



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation PORTER, JOHN W T/U/W		A Employer identification number 95-6030315
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		
City or town, state, and ZIP code Philadelphia PA 19106-2112		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 checked="" 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) \$ 2,006,437	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4	Dividends and interest from securities	51,737	50,805		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	7,546			
b	Gross sales price for all assets on line 6a 296,504				
7	Capital gain net income (from Part IV, line 2)		7,546		
8	Net short-term capital gain				
9	Income modifications				
10 a	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	59,283	58,351	0	
13	Compensation of officers, directors, trustees, etc	24,837	18,628		6,209
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	14			14
b	Accounting fees (attach schedule)	1,037			1,037
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,163	1,163		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	10			10
24	Total operating and administrative expenses. Add lines 13 through 23	27,061	19,791	0	7,270
25	Contributions, gifts, grants paid	93,000			93,000
26	Total expenses and disbursements. Add lines 24 and 25	120,061	19,791	0	100,270
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-60,778			
b	Net investment income (if negative, enter -0-)		38,560		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)ENVELOPE - MAY 07 2013
RECEIVED DATESCANNED MAY 15 2013
RevenueRECEIVED
MAY 13 2013
CUDEN UT

Form 990-PF (2012) PORTER, JOHN W. T/U/W

95-6030315 Page 2

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					
	2 Savings and temporary cash investments	36,167	71,175	71,175		
	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					
	10 a Investments—U S and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)					
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings, and equipment basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)	1,838,606	1,724,550	1,935,262			
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)	1,874,773	1,795,725	2,006,437			
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 ▶)					
	23 Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <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	1,874,773	1,795,725			
	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 instructions)	1,874,773	1,795,725				
31 Total liabilities and net assets/fund balances (see instructions)	1,874,773	1,795,725				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,874,773
2 Enter amount from Part I, line 27a	2	-60,778
3 Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,065
4 Add lines 1, 2, and 3	4	1,818,060
5 Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	22,335
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,795,725

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 Attached Statement				
1b See Attached Statement				
1c See Attached Statement				
1d See Attached Statement				
1e See Attached Statement				
(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			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
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	7,546
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	0

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	121,201	2,069,611	0.058562
2010	104,698	1,979,980	0.052878
2009	105,317	1,765,711	0.059646
2008	121,616	2,261,028	0.053788
2007	135,222	2,658,545	0.050863
2 Total of line 1, column (d)			2 0.275737
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 0.055147
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,982,057
5 Multiply line 4 by line 3			5 109,304
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 386
7 Add lines 5 and 6			7 109,690
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 100,270

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 instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	771	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	771	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	771	
6 Credits/Payments.				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	471		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	471		
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	300		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax. Refunded	11	0		

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
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 \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	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 General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933 Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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
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 checked="" type="checkbox"/> Yes <input 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"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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	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 ► 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 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870☐ Yes ☒ No**6b**

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phila	Trustee 4.00	24,837		

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

**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 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,942,158
b	Average of monthly cash balances	1b	70,083
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,012,241
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,012,241
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,184
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,982,057
6	Minimum investment return. Enter 5% of line 5	6	99,103

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	99,103
2a	Tax on investment income for 2012 from Part VI, line 5	2a	771
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	771
3	Distributable amount before adjustments Subtract line 2c from line 1	3	98,332
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	98,332
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	98,332

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	100,270
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	100,270
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	100,270

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				98,332
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			57,131	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>100,270</u>				
a Applied to 2011, but not more than line 2a			57,131	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				43,139
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				55,193
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon.				
a "Assets" alternative test—enter.				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	93,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	51,737	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	7,546	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		59,283	0
13	Total. Add line 12, columns (b), (d), and (e)				13	59,283

