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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014

Name of foundation Forrest Foundation		A Employer identification number 75-6021465
Number and street (or P O box number if mail is not delivered to street address) Room/suite 12019 East County Rd 7300		B Telephone number (see instructions) (806) 842-3575
City or town, state or province, country, and ZIP or foreign postal code Slaton, TX 79364		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 743,037	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24	24		
	4 Dividends and interest from securities	14,604	14,604		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		71,974		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	14,628	86,602			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	880	880		880
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	25	25		25
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	11,483	11,483		11,483
	24 Total operating and administrative expenses. Add lines 13 through 23	12,388	12,388		12,388
	25 Contributions, gifts, grants paid	22,000			22,000
26 Total expenses and disbursements. Add lines 24 and 25	34,388	12,388		34,388	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-19,760				
b Net investment income (if negative, enter -0-)		74,214			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	800	583	583		
	2	Savings and temporary cash investments	43,874	11,684	11,684		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	321,837 <input type="checkbox"/>	415,884	572,513		
	c	Investments—corporate bonds (attach schedule)	30,028 <input type="checkbox"/>	30,028	33,790		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	86,891 <input type="checkbox"/>	93,130	124,467		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	483,430	551,309	743,037			
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 (attach schedule)					
	22	Other liabilities (describe ▶ _____)		15,750			
23	Total liabilities (add lines 17 through 22)		15,750				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	483,430	535,559			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)	483,430	535,559				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	483,430	551,309				

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	483,430
2	Enter amount from Part I, line 27a	2	-19,760
3	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	3	71,974
4	Add lines 1, 2, and 3	4	535,644
5	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	5	85
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	535,559

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	71,974
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	35,558	604,955	0.058778
2011	25,668	544,697	0.047123
2010	26,983	535,582	0.050381
2009	24,687	502,242	0.049154
2008	31,612	491,776	0.064281
2	Total of line 1, column (d).		2 0.269717
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 0.053943
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 686,915
5	Multiply line 4 by line 3.		5 37,054
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 742
7	Add lines 5 and 6.		7 37,796
8	Enter qualifying distributions from Part XII, line 4.		8 34,388

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 page 18 of the instructions)

Table with 11 rows for excise tax calculations. Row 1: Exempt operating foundations... 1,484. Row 2: Tax under section 511... 0. Row 3: Add lines 1 and 2... 1,484. Row 4: Subtitle A (income) tax... 0. Row 5: Tax based on investment income... 1,484. Rows 6a-6d: Credits/Payments. Row 7: Total credits and payments. Row 8: Enter any penalty... 0. Row 9: Tax due... 1,484. Row 10: Overpayment... 0. Row 11: Enter the amount of line 10 to be credited to 2014 estimated tax... 0 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1a Yes No. Row 1b: Did it spend more than \$100 during the year... 1b Yes No. Row 1c: Did the foundation file Form 1120-POL... 1c Yes No. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 Yes No. Row 3: Has the foundation made any changes, not previously reported to the IRS... 3 Yes No. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more... 4a Yes No. Row 4b: If "Yes," has it filed a tax return on Form 990-T... 4b Yes No. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction... 5 Yes No. Row 6: Are the requirements of section 508(e) satisfied... 6 Yes No. Row 7: Did the foundation have at least \$5,000 in assets at any time... 7 Yes No. Row 8a: Enter the states to which the foundation reports... 8a Yes No. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF... 8b Yes No. Row 9: Is the foundation claiming status as a private operating foundation... 9 Yes No. Row 10: Did any persons become substantial contributors during the tax year... 10 Yes No.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of LYNN FORREST Telephone no (806) 842-3575 Located at Route 2 Box 193 Slaton TX ZIP +4 79364			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16		No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>			
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	641,176
b	Average of monthly cash balances.	1b	56,200
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	697,376
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	697,376
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	10,461
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	686,915
6	Minimum investment return. Enter 5% of line 5.	6	34,346

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	34,346
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,484
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,484
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	32,862
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	32,862
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	32,862

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	34,388
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	34,388
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	34,388

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				32,862
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,576	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>34,388</u>				
a Applied to 2012, but not more than line 2a			5,576	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				28,812
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,050
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

