Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052 | **2013** | Open to Public Inspection

For calendar year 2013 or tax year beginning JUN 1, 2013 , and ending MAY 31, 2014

Name of foundation
THE KURT FORREST FOUNDATION, INC. C/O
SMOLIN, CALBO, DAVIDSON & ASSOC. LLC

A Employer identification number
06-1549428

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4 HIGH RIDGE PARK

B Telephone number
203-399-0602

City or town, state or province, country, and ZIP or foreign postal code
STAMFORD, CT 06905

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) ▶$ 1,275,982.

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	73,180.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,307.	1,307.		STATEMENT 1
	4 Dividends and interest from securities	13,190.	13,190.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45.			
	b Gross sales price for all assets on line 6a 307,095.				
	7 Capital gain net income (from Part IV, line 2)		45.		
	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	-26,083.	-26,083.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	61,639.	-11,541.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	39,000.	1,950.		37,050.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,917.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	1,722.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	5,228.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	48,867.	1,950.		37,050.
	25 Contributions, gifts, grants paid	73,814.			73,814.
	26 **Total expenses and disbursements.** Add lines 24 and 25	122,681.	1,950.		110,864.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-61,042.			
	b **Net investment income** (if negative, enter -0-)		0.		
	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	1.		
	2 Savings and temporary cash investments	976,871.	167,662.	164,168.
	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 7	0.	996,776.	1,090,346.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	269,376.	20,698.	21,468.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED INTEREST PU)	2,676.	0.	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,248,924.	1,185,136.	1,275,982.
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	307,344.	307,344.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	941,580.	877,792.	
	30 Total net assets or fund balances	1,248,924.	1,185,136.	
	31 Total liabilities and net assets/fund balances	1,248,924.	1,185,136.	

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	1,248,924.
2	Enter amount from Part I, line 27a	2	-61,042.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,187,882.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	2,746.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,185,136.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(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				
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	307,095.		307,050.	45.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				45.

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	45.
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))
2012	105,255.	1,200,419.	.087682
2011	61,273.	1,270,996.	.048209
2010	43,084.	1,299,667.	.033150
2009	117,980.	1,341,830.	.087925
2008	71,324.	1,310,281.	.054434

2 **Total** of line 1, column (d)	2	.311400
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	.062280
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,192,579.
5 Multiply line 4 by line 3	5	74,274.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	74,274.
8 Enter qualifying distributions from Part XII, line 4	8	110,864.

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	0.
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	0.
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	0.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 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	0.
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 2014 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 the 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) ▶ CT -			
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 2013 or the taxable year beginning in 2013 (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 9	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 ▶ THOMAS & RENATE CARDELLO C/O SMOLIN Telephone no. ▶ 203-399-0602
Located at ▶ L CALBO, 4 HIGH RIDGE ROAD, SUITE 103 ZIP+4 ▶ 06905

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 2013, 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)?	1b		X
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	4b		X

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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
THOMAS CARDELLO C/O WILMINGTON FAMILY OFFICE, 4 HIGH STAMFORD, CT 06905	SECRETARY/DIRECTOR 0.50	0.	0.	0.
RENATE KURKOWSKI-CARDELLO C/O WILMINGTON FAMILY OFFICE, 4 HIGH STAMFORD, CT 06905	PRESIDENT/TEAS/DIRECTOR 10.00	39,000.	0.	0.
HENRY J. CARDELLO C/O WILMINGTON FAMILY OFFICE, 4 HIGH STAMFORD, CT 06905	DIRECTOR 0.25	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(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	686,408.
b	Average of monthly cash balances	1b	524,332.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,210,740.
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	1,210,740.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,161.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,192,579.
6	**Minimum investment return.** Enter 5% of line 5	6	59,629.

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	59,629.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,629.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	59,629.
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	59,629.