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

PORTER, JOHN W. T/U/W

95-6030315 Page 1 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

OUTDOOR ADVENTURE & LEADERSHIP PROGRAM FOR GIRLS

Street

3543 18TH STREET #18

City

SAN FRANCISCO

State

CA

Zip Code

94110

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

JEWISH FAMILY & CHILDREN'S SERVICE OF LONG BEACH

Street

3801 EAST WILLOW STREET

City

LONG BEACH

State

CA

Zip Code

90815

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,000

Name

CENTER FOR HUMAN RIGHTS

Street

9555 WASHBURN ROAD

City

DOWNEY

State

CA

Zip Code

90241

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

BEYOND SHELTER

Street

340 NORTH MADISON AVE

City

LOS ANGELES

State

CA

Zip Code

90004

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

CALIFORNIA AQUATIC THERAPY & WELLNESS CENTER

Street

6801 LONG BEACH BLVD

City

LONG BEACH

State

CA

Zip Code

90805

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CHILDREN'S DENTAL HEALTH CLINIC

Street

455 EAST COLUMBIA STREET, SUITE 32

City

LONG BEACH

State

CA

Zip Code

90806

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

PORTER, JOHN W T/U/W

95-6030315 Page 2 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FOODBANK OF SOUTHERN CALIFORNIA

