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 12/01 **, 2012, and ending** 11/30 **, 20**13

Name of foundation: THE PORTER FAMILY FOUNDATION

A Employer identification number: 38-3503967

Number and street (or P O box number if mail is not delivered to street address): 635 N. 5TH AVE.

Room/suite:

B Telephone number (see instructions): (313) 881-0500

City or town, state, and ZIP code: ANN ARBOR, MI 48104

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,304,435.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

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

SCANNED FEB 06 2014

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)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				ATCH 1
4 Dividends and interest from securities	22,485.	22,485.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	128,324.			
b Gross sales price for all assets on line 6a 616,839.				
7 Capital gain net income (from Part IV, line 2)		128,324.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	150,809.	150,809.		
Operating and 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 schedule) ATCH 3	4,500.			
c Other professional fees (attach schedule) *	10,332.	10,332.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 5	1,267.	787.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	515.			
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	1,194.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	17,808.	11,119.		
25 Contributions, gifts, grants paid	62,500.			62,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	80,308.	11,119.	0	62,500.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	70,501.			
b **Net investment income** (if negative, enter -0-)		139,690.		
c **Adjusted net income** (if negative, enter -0-)				

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,718.	26,530.	26,530.
	2	Savings and temporary cash investments	83,062.	79,560.	79,560.
	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) ATCH 8	685,262.	735,453.	1,023,579.
	c	Investments - corporate bonds (attach schedule) ATCH 9	170,621.	170,621.	174,766.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	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)	941,663.	1,012,164.	1,304,435.
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	1,153,652.	1,153,652.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-211,989.	-141,488.	
	30	**Total net assets or fund balances** (see instructions)	941,663.	1,012,164.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	941,663.	1,012,164.	

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	941,663.
2	Enter amount from Part I, line 27a	2	70,501.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,012,164.
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	1,012,164.

**ATCH 7

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 PART IV SCHEDULE			
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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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	128,324.
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	57,384.	1,094,795.	0.052415
2010	56,451.	1,120,184.	0.050394
2009	50,350.	1,036,004.	0.048600
2008	49,837.	987,058.	0.050490
2007	69,934.	1,207,662.	0.057909

2	**Total** of line 1, column (d)	2	0.259808
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	0.051962
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,169,311.
5	Multiply line 4 by line 3	5	60,760.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,397.
7	Add lines 5 and 6	7	62,157.
8	Enter qualifying distributions from Part XII, line 4	8	62,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,397.
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	
3	Add lines 1 and 2	3	1,397.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,397.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 516.		
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	516.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	881.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BARBARA BARRETT, CPA Telephone no ▶ 313-881-0500

Located at ▶ 130 KERCHEVAL GROSSE POINTE, MI ZIP+4 ▶ 48236

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		X
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)

		Yes	No
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**		
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)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		X

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
ATCH 10		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 ▶

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 N/A	
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 ▶	

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	1,097,084.
b	Average of monthly cash balances	1b	90,034.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,187,118.
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	1,187,118.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,807.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,169,311.
6	**Minimum investment return.** Enter 5% of line 5	6	58,466.

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	58,466.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,397.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,397.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	57,069.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	57,069.
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	57,069.

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	62,500.
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	62,500.
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	1,397.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	61,103.

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				57,069.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 ... 10,083.				
b From 2008 ... 834.				
c From 2009 ...				
d From 2010 ... 1,540.				
e From 2011 ... 3,676.				
f **Total** of lines 3a through e	16,133.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 62,500.				
a Applied to 2011, but not more than line 2a				
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				57,069.
e Remaining amount distributed out of corpus	5,431.			
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	21,564.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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)	10,083.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	11,481.			
10 Analysis of line 9				
a Excess from 2008 ... 834.				
b Excess from 2009 ...				
c Excess from 2010 ... 1,540.				
d Excess from 2011 ... 3,676.				
e Excess from 2012 ... 5,431.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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))

THOMAS S. PORTER

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.