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	110,864.
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	110,864.
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	110,864.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				59,629.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011 26,604.				
e From 2012 45,234.				
f **Total** of lines 3a through e	71,838.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 110,864.				
a Applied to 2012, but not more than line 2a			0.	
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 2013 distributable amount				59,629.
e Remaining amount distributed out of corpus	51,235.			
5 Excess distributions carryover applied to 2013 (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	123,073.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	123,073.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 26,604.				
d Excess from 2012 45,234.				
e Excess from 2013 51,235.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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).)

SEE STATEMENT 10

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 address 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				
EAST MEETS WEST FOUNDATION 1611 TELEGRAVE AVE STE 1420 OAKLAND, CA 94612-2129	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	9,000.
FRIENDS WITHOUT A BORDER 1123 BROADWAY, STE. 1210 NEW YORK, NY 10010	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	33,180.
FROM THE HEART PRODUCTIONS 1455 MANDALAY BAY ROAD OXNARD, CA 93035-2845	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	300.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE NE 49-3131 CAMBRIDGE, MA 02139	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	21,334.
WASHINGTON UNIVERSITY SCHWARTZ INTERNSHIP PROGRAM ONE BROOKINGS DRIVE ST. LOUIS, MO 63130	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
Total			▶ 3a	73,814.
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	1,307.	
4 Dividends and interest from securities			14	13,190.	
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			14	-26,083.	
8 Gain or (loss) from sales of assets other than inventory			18	45.	
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.		-11,541.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -11,541.

(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

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?

		Yes	No
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

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

▶ [signature] 4/13/15 ▶ PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LEONARD CALBO	[signature]	4/9/15		P00644749

Firm's name ▶ SMOLIN, CALBO, DAVIDSON & ASSOC. LLC Firm's EIN ▶ 46-5683178

Firm's address ▶ 4 HIGH RIDGE PARK, SUITE 103 STAMFORD, CT 06905 Phone no. 203-399-0600

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990 .

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE KURT FORREST FOUNDATION, INC. C/O SMOLIN, CALBO, DAVIDSON & ASSOC. LLC	06-1549428

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	[X] 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

[X] 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 its Form 990-PF, Part I, line 2, 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
THE KURT FORREST FOUNDATION, INC. C/O SMOLIN, CALBO, DAVIDSON & ASSOC. LLC	06-1549428

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	KURT FORREST CHARITABLE LEAD ANNUITY TRUST C/O SMOLIN, CALBO, DAVIDSON & ASSOC. 4 HIGH RIDGE PARK, STE. 103 STAMFORD, CT 06905	$ 68,180.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	CHALKSTREAM 1745 BROADWAY, 24TH FL NEW YORK, NY 10019	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization

THE KURT FORREST FOUNDATION, INC. C/O SMOLIN, CALBO, DAVIDSON & ASSOC. LLC

Employer identification number

06-1549428

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

THE KURT FORREST FOUNDATION, INC. C/O
SMOLIN, CALBO, DAVIDSON & ASSOC. LLC

Employer identification number

06-1549428

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CITIBANK 2877	9.	9.	
CITIBANK 2906	3.	3.	
JP MORGAN 3007	2.	2.	
JPMORGAN 5007	13.	13.	
JPMORGAN 8001	1,280.	1,280.	
TOTAL TO PART I, LINE 3	1,307.	1,307.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
JP MORGAN 3007	45.	0.	45.	45.	
JP MORGAN 5007	12,806.	0.	12,806.	12,806.	
JP MORGAN 8001	339.	0.	339.	339.	
TO PART I, LINE 4	13,190.	0.	13,190.	13,190.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SEC 988 LOSS	-26,083.	-26,083.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-26,083.	-26,083.	

