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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning _____ **, 2012, and ending** _____

PORTEOUS FAMILY FOUNDATION
4504 JASMINE AVE
CULVER CITY, CA 90232

A Employer identification number
95-4450800

B Telephone number (see the instructions)
(310) 559-2012

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply:

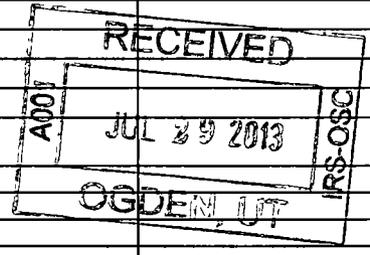
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 2,562,456.

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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 (att sch)	10,000.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	80,185.	80,185.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	183,354.			
	b Gross sales price for all assets on line 6a	1,539,681.			
	7 Capital gain net income (from Part IV, line 2)		183,354.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	273,539.	263,539.			
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	3,800.			3,800.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 2	2,923.			2,873.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 3	45,429.			45,426.	
24 Total operating and administrative expenses. Add lines 13 through 23	52,152.			52,099.	
25 Contributions, gifts, grants paid PART XV	123,400.			123,400.	
26 Total expenses and disbursements. Add lines 24 and 25	175,552.		0.	175,499.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	97,987.				
b Net investment income (if negative, enter -0-)		263,539.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
ASSETS	1	Cash – non-interest-bearing		9,319.	750.	750.	
	2	Savings and temporary cash investments					
	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 sch)					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – US and state government obligations (attach schedule)	STATEMENT 4		209,505.	103,391.	95,021.
	b	Investments – corporate stock (attach schedule)	STATEMENT 5		1,598,922.	1,700,169.	1,653,495.
	c	Investments – corporate bonds (attach schedule)	STATEMENT 6		612,118.	465,333.	471,650.
	11	Investments – land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)						
12	Investments – mortgage loans						
13	Investments – other (attach schedule)	STATEMENT 7		94,462.	341,540.	341,540.	
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)			2,524,326.	2,611,183.	2,562,456.	
LIABILITIES	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, & other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe SEE STATEMENT 8)			32,950.	21,820.	
23	Total liabilities (add lines 17 through 22)			32,950.	21,820.		
FUNDS ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, building, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds			2,491,376.	2,589,363.	
30	Total net assets or fund balances (see instructions)			2,491,376.	2,589,363.		
31	Total liabilities and net assets/fund balances (see instructions)			2,524,326.	2,611,183.		

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	2,491,376.
2	Enter amount from Part I, line 27a	2	97,987.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,589,363.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,589,363.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 9			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	183,354.
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	13,645.

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 (column (b) divided by column (c))
2011	155,960.	2,450,814.	0.063636
2010	107,750.	2,364,689.	0.045566
2009	98,075.	2,413,939.	0.040629
2008	122,793.	2,466,735.	0.049780
2007	123,234.	2,367,347.	0.052056

2 Total of line 1, column (d)	2	0.251667
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	0.050333
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,444,399.
5 Multiply line 4 by line 3	5	123,034.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,635.
7 Add lines 5 and 6	7	125,669.
8 Enter qualifying distributions from Part XII, line 4	8	175,499.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,635.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,635.
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	2,635.
6 Credits/Payments			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012		6 a	2,280.
b Exempt foreign organizations – tax withheld at source		6 b	
c Tax paid with application for extension of time to file (Form 8868)		6 c	
d Backup withholding erroneously withheld		6 d	
7 Total credits and payments Add lines 6a through 6d		7	2,280.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	355.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax		11	
			Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1 c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X		
14	The books are in care of <u>CAROL DAILEY</u> Telephone no <u>(310) 559-2012</u> Located at <u>4504 JASMINE AVE CULVER CITY CA</u> ZIP + 4 <u>90232</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	N/A		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country		Yes	No
				X

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
1 a	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
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.)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a	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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

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

5 a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) N/A

6 a 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? Yes No

If 'Yes' to 6b, file Form 8870

7 a 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? Yes No

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
JOHN B. PORTEOUS, JR. 1518 GALAXY WAY NEWPORT BEACH, CA 92660	DIRECTOR 0	0.	0.	0.
CAROL P. DAILEY 4504 JASMINE AVE. CULVER CITY, CA 90232	DIRECTOR 0	0.	0.	0.
SUSAN P DUKE P.O. BOX 7924 AUBURN, CA 95603	VICE PRESIDE 0	0.	0.	0.
ROBERT F. PORTEOUS 1919 GLENWOOD LANE NEWPORT BEACH, CA 92660	DIRECTOR 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 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	1 a	2,475,824.
b	Average of monthly cash balances	1 b	5,799.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,481,623.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,481,623.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	37,224.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,444,399.
6	Minimum investment return. Enter 5% of line 5	6	122,220.

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	122,220.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,635.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	2,635.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	119,585.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	119,585.
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	119,585.