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . . . ▶ **3a**				62,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14		
4 Dividends and interest from securities			14	22,485.	
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			18	128,324.	
8 Gain or (loss) from sales of assets other than inventory					
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)				150,809.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 150,809.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 1.28.14 President

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
B Barrett	Barbara Barrett	01/22/2014		P00854155

Firm's name ▶ B BARRETT & ASSOCIATES — Firm's EIN ▶ 27-0789916

Firm's address ▶ 130 KERCHEVAL SUITE 210
GROSSE POINTE FARMS, MI 48230 — Phone no 313-881-0500

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		AZIMUTH L/T					VAR	VAR
385,381.		276,590.					108,791.	
		AZIMUTH S/T					VAR	VAR
231,458.		211,925.					19,533.	
TOTAL GAIN(LOSS)							128,324.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
T ROWE PRICE	
BANK OF NEW YORK	
TOTAL	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF NEW YORK DIVIDENDS	10,374.	10,374.
BANK OF NEW YORK INTEREST	7,094.	7,094.
FIXED INCOME ETF	689.	689.
BANK OF NEW YORK ADD DIVIDENDS	4,328.	4,328.
TOTAL	22,485.	22,485.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BARRETT & ASSOCIATES	4,500.			
TOTALS	4,500.			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	10,332.	10,332.
TOTALS	10,332.	10,332.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE TAX FILING FEE			
FEDERAL TAXES		480.	
FOREIGN TAXES		787.	787.
	TOTALS	1,267.	787.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
MISC		692.
MISC		354.
DUES AND SUBSCRIPTIONS		100.
INTEREST EXPENSE		48.
	TOTALS	1,194.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION
RH BLUESTEIN & COM
US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AZIMUTH		685,262.	735,453.	1,023,579.
	TOTALS	685,262.	735,453.	1,023,579.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AZIMUTH	155,917.	155,917.	158,601.
ETF	14,704.	14,704.	14,670.
ACCRUED INTEREST			1,495.
TOTALS	170,621.	170,621.	174,766.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
THOMAS S. PORTER 635 N. 5TH AVENUE ANN ARBOR, MI 48104	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COUNCIL OF MICHIGAN FOUNDATIONS ONE SOUTH HARBOR AVE., SUITE 3 GRAND HAVEN, MI 49417	NONE 501(C)3	PROMOTE PRIVATE FOUNDATIONS	1,000.
MICHIGAN ENVIRONMENTAL COUNCIL 119 PERE MARQUETTE DRIVE SUITE 2A LANSING, MI 48912	NONE 501 (C)(3)	PROTECT ENVIRONMENT	500.
THE LEELANAU CONSERVANCY 105 NORTH FIRST STREET PO BOX 1007 LELAND, MI 49654	NONE 501(C)3	PRESERVE LEELANU ENVIRONMENT	
PRESERVE HISTORIC SLEEPING BEAR PO BOX 453 EMPIRE, MI 49630	NONE 501(C)3	PROTECT SLEEPING BEAR BUNES	
TOWN OF DEDHAM 26 BRYANT DEDHAM SQUARE, MA 02026	NONE 501(C)3	DEDHAM WATER TRAILS	
MICHIGAN LAND USE INSTITUTE 148 E. FRONT ST. SUITE 301 TRAVERSE CITY, MI 49684	NONE 501(C)3	LOCAL FOOD EXCHANGE PROGRAM	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MICHIGAN LEAGUE OF CONSERVATION VOTERS 213 W. LIBERTY SUITE 300 ANN ARBOR, MI 48104	NONE 501(C)3	PROTECT WETLANDS	13,000.
EVERY CHILD IS MY CHILD 5431 N. WAYNE AVE. CHICAGO, IL 60640	NONE 501(C)3	CHARITABLE PURPOSES	
ANN ARBOR ART CENTER 117 W. LIBERTY STREET ANN ARBOR, MI 48104	NONE 501(C)3	CHARITABLE PURPOSES	
ECOLOGY CENTER OF ANN ARBOR 213 W. LIBERTY ST SUITE 2 ANN ARBOR, MI 48104	NONE 501(C)3	HELP THE ECOLOGY	18,000.
CENTER FOR MICHIGAN 4100 N. DIXBORO RD ANN ARBOR, MI 48105	NONE 501(C)3	CHARITABLE PURPOSES	2,500.
ROCKY MOUNTAIN BIOLOGICAL LABORATORY PO BOX 519 CRESTED BUTTE, CO 81224	NONE 501(C)3	CHARITABLE PURPOSES	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ANN ARBOR COMMUNITY FOUNDATION 310 N. MAIN STREET SUITE 300 ANN ARBOR, MI 48104	NONE 501(C)3	CHARITABLE PURPOSES	
DEDHAM COMMUNITY ASSOCIATION 671 HIGH STREET DEDHAM, MA 02026	NONE 501(C)3	COMMUNITY HOUSE POOL PROJECT AND MUSIC PROJECT	
HURON RIVER WATERSHED COUNCIL			
TART TRAILS 1100 N. MAIN ST #210 ANN ARBOR, MI 48104	NONE 501(C)3	ENRICHING THE COMMUNITIES AND COUNTRYSIDE OF GRAND TRAVERSE AND LEELANUA COUNTIES	15,000.
THE HEIDELBERG PROJECT 42 WATSON STREET DETROIT, MI 48201	501(C)3	CHARITABLE PURPOSES	500.
CAURA FUTURES 805 FOLGER AVENUE BERKLEY, CA 94710	NONE 501(C)3	GENERAL FUND	