See Additional Data Table

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

See Additional Data Table

c Any submission deadlines

See Additional Data Table

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

See Additional Data Table

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 <i>Paid during the year</i> See Additional Data Table				
Total				22,000
b <i>Approved for future payment</i>				
Total				3b

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Verizon	P	2005-01-05	2013-09-12
Ebay	P	2006-06-15	2013-11-21
Allstate	P	2004-08-05	2014-01-13
Bank of America	P	2000-03-21	2014-01-13
Corning	P	2008-05-15	2014-01-13
Eaton Vance	P	2011-11-26	2014-01-13
EMC	P	1999-05-05	2014-01-13
Home Depot	P	2002-07-25	2014-01-13
Ishares Nasdaq Biotech	P	2008-04-24	2014-01-30
Kimberly Clark	P	2011-05-13	2014-01-13
UPS	P	2005-10-14	2014-01-13
Walt Disney	P	2007-10-22	2014-01-13
EMC	P	1999-05-03	2014-05-09
Ishares Nasdaq Biotech	P	2008-04-24	2014-05-15
Qualcomm	P	1999-08-03	2014-05-09
Walt Disney	P	2007-10-22	2014-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,473	0	16,468	5,005
16,513	0	10,024	6,489
2,676	0	2,356	320
5,744	0	11,603	-5,859
6,589	0	9,807	-3,218
5,423	0	4,919	504
7,512	0	2,334	5,178
11,449	0	5,747	5,702
38,594	0	13,551	25,043
7,860	0	5,115	2,745
4,211	0	2,913	1,298
6,739	0	3,189	3,550
12,577	0	11,791	786
16,290	0	5,717	10,573
8,839	0	1,934	6,905
12,152	0	5,199	6,953

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	5,005
0	0	0	6,489
0	0	0	320
0	0	0	-5,859
0	0	0	-3,218
0	0	0	504
0	0	0	5,178
0	0	0	5,702
0	0	0	25,043
0	0	0	2,745
0	0	0	1,298
0	0	0	3,550
0	0	0	786
0	0	0	10,573
0	0	0	6,905
0	0	0	6,953

Form 990PF Part VIII Line 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
JEAN MCNEELY PO Box 64963 Lubbock, TX 79464	Trustee 0	0	0	0
LYNN FORREST 12019 East County Rd 7300 Slaton, TX 79364	Trustee 1 00	0	0	0
CAROLYN RAMSEY-CHRISTIANS 3682 Villa Street Los Alamos, NM 875442044	Trustee 0	0	0	0
BERNICE FORREST 133 Grogans Point Rd The Woodlands, TX 77380	Trustee 0	0	0	0
MARIANNE LOVELESS 14611 PR 3760 Slaton, TX 79364	Trustee 0	0	0	0

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a The name, address, and telephone number of the person to whom applications should be addressed

LYNN FORREST
Route 2 Box 193
Slaton, TX 79364
(806) 842-3575

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

NAME, ADDRESS, TYPE OF ORGAN , PRINCIPAL ACTIVITY, AND THE AMOUNT REQUESTED

c Any submission deadlines

THE FOUNDATION DOES NOT HAVE SUBMISSION DEADLINES

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

GRANTS ARE LARGELY UNRESTRICTED EXCEPT TO THE EXTENT PROVIDED IN THE TRUST INSTRUMENT

a The name, address, and telephone number of the person to whom applications should be addressed