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	1 a	175,499.
b	Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	175,499.
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	2,635.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	172,864.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				119,585.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	8,994.			
b From 2008	1,595.			
c From 2009				
d From 2010				
e From 2011	37,905.			
f Total of lines 3a through e	48,494.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 175,499.				
a Applied to 2011, 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 2012 distributable amount				119,585.
e Remaining amount distributed out of corpus	55,914.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	104,408.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	8,994.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	95,414.			
10 Analysis of line 9				
a Excess from 2008	1,595.			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	37,905.			
e Excess from 2012	55,914.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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))
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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines

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

Part XV. Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i> SEE STATEMENT 10</p>				
Total				▶ 3 a 123,400.
<p><i>b Approved for future payment</i></p>				
Total				▶ 3 b

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

PORTEOUS FAMILY FOUNDATION

Employer identification number

95-4450800

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

PORTEOUS FAMILY FOUNDATION

95-4450800

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PORTEOUS REALTY INVESTMENTS ----- 22795 S UTILITY WAY ----- CARSON, CA 90745 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization PORTEOUS FAMILY FOUNDATION	Employer identification number 95-4450800
---	---

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 total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$ _____ N/A
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
	N/A		
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
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Transferee's name, address, and ZIP + 4			
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Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			
(e) Transfer of gift		Relationship of transferor to transferee	
Transferee's name, address, and ZIP + 4			

Proceeds from Broker and Barter Exchange Transactions

Account G781525873
OMB No. 1545-0715

1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
ALPHA NATURAL RESOURCES INC / CUSIP: 02076X102 / Symbol: ANR	3,000,000	21,463.95	09/06/12	18,475.29	2,988.66	Sale	These columns are not reported to the IRS
KVH INDS INC / CUSIP: 482738101 / Symbol: KVHI	2,000,000	24,252.12	11/04/11	16,197.54	8,054.58	Sale	
07/05/12	2,000,000	25,172.32	11/21/11	15,847.96	9,324.36	Sale	
Security total:		49,424.44		32,045.50	17,378.94		
MAGNUM HUNTER RES CORP DEL / CUSIP: 55973B102 / Symbol: MHR	5,000,000	29,452.57	08/29/11	21,954.19	7,498.38	Sale	
09/13/12	5,000,000	24,154.09	05/16/12	21,302.74	2,851.35	Sale	
Security total:		53,606.66		43,256.93	10,349.73		
MARATHON PETE CORP / CUSIP: 56585A102 / Symbol: MPC	400,000	16,905.42	07/01/11	17,128.29	-222.87	Sale	
OMNIVISION TECHNOLOGIES INC / CUSIP: 682128103 / Symbol: OVTI							
4 tax lots for 03/28/12. Total proceeds (and cost when required) reported to the IRS.							
	350,000	6,882.26	04/14/11	10,885.99	-4,003.73	Sale	
	350,000	6,882.26	08/03/11	9,725.15	-2,842.89	Sale	
	400,000	7,865.45	08/05/11	9,391.60	-1,526.15	Sale	
	600,000	11,798.17	09/07/11	10,832.18	965.99	Sale	
03/28/12	1,700,000	33,428.14	VARIOUS	40,834.92	-7,406.78	Total of 4 lots	
YPF SOCIEDAD ANONIMA SPON ADR CLD / CUSIP: 984245100 / Symbol: YPF							
01/18/12	400,000	14,861.52	07/15/11	17,412.02	-2,550.50	Sale	
08/28/12	500,000	6,194.59	11/03/11	15,915.09	-9,720.50	Sale	
Security total:		21,056.11		33,327.11	-12,271.00		
Totals:		195,884.72		185,068.04	10,816.68		

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.
 **For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS
 # Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes.

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Oppenheimer & Co. Inc.

Account G781525873

2012 1099-B*

(continued)

OMB No. 1545-0715

Proceeds from Broker and Barter Exchange Transactions

SHORT-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part I, with Box B checked

8 - Description / CUSIP / 1d - Symbol	1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional Information	Notes
PENNEY J C INC REG 7.125% DUE 11/15/23 / CUSIP: 708160BE5 / Symbol: 12/05/12		50,000.000	43,375.00	09/07/12	48,880.00	-5,505.00	Sale Original basis. \$48,880.00	
EUROSEAS LTD RTS EXP DUE 06/15/12 / CUSIP: Y23592994 / Symbol: 07/02/12		7,778.000	0.00	05/30/12	0.00	0.00	Zero proceeds / negative sale	53
Totals:			43,375.00		48,880.00	-5,505.00		

1c - LONG-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS**

Report on Form 8949, Part II, with Box A checked

8 - Description / CUSIP / 1d - Symbol	1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	Gain or loss	Additional Information	Notes
OMNIVISION TECHNOLOGIES INC / CUSIP: 682128103 / Symbol: OVTI 03/28/12		450.000	8,848.63	01/28/11	12,094.84	-3,246.21	Sale	These columns are not reported to the IRS
PEPCO HOLDINGS INC / CUSIP: 713291102 / Symbol: POM								
		2 tax lots for 08/08/12 Total proceeds (and cost when required) reported to the IRS.						
		1,000.000	19,193.11	06/09/11	19,540.53	-347.42	Sale	
		700.000	13,435.18	08/05/11	12,617.73	817.45	Sale	
		1,700.000	32,628.29	VARIOUS	32,158.26	470.03	Total of 2 lots	
YPF SOCIEDAD ANONIMA SPON ADR CL D / CUSIP: 984245100 / Symbol: YPF 08/28/12		200.000	2,477.84	08/05/11	7,745.77	-5,267.93	Sale	
Totals:			43,954.76			-8,044.11		

