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

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning _____, **2013, and ending** _____

PORTEOUS FAMILY FOUNDATION
4504 JASMINE AVE
CULVER CITY, CA 90232

A Employer identification number
95-4450800

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

C If exemption application is pending, check here

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

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

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

G Check all that apply

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 2,866,040.

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

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 (att sch)					
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B					
	3 Interest on savings and temporary cash investments			N/A		
	4 Dividends and interest from securities	76,072.	76,072.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain/(loss) from sale of assets not on line 10	-25,394.				
	b Gross sales price for all assets on line 6a	526,384.				
	7 Capital gain net income (from Part IV, line 2)			0.		
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances			865		
b Less Cost of goods sold						
c Gross profit/(loss) (att sch)						
11 Other income (attach schedule)						
SEE STATEMENT 1		-231.	-231.			
12 Total. Add lines 1 through 11		50,447.	75,841.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.				
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees (attach schedule)					
	b Accounting fees (attach sch) SEE ST 2	3,700.			3,700.	
	c Other prof fees (attach sch)					
	17 Interest					
	18 Taxes (attach schedule)(see instrs) SEE STM 3	3,472.			3,472.	
	19 Depreciation (attach sch) and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses (attach schedule)					
	SEE STATEMENT 4		20,276.			20,276.
	24 Total operating and administrative expenses. Add lines 13 through 23		27,448.			27,448.
25 Contributions, gifts, grants paid PART XV		131,405.			131,405.	
26 Total expenses and disbursements. Add lines 24 and 25		158,853.	0.		158,853.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-108,406.				
b Net investment income (if negative, enter -0-)			75,841.			
c Adjusted net income (if negative, enter -0-)						

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		750.		
	2	Savings and temporary cash investments			302,309.	302,560.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)	STATEMENT 5	103,391.	35,980.	11,078.
	b	Investments — corporate stock (attach schedule)	STATEMENT 6	1,700,169.	1,032,461.	1,323,402.
	c	Investments — corporate bonds (attach schedule)	STATEMENT 7	465,333.	495,781.	501,793.
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	STATEMENT 8	341,540.	626,086.	727,207.	
14	Land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		2,611,183.	2,492,617.	2,866,040.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe SEE STATEMENT 9)		21,820.	11,660.	
	23	Total liabilities (add lines 17 through 22)		21,820.	11,660.	
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.			<input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,589,363.	2,480,957.	
30	Total net assets or fund balances (see instructions)		2,589,363.	2,480,957.		
31	Total liabilities and net assets/fund balances (see instructions)		2,611,183.	2,492,617.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,589,363.
2	Enter amount from Part I, line 27a	2	-108,406.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,480,957.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,480,957.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	-25,394.
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	10,658.

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	172,864.	2,444,399.	0.070718
2011	155,960.	2,450,814.	0.063636
2010	107,750.	2,364,689.	0.045566
2009	98,075.	2,413,939.	0.040629
2008	122,793.	2,466,735.	0.049780

2 Total of line 1, column (d)	2	0.270329
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	0.054066
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,818,095.
5 Multiply line 4 by line 3	5	152,363.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	758.
7 Add lines 5 and 6	7	153,121.
8 Enter qualifying distributions from Part XII, line 4	8	158,853.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	758.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	758.
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	758.
6 Credits/Payments:			
a 2013 estimated tax prmts and 2012 overpayment credited to 2013	6 a	2,640.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,640.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		3.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,879.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 1,879. 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ 0. (2) On foundation managers ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes' attach schedule (see instructions)	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 <u>N/A</u>	13	X	
14	The books are in care of <u>CAROL DAILEY</u> Telephone no <u>(310) 559-2012</u> Located at <u>4504 JASMINE AVE CULVER CITY CA</u> ZIP + 4 <u>90232</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN B. PORTEOUS, JR. 1518 GALAXY WAY NEWPORT BEACH, CA 92660	DIRECTOR 0	0.	0.	0.
CAROL P. DAILEY 4504 JASMINE AVE. CULVER CITY, CA 90232	DIRECTOR 0	0.	0.	0.
SUSAN P DUKE P.O. BOX 7924 AUBURN, CA 95603	VICE PRESIDE 0	0.	0.	0.
ROBERT F. PORTEOUS 1919 GLENWOOD LANE NEWPORT BEACH, CA 92660	DIRECTOR 0	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- -----		
----- -----		
Total number of others receiving over \$50,000 for professional services		0

Part IX A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 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 N/A ----- -----	
2 ----- -----	
All other program-related investments See instructions.	
3 ----- -----	
Total. Add lines 1 through 3	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1 a	2,571,379.
b	Average of monthly cash balances	1 b	289,631.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	2,861,010.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,861,010.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	42,915.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,818,095.
6	Minimum investment return. Enter 5% of line 5	6	140,905.