LYNN FORREST
Route 2 Box 193
Slaton, TX 79364
(806) 842-3575

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

ANY ADDITIONAL MATERIAL CONCERNING THE REQUEST SHOULD BE SUBMITTED

c Any submission deadlines

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

CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, AND EDUC PURPOSES GRANTS APPROVED BY 3 TRUSTEES

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Interfaith of the Woodlands 4242 Woodlands Dr The Woodlands, TX 77380		Public	religious	1,000
Opportunity Plan PO Box 1035 Canyon, TX 79015		Public	charitable	2,000
FUMC Slaton PO Box 250 Slaton, TX 79364		Public	educational	3,250
FUMC Lubbock 1411 Broadway Lubbock, TX 79401		Public	religious	500
Joni & Friends PO Box 3333 Agoura Hills, CA 913763333		Public	charitable	2,000
Weekend Snack Pack Program 192 West Demarest Ave Englewood, NJ 07631		Public	charitable	500
TEAM 300 W Main Tomball, TX 77375		Public	charitable	1,000
Salvation Army 1500 Austin St Houston, TX 77002		Public	charitable	500
John Wesley UM Church 5830 Bermuda Dunes Houston, TX 77069		Public	religious	1,500
FUMC Lubbock Music2nd Helping PO Box 250 Slaton, TX 79364		Public	religious	2,500
American Red Cross 2201 19th Street Lubbock, TX 79401		Public	charitable	0
St Jude Children's Research Hospital 262 Danny Thomas Place Memphis, TN 38105		Public	charitable	500
Texas Tech University McNeily Scholarship PO Box 45025 Lubbock, TX 79409		public	educational	2,000
Slaton Library 200 W Lynn Street Slaton, TX 79364		public	educational	250
Breedlove Dehydrated Foods 1818 N Martin Luther King Blvd Lubbock, TX 79403		public	charitable	500
Total				22,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
American Museum of Agriculture 1121 Canyon Drive Lubbock, TX 79403		public	educational	1,000
Easter Seal El Mirador 10 A Van Nu Po Sante Fe, NM 87509		public	charitable	500
Lubbock High School Horticulture 2004 19th Street Lubbock, TX 79401		public	educational	0
Literacy Lubbock 1306 9th St Lubbock, TX 79401		public	educational	2,000
South Plains Food Bank 4612 Locust Ave Lubbock, TX 79404		public	charitable	500
Total				22,000

▶ 3a

**TY 2013 Investments Corporate
Bonds Schedule****Name:** Forrest Foundation**EIN:** 75-6021465

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Goldman Sachs Group	30,028	33,790

**TY 2013 Investments Corporate
Stock Schedule****Name:** Forrest Foundation**EIN:** 75-6021465

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Allstate Corp	14,135	17,616
Exxon Mobil	8,604	26,882
Fedex	16,540	26,794
Glaxosmithkline	8,538	10,268
Home Depot	5,732	16,192
JPMorgan Chase	14,237	25,871
Kimberly Clark	8,524	13,903
Medtronic	15,897	19,638
Microsoft	19,477	30,441
Oracle	6,732	18,238
Pepsico	7,678	15,724
Qualcomm	18,394	55,440
Shell	12,661	19,110
Taiwan SMCNDCTR	10,974	11,187
Total S A Spon	4,905	7,581
US Bancorp	13,918	20,274
UPS	13,870	20,532
Wal Mart	15,928	23,647
Walt Disney	6,932	17,148
Ebase	20,654	
Blackrock Strategic Inc OPP	50,055	50,282
Goldman Sachs MLP Energy	25,000	26,784
Touchstone Merger Arbitrage	35,000	34,618
Vitus Prem Alphssector	15,035	16,305
Goldman Sachs Strategic Inc	46,464	48,038

TY 2013 Investments - Other Schedule

Name: Forrest Foundation

EIN: 75-6021465

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Vanguard FTSE Emerging Markets		28,753	29,070
Ishares Iboxx HY Corp Bd FD		5,091	5,712
Ishares NASDAQ Biotech Fd		9,398	30,843
Vanguard REIT ETF		17,766	19,982
Ishares MSCI Itally Capped		19,182	22,160
Ishares MSCI Spain Capped		12,940	16,700

TY 2013 Other Decreases Schedule

Name: Forrest Foundation

EIN: 75-6021465

Description	Amount
Income tax	85

TY 2013 Other Expenses Schedule

Name: Forrest Foundation

EIN: 75-6021465

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment advisory	11,483	11,483		11,483

TY 2013 Other Increases Schedule

Name: Forrest Foundation

EIN: 75-6021465

Description	Amount
Net long-term capital gain	71,974

TY 2013 Taxes Schedule

Name: Forrest Foundation

EIN: 75-6021465

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign taxes	25	25		25