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.
 **For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS
 # Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes

Oppenheimer & Co. Inc. Account G781525873
2012-1099-B* OMB No. 1545-0715
Proceeds from Broker and Barter Exchange Transactions
 (continued)

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange 1e - Quantity 2a - Proceeds of * stocks, bonds, etc. Date of acquisition Cost or other basis Gain or loss Additional Information Notes

AT&T INC / CUSIP: 00206R102 / Symbol: T
 05/24/12 1,000.000 32,994.07 09/08/09 26,321.88 6,672.19 Sale
 05/29/12 750.000 24,929.96 09/10/09 20,143.80 4,786.16 Sale
 Security total: 57,924.03 46,465.68 11,458.35

CHESAPEAKE ENERGY CORP B/E 6.5% DUE 08/15/17 / CUSIP: 165167B55 / Symbol:
 01/03/12 50,000.000 52,495.00 12/17/09 49,442.50 3,052.50 Sale
 Original basis: \$49,442.50

CLEARWIRE CORP NEW CL A / CUSIP: 18538Q105 / Symbol: CLWR
 2 tax lots for 12/13/12. Total proceeds (and cost when required) reported to the IRS.
 1,500.000 4,589.90 10/05/07 31,714.82 -27,124.92 Sale
 3,000.000 9,179.79 12/14/09 18,935.30 -9,755.51 Sale
 4,500.000 13,769.69 VARIOUS 50,650.12 -36,880.43 Total of 2 lots

MAGNUM HUNTER RES CORP DEL PFD PRP C 10.25% / CUSIP: 55973B201 / Symbol: MHRPRC
 3 tax lots for 02/23/12. Total proceeds (and cost when required) reported to the IRS.
 500.000 12,420.64 04/19/10 12,704.96 -284.32 Sale
 500.000 12,420.64 04/19/10 12,704.96 -284.32 Sale
 500.000 12,422.61 04/19/10 12,704.96 -282.35 Sale
 1,500.000 37,263.89 VARIOUS 38,114.88 -850.99 Total of 3 lots

MAYWOOD ILL IL 4.5% DUE 12/01/13 / CUSIP: 578694CX7 / Symbol:
 12/03/12 15,000.000 15,000.00 06/03/11 14,926.50 73.50 Redemption
 Original basis: \$14,926.50 54

ORCHIDS PAPER PRODS CO DEL / CUSIP: 68572N104 / Symbol: TIS
 2 tax lots for 01/19/12. Total proceeds (and cost when required) reported to the IRS.
 1,000.000 18,451.50 04/22/10 18,446.26 5.24 Sale
 750.000 13,844.73 04/29/10 11,473.07 2,371.66 Sale
 1,750.000 32,296.23 VARIOUS 29,919.33 2,376.90 Total of 2 lots

PHILADELPHIA PA REDEV AUTH REV PA FGRMB 4.68% DUE 04/15/16 / CUSIP: 717868DM2 / Symbol:
 04/16/12 5,000.000 5,000.00 05/17/10 5,046.57 -46.57 Redemption
 Original basis: \$5,046.57

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.
 ** For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
 # Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes



Oppenheimer & Co. Inc.

Account G781525873

2012 1099-B*

OMB No. 1545-0715

Proceeds from Broker and Barter Exchange Transactions
(continued)

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of* stocks, bonds, etc.	Date of acquisition	Cost or other basis	Gain or loss	Additional information	Notes
PHILADELPHIA PA REDEV AUTH REV PA FGMB 4.68% DUE 04/15/16 / CUSIP: 717868DM2 / Symbol: (cont'd)	25,000.000	24,745.00	05/17/10	25,232.88	-487.88	Sale Original basis: \$25,232.88	
Security total:		29,745.00		30,279.45	-534.45		
SNAP ON INC / CUSIP: 833034101 / Symbol: SNA							
2 tax lots for 11/02/12. Total proceeds (and cost when required) reported to the IRS							
	500.000	39,470.88	08/03/10	23,175.64	16,295.24	Sale	
	300.000	23,682.53	08/25/10	12,116.64	11,565.89	Sale	
11/02/12	800.000	63,153.41	VARIOUS	35,292.28	27,861.13	Total of 2 lots	
SOUTHWESTERN ILL DEV AUTH SOLI ILL RADIA 6.05% DUE 08/01/20 / CUSIP: 84552KAY7 / Symbol							
08/29/12	40,000.000	39,595.00	10/06/10	37,672.04	1,922.96	Sale Original basis: \$37,672.04	
SUPERVALU INC BIE 7.5% DUE 11/15/14 / CUSIP: 868536AS2 / Symbol:							
04/30/12	50,000.000	50,295.00	09/21/10	51,130.00	-835.00	Sale Original basis: \$51,130.00	
SYNERGY RES CORP / CUSIP: 87164P103 / Symbol: SYRG							
02/13/12	3,000.000	9,169.07	12/23/10	6,000.00	3,169.07	Sale	
09/19/12	3,000.000	9,601.34	12/23/10	6,000.00	3,601.34	Sale	
09/26/12	2,000.000	6,953.43	12/23/10	4,000.00	2,953.43	Sale	
10/01/12	2,250.000	9,877.27	12/23/10	4,500.00	5,377.27	Sale	
2 tax lots for 12/06/12. Total proceeds (and cost when required) reported to the IRS.							
	2,500.000	10,899.75	12/23/10	5,000.00	5,899.75	Sale	
	2,500.000	10,899.75	12/23/10	5,000.00	5,899.75	Sale	
12/06/12	5,000.000	21,799.50	VARIOUS	10,000.00	11,799.50	Total of 2 lots	
12/14/12	3,000.000	13,835.69	12/23/10	6,000.00	7,835.69	Sale	
12/18/12	4,750.000	23,706.38	12/23/10	9,500.00	14,206.38	Sale	
12/20/12	3,500.000	18,024.59	12/23/10	7,000.00	11,024.59	Sale	
Security total:		112,967.27		53,000.00	59,967.27		
EUROFIMA 5.5% DUE 06/30/20 / CUSIP: H2341JZB3 / Symbol:							
09/07/12	50,000.000	53,146.37	02/03/11	47,822.13	5,324.24	Sale Original basis: \$47,822.13	51