FORM 990-PF	ACCOUNTING FEES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILMINGTON FAMILY OFFICE	2,917.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,917.	0.		0.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	1,540.	0.		0.
FOREIGN TAX	182.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,722.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	5,042.	0.		0.
PO BOX FEE	186.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,228.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US LARGE CAP EQUITY 5007	802,121.	895,533.
US LARGE CAP EQUITY 3007	191,481.	191,678.
PENTAIR LTD	3,174.	3,135.
TOTAL TO FORM 990-PF, PART II, LINE 10B	996,776.	1,090,346.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	0.	0.
INTERNATIONAL BONDS	COST	0.	0.
HEDGE FUNDS	COST	0.	0.
TORTOISE MLP & PIPELINE INS	COST	20,698.	21,468.
TOTAL TO FORM 990-PF, PART II, LINE 13		20,698.	21,468.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 9

NAME OF CONTRIBUTOR	ADDRESS
KURT FOREST CHARITABLE LEAD TRUST	C/O WILMINGTON FAMILY OFFICE, INC. STAMFORD, CT 06905

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 10

NAME OF MANAGER

THOMAS CARDELLO
RENATE KURKOWSKI-CARDELLO

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	JPM HIGH YIELD FD - SEL FUND 3580 J.P. MORGAN SEC	P	VARIOUS	07/26/13
b	JPM HIGH YIELD FD - SEL FUND 3580 J.P. MORGAN SEC	P	VARIOUS	07/26/13
c	THE ARBITRAGE FUND - I	P	VARIOUS	07/26/13
d	THE ARBITRAGE FUND - I	P	VARIOUS	07/26/13
e	JP MORGAN 5007 (SEE ATTACHED)	P	VARIOUS	05/31/14
f	JP MORGAN 3007 (SEE ATTACHED)	P	VARIOUS	05/31/14
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	34,888.		35,416.	-528.
b	10.			10.
c	209,255.		210,876.	-1,621.
d	77.			77.
e	58,464.		56,491.	1,973.
f	4,401.		4,267.	134.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-528.
b				10.
c				-1,621.
d				77.
e				1,973.
f				134.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	45.
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

323591
05-01-13

INFLOWS & OUTFLOWS

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	Amount
3/27	Div Domest	HOME DEPOT INC @ 0 47 PER SHARE (ID. 437076-10-2)	130.000	0 47	61 10
3/31	Div Domest	PEPSICO INC @ 0 5675 PER SHARE (ID 713448-10-8)	92 000	0 568	52 21
3/31	Div Domest	THE TRAVELERS COMPANIES INC. @ 0 50 PER SHARE (ID 89417E-10-9)	202 000	0 50	101 00
Total Inflows & Outflows					**$2,938.75**

TRADE ACTIVITY

Note: **S** indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
2/26 3/3	Sale FIFO	TARGET CORP @ 60 3289 4,826 31 BROKERAGE 2 40 TAX &/OR SEC 09 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 87612E-10-6)	(80.000)	60 298	4,823 82	(5,560 18)	(736 36) S*
3/11 3/14	Sale FIFO	AMERICAN ELECTRIC POWER CO @ 48.8163 7,810 61 BROKERAGE 6.40 TAX &/OR SEC .14 MERRILL LYNCH PIERCE FENNER & SMIT (ID 025537-10-1)	(160.000)	48.775	7,804.07	(7,022.46)	781.61 S
Total Settled Sales/Maturities/Redemptions					**$12,627.89**	**($12,582.64)**	**$45.25 S**

INFLOWS & OUTFLOWS

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	Amount
10/31	Div Domest	RAYTHEON CO @ 0.55 PER SHARE (ID 755111-50-7)	77 000	0.55	42 35
Total Inflows & Outflows					**($253.36)**

