Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: KASTORY FAMILY FOUNDATION

A Employer identification number: 14-1837220

Number and street (or P O box number if mail is not delivered to street address): CUMMINGS & LOCKWOOD PO BX 271820 | Room/suite:

B Telephone number: 860.313.4930

City or town, state, and ZIP code: WEST HARTFORD, CT 06127

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: [X] 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) ▶$ 2,163,729.

J Accounting method: [X] 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))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	91,061.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9.	9.		STATEMENT 1
	4 Dividends and interest from securities	55,154.	55,154.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	44,478.			
	b Gross sales price for all assets on line 6a 187,119.				
	7 Capital gain net income (from Part IV, line 2)		44,478.		
	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	190,702.	99,641.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,000.	0.		20,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	6,543.	6,543.		0.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	118.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	8,290.	8,290.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,951.	14,833.		20,000.
	25 Contributions, gifts, grants paid	90,000.			90,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	124,951.	14,833.		110,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	65,751.			
	b **Net investment income** (if negative, enter -0-)		84,808.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	8,063.	3,890.	3,890.
	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 6	1,285,390.	1,317,305.	1,585,578.
	c	Investments - corporate bonds STMT 7	531,589.	569,598.	574,261.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,825,042.	1,890,793.	2,163,729.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,654,270.	1,654,270.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	170,772.	236,523.	
	30	**Total net assets or fund balances**	1,825,042.	1,890,793.	
	31	**Total liabilities and net assets/fund balances**	1,825,042.	1,890,793.	

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	1,825,042.
2	Enter amount from Part I, line 27a	2	65,751.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,890,793.
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	1,890,793.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	187,119.		142,641.	44,478.

	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				44,478.

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	44,478.
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	106,747.	1,935,356.	.055156
2010	97,500.	1,932,997.	.050440
2009	93,609.	1,736,335.	.053912
2008	107,198.	1,597,946.	.067085
2007	125,268.	2,161,342.	.057958

2	Total of line 1, column (d)	2	.284551
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	.056910
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,088,788.
5	Multiply line 4 by line 3	5	118,873.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	848.
7	Add lines 5 and 6	7	119,721.
8	Enter qualifying distributions from Part XII, line 4	8	110,000.

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

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	1,696.
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	1,696.
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	1,696.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 756.		
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	756.
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	940.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 8	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PAUL BOURDEAU, CUMMINGS & LOCKWOOD Telephone no ▶860.313.4930

Located at ▶75 ISHAM RD STE 400 PO BOX 271820, W HARTFORD, CT ZIP+4 ▶06127

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

			Yes	No
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?	16		X
	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.

			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)? N/A	1b		
	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?	1c		X
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 ▶ ____, ____, ____, ____			
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) N/A	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 ▶ ____, ____, ____, ____			
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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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		X

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)?	N/A	5b		
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? N/A	☐ 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		X
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?	N/A	7b		

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

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

(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
BERNARD H. KASTORY 211 TERRAPIN POINT VERO BEACH, FL 32963	TRUSTEE 0.00	0.	0.	0.
MARK B. KASTORY 2345 W. THOMAS ST., UNIT 1R CHICAGO, IL 60622	TRUSTEE 4.00	10,000.	0.	0.
MOLLY CARTER 744 WEST BELMONT AVE., UNIT 2F CHICAGO, IL 60657	TRUSTEE 4.00	10,000.	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."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	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	2,103,843.
b	Average of monthly cash balances	1b	16,754.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,120,597.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,120,597.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,809.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,088,788.
6	**Minimum investment return.** Enter 5% of line 5	6	104,439.

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	104,439.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,696.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,696.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	102,743.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	102,743.
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	102,743.

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	110,000.
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	110,000.
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	110,000.