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEIDELBERG PROJECT 42 WATSON DETROIT, MI 48201	NONE 501(C)3	PROMOTE ART IN DETROIT	750.
OWOSSO COMMUNITY PLAYERS 114 E. MAIN ST OWOSSO, MI 48867	NONE 501(C)3	REBUILD THEATRE	
BUCKETS OF RAIN PO BOX 251 EMPIRE, MI 49630	NONE 501(C)3	GENERAL FUND	750.
DEDHAM SHINES PO BOX 1023 DEDHAM, MA 02027	501(C)3		2,000.
DEDHAM SCHOOL OF MUSIC 671 HIGH STREET DEDHAM, MA 02026	NONE 501(C)3	GENERAL FUND	1,000.
ROSS BUSINESS SCHOOL 701 TAPPAN STREET ANN ARBOR, MI 48109	NONE 501(C)3	ERB INSTITUTE	5,000.
		TOTAL CONTRIBUTIONS PAID	62,500.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
THE PORTER FAMILY FOUNDATION	38-3503967

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	19,533.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	19,533.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	108,791.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	108,791.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			19,533.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			108,791.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			128,324.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE PORTER FAMILY FOUNDATION

Employer identification number: 38-3503967

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a AZIMUTH S/T			231,458.	211,925.	19,533.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 19,533.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a AZIMUTH L/T			385,381.	276,590.	108,791.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 108,791.