Street

1444 SAN FRANCISCO AVENUE

City

LONG BEACH

State

CA

Zip Code

90813

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

Name

VOICE FOR THE ANIMALS FOUNDATION

Street

2633 LINCOLN BLVD, #202

City

SANTA MONICA

State

CA

Zip Code

90405-4656

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

LEGAL AID FOUNDATION OF LOS ANGELES

Street

1550 W 8TH ST

City

LOS ANGELES

State

CA

Zip Code

90019

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

FIRST CHRISTIAN CHURCH OF LONG BEACH

Street

440 ELM STREET

City

LONG BEACH

State

CA

Zip Code

90802

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Long Term CG Distributions		Amount		Totals										Cost, Other Basis and Expenses		Net Gain or Loss	
		Short Term CG Distributions		11,387		Capital Gains/Losses Other sales										296,504		288,958	
		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss				
1	X	CORE EQUITY FUND	140995127			2/15/2012		8/15/2012	2,337	2,298				0	41				
2	X	CORE EQUITY FUND	140995127			4/30/2010		8/15/2012	6,423	5,738				0	685				
3	X	CORE EQUITY FUND	140995127			10/21/2011		12/21/2012	2,090	1,903				0	187				
4	X	DIAMOND HILL LONG-SHORT	252645833			3/2/2012		12/14/2012	2,895	2,842				0	53				
5	X	DIAMOND HILL LONG-SHORT	252645833			8/17/2012		12/14/2012	939	920				0	19				
6	X	DREYFUS EMG MKT DEBT LO	261980494			8/17/2011		12/14/2012	4,943	4,879				0	64				
7	X	HUSSMAN STRATEGIC GROW	448108100			10/12/2008		8/15/2012	17,011	23,641				0	-8,630				
8	X	HUSSMAN STRATEGIC GROW	448108100			10/12/2010		8/15/2012	4,511	5,335				0	-824				
9	X	HUSSMAN STRATEGIC GROW	448108100			8/11/2009		8/15/2012	4,698	5,531				0	-833				
10	X	ISHARES MSCI EAFE	464287465			12/31/2009		8/15/2012	8,286	8,562				266	0				
11	X	ISHARES MSCI EAFE	464287465			3/2/2012		8/15/2012	10,409	11,051				0	-642				
12	X	ISHARES MSCI EAFE	464287465			1/19/2010		8/15/2012	3,092	3,386				0	-284				
13	X	ISHARES MSCI EAFE	464287465			1/19/2010		12/14/2012	5,277	5,305				0	-28				
14	X	ISHARES MSCI EAFE	464287465			12/31/2009		12/14/2012	18,470	18,281				0	179				
15	X	ISHARES S&P MIDCAP 400 GR	464287705			8/15/2012		12/14/2012	3,510	3,377				0	133				
16	X	ISHARES S&P MIDCAP 400 VA	464287705			2/22/2010		8/15/2012	4,510	3,687				0	843				
17	X	ISHARES S&P MIDCAP 400 VA	464287705			3/2/2012		8/15/2012	5,477	5,545				0	-68				
18	X	ISHARES S&P MIDCAP 400 VA	464287705			8/15/2011		12/14/2012	1,909	1,669				0	240				
19	X	ISHARES S&P MIDCAP 400 VA	464287705			8/15/2011		12/14/2012	3,909	3,265				0	644				
20	X	ISHARES TR SMALLCAP 600 I	464287804			10/7/2010		8/15/2012	9,531	7,616				0	1,915				
21	X	ISHARES TR SMALLCAP 600 I	464287804			3/2/2012		8/15/2012	3,173	3,172				0	1				
22	X	ISHARES CORE S&P SMALL-C	464287804			3/2/2012		12/14/2012	6,244	6,049				0	185				
23	X	MERGER FD SH BEN INT 260	589509108			8/17/2012		12/14/2012	1,617	1,604				0	13				
24	X	MERGER FD SH BEN INT 260	589509108			5/4/2010		12/14/2012	471	460				0	11				
25	X	VANGUARD MSCI EMERGING	922042858			7/22/2008		2/15/2012	9,196	9,425				228	0				
26	X	VANGUARD MSCI EMERGING	922042858			2/7/2011		2/15/2012	880	939				59	0				
27	X	VANGUARD MSCI EMERGING	922042858			4/30/2010		2/15/2012	3,212	3,114				0	98				
28	X	VANGUARD MSCI EMERGING	922042858			3/2/2012		12/14/2012	1,443	1,484				0	-41				
29	X	VANGUARD MSCI EMERGING	922042858			8/7/2008		12/14/2012	9,140	9,628				0	-486				
30	X	VANGUARD MSCI EMERGING	922042858			2/23/2011		12/14/2012	875	958				0	-83				
31	X	VANGUARD MSCI EMERGING	922042858			8/15/2011		12/14/2012	1,050	1,037				0	13				
32	X	VANGUARD RET VIPER	922808553			8/7/2009		2/15/2012	4,887	3,035				0	1,852				
33	X	VANGUARD RET VIPER	922808553			3/2/2012		8/15/2012	6,283	5,860				0	423				
34	X	WELLS FARGO ADV INTL BON	949850582			11/24/2010		8/15/2012	5,928	6,074				0	-146				
35	X	WELLS FARGO ADV INTL BON	949850582			2/9/2011		8/15/2012	4,285	4,300				0	-15				
36	X	WELLS FARGO ADV INTL BON	949850582			2/17/2012		8/15/2012	1,926	1,929				0	-3				
37	X	WELLS FARGO ADV INTL BON	949850582			7/28/2010		8/15/2012	3,571	3,530				0	41				
38	X	WELLS FARGO ADV HI INC-INT	949817538			2/21/2008		12/14/2012	12,184	12,110				0	74				
39	X	TAXABLE TOTAL RETURN BON	991263912			2/15/2012		8/15/2012	5,513	5,580				0	-67				
40	X	TAXABLE INTERMEDIATE TERM	993708902			2/15/2012		8/15/2012	4,724	4,785				0	-61				
41	X	PIMCO FOREIGN BD FD USD	993390862			8/17/2011		8/15/2012	17,674	17,003				0	671				
42	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/14/2007		8/15/2012	4,904	7,746				0	-2,842				
43	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/14/2007		12/14/2012	5,065	7,380				0	-2,315				
44	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/15/2007		12/14/2012	1,549	2,197				0	-648				
45	X	SPDR DJ WILSHIRE INTERNA	78463X863			7/22/2008		12/14/2012	1,381	1,545				0	-164				
46	X	AMEX HEALTH CARE SPDR	81369Y209			8/15/2012		12/14/2012	2,429	2,330				0	99				
47	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		2/15/2012	4,600	3,907				0	693				
48	X	CONSUMER STAPLES SECTO	81369Y308			4/30/2010		8/15/2012	3,541	2,783				0	778				
49	X	AMEX CONSUMER DISCR SPI	81369Y407			4/30/2010		12/14/2012	2,109	1,601				0	508				
50	X	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		2/15/2012	3,761	3,085				0	676				
51	X	AMEX ENERGY SELECT SPDR	81369Y506			4/30/2010		8/15/2012	8,691	7,320				0	1,371				
52	X	AMEX FINANCIAL SELECT SPI	81369Y605			4/29/2011		2/15/2012	759	854				0	-95				
53	X	AMEX FINANCIAL SELECT SPI	81369Y605			4/30/2010		2/15/2012	6,188	7,009				0	-823				
54	X	AMEX FINANCIAL SELECT SPI	81369Y605			4/30/2010		12/14/2012	3,643	3,769				0	-126				
55	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		8/15/2012	3,504	3,204				0	300				
56	X	AMEX INDUSTRIAL SPDR	81369Y704			4/30/2010		12/14/2012	2,112	1,668				0	243				
57	X	AMEX TECHNOLOGY SELECT	81369Y803			4/30/2010		8/15/2012	2,262	1,786				0	476				
58	X	AMEX UTILITIES SPDR	81369Y886			4/30/2010		8/15/2012	4,108	3,345				0	763				
59	X	CTF LOSS								928				0	-929				