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				102,743.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			31,454.	
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 ▶ $ 110,000.				
a Applied to 2011, but not more than line 2a			31,454.	
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				78,546.
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				24,197.
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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

BERNARD H. KASTORY

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 ▶ [X] 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 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				
DOUBLE H-HOLE IN THE WOODS RANCH INC 97 HIDDEN VALLEY ROAD LAKE LUZERNE, NY 12846	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708-0581	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
FOSTER CARE TO SUCCESS (ORPHAN FOUNDATION OF AMERICA) 21351 GENTRY DRIVE, SUITE 130 STERLING, VA 20166	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
GIFT OF ADOPTION FUND INC P.O. BOX 567, 2001 WAUKEGAN ROAD, 5TH FLOOR TECHNY, IL 60082	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
CHARITY -- WATER (CHARITY GLOBAL, INC.) 200 VARICK STREET, STE 201 NEW YORK, NY 10014	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	20,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	90,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	9.	
4 Dividends and interest from securities			14	55,154.	
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			18	44,478.	
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.		99,641.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 99,641.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Bernard H Kastory | 10/24/13 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROL J. DEROSIER	Carol J. DeRosier	10/16/13		P01246704

Firm's name ▶ CUMMINGS & LOCKWOOD LLC — Firm's EIN ▶ 06-0312590

Firm's address ▶ PO BOX 271820 WEST HARTFORD, CT 06127 — Phone no (860) 313-4900

Form **990-PF** (2012)

223622
12-05-12

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
KASTORY FAMILY FOUNDATION	14-1837220

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
KASTORY FAMILY FOUNDATION	14-1837220

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KASTORY FAMILY CLAT BERNARD KASTORY, TRUSTEE, 211 TERRAPIN POINT VERO BEACH, FL 32963	$ 91,061.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
KASTORY FAMILY FOUNDATION	14-1837220

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
KASTORY FAMILY FOUNDATION	14-1837220

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	705.643 SHS. PIMCO FOREIGN BOND FUND	P	12/31/09	10/31/12
b	461.181 SHS. T ROWE PRICE EQUITY INCOME	P	12/31/09	07/12/12
c	285.426 SHS. VANGUARD INTERNATIONAL VALUE PORTFOL	P	12/31/09	10/31/12
d	275.667 SHS. VANGUARD VALUE INDEX SIGNAL FUND	P	12/31/09	10/31/12
e	893.68 SHS. CALAMOS GROWTH FUND CLASS A	P	12/31/09	12/14/12
f	480.631 SHS. DAVIS NEW YORK VENTURE CLASS Y	P	12/31/09	05/17/13
g	609.604 SHS. DREYFUS/THE BOSTON COMPANY SMALL CAP	P	12/31/09	08/23/12
h	227.906 SHS. EUROPACIFIC GROWTH FUND CLASS F-1	P	12/31/09	10/31/12
i	1,646.07 SHS. ING GLOBAL REAL ESTATE FUND CL I	P	10/24/11	05/17/13
j	41.412 SHS. CALAMOS GROWTH FUND CLASS A	P	12/27/11	12/14/12
k	17.367 SHS. T ROWE PRICE EQUITY INCOME FUND	P	03/30/12	07/12/12
l	9.905 SHS. PIMCO BOND FUND (US DOLLAR HEDGED)	P	10/01/12	10/31/12
m	36.175 SHS. VANGUARD VALUE INDEX SIGNAL SHARES	P	09/24/12	10/31/12
n	CAPITAL GAINS DIVIDENDS			
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	7,973.		7,206.	767.
b	11,179.		9,839.	1,340.
c	8,484.		8,800.	<316.>
d	6,527.		5,414.	1,113.
e	44,943.		39,747.	5,196.
f	20,084.		15,764.	4,320.
g	23,892.		18,244.	5,648.
h	9,000.		8,744.	256.
i	33,284.		25,535.	7,749.
j	2,083.		1,922.	161.
k	421.		442.	<21.>
l	112.		112.	0.
m	857.		872.	<15.>
n	18,280.			18,280.
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				767.
b				1,340.
c				<316.>
d				1,113.
e				5,196.
f				4,320.
g				5,648.
h				256.
i				7,749.
j				161.
k				<21.>
l				0.
m				<15.>
n				18,280.
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	44,478.
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 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
HARVEST FOOD AND OUTREACH CENTER (KINGDOM HARVEST INC) 2050 40TH AVE, STE 10 VERO BEACH, FL 32960	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	20,000.
LEARNING ALLIANCE INC. C/O INDIAN RIVER COMMUNITY FOUNDATION PO BOX 643446 VERO BEACH, FL 32964	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	10,000.
NEST INC 676 BROADWAY, 4TH FLOOR NEW YORK, NY 10012	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 222 S. MORGAN, SUITE 4D CHICAGO, IL 60607	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	10,000.
VERO BEACH MUSEUM OF ART INC. 3001 RIVERSIDE PARK DRIVE VERO BEACH, FL 32963	NONE	PUBLIC CHARITY	CURRENT USE FOR GENERAL CHARITABLE PURPOSES	5,000.
Total from continuation sheets				50,000.