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax returns.
 **For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS.
 # Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes.

Oppenheimer & Co. Inc.

Account G781525873

Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

2012 1098-B*

(continued)

LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS**

Report on Form 8949, Part II, with Box B checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange 1e - Quantity 2a - Proceeds of stocks, bonds, etc.

GE CAP AUST FDG PR 6% DUE 03/15/19 / CUSIP: Q39775FG3 / Symbol: 37,065.22

09/06/12 35,000.000

Date of acquisition

04/27/11

Cost or other basis

36,086.37

Gain or loss

978.85

Additional Information

Sale Original basis: \$36,086.37

Notes

51

NEW STH WALES TSY 5.5% DUE 08/01/14 / CUSIP: Q6732JKD3 / Symbol: 42,403.98

09/07/12 40,000.000

04/22/10

37,438.60

4,965.38

Sale Original basis: \$37,438.60

51

Totals: 637,120.09 78,880.21

These columns are not reported to the IRS

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 ** For NONCOVERED lots, values for Date of acquisition, Cost or other basis and Wash sale loss disallowed are provided for your reference and are NOT reported to the IRS
 # Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes





Oppenheimer & Co. Inc.
85 Broad Street
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Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT



PORTEOUS FAMILY FOUNDATION
STAR/PERESS
ATTN CAROL P DAILEY

Page 7 of 11
Account Number G78-1343038
Financial Advisor KENKEL DAVID - AE6
Period Ending 06/30/12

Date	Type	Quantity	Transaction	Description	Price/Entry	Amount
The Total Money Funds purchased and redeemed represent the total of automatic daily sweeps into and out of your account as per your standing instructions						
Total Money Funds Purchased:						547,317.66 DEBIT
Total Money Funds Redeemed:						1,056.24 CREDIT
Net Money Fund Activity:						\$546,262.17 DEBIT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
ASSA ABLOY AB ADR	400	07/07/2011	13.08000	5,232.00	06/01/2012	12.45000	4,979.88	(252.12) ST
CHART INDS INC COM PAR \$0.01	100	06/01/2012	60.96615	6,096.62	06/15/2012	64.50010	6,449.86	353.24 ST
GANNETT INC	200	08/15/2011	10.33000	2,066.00	06/15/2012	12.92100	2,584.14	518.14 ST
KVH INDS INC	100	10/28/2011	7.12310	712.31	06/15/2012	10.32125	1,032.10	319.79 ST
KVH INDS INC	200	04/30/2012	9.96600	1,993.20	06/15/2012	10.32125	2,064.20	71.00 ST
MERCK & CO INC NEW	100	11/25/2011	33.30900	3,330.90	06/15/2012	39.02100	3,902.01	571.11 ST
POTASH CORP SASK INC	200	04/30/2012	42.39000	8,478.00	06/15/2012	38.37100	7,674.02	(803.98) ST
REPUBLIC BANCORP KY CLA	200	12/15/2011	22.83920	4,567.84	06/15/2012	21.06160	4,212.22	(355.62) ST
ROYAL BK CDA MONTREAL QUE	75	11/25/2011	41.72800	3,129.60	06/15/2012	49.74400	3,730.72	601.12 ST
TEXAS INSTRS INC	100	08/15/2011	27.36000	2,736.00	06/15/2012	27.77010	2,776.95	40.95 ST
TWO HBRS INVT CORP REIT	500	08/29/2011	9.32000	4,660.00	06/15/2012	10.50000	5,249.88	589.88 ST
VALSPAR CORP	100	07/29/2011	32.85880	3,285.98	06/15/2012	47.46300	4,746.19	1,460.21 ST
PEPSICO INC	5,000	11/22/2011	120.73200	6,036.60	06/18/2012	124.40700	6,220.35	183.75 ST
B/E 5% DUE 01/15/40				52,325.05			55,622.52	3,297.47
ADOBE SYS INC	100	09/22/2010	26.04990	2,604.99	06/15/2012	32.00595	3,200.52	595.53 LT
ADOBE SYS INC	100	10/19/2010	27.46000	2,746.00	06/15/2012	32.00595	3,200.52	454.52 LT
AMERICAN EXPRESS CO	100	09/12/2006	52.54000	5,254.00	06/15/2012	55.26200	5,526.07	272.07 LT
AMERICAN EXPRESS CO	50	10/02/2007	60.81000	3,040.50	06/15/2012	55.26200	2,763.04	(277.46) LT
BANCO BRADESCO SA SP ADR PFD NEW	121	07/27/2009	13.14870	1,590.99	06/15/2012	15.18100	1,836.86	245.87 LT
BANCO BRADESCO SA SP ADR PFD NEW	121	10/02/2009	16.50410	1,997.00	06/15/2012	15.18100	1,836.86	(160.14) LT
BANCO DE CHILE SPONSORED ADR	75	04/08/2010	60.47310	4,560.13	06/15/2012	83.30000	6,247.35	1,687.22 LT