TRADE ACTIVITY

Note· **S** indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
10/22 10/25	Sale FIFO	CATERPILLAR INC @ 88.29 88.29 BROKERAGE 0 01 CREDIT SUISSE FIRST BOSTON LLC (ID 149123-10-1)	(1.000)	88 28	88 28	(83.93)	4.35 S
10/22 10/25	Sale FIFO	CATERPILLAR INC @ 88 412 4,155 36 BROKERAGE 0.94 TAX &/OR SEC .08 CREDIT SUISSE FIRST BOSTON LLC (ID 149123-10-1)	(47 000)	88 39	4,154.35	(3,962 55)	191 80 S
10/25 10/31	Sale FIFO	E I DU PONT DE NEMOURS & CO @ 62 2186 4,417 52 BROKERAGE 0 36 TAX &/OR SEC 08 CREDIT SUISSE FIRST BOSTON LLC (ID: 263534-10-9)	(71 000)	62 212	4,417.08	(4,221 68)	195 40 S
Total Settled Sales/Maturities/Redemptions					**$8,659.71**	**($8,268.16)**	**$391.55 S**

TRADE ACTIVITY

Note: S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/28 9/3	Sale FIFO	TOTAL SA SPONS ADR @ 56 8914 6,371 84 BROKERAGE 4.48 TAX &/OR SEC .11 JPMORGAN CLEARING CORP (ID 89151E-10-9)	(112 000)	56.85	6,367 25	(6,100 04)	267 21 S*
9/23 9/26	Sale FIFO	AUTOMATIC DATA PROCESSING INC @ 73 7637 3,319 37 BROKERAGE 1 35 TAX &/OR SEC 06 MERRILL LYNCH PIERCE FENNER & SMIT (ID· 053015-10-3)	(45 000)	73 732	3,317 96	(3,250 12)	67 84 S
9/23 9/26	Sale FIFO	PROCTER & GAMBLE CO @ 79 1317 870 45 BROKERAGE 0 44 TAX &/OR SEC 02 MERRILL LYNCH PIERCE FENNER & SMIT (ID 742718-10-9)	(11 000)	79 09	869 99	(894 69)	(24 70) S
9/23 9/26	Sale FIFO	UNITED PARCEL SERVICE INC CL B @ 90 7965 1,543.54 BROKERAGE 0 51 TAX &/OR SEC .03 MERRILL LYNCH PIERCE FENNER & SMIT (ID 911312-10-6)	(17.000)	90 765	1,543.00	(1,491 33)	51.67 S
Total Settled Sales/Maturities/Redemptions					**$12,098.20**	**($11,736.18)**	**$362.02 S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
8/28 9/3	Purchase	WALT DISNEY CO @ 60 9678 1,707 10 BROKERAGE 0 84 MERRILL LYNCH PIERCE FENNER & SMIT (ID· 254687-10-6)	28 000	60.998	(1,707 94) *

TRADE ACTIVITY

Note: S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/15 8/20	Sale FIFO	GENERAL MILLS INC @ 50.5854 1,719.90 BROKERAGE 1.36 TAX &/OR SEC .03 JPMORGAN CLEARING CORP (ID. 370334-10-4)	(34 000)	50.544	1,718 51	(1,780.75)	(62.24) S
8/15 8/20	Sale FIFO	WASTE MANAGEMENT INC @ 42 05 672.80 BROKERAGE 0.48 TAX &/OR SEC 01 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 94106L-10-9)	(16 000)	42 019	672 31	(687.12)	(14 81) S
Total Settled Sales/Maturities/Redemptions					**$2,390.82**	**($2,467.87)**	**($77.05) S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
8/9 8/14	Purchase	AT&T INC @ 34.91 3,386.27 BROKERAGE 0 49 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 00206R-10-2)	97 000	34 915	(3,386 76)
8/9 8/14	Purchase	AMERICAN ELECTRIC POWER CO @ 45.26 1,357 80 BROKERAGE 0 15 MERRILL LYNCH PIERCE FENNER & SMIT (ID. 025537-10-1)	30 000	45.265	(1,357 95)
8/9 8/14	Purchase	AMERICAN TOWER CORPORATION @ 69 85 2,095 50 BROKERAGE 0.15 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 03027X-10-0)	30 000	69 855	(2,095 65)
8/9 8/14	Purchase	AUTOMATIC DATA PROCESSING INC @ 72 22 4,477 64 BROKERAGE 0 31 MERRILL LYNCH PIERCE FENNER & SMIT (ID· 053015-10-3)	62 000	72 225	(4,477 95)