Part I, Line 16a (990-PF) - Legal Fees

		14	0	0	14
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	14			14

Part I, Line 16b (990-PF) - Accounting Fees

		1,037	0	0	1,037
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,037			1,037

Part I, Line 18 (990-PF) - Taxes

		1,163	1,163	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,163	1,163		

Part I, Line 23 (990-PF) - Other Expenses

		10	0	0	10
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	STATE AG FEES	10	0		10

Part II, Line 13 (990-PF) - Investments - Other

		1,838,606	1,724,550	1,935,262
Asset Description		Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			0	
2	CONSUMER STAPLES SECTOR SPDR TR	0	21,098	26,383
3	AMEX FINANCIAL SELECT SPDR	0	37,889	39,320
4	AMEX MATERIALS SPDR	0	5,357	5,781
5	AMEX TECHNOLOGY SELECT SPDR	0	43,675	53,603
6	AMEX ENERGY SELECT SPDR	0	19,326	23,283
7	TAXABLE SHORT-TERM BOND FUND	0	46,785	46,517
8	TAXABLE INTERMEDIATE TERM BD FD	0	94,408	97,463
9	TAXABLE TOTAL RETURN BOND FUND	0	90,131	97,298
10	ISHARES TR SMALLCAP 600 INDEX FD	0	98,491	126,991
11	ISHARES S&P MIDCAP 400 VALUE	0	43,626	56,498
12	ISHARES S&P MIDCAP 400 GROWTH	0	50,559	69,905
13	ISHARES MSCI EAFE	0	219,545	231,761
14	AMEX INDUSTRIAL SPDR	0	20,272	23,877
15	AMEX HEALTH CARE SPDR	0	25,681	32,144
16	AMEX CONSUMER DISCR SPDR	0	18,334	25,617
17	CAPITAL PARTNERS CORE EQUITY FUND	0	89,163	98,887
18	DREYFUS EMG MKT DEBT LOC C-I 6083	0	96,395	99,226
19	HUSSMAN STRATEGIC GROWTH FUND 60	0	57,082	48,877
20	MERGER FD SH BEN INT 260	0	37,989	38,306
21	PIMCO FOREIGN BD FD USD H-INST 103	0	17,510	17,761
22	WELLS FARGO INTL ADV FUND-IS 4705	0	17,921	18,573
23	VANGUARD REIT VIPER	0	42,669	81,197
24	VANGUARD EMERGING MARKETS ETF	0	135,915	169,481
25	SPDR DJ WILSHIRE INTERNATIONAL REA	0	70,643	78,813
26	DIAMOND HILL LONG-SHORT FD CL I 11	0	71,253	79,294
27	WELLS FARGO ADV HI INC-INS 3110	0	90,815	99,036
28	GATEWAY FUND - Y 1986	0	50,626	49,926
29	CREDIT SUISSE COMM RT ST-CO 2156	0	111,392	99,444

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	2,167
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	1,171
3	FEDERAL EXCISE TAX REFUND	3	727
4	Total	4	4,065

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & INCOME SUBTRACTION	1	7,947
2	UNDISTRIBUTED CTF CAPITAL LOSS	2	40
3	UNREALIZED LOSS ON ASGI PARTNERSHIP SOLD IN 2011	3	13,473
4	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	4	875
5	Total	5	22,335

[illegible]

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1	Credit from prior year return	1	471
2	First quarter estimated tax payment	2	
3	Second quarter estimated tax payment	3	
4	Third quarter estimated tax payment	4	
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	0
7	Total	7	471

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	57,131
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	57,131