SUB-TOTAL SHORT TERM



Oppenheimer & Co. Inc.
 85 Broad Street
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STATEMENT OF ACCOUNT



PORTEOUS FAMILY FOUNDATION
 STAR/PERESS
 ATTN CAROL P DAILEY

Financial Advisor
 KENKEL DAVID - AE6

Page 8 of 11
 Account Number G78-1343038

Period Ending
 06/30/12

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
BANCO DE CHILE SPONSORED ADR	1	04/08/2010	60 47310	60 80	06/15/2012	83 30000	83 30	22 50 LT
BERKSHIRE HATHAWAY INC DEL CL B NEW	50	10/16/2008	73 28000	3,664 00	06/15/2012	82 32000	4,115 90	451 90 LT
BERKSHIRE HATHAWAY INC DEL CL B NEW	50	02/17/2009	56 04000	2 802 00	06/15/2012	82 32000	4,115 90	1,313 90 LT
BIOGEN IDEC INC	15	05/26/2006	47 10000	706 50	06/15/2012	139 60070	2,093 96	1,387 46 LT
BIOGEN IDEC INC	75	11/17/2006	50 48000	3,786 00	06/15/2012	139 60070	10,469 82	6,683 82 LT
BIOGEN IDEC INC	50	08/11/2008	50 05000	2,502 50	06/15/2012	139 60070	6,979 88	4,477 38 LT
CBOE HLDGS INC	200	02/16/2011	26 44538	5,289 08	06/15/2012	27 41010	5,481 89	192 81 LT
CBOE HLDGS INC	160	03/28/2011	29 18560	4,689 70	06/15/2012	27 41010	4,385 52	(284 18) LT
CANADIAN PAC RY LTD	50	05/01/2009	36 86460	1,843 23	06/15/2012	71 75600	3,587 72	1,744 49 LT
CANADIAN PAC RY LTD	50	07/08/2009	34 09750	1,704 88	06/15/2012	71 75600	3,587 72	1,882 84 LT
CINCINNATI BELL INC NEW PFD CV DEP1/20 6 75%	125	04/21/2006	42 79000	5,348 75	06/15/2012	40 06667	5,008 22	(340 53) LT
CINCINNATI BELL INC NEW PFD CV DEP1/20 6 75%	100	05/16/2006	42 75000	4,275 00	06/15/2012	40 06667	4,006 58	(268 42) LT
CINCINNATI BELL INC NEW PFD CV DEP1/20 6 75%	75	10/19/2006	45 75000	3,431 25	06/15/2012	40 06667	3,004 93	(426 32) LT
CISCO SYS INC	100	04/21/2006	20 70000	2,070 00	06/15/2012	17 02010	1,701 97	(368 03) LT
CISCO SYS INC	100	10/02/2006	23 10000	2,310 00	06/15/2012	17 02010	1,701 97	(608 03) LT
COCA COLA CO	75	04/21/2006	41 88000	3 141 00	06/15/2012	75 85000	5,688 62	2,547 62 LT
COCA COLA CO	100	05/26/2006	44 36000	4,436 00	06/15/2012	75 85000	7,584 83	3,148 83 LT
COSTCO WHSL CORP NEW	100	06/04/2009	47 47730	4,747 73	06/15/2012	91 00000	9,099 79	4,352 06 LT
COSTCO WHSL CORP NEW	50	07/08/2009	45 75730	2,287 87	06/15/2012	91 00000	4,549 90	2,262 03 LT
DOMINION RES INC VA NEW	100	04/21/2006	37 02500	3,702 50	06/15/2012	53 97100	5,396 98	1,694 48 LT
DOMINION RES INC VA NEW	200	05/22/2006	36 27500	7,255 00	06/15/2012	53 97100	10,793 95	3,538 95 LT
DU PONT E I DE NEMOURS & CO	110	04/23/2008	50 46000	5,550 60	06/15/2012	49 85050	5,483 43	(67 17) LT
DU PONT E I DE NEMOURS & CO	50	05/01/2008	49 14000	2,457 00	06/15/2012	49 85050	2,492 47	35 47 LT
DU PONT E I DE NEMOURS & CO	90	06/04/2008	46 70000	4,203 00	06/15/2012	49 85050	4,486 44	283 44 LT
DU PONT E I DE NEMOURS & CO	50	07/09/2008	41 78000	2,089 00	06/15/2012	49 85050	2,492 47	403 47 LT
EMERSON ELEC CO	200	06/09/2006	39 82000	7,964 00	06/15/2012	46 75100	9,349 99	1,385 99 LT
EXXON MOBIL	75	04/21/2006	00	4,832 25	06/15/2012	82 34200	6,175 51	343 26 LT