AZIMUTH
CAPITAL MANAGEMENT LLC

REALIZED GAINS AND LOSSES
The Porter Family Foundation
PT1517-BNY
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
Long Term Gains/Losses									
10-22-10	12-10-12	25	omc	Omnicom Group Inc	1,084.85		1,233.22		148.37
08-30-11	12-10-12	10	cl	Colgate-Palmolive Co	902.89		1,070.37		167.48
10-04-11	12-10-12	25	cl	Colgate-Palmolive Co	2,188.43		2,675.94		487.51
08-08-11	12-10-12	25	hsy	Hershey Co	1,400.58		1,812.70		412.12
09-02-11	12-10-12	25	mdlz	Mondelez International Inc	560.97		650 92		89.95
08-12-11	12-10-12	75	mdlz	Mondelez International Inc	1,672.25		1,952.77		280.52
03-11-11	12-10-12	40	oxy	Occidental Petroleum	3,928 60		3,002.73		-925.87
09-15-10	12-10-12	75	alb	Albemarle Corp	3,247.83		4,486.39		1,238.56
09-27-10	12-10-12	10	aapl	Apple Computer Inc	2,939.87		5,320.28		2,380.41
06-15-09	12-10-12	50	txn	Texas Instruments	1,055.14		1,491.96		436.83
10-22-10	12-26-12	25	chkp	Check Point Software	1,038.58		1,183.18		144.60
06-07-11	01-03-13	25	unh	UnitedHealth Group	1,212.87		1,322.72		109.85
08-04-10	01-03-13	25	unh	UnitedHealth Group	827.13		1,322.72		495.59
09-02-09	01-09-13	85	mcrs	MICROS Systems, Inc	2,338.10		3,618.56		1,280.46
01-13-11	02-15-13	10	nice	NICE Systems Ltd	353.68		362.64		8.96
11-08-11	02-15-13	65	nice	NICE Systems Ltd	2,250.46		2,357.15		106.69
03-17-11	02-19-13	35	px	Praxair Inc	3,367.66		3,872.32		504.66
01-26-05	02-19-13	15	px	Praxair Inc	625.65		1,659.56		1,033.91
04-01-11	03-19-13	65	eem	iShares MSCI Emerging Mkts	3,220 10		2,713.05		-507.05
08-26-10	03-19-13	10	eem	iShares MSCI Emerging Mkts	398.30		417.39		19.09
08-14-06	03-20-13	15	gd	General Dynamics	1,025 93		1,049.28		23.35
03-25-09	03-20-13	35	gd	General Dynamics	1,410.50		2,448.31		1,037.81
02-17-12	03-20-13	25	pru	Prudential Fin'l Inc	1,530.34		1,486.37		-43.97
06-22-11	03-20-13	50	pru	Prudential Fin'l Inc	3,049.72		2,972.75		-76.97
05-24-11	03-21-13	25	tup	Tupperware Brands	1,562.41		1,995.70		433.29
12-27-11	03-21-13	75	cvs	CVS Corp	3,081.24		4,106.15		1,024.91
12-20-11	03-21-13	25	cvs	CVS Corp	975.09		1,368.72		393.63
03-25-08	03-21-13	75	agn	Allergan Inc	4,276.50		8,293.31		4,016.81
09-09-09	03-21-13	25	agn	Allergan Inc	1,405.32		2,764.44		1,359.12
03-07-12	03-21-13	75	msft	Microsoft Corp	2,392.52		2,104.45		-288.07
07-26-11	03-21-13	25	msft	Microsoft Corp	703.24		701.48		-1.76
06-15-09	03-21-13	25	txn	Texas Instruments	527.57		859.98		332.41
10-04-11	03-26-13	20	tgt	Target Corp	970.06		1,360.53		390 47
03-15-12	03-26-13	50	lux	Luxottica Group A	1,786.17		2,531.53		745.36
05-25-11	03-26-13	25	rba	Ritchie Bros.	675 33		529.02		-146.31
02-16-12	03-26-13	100	rba	Ritchie Bros.	2,583.57		2,116.07		-467.50
08-13-09	03-26-13	50	rba	Ritchie Bros.	1,258.00		1,058.04		-199.96
08-08-07	03-26-13	30	rba	Ritchie Bros.	659.15		634.82		-24.33
08-03-06	03-26-13	45	rba	Ritchie Bros	802.50		952 23		149.73
08-26-10	04-02-13	5	eem	iShares MSCI Emerging Mkts	199.15		212.15		13.00
07-28-05	04-02-13	20	eem	iShares MSCI Emerging Mkts	515.73		848.59		332.86
07-26-11	04-04-13	75	msft	Microsoft Corp	2,109.71		2,128.04		18.34