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	140,905.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	758.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	758.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	140,147.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	140,147.
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	140,147.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	158,853.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	158,853.
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	758.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	158,095.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				140,147.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	1,595.			
b From 2009				
c From 2010				
d From 2011	37,905.			
e From 2012	55,914.			
f Total of lines 3a through e	95,414.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 158,853.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount				140,147.
e Remaining amount distributed out of corpus	18,706.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	114,120.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 .				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,595.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	112,525.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	37,905.			
d Excess from 2012	55,914.			
e Excess from 2013	18,706.			

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

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

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

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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon:

a 'Assets' alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c 'Support' alternative test – enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 11				
Total			▶ 3 a	131,405.
b Approved for future payment				
Total			▶ 3 b	

Supplemental Information
 Account G781525673

SUMMARY OF PROCEEDS, GAINS & LOSSES AND TAX WITHHELD

Refer to the 1099-B and PROCEEDS NOT REPORTED to the IRS pages to ensure that you consider all relevant items and to determine the correct gains and losses. The amounts shown below are for informational purposes.

Term*	Category	Detail Schedule	Gross Proceeds*	Cost Basis†	Wash Sale Loss Disallowed	Net Gain/Loss
Short	A (basis reported to the IRS)	Form 1099-B	27,225.89	21,088.01	0.00	6,137.88
Short	B (basis not reported to the IRS)	Form 1099-B	41,000.00	43,072.35	0.00	-2,072.35
Short	C (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Short-term						
Long	D (basis reported to the IRS)	Form 1099-B	68,225.89	64,160.36	0.00	4,065.53
Long	E (basis not reported to the IRS)	Form 1099-B	164,246.85	0.00	0.00	0.00
Long	F (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Long-term						
Undetermined	B or E (basis not reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Undetermined	C or F (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Undetermined-term						
Total Categories A, B, D, E			232,472.74	190,588.75	0.00	41,883.99
Total Category C, F			0.00	0.00	0.00	0.00
Grand total			232,472.74	190,588.75	0.00	41,883.99

Withholding from Proceeds

Federal income tax withheld	0.00
State tax withheld	0.00

SUMMARY OF NON REPORTED INCOME, FEES, EXPENSES AND EXPENDITURES

The items in this section are not reported to the IRS. They are presented here for your reference when preparing your tax return(s).

Interest Payments and Other Adjustments

Taxable accrued interest paid	483.33
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts

Partnership distributions	0.00
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0.00
Deferred income payment	0.00

Expenses

Margin interest	0.00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Fees and Payments Received

Deemed premium	0.00
Organizational expense	0.00
Income accrual - UIT	0.00
Miscellaneous fees	12,424.34
Basis adjustments	0.00
Tax-exempt investment expense	0.00
Foreign tax withholding paid in excess of treaty rate	0.00

Options Transactions

Sales	0.00
Short sales	0.00
Purchases	0.00
Purchases to close	0.00

*Amounts of undetermined-term must be reviewed to establish the correct acquisition date and whether the gains/losses are short-term or long-term.

Proceeds are the net sale amount received and may be adjusted for option premiums or specific tax treatment of capital changes.

+Cost basis totals include only amounts that were available to us.

Oppenheimer & Co. Inc.

Proceeds from Broker and Barter Exchange Transactions

Account G781525873

2013 1099-B

OMB No: 1545-0715

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

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

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional Information
03/18/13	1,500,000	27,225.89	03/04/13	21,088.01	...	6,137.88	Sale

These columns are not reported to the IRS

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

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

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
04/11/13	50,000,000	41,000.00	12/05/12	43,072.35	...	-2,072.35	Sale Note: 56 Original basis: \$42,735.00

These columns are not reported to the IRS

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

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

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional Information
03/27/13	750,000	34,799.22	02/23/12	33,692.70	...	1,106.52	Sale
03/01/13	60,000,000	60,000.00	08/11/09	58,850.60	...	1,149.40	Redemption Original basis: \$58,850.60
01/10/13	4,000,000	22,879.48	12/23/10	8,000.00	...	14,879.48	Sale
01/17/13	3,000,000	17,773.79	12/23/10	6,000.00	...	11,773.79	Sale
02/01/13	2,500,000	16,399.71	12/23/10	5,000.00	...	11,399.71	Sale
	Security total:	57,052.98		19,000.00	0.00	38,052.98	
04/30/13	25,000,000	12,394.65	01/26/12	14,885.09	...	-2,490.44	Redemption Original basis: \$14,885.09