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STATEMENT OF ACCOUNT



ORTEOUS FAMILY FOUNDATION
STAR/PERESS
ATTN CAROL P DAILEY

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Account Number G78-1343038
Financial Advisor KENKEL DAVID - AE6
Period Ending 06/30/12

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
EXXON MOBIL CORP	100	05/26/2006	61.22000	6,122.00	06/15/2012	82.34200	8,234.01	2,112.01 LT
FEDEX CORP	75	01/06/2010	84.54810	6,341.11	06/15/2012	86.81500	6,510.98	169.87 LT
FOMENTO ECONOMICO MEXICANO SAB SPON ADR UNITS	25	09/30/2008	36.20000	905.00	06/15/2012	82.20263	2,055.02	1,150.02 LT
FOMENTO ECONOMICO MEXICANO SAB SPON ADR UNITS	75	10/16/2008	26.51000	1,988.25	06/15/2012	82.20263	6,165.06	4,176.81 LT
FOMENTO ECONOMICO MEXICANO SAB SPON ADR UNITS	100	10/29/2008	23.87000	2,387.00	06/15/2012	82.20263	8,220.08	5,833.08 LT
GANNETT INC	200	09/21/2010	13.44000	2,688.00	06/15/2012	12.92100	2,584.14	(103.86) LT
GANNETT INC	100	11/08/2010	12.62990	1,262.99	06/15/2012	12.92100	1,292.07	29.08 LT
GENERAL ELECTRIC CO	200	04/21/2006	34.13000	6,826.00	06/15/2012	19.82010	3,963.93	(2,862.07) LT
GENERAL ELECTRIC CO	100	05/16/2006	34.87000	3,487.00	06/15/2012	19.82010	1,981.96	(1,505.04) LT
GENERAL ELECTRIC CO	100	06/09/2006	34.43000	3,443.00	06/15/2012	19.82010	1,981.96	(1,461.04) LT
GENERAL ELECTRIC CO	100	10/19/2006	35.31000	3,531.00	06/15/2012	19.82010	1,981.96	(1,549.04) LT
INTUIT	25	05/10/2007	28.01800	700.45	06/15/2012	58.16020	1,453.97	753.52 LT
INTUIT	75	06/21/2007	29.18910	2,189.18	06/15/2012	58.16020	4,361.91	2,172.73 LT
INTUIT	100	08/16/2007	28.76900	2,876.90	06/15/2012	58.16020	5,815.89	2,938.99 LT
ISHARES TR DJ US TELECOMM	100	04/21/2006	25.42000	2,542.00	06/15/2012	22.07200	2,207.15	(334.85) LT
ISHARES TR DJ US TELECOMM	100	06/09/2006	25.08000	2,508.00	06/15/2012	22.07200	2,207.15	(300.85) LT
KVH INDS INC	300	02/26/2007	10.41740	3,125.22	06/15/2012	10.32125	3,096.30	(28.92) LT
KVH INDS INC	100	08/08/2007	9.30000	930.00	06/15/2012	10.32125	1,032.10	102.10 LT
KIMBERLY CLARK CORP	100	04/21/2006	57.45000	5,745.00	06/15/2012	82.80002	8,279.81	2,534.81 LT
KIMBERLY CLARK CORP	75	07/07/2006	60.46000	4,534.50	06/15/2012	82.80002	6,209.86	1,675.36 LT
KIMBERLY CLARK CORP	50	10/22/2007	68.56000	3,428.00	06/15/2012	82.80002	4,139.91	711.91 LT
MERCK & CO INC NEW	16	01/23/2008	35.13990	562.24	06/15/2012	39.02100	624.32	62.08 LT
MERCK & CO INC NEW	150	02/11/2010	36.28000	5,442.00	06/15/2012	39.02100	5,853.02	411.02 LT
PETSMART INC	25	07/07/2006	24.35000	608.75	06/15/2012	66.80010	1,669.96	1,061.21 LT
PETSMART INC	75	07/03/2007	32.51000	2,438.25	06/15/2012	66.80010	5,009.90	2,571.65 LT
PETSMART INC	100	01/10/2008	21.76740	2,176.74	06/15/2012	66.80010	6,679.86	4,503.12 LT
PETSMART INC	100	01/15/2008	20.89820	2,089.82	06/15/2012	66.80010	6,679.86	4,590.04 LT
ROYAL BK CDA MONTREAL QUE	100	07/02/2010	48.13000	4,813.00	06/15/2012	48.74400	4,974.29	161.29 LT



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STATEMENT OF ACCOUNT



PORTEOUS FAMILY FOUNDATION
 STAR/PERESS
 ATTN CAROL P DAILEY

Account Number: G78-1343038
 Financial Advisor: KENKEL DAVID - AE6
 Page: 11 of 11
 Period Ending: 06/30/12