223631
05-01-12

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

SOURCE	AMOUNT
MASON SECURITIES INC, ACCT #4JK-033707	9.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMCAP FUND CL F	216.	0.	216.
AMCAP FUND CL F	1,215.	1,215.	0.
BARON GROWTH FUND	47.	0.	47.
BARON GROWTH FUND	2,240.	2,240.	0.
BERWYN FUND	1,141.	0.	1,141.
BERWYN FUND	2,573.	2,573.	0.
COHEN & STEERS INSTITUTIONAL REALTY	5,395.	0.	5,395.
COHEN & STEERS INSTITUTIONAL REALTY	3,338.	3,338.	0.
COHEN & STEERS INSTITUTIONAL REALTY	193.	193.	0.
CONESTOGA SMALL CAP FUND	37.	0.	37.
CONESTOGA SMALL CAP FUND	159.	159.	0.
DAVIS NEW YORK VENTURE CL Y	2,032.	0.	2,032.
DAVIS NEW YORK VENTURE CL Y	4,949.	4,949.	0.
DODGE & COX INCOME FUND	2,257.	0.	2,257.
DODGE & COX INTERNATIONAL FUND	1,767.	0.	1,767.
EUROPACIFIC GROWTH FUND CL F-1	998.	0.	998.
FPA NEW INCOME INC.	1,776.	0.	1,776.
HARBOR BOND FUND INSTITUTIONAL CLASS	4,344.	0.	4,344.
HARBOR BOND FUND INSTITUTIONAL CLASS	768.	768.	0.
HARBOR CAPITAL APPRECIATION FUND ADMINISTRATIVE CLASS	74.	0.	74.
ING GLOBAL REAL ESTATE FUND CL I	5,324.	0.	5,324.
JENSEN PORTFOLIO CLASS I	891.	0.	891.
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A	1,257.	0.	1,257.
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A	220.	220.	0.
OPPENHEIMER INTERNATIONAL GROWTH FUND CL Y	827.	0.	827.
PIMCO COMMODITY REAL RETURN STRATEGY FUND	2,548.	0.	2,548.

PIMCO COMMODITY REAL RETURN STRATEGY FUND	260.	260.	0.
PIMCO FOREIGN BOND FUND	4,166.	0.	4,166.
PIMCO FOREIGN BOND FUND	199.	199.	0.
SPDR INDEX S&P INTL SMALL CAP	1,173.	0.	1,173.
T ROWE PRICE EQUITY INCOME	2,555.	0.	2,555.
T ROWE PRICE INTERNATIONAL BOND	1,151.	0.	1,151.
THORNBURG LTD TERM INCOME INSTITUTIONAL	82.	0.	82.
VANGUARD ENERGY FUND	1,050.	0.	1,050.
VANGUARD ENERGY FUND ADMIRAL SHARS	314.	0.	314.
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES	2,960.	0.	2,960.
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES	1,486.	1,486.	0.
VANGUARD INTERNATIONAL EXPLORER FUND	172.	0.	172.
VANGUARD INTERNATIONAL VALUE PORTFOLIO	2,302.	0.	2,302.
VANGUARD LONG-TERM INVESTMENT GRADE FUND	1,224.	0.	1,224.
VANGUARD LONG-TERM INVESTMENT GRADE FUND	290.	290.	0.
VANGUARD SHORT-TERM INVESTMENT GRADE FUND INVESTOR SHARES	1,807.	0.	1,807.
VANGUARD SHORT-TERM INVESTMENT GRADE FUND INVESTOR SHARES	390.	390.	0.
VANGUARD SMALL CAP VALUE	1,349.	0.	1,349.
VANGUARD VALUE INDEX SIGNAL FUND	3,918.	0.	3,918.
TOTAL TO FM 990-PF, PART I, LN 4	73,434.	18,280.	55,154.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUMMINGS & LOCKWOOD LLC - LEGAL FEES	6,543.	6,543.		0.
TO FM 990-PF, PG 1, LN 16A	6,543.	6,543.		0.