SECURITIES TRANSFERRED IN/OUT

Notes * Transaction Market Value is representative of the prior trading day's market value This is for informational purposes only and is not to be used for any financial or tax purposes. The Transaction Market Value shown is in USD

Settle Date	Type / Selection Method	Description	Quantity / Cost	Transaction Market Value *
Securities Transferred Out				
5/1	Free Delivery	TORTOISE MLP & PIPELINE-INS ASSET TRANSFER TO A/C S62142005 AS OF 04/30/14 (ID 56166Y-40-4)	(534 770) 9,198 04	(9,278 26)

TRADE ACTIVITY

Note S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
4/29 5/2	Sale High Cost	NATIONAL FUEL GAS CO @ 72 985 1,605 67 BROKERAGE 0.33 TAX &/OR SEC 04 PERSHING & COMPANY (ID. 636180-10-1)	(22 000)	72 968	1,605 30	(1,613 91)	(8 61) S*
5/6 5/9	Sale High Cost	TRINITY INDUSTRIES INC @ 78 4308 313 72 BROKERAGE 0 06 TAX &/OR SEC 01 MERRILL LYNCH PIERCE FENNER & SMIT (ID 896522-10-9)	(4 000)	78 413	313 65	(290 70)	22 95 S
5/22 5/28	Sale High Cost	TRINITY INDUSTRIES INC @ 83.1004 415 50 BROKERAGE 0 08 TAX &/OR SEC 01 RBC CAPITAL MARKETS CORPORATION (ID· 896522-10-9)	(5 000)	83 082	415 41	(363 38)	52 03 S
5/27 5/30	Sale High Cost	AEGION CORPORATION @ 24 4724 269 20 BROKERAGE 0 17 TAX &/OR SEC 01 MORGAN STANLEY & CO. LLC (ID 00770F-10-4)	(11 000)	24 456	269 02	(267 53)	1 49 S
Total Settled Sales/Maturities/Redemptions					**$2,603.38**	**($2,535.52)**	**$67.86 S**

TRADE ACTIVITY

Note: S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
5/5 5/8	Sale FIFO	TARGET CORP @ 60 2318 8,372 22 BROKERAGE 5 56 TAX &/OR SEC .19 JPMORGAN CLEARING CORP (ID. 87612E-10-6)	(139 000)	60 19	8,366 47	(8,893 52)	(527 05) S
5/20 5/23	Sale FIFO	AT&T INC @ 35 7004 5,033 76 BROKERAGE 4 23 TAX &/OR SEC 12 MERRILL LYNCH PIERCE FENNER & SMIT (ID. 00206R-10-2)	(141 000)	35 67	5,029 41	(4,871 10)	158 31 S
Total Settled Sales/Maturities/Redemptions					**$13,395.88**	**($13,764.62)**	**($368.74) S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
5/20 5/23	Purchase	AMERICAN EXPRESS CO @ 87 5235 3,413 42 BROKERAGE 1 17 MERRILL LYNCH PIERCE FENNER & SMIT (ID 025816-10-9)	39 000	87 554	(3,414 59)
5/20 5/23	Purchase	COSTCO WHOLESALE CORP @ 115 649 2,081 68 BROKERAGE 0.54 MERRILL LYNCH PIERCE FENNER & SMIT (ID. 22160K-10-5)	18 000	115 679	(2,082 22)
Total Settled Securities Purchased					**($5,496.81)**