AZIMUTH
CAPITAL MANAGEMENT LLC

REALIZED GAINS AND LOSSES
The Porter Family Foundation
PT1517-BNY
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-08-11	04-04-13	75	msft	Microsoft Corp	1,872.24		2,128.04		255.80
10-24-11	04-04-13	65	sap	SAP AG ADR	3,860.48		5,163.59		1,303.11
09-21-10	04-04-13	25	shpg	Shire Ltd ADR	1,744.25		2,245.69		501.44
06-15-09	04-05-13	75	txn	Texas Instruments	1,582.70		2,543.92		961.22
10-04-11	04-10-13	20	cl	Colgate-Palmolive Co	1,750.74		2,362.81		612.07
02-22-12	04-15-13	20	gld	SPDR Gold Trust	3,416.64		2,641.74		-774.90
08-04-11	04-15-13	35	gld	SPDR Gold Trust	5,605.81		4,623.05		-982.76
05-28-09	04-15-13	25	gld	SPDR Gold Trust	2,367.35		3,302.17		934.82
01-20-12	04-16-13	40	fxi	iShares FTSE/China 25	1,540.33		1,418.77		-121.56
04-20-12	04-22-13	25	ebay	Ebay Inc	1,022.91		1,287.03		264.12
11-05-10	04-22-13	150	ebay	Ebay Inc	4,621.49		7,722.19		3,100.71
10-24-11	04-30-13	10	sap	SAP AG ADR	593.92		793.95		200.03
07-22-10	04-30-13	30	sap	SAP AG ADR	1,444.44		2,381 85		937.41
08-11-09	05-01-13	25	agn	Allergan Inc	1,369.32		2,723.69		1,354 37
04-02-12	05-03-13	50	abev	Ambev SA ADR	2,082.61		2,064.89		-17.72
06-03-10	05-07-13	50	cfr	Cullen/Frost Bankers	2,723.11		3,083.50		360.39
02-15-11	05-07-13	75	armh	ARM Hldgs PLC	2,330.96		3,650.11		1,319.15
01-21-11	05-07-13	25	armh	ARM Hldgs PLC	626.28		1,216.70		590.42
03-24-11	05-21-13	10	fmx	Fomento Eco Mexicano	587.37		1,100.69		513.32
02-21-12	06-03-13	5	blk	BlackRock, Inc	978.58		1,372.30		393.72
04-20-12	06-03-13	15	blk	BlackRock, Inc	2,884.60		4,116.92		1,232 32
01-10-11	06-03-13	5	blk	BlackRock, Inc	954.46		1,372.30		417.84
02-13-12	06-03-13	40	ffiv	F5 Networks Inc	5,021.91		3,105.98		-1,915.93
03-07-12	06-03-13	60	ffiv	F5 Networks Inc	7,493.47		4,658.97		-2,834.50
11-04-11	06-10-13	45	pnra	Panera Bread Co	6,093.62		8,584.63		2,491 01
03-24-11	06-18-13	15	fmx	Fomento Eco Mexicano	881.06		1,504.13		623.08
08-03-06	06-18-13	15	fmx	Fomento Eco Mexicano	447.65		1,504.12		1,056.47
11-10-10	06-19-13	125	wex	WEX Inc	5,549.24		9,722 13		4,172.89
03-15-12	06-19-13	25	nvo	Novo-Nordisk ADR	3,523.03		4,003.78		480.75
03-25-08	06-24-13	150	orcl	Oracle Corp	3,160.43		4,523.69		1,363 26
02-03-12	06-25-13	50	mwiv	MWI Veterinary Supply	4,365.91		5,978.02		1,612.11
07-21-11	07-11-13	25	ibm	IBM	4,617.12		4,822.46		205.34
11-06-06	07-11-13	20	ibm	IBM	1,850.93		3,857.96		2,007.03
02-08-11	07-15-13	10	isrg	Intuitive Surgical Inc	3,340.90		4,196.77		855.87
01-25-11	07-15-13	20	isrg	Intuitive Surgical Inc	6,583.24		8,393.57		1,810.33
06-07-11	07-25-13	28	bbd	Banco Bradesco	501.19		349.19		-152.00
09-28-10	07-25-13	83	bbd	Banco Bradesco	1,480.50		1,047.57		-432.93
11-08-11	07-25-13	30	deo	Diageo PLC ADR	2,568.60		3,673.97		1,105.37
04-01-11	07-29-13	50	cbd	Companhia Brasileira-SP PRF	2,194.97		2,261.77		66.80
11-05-10	08-07-13	150	ebay	Ebay Inc	4,621.49		7,966.31		3,344.83
08-22-11	08-09-13	75	un	Unilever NV	2,510.11		2,980.88		470.77
08-15-11	08-09-13	25	un	Unilever NV	828.00		993.63		165.63
02-17-12	08-15-13	50	trow	T Rowe Price Group	3,135.36		3,621.79		486.43
07-17-09	08-15-13	10	trow	T Rowe Price Group	418.81		724.36		305.55
05-24-11	08-15-13	25	tup	Tupperware Brands	1,562.41		2,160.55		598.14
11-22-11	08-19-13	75	pnra	Panera Bread Co	10,007.77		13,033.94		3,026.17
08-11-09	08-19-13	25	agn	Allergan Inc	1,369.32		2,219.35		850.03
08-19-09	08-19-13	50	agn	Allergan Inc	2,704.93		4,438.71		1,733.78
10-04-11	09-19-13	30	tgt	Target Corp	1,455.09		1,958.00		502.91