FORM 990-PF | TAXES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EFTPS - ESTIMATED EXCISE TAX FYE 6/30/13	118.	0.		0.
TO FORM 990-PF, PG 1, LN 18	118.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MASON SECURITIES - MANAGEMENT FEES	8,040.	8,040.		0.
NYS DEPARTMENT OF LAW - FILING FEE	250.	250.		0.
TO FORM 990-PF, PG 1, LN 23	8,290.	8,290.		0.

FORM 990-PF | CORPORATE STOCK | STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,317,305.	1,585,578.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,317,305.	1,585,578.

FORM 990-PF | CORPORATE BONDS | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	569,598.	574,261.
TOTAL TO FORM 990-PF, PART II, LINE 10C	569,598.	574,261.

Kastory Family Foundation
Form 990PF
E/N 14-1837220

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Kastory Family Foundation

4JK-033707

June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Taxable Bond Funds							
Short Term Maturities							
5,833.294	FPA New Income Fund Class A	10.90	63,607	10.53	61,425	2.8	0.0
479.368	Thornburg Ltd Term Income Cl I	13.76	6,598	13.39	6,419	0.3	2.9
8,061.369	Vanguard Short Term Investment Grade Bond	10.64	85,774	10.66	85,934	4.0	?
			155,979		153,778	7.1	0.1
Intermediate Term Maturities							
5,632.362	Dodge & Cox Income	13 14	73,983	13.48	75,924	3.5	3.0
6,703.659	Harbor Bond Fund Institutional Shares	12.17	81,561	12.02	80,578	3.7	1.5
			155,544		156,502	7.2	2.2
Long Term Maturities							
2,136.822	Loomis Sayles Investment Grade Bond Cl. A	11.75	25,112	12.13	25,920	1.2	4.9
2,521.832	Vanguard L/T Investment Grade Bond Fund	9.23	23,277	9.85	24,840	1.1	?
			48,389		50,760	2.3	2.5
	Taxable Bond Funds Total		359,913		361,039	16.6	1.4
Treasury Inflation Protected Securities							
4,240.307	Vanguard Inflation Protected Fund Adm. Shs	25.12	106,499	26.22	111,181	5.1	2 7
			106,499		111,181	5.1	2.7
International Bonds							
5,121.606	PIMCO Foreign Bond Fund (US Dollar Hedged)	10.18	52,119	10.51	53,828	2.5	2.3
5,173.024	T. Rowe International Bond Fund	9.87	51,067	9.32	48,213	2.2	0.0
			103,186		102,041	4.7	1.2
U.S. Equities							
Large Cap Value							
3,250.339	Davis New York Venture Fund Class Y	32.27	104,874	40.66	132,159	6.1	1.9