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
GENERAL ELEC CAP CORP MTN BE B/E 2 25% DUE 11/09/15	15,000	04/11/2011	96.68600	14,502.90	06/18/2012	101.57900	15,236.85	733.95 LT
GOLDMAN SACHS GROUP INC B/E 5 35% DUE 01/15/16	10,000	03/28/2011	107.08000	10,708.00	06/18/2012	105.21000	10,521.00	(187.00) LT
KRAFT FOODS INC B/E 5 375% DUE 02/10/20	10,000	05/21/2010	104.91000	10,491.00	06/18/2012	118.82900	11,882.90	1,391.90 LT
KRAFT FOODS INC B/E 5 375% DUE 02/10/20	5,000	02/23/2011	106.26400	5,313.20	06/18/2012	118.82900	5,941.45	628.25 LT
SANDISK CORP B/E 1% DUE 05/15/13	10,000	10/26/2009	79.87500	7,987.50	06/18/2012	98.40000	9,840.00	1,852.50 LT
UNITED STATES TREAS BDS B/E 6 25% DUE 08/15/23	6,000	11/17/2008	119.55899	7,173.54	06/18/2012	146.39022	8,783.41	1,609.87 LT
UNITED STATES TREAS BDS B/E 6 25% DUE 08/15/23	5,000	04/08/2010	119.89102	5,994.55	06/18/2012	146.39022	7,319.51	1,324.96 LT
UNITED STATES TREAS BDS B/E 6 25% DUE 08/15/23	5,000	05/20/2010	126.78555	6,339.28	06/18/2012	146.39022	7,319.51	980.23 LT
UNITED STATES TREAS BDS B/E 6 25% DUE 08/15/23	3,000	02/23/2011	124.30118	3,729.04	06/18/2012	146.39022	4,391.71	662.67 LT
SUB-TOTAL LONG TERM				410,984.67			493,481.16	82,496.49
TOTAL REALIZED GAIN/(LOSS)				463,309.72			549,103.68	85,793.96

Cash and securities held by us in your client account(s) are protected in two ways. Through our membership in SIPC (Securities Investor Protection Corp.) protection is provided up to US\$500,000, of which as much as US\$100,000 can be in cash. The firm supplements this by providing similar protection for the remainder of the cash and/or securities up to US\$100,000,000 that we hold on your behalf. Further information about SIPC may be found on their website at www.sipc.org or by calling (202) 371-8300.

Please notify us promptly if you believe that there is any inaccuracy or discrepancy in any transaction or balance reflected on this statement. In the event that you have relayed such information to us verbally, please re-confirm to us any such communication in writing as soon as possible thereafter. Please be sure to note your account number.

**** THIS IS THE END OF YOUR STATEMENT. WE THANK YOU FOR BEING A VALUED CLIENT. ****

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11 59AM

**STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AVERY AND GREIG	\$ 3,800.			\$ 3,800.
TOTAL	\$ 3,800.	\$ 0.		\$ 3,800.

**STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 380.			\$ 380.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	2,483.			2,483.
REGISTRY OF CHARITABLE TRUST	50.			
TOTAL	\$ 2,923.	\$ 0.		\$ 2,873.

**STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	\$ 45,429.			\$ 45,426.
TOTAL	\$ 45,429.	\$ 0.		\$ 45,426.

**STATEMENT 4
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS**

STATE/MUNICIPAL OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OPPENHEIMER 5873 - MUNI BONDS	COST	\$ 103,391.	\$ 95,021.
		\$ 103,391.	\$ 95,021.
TOTAL		\$ 103,391.	\$ 95,021.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11.59AM

**STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS**

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OPPENHEIMER 5873 - STOCKS	COST	\$ 985,930.	\$ 948,993.
OPPENHEIMER 5873 - MUTUAL FUNDS	COST	100,174.	69,600.
HEWLETT PACKARD (356 SHARES)	COST	1,664.	5,012.
OPPENHEIMER 1544 - MUTUAL FUNDS	COST	612,401.	629,890.
	TOTAL	<u>\$ 1,700,169.</u>	<u>\$ 1,653,495.</u>

**STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OPPENHEIMER 5873 - CORP BONDS	COST	\$ 465,333.	\$ 471,650.
	TOTAL	<u>\$ 465,333.</u>	<u>\$ 471,650.</u>

**STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER**

<u>OTHER INVESTMENTS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OPPENHEIMER 5873 - MM ACCT	COST	\$ 326,919.	\$ 326,919.
OPPENHEIMER 1544 - MM ACCT	COST	14,621.	14,621.
	TOTAL	<u>\$ 341,540.</u>	<u>\$ 341,540.</u>

**STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES**

UNCLEARED DONATION CHECKS		\$	21,820.
	TOTAL	<u>\$</u>	<u>21,820.</u>

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11 59AM

**STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	#G781525873 SEE ATTACHED OPPENHEIMER STATEMENT	PURCHASED	VARIOUS	VARIOUS
2	#G781525873 SEE ATTACHED OPPENHEIMER STATEMENT	PURCHASED	VARIOUS	VARIOUS
3	#G781525873 NONDIVIDEND DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS
4	100 SHS PETSMA RT INC	PURCHASED	7/07/2006	1/03/2012
5	200 SHS CONSTELLATION ENERGY GROUP INC	PURCHASED	12/18/2008	1/24/2012
6	100 SHS BARRETT BILL CORP	PURCHASED	11/16/2011	1/27/2012
7	150 SHS INTUIT	PURCHASED	VARIOUS	2/22/2012
8	100 SHS FOMENTO ECONOMICO MEXICANO SAB	PURCHASED	9/30/2008	3/06/2012
9	200 SHS MICROSOFT CORP	PURCHASED	VARIOUS	3/06/2012
10	300 SHS SEALED AIR CORP NEW	PURCHASED	VARIOUS	5/16/2012
11	#G781343038 SEE ATTACHED OPPENHEIMER STATEMENT	PURCHASED	VARIOUS	VARIOUS
12	#G781343038 SEE ATTACHED OPPENHEIMER STATEMENT	PURCHASED	VARIOUS	VARIOUS
13	160 SHS ISHARES TR BARCLY USAGG B	PURCHASED	VARIOUS	7/16/2012
14	287.509 SHS OUTFITTER FUND	PURCHASED	7/25/2012	12/05/2012