AZIMUTH
CAPITAL MANAGEMENT LLC

REALIZED GAINS AND LOSSES
The Porter Family Foundation
PT1517-BNY
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-12-11	09-19-13	16	krft	Kraft Foods Group Inc	580.26		864.70		284.44
06-20-11	09-19-13	50	wmt	Wal-Mart Stores Inc	2,647.71		3,799.43		1,151.72
05-24-11	09-24-13	25	dtv	DIRECTV Class A	1,236.07		1,523.54		287.47
05-09-11	09-24-13	75	dtv	DIRECTV Class A	3,682.70		4,570.61		887.92
09-19-12	10-01-13	100	act.old	Actavis Inc	8,389.25		14,401.00		6,011.75
10-06-10	10-03-13	50	lnn	Lindsay Corp	2,171 27		4,016.16		1,844.89
03-15-12	10-08-13	25	lux	Luxottica Group A	893.08		1,291.22		398.14
03-06-12	10-08-13	100	lux	Luxottica Group A	3,414.72		5,164.87		1,750.15
07-02-10	11-08-13	112	ryn	Rayonier Inc	3,291.70		4,936.13		1,644.43
07-12-10	11-11-13	65	ewz	iShares MSCI Brazil	4,299.42		3,050.56		-1,248.86
08-03-09	11-15-13	25	petm	PetSmart	561.00		1,840.47		1,279.47
07-10-09	11-15-13	75	petm	PetSmart	1,615.94		5,521.40		3,905.46
12-02-11	11-15-13	125	sbux	Starbucks Corp	5,488.78		10,134.57		4,645.79
09-19-12	11-15-13	225	praa	Portfolio Recovery Assoc	7,642.50		12,643.26		5,000.76
08-11-11	11-15-13	200	cern	Cerner Corp	5,702.20		11,460.80		5,758.60
05-29-12	11-15-13	100	hsic	Henry Schein	7,619.10		11,382.28		3,763.18
02-03-12	11-15-13	25	mwiv	MWI Veterinary Supply	2,182.95		4,037.18		1,854.23
06-25-10	11-15-13	50	mwiv	MWI Veterinary Supply	2,437.80		8,074.35		5,636.55
12-09-10	11-15-13	100	ebay	Ebay Inc	3,041.00		5,276.90		2,235.90
09-27-10	11-21-13	5	aapl	Apple Computer Inc	1,469.94		2,580.35		1,110.41
09-09-10	11-21-13	20	aapl	Apple Computer Inc	5,323.08		10,321.42		4,998.34
07-10-09	11-26-13	25	petm	PetSmart	538.65		1,839.17		1,300.52
Total					**276,590.44**	**0.00**	**385,381.03**	**0.00**	**108,790.59**
Short Term Gains/Losses									
08-28-12	12-10-12	150	bhi	Baker Hughes Inc	7,051.33		6,349.35	-701.98	
09-14-12	12-10-12	80	cvx	ChevronTexaco Corp	9,417.74		8,542.20	-875.54	
11-19-12	12-10-12	25	csco	Cisco Systems Inc	457.88		491.98	34.10	
10-04-12	12-26-12	75	fms	Fresenius Med Care ADR	2,831.95		2,564.09	-267.86	
03-15-12	12-28-12	100	jpm	JP Morgan Chase	4,445.25		4,349.98	-95.27	
04-17-12	12-28-12	25	jpm	JP Morgan Chase	1,096.30		1,087.50	-8.80	
05-01-12	01-09-13	90	mcrs	MICROS Systems, Inc	5,246.64		3,831.41	-1,415.23	
08-20-12	03-21-13	25	tgt	Target Corp	1,592.37		1,698.21	105.84	
12-28-12	03-21-13	25	tup	Tupperware Brands	1,572.96		1,995.71	422.75	
06-27-12	03-21-13	75	hrl	Hormel Foods Corp	2,217.55		2,955.68	738.13	
08-20-12	03-21-13	50	vz	Verizon Comm Inc	2,189.08		2,435.44	246.36	
08-20-12	03-26-13	25	tgt	Target Corp	1,592.37		1,700.66	108.29	
07-19-12	04-02-13	75	mwiv	MWI Veterinary Supply	7,638.69		9,861.89	2,223.20	
10-31-12	04-02-13	70	praa	Portfolio Recovery Assoc	7,331.66		8,703.47	1,371.81	
09-19-12	04-02-13	5	praa	Portfolio Recovery Assoc	509.50		621.68	112.18	
06-12-12	04-02-13	50	eem	iShares MSCI Emerging Mkts	1,901.62		2,121.47	219.85	
07-05-12	04-16-13	35	fxi	iShares FTSE/China 25	1,197.00		1,241.42	44.42	
10-04-12	04-18-13	25	fms	Fresenius Med Care ADR	943.98		863.08	-80.90	