Kastory Family Foundation
Form 990 PF
EIN 14-1837220

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Kastory Family Foundation

4JK-033707

June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
4,702.715	T Rowe Price Equity Income Fund	22.14	104,120	29.92	140,705	6.5	0.0
6,004.064	Vanguard Value Index Signal Shares	20.61	123,758	27.49	165,052	7.6	2.5
			332,752		437,916	20.1	1.5
Large Cap Growth							
2,699.369	AMCAP Fund Class F-1	19.88	53,659	24.04	64,893	3.0	0.0
1,250.844	Harbor Capital Appreciation Fd Admin. Cl.	41.64	52,090	46.22	57,814	2.7	0.1
2,066.076	Jensen Portfolio Class I	24.66	50,941	33.53	69,276	3.2	1.3
			156,690		191,982	8.8	0.5
	U.S. Equities Total		489,442		629,898	29.0	1.2
International Equities							
International Large Cap Value							
2,416.598	Dodge & Cox International Stock Fund	31.89	77,058	36.51	88,230	4.1	2.0
2,885.249	Vanguard International Value Portfolio	29.90	86,269	31.84	91,866	4.2	2 6
			163,327		180,096	8.3	2 3
International Large Cap Growth							
1,447.422	EuroPacific Growth Fund CL F	37.62	54,453	41.81	60,517	2.8	0.0
1,889.831	Oppenheimer International Growth Fund Y	22.20	41,954	32.62	61,646	2.8	1 4
			96,408		122,163	5.6	0 7
	International Equities Total		259,735		302,259	13.9	1.7
Growth Real Estate							
Domestic Growth Real Estate							
2,862.111	Cohen & Steers Institutional Real Estate	32.48	92,975	44.00	125,933	5.8	2.6
			92,975		125,933	5.8	2.6
Global Growth Real Estate							
5,558.280	ING Global Real Estate Fund Class I	15.48	86,054	18.11	100,660	4.6	4.2
			86,054		100,660	4.6	4.2
	Growth Real Estate Total		179,029		226,593	10.4	3.3
Small Company							
Small Cap Value							
1,914.448	Berwyn Fund	23.31	44,625	36.75	70,356	3.2	0.0

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June 30, 2013

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
730.626	Vanguard Small Cap Value ETF	55.93	40,867	83.70	61,153	2.8	2.2
			85,492		131,509	6.0	1.0
Small Cap Growth							
443.333	Baron Growth Fund	56.13	24,886	61.92	27,451	1.3	0.0
1,561.111	Conestoga Small Cap Fund	17.99	28,088	29.10	45,428	2.1	0.2
			52,975		72,880	3.4	0.1
	Small Company Total		138,467		204,389	9.4	0.7
Aggressive International							
1,723.931	SPDR Index Int'l Small Cap ETF	25.59	44,124	28.84	49,718	2.3	2.4
436.599	Vanguard International Explorer Fund	14.86	6,489	15.82	6,907	0.3	2.6
			50,612		56,625	2.6	2.4
Energy/Natural Resources							
Energy							
115.577	Vanguard Energy Fund Admiral Shares	112.75	13,031	114.52	13,236	0.6	0.0
745.706	Vanguard Energy Fund Investor Shares	60.18	44,877	61.00	45,488	2.1	2.4
			57,908		58,724	2.7	1.8
Natural Resources							
982.937	Franklin Natural Resources Fund	36.72	36,091	34.21	33,626	1.5	0.0
			36,091		33,626	1.5	0.0
	Energy/Natural Resourc Total		93,999		92,350	4.2	1.2
Commodities							
13,284.567	PIMCO Commodity Real Return Strategy Inst.	7.98	106,021	5.53	73,464	3.4	1.8
			106,021		73,464	3.4	1.8

TOTAL PORTFOLIO $1,886,903 $ 2,159,839

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
KASTORY FAMILY CLAT	211 TERRAPIN POINT VERO BEACH, FL 32963-4407

990	Form 990-PF - Average Monthly Value of Investments	

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
Beginning (optional):				
1st month	1,948,481.		8,063.	
Ending:				
1st month	1,962,588.	1,955,535.	13,843.	10,953.
2nd month	1,991,954.	1,977,271.	9,312.	11,578.
3rd month	2,030,932.	2,011,443.	8,479.	8,896.
4th month	2,024,098.	2,027,515.	<7,371.>	554.
5th month	2,003,874.	2,013,986.	25,463.	9,046.
6th month	2,105,667.	2,054,771.	40,227.	32,845.
7th month	2,180,895.	2,143,281.	20,203.	30,215.
8th month	2,184,954.	2,182,925.	19,287.	19,745.
9th month	2,227,487.	2,206,221.	18,369.	18,828.
10th month	2,273,144.	2,250,316.	2,433.	10,401.
11th month	2,206,354.	2,239,749.	44,827.	23,630.
12th month	2,159,840.	2,183,097.	3,890.	24,359.
Total of all months		25,246,110.		201,050.
Number of months in year		12		12
Average monthly value		2,103,843.		16,754.
Number of months in year - override				