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	239,260.		233,948.	5,312.				\$ 5,312.
2	681,075.		610,239.	70,836.				70,836.
3	6,488.		0.	6,488.				6,488.
4	5,085.		2,435.	2,650.				2,650.
5	7,210.		4,810.	2,400.				2,400.
6	2,702.		4,240.	-1,538.				-1,538.
7	8,986.		4,233.	4,753.				4,753.
8	7,378.		3,620.	3,758.				3,758.
9	6,304.		5,773.	531.				531.
10	5,145.		5,135.	10.				10.
11	55,623.		52,325.	3,298.				3,298.
12	493,481.		410,985.	82,496.				82,496.
13	17,968.		15,683.	2,285.				2,285.
14	2,976.		2,901.	75.				75.
TOTAL								\$ 183,354.

**STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CATHOLIC EDUCATION FOUNDATION ARCHDIOCES 3424 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE	501 (C)	CHARITABLE	\$ 101,150.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11 59AM

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LANCE ARMSTRONG FOUNDATION P.O. BOX 6003 ALBERT LEA, MN 56003	NONE	501 (C)	CHARITABLE	\$ 1,000.
PEACE FOR FAMILIES P.O. BOX 5462 AUBURN, CA 95604	NONE	501 (C)	CHARITABLE	1,000.
FOUNDATION FOR INTERSCHOLASTIC YOUTH ATH 7207 EL MANOR AVENUE LOS ANGELES, CA 90045	NONE	501 (C)	CHARITABLE	5,300.
FOUNDATION FOR INTERSCHOLASTIC YOUTH ATH 7207 EL MANOR AVENUE LOS ANGELES, CA 90045	NONE	501 (C)	CHARITABLE	5,000.
ST. MATTHEW'S CATHOLIC SCHOOL 602 S. MAIN STREET KALISPELL, MT 59901	NONE	501 (C)	CHARITABLE	5,000.
WOUNDED WARRIOR PROJECT P.O. BOX 758517 TOPEKA, KS 66675	NONE	501 (C)	CHARITABLE	2,000.
CHEER FOUNDATION AMERICAN YOUTH FOOTBALL P.O. BOX 344 COOL, CA 95614	NONE	501 (C)	CHARITABLE	1,000.
BOYS AND GIRLS CLUB EL DORADO COUNTY P.O. BOX 2535 PLACERVILLE, CA 95667	NONE	501 (C)	CHARITABLE	1,000.
CHAPA-DE INDIAN HEALTH PROGRAM 11670 ATWOOD ROAD AUBURN, CA 95603	NONE	501 (C)	CHARITABLE	950.
TOTAL				\$ <u>123,400.</u>

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11 59AM

AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FORM 990-PF, PART X, LINE 1A

SECURITY	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
OPPENHEIMER G78-1525873												
1,687,214	1,722,701	1,744,271	1,727,643	1,644,114	1,611,041	1,640,484	1,646,621	1,760,674	1,882,523	1,866,247	1,873,627	
OPPENHEIMER G78-1343038												
597,721	611,137	622,318	627,477	619,817	618,436	312,323						
AUD BONDS G78-1525873												
122,836	122,790	123,996	124,622	126,686	130,317	130,865	130,186	65,328				
OPPENHEIMER G53-1381544												
AVERAGES	2,407,771	2,456,628	2,490,585	2,479,742	2,390,617	2,359,794	2,711,804	2,408,572	2,466,847	2,516,924	2,502,464	2,518,138

TOTALS 29,709,886

NUMBER OF MONTHS 12

AVERAGE MONTHLY FAIR MARKET VALUE 2,475,824

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

7/23/13

11 59AM

**AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B**

CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
OPPENHEIMER G78-1525873	933	1,040	1,753	1,498	855	990	5,221	4,961	-19,573	-19,448	750	
OPPENHEIMER G78-1343038		244	26	338	195	1,933	1,933	1,933	1,933	1,933	1,933	
AUD BONDS G78-1525873	7,024	8,612	9,204	9,204	9,888	10,572	11,120	5,834				
AVERAGES	8,026	8,545	9,966	11,040	10,938	13,495	18,274	12,728	-17,640	-17,515	750	

TOTALS 69,590 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 5,799

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer. See instructions. PORTEOUS FAMILY FOUNDATION	Employer identification number (EIN) or
	Number, street, and room or suite number. If a P.O. box, see instructions. 4504 JASMINE AVE	95-4450800
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CULVER CITY, CA 90232	Social security number (SSN)

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

● The books are in the care of ▶ CAROL DAILEY -----

Telephone No ▶ (310) 559-2012 ----- FAX No ▶ -----

● If the organization does not have an office or place of business in the United States, check this box

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members

the extension is for -----

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ calendar year 2012 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.