AZIMUTH
CAPITAL MANAGEMENT LLC

REALIZED GAINS AND LOSSES
The Porter Family Foundation
PT1517-BNY
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security Symbol	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
09-13-12	04-18-13	80	fms	Fresenius Med Care ADR	2,965.20		2,761.87	-203.33	
10-15-12	05-07-13	150	ge	General Electric Co	3,407.99		3,393.89	-14.10	
11-06-12	05-07-13	125	vsi	Vitamin Shoppe Inc	7,505.66		5,567.29	-1,938.37	
10-03-12	05-07-13	100	vsi	Vitamin Shoppe Inc	5,835.23		4,453.83	-1,381.40	
09-13-12	05-21-13	25	fmx	Fomento Eco Mexicano	2,245.69		2,751.73	506 04	
09-13-12	06-10-13	30	pnra	Panera Bread Co	5,036.15		5,723.09	686.94	
08-07-12	06-24-13	50	orcl	Oracle Corp	1,580.57		1,507.90	-72 67	
10-03-12	06-26-13	50	vsi	Vitamin Shoppe Inc	2,917.61		2,260.49	-657.12	
10-12-12	06-26-13	150	vsi	Vitamin Shoppe Inc	8,539.84		6,781.45	-1,758.39	
12-28-12	07-01-13	75	act.old	Actavis Inc	6,746.06		9,423.85	2,677.79	
05-03-13	07-25-13	40	bbd	Banco Bradesco	668.58		507.91	-160 67	
05-21-13	07-29-13	50	cbd	Companhia Brasileira-SP PRF	2,841.49		2,261.78	-579.71	
05-03-13	09-19-13	59	krft	Kraft Foods Group Inc	3,150.10		3,188.56	38.46	
05-28-13	09-24-13	100	dtv	DIRECTV Class A	6,391.49		6,094.16	-297.33	
04-15-13	09-26-13	35	tw	Towers Watson & Co	2,517.74		3,709.84	1,192.10	
04-04-13	09-26-13	20	tw	Towers Watson & Co	1,396.94		2,119.91	722.97	
10-18-12	10-01-13	85	act.old	Actavis Inc	7,481.36		12,240.85	4,759.49	
12-28-12	10-01-13	15	act.old	Actavis Inc	1,349.21		2,160.15	810.94	
02-19-13	10-03-13	25	lnn	Lindsay Corp	2,210.22		2,008.08	-202.14	
03-26-13	10-23-13	50	cbi	Chicago Bridge & Iron NY	2,954.72		3,694.41	739.69	
11-08-12	11-07-13	75	qcom	Qualcomm Inc	4,608.94		4,983 66	374.72	
03-26-13	11-08-13	210	sbs	CIA Saneamento Basico ADR	3,326 06		2,162.12	-1,163.94	
04-04-13	11-08-13	240	sbs	CIA Saneamento Basico ADR	3,706.75		2,471.00	-1,235.75	
06-03-13	11-15-13	150	dltr	Dollar Tree Inc	7,371.50		8,914.34	1,542.84	
10-01-13	11-15-13	100	act	Actavis PLC	14,401.00		16,445.71	2,044 71	
06-10-13	11-15-13	35	biib	Biogen Idec Inc	7,762.11		8,381.65	619.54	
05-02-13	11-15-13	55	celg	Celgene Corp	6,571.46		8,303.20	1,731.74	
01-09-13	11-15-13	25	celg	Celgene Corp	2,311.76		3,774.18	1,462.42	
08-07-13	11-15-13	125	gild	Gilead Sciences Inc	7,508.10		8,624.84	1,116.74	
06-25-13	11-15-13	75	ilmn	Illumina Inc	5,536.89		7,016.12	1,479.23	
12-26-12	11-15-13	63	neog	Neogen Corp	1,937.08		2,913.69	976.61	
07-15-13	11-15-13	300	eeft	Euronet Worldwide Inc	9,892.32		13,416.75	3,524.43	
12-26-12	11-21-13	1	neog	Neogen Corp	15.37		24.44	9.07	
Total					**211,925.05**	**0.00**	**231,457.96**	**19,532.91**	**0.00**
TOTAL GAINS								32,643.41	119,953.53
TOTAL LOSSES								-13,110.50	-11,162.94
					488,515.49	**0.00**	**616,838.99**	**19,532.91**	**108,790.59**

TOTAL REALIZED GAIN/LOSS 128,323.50