Than Cash

Line Number from above	Description of Property	Book Value	How Determined	Fair Market Value	How Determine	Date of Gift
	NONE					

Schedule 10: Part II, Line 6 - Receivables Due from Officers, Directors, Trustees, and Other Disqualified Persons

	End of Year	
	Book Value	Value
Receivables Reported as Single Total:		
Subject to same terms and conditions as receivables from general public		
Travel advances for official business of the organization		
Receivables Reported Separately (see details below)	0	0
Total	0	0

Details of Receivables Reported Separately:

Details of Receivables Reported Separately:			Fair Market			
Borrower's Name and Title			Original Amount	Balance Due at Year end	Value at Year end	Date of Note
1	NOT APPLICABLE					
Total				0	0	
Maturity Date		Repayment Terms	Interest Rate	Security Provided by Borrower		
Purpose of Loan			Description and Fair Market Value of Consideration			

Schedule 11: Part II, Line 7 - Other Notes and Loans Receivable

	End of Year	
	Book Value	Fair Market Value
Notes Receivable not listed on line 6 and not acquired as investments (see details below)	0	0
Loans receivable from the normal activities of the filing organization:		
Type of loan:	Amount	
1 NONE		
Total	0	0
Total	0	0
Less allowance for doubtful accounts	0	0
Net amount	0	0

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Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

	End of Year	
	0	0
Total U S Government obligations		
Total		

Line 10b - Investments - Corporate Stock

1	773 SHS ABBOTT LABS	FMV	41,615	50,632
2	679 SHS APACHE CORP	FMV	75,804	53,303
3	1114 SHS ADP INC	FMV	52,573	63,430
4	4176 SHS BRISTOL MYERS SQUIBB	FMV	88,929	136,085
5	1570 SHS CH ROBINSON WORLDWIDE INC	FMV	72,237	99,256
6	2549 SHS CENOVUS ENERGY INC	FMV	77,401	85,482
7	597 SHS CHEVRON CORP	FMV	53,890	64,517
8	994 SHS CLOROX CO	FMV	59,113	72,808
9	1654 SHS COLGATE	FMV	103,377	172,880
10	940 SHS DIAGEO	FMV	71,331	109,535
11	2586 SHS ENCANA CORP	FMV	81,768	51,091
12	460 SHS FIRST SOLAR INC	FMV	64,229	14,194
13	1652 SHS HEINZ CO	FMV	66,713	95,315
14	922 SHS JOHNSON & JOHNSON	FMV	52,037	64,663
15	1696 SHS KIMBERLY CLARK	FMV	103,946	143,198
16	2814 SHS LOWES COMPANIES	FMV	66,663	99,944
17	1679 SHS MCDONALDS CORP	FMV	93,226	148,142
18	787 SHS MONSANTO CO	FMV	64,681	74,494
19	1059 SHS OCCIDENTAL PETROLEUM CORP	FMV	73,390	81,135
20	2340 SHS PAYCHEX INC	FMV	67,047	72,783
21	1001 SHS PEPSICO INC	FMV	51,987	68,486
22	1053 SHS PROCTER & GAMBLE	FMV	56,856	71,516
23	1905 SHS SOUTHERN CO	FMV	56,327	81,534
24	1595 SHS SOUTHWESTERN ENERGY CO	FMV	44,668	53,289
25	2557 SHS SYSCO CORP	FMV	61,550	80,978
26	762 SHS 3M CO	FMV	54,752	70,720
27	2042 SHS UNILEVER	FMV	59,869	79,016
28	1112 SHS UNITED PARCEL SVC	FMV	60,920	81,956
29	1131 SHS WALMART STORES INC	FMV	66,877	77,174
30	1887 SHS WASTE MANAGEMENT INC	FMV	53,373	63,652
Total			1,997,149	2,481,208

Line 10c - Investments - Corporate Bonds

1	NONE			
Total			0	0

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Schedule 13: Part II, Line 11 - Investments—Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year	
			Book Value	Fair Market Value
1 NONE			0	
Total	0	0	0	0

Schedule 14: Part II, Line 13 - Investments—Other

Description:	Valued at Cost or Market Value	End of Year	
		Book Value	Fair Market Value
1 NONE			
Total		0	0

Schedule 15: Part II, Line 14 - Land, Buildings, and Equipment

Description:	Cost or Other Basis	Accumulated Depreciation	End of Year	
			Book Value	Fair Market Value
1 DELL COMPUTER	2,591	2,591	0	
2 FAX MACHINE	293	293	0	
3 COMPUTER SOFTWARE	282	282	0	
4 AUTOMOBILE	11,000	11,000	0	
Total	14,166	14,166	0	0

Schedule 16: Part II, Line 15 - Other Assets

Description:	End of Year	
	Book Value	Fair Market Value
1 NOT APPLICABLE		
Total	0	0

Schedule 17: Part II, Line 20 - Loans from Officers, Directors, Trustees, and Other Disqualified Persons

Name and Title of Lender	Original Amount	End of Year Balance Due	Date of Note	Maturity Date
1 NOT APPLICABLE				
Total		<u>0</u>		
Repayment Terms	Interest Rate	Security Provided by Borrower		
Purpose of Loan	Description and Fair Market Value of Consideration			

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Schedule 18: Part II, Line 21 - Mortgages and Other Notes Payable

	End of Year Balance Due
All mortgages payable	
All Other Notes Payable (see details below)	0
Total	<u>0</u>

Additional Information for Nonmortgage Notes Payable

Name of Lender	Relationship of Lender (1)	Original Amount	Balance Due	Date of Note	Maturity Date
1 NOT APPLICABLE					
Total			<u>0</u>		
Repayment Terms	Interest Rate	Security Provided by Borrower			
1					
Purpose of Loan	Description and Fair Market Value of Consideration				
1					

(1) Relationship of the lender to any officer, director, trustee, or key employee of the organization

Schedule 19: Part II, Line 22 - Other Liabilities

Description	End of Year Amount
1 NOT APPLICABLE	
Total	<u>0</u>

Schedule 20: Part III, Line 3 - Other Increases Not Included in Line 2

Description	Amount
1 NOT APPLICABLE	
Total	<u>0</u>

Schedule 21: Part III, Line 5 - Decreases Not Included in Line 2

Description	Amount
1 NOT APPLICABLE	
Total	<u>0</u>

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Schedule 22: Part VII-A Line 11 - Information Regarding Controlled Entities

Controlled Entities Under Section 512(b)(13)		(B) Employer Identification Number
Name	Address	
a	NOT APPLICABLE	

(B) Employer