INFLOWS & OUTFLOWS

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	Amount
4/25	Div Domest	AMERICAN TOWER CORPORATION @ 0 32 PER SHARE (ID: 03027X-10-0)	214 000	0.32	68 48
4/29	Div Domest	ORACLE CORP @ 0.12 PER SHARE (ID· 68389X-10-5)	328 000	0 12	39 36
Total Inflows & Outflows					**($990.95)**

TRADE ACTIVITY

Note: S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
4/3 4/10	Sale FIFO	CATERPILLAR INC @ 102 1262 9,191.36 BROKERAGE 2.70 TAX &/OR SEC .22 GOLDMAN SACHS & CO (ID· 149123-10-1)	(90 000)	102 094	9,188.44	(7,587 90)	1,600 54 S
4/3 4/10	Sale FIFO	CATERPILLAR INC @ 102 5405 102 54 BROKERAGE 0.03 GOLDMAN SACHS & CO (ID· 149123-10-1)	(1 000)	102.51	102 51	(84 29)	18 22 S
Total Settled Sales/Maturities/Redemptions					**$9,290.95**	**($7,672.19)**	**$1,618.76 S**

TRADE ACTIVITY

Note: S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
4/23 4/28	Sale High Cost	PERKINELMER INC @ 44.6361 580.27 BROKERAGE 0 20 TAX &/OR SEC 01 CITIGROUP GLOBAL MKTS INC (ID. 714046-10-9)	(13 000)	44 62	580 06	(577.87)	2 19 S
4/25 4/30	Sale High Cost	CLEAN HARBORS INC @ 60 9352 1,218 70 BROKERAGE 0.30 TAX &/OR SEC 03 MERRILL LYNCH PIERCE FENNER & SMIT (ID 184496-10-7)	(20 000)	60 919	1,218.37	(1,153 18)	65 19 S
Total Settled Sales/Maturities/Redemptions					**$1,798.43**	**($1,731.05)**	**$67.38 S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
4/23 4/24	Purchase	TORTOISE MLP & PIPELINE-INS (ID 56166Y-40-4)	1,738 140	17 20	(29,896 00)
4/23 4/28	Purchase	PENTAIR LTD SHS @ 75.60 3,931 20 BROKERAGE 0 78 CITIGROUP GLOBAL MKTS INC (ID H6169Q-10-8)	52 000	75 615	(3,931 98)
4/23 4/28	Purchase	AXIALL CORPORATION @ 48 33 2,609.82 BROKERAGE 0.81 CITIGROUP GLOBAL MKTS INC (ID· 05463D-10-0)	54 000	48.345	(2,610 63)
4/23 4/28	Purchase	BAKER HUGHES INC @ 70 45 2,395.30 BROKERAGE 0 51 CITIGROUP GLOBAL MKTS INC (ID· 057224-10-7)	34 000	70.465	(2,395 81)
4/23 4/28	Purchase	CABOT OIL & GAS CORP CL A @ 35 86 1,721.28 BROKERAGE 0 72 CITIGROUP GLOBAL MKTS INC (ID 127097-10-3)	48 000	35 875	(1,722 00)

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/26 7/29	Sale FIFO	JPM HIGH YIELD FD - SEL FUND 3580 J P MORGAN SECURITIES LLC AS AGENT @ 8.18 (ID 4812C0-80-3)	(4,266 314)	8 18	34,898 45	(35,417 08)	(528.31) L 9 68 S
7/26 7/29	Sale FIFO	THE ARBITRAGE FUND-I (ID· 03875R-20-5)	(16,303 090)	12 84	209,331 68	(210,875 50)	(1,620 75) L 76 93 S
Total Settled Sales/Maturities/Redemptions					**$244,230.13**	**($246,292.58)**	**($2,149.06) L** **$86.61 S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
7/1 7/1	Purchase	JPM HIGH YIELD FD - SEL FUND 3580 REINVESTED @ 8 03 PER SHARE (ID 4812C0-80-3)	21 146	8 03	(169 81)