These columns are not reported to the IRS

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

Oppenheimer & Co. Inc. Account G781525873
 2013 1099-B OMB No. 1545-0715
Proceeds from Broker and Barter Exchange Transactions
 (continued)

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

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

8 - Description / CUSIP / 1d - Symbol	1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
			164,246.85		126,428.39	0.00	37,818.46	
Totals:								

These columns are not reported to the IRS

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

THE PORTEOUS FAMILY FOUNDATION
 ATTN CAROL P DAILEY
 4504 JASMINE AVE
 CULVER CITY CA 90232-3431

PAGE
11 of 12
RECIPIENT'S ACCOUNT NUMBER
934-00020

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Term Unknown

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
160.000	RTS COMPANIA CERVECERIAS UNIDAS S A RT PUR ADS CUSIP: 204429112 SEE FOOTNOTES: A	<input type="checkbox"/>	N/A	10/01/13	86.63	N/A	N/A
Term Unknown Subtotal					86.63		0.00

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
1,500.000	COMSTOCK RESOURCES INC NEW SYMBOL: CRK, CUSIP: 205768203	<input checked="" type="checkbox"/>	04/03/13	11/05/13	26,383.89	22,095.00	4,288.89
250.000	MYRIAD GENETICS INC SYMBOL: MYGN, CUSIP: 62855J104	<input type="checkbox"/>	08/20/13	12/04/13	6,329.68	6,883.40	-553.72
250.000	MYRIAD GENETICS INC SYMBOL: MYGN, CUSIP: 62855J104	<input type="checkbox"/>	08/20/13	12/09/13	6,248.24	6,883.40	-635.16
275.000	POTASH CORP OF SASKATCHEWAN INC CANADIAN LISTED ORIGINAL COST 10,802.78 WASH SALE LOSS DISALLOWED: 2,470.80 SYMBOL: POT, CUSIP: 73755L107	<input type="checkbox"/>	06/26/13	08/08/13	8,331.99	8,331.99	0.00
200.000	RED HAT INC SYMBOL: RHT, CUSIP: 756577102	<input type="checkbox"/>	06/27/13	09/30/13	9,177.80	9,586.98	-409.18
300.000	RED HAT INC SYMBOL: RHT, CUSIP: 756577102	<input type="checkbox"/>	06/27/13	10/07/13	13,552.06	14,380.47	-828.41
Short-Term Subtotal					70,023.66		1,862.42

Long-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
4,000.000	AMERICAN STANDARD ENERGY CORP SYMBOL: ASEN, CUSIP: 02971T107	<input checked="" type="checkbox"/>	02/14/12	09/11/13	815.95	12,517.99	-11,702.04
5,000.000	AMERICAN STANDARD ENERGY CORP SYMBOL: ASEN, CUSIP: 02971T107	<input checked="" type="checkbox"/>	04/16/12	09/11/13	1,019.94	12,492.73	-11,472.79

Schedule of Realized Gains and Losses (con't)

Long-Term (con't)

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
4,000.000	AMERICAN STANDARD ENERGY CORP SYMBOL: ASEN, CUSIP: 02971T107	<input checked="" type="checkbox"/>	03/26/12	09/11/13	815.95	11,498.47	-10,682.52
30,000.000	EUROPEAN BANK FOR R EURO MEDIUM MTERM NOTE 9.500% DUE 11/06/2013 CUSIP: G3157R2B3	<input checked="" type="checkbox"/>	04/26/11	11/06/13	13,706.10	19,886.26	-6,180.16
2,500.000	EUROSEAS LTD SYMBOL: ESEA, CUSIP: Y23592200	<input checked="" type="checkbox"/>	09/24/08	07/25/13	2,670.90	23,955.00	-21,284.10
5,000.000	EUROSEAS LTD SYMBOL: ESEA, CUSIP: Y23592200	<input checked="" type="checkbox"/>	09/02/09	07/25/13	5,341.81	21,955.00	-16,613.19
2,500.000	EUROSEAS LTD SYMBOL: ESEA, CUSIP: Y23592200	<input checked="" type="checkbox"/>	09/08/09	07/25/13	2,670.90	11,380.00	-8,709.10
500.000	EUROSEAS LTD SYMBOL: ESEA, CUSIP: Y23592200	<input checked="" type="checkbox"/>	11/27/09	07/25/13	534.18	2,291.00	-1,756.82
500.000	GREENHUNTER RESOURCES INC SYMBOL: GRH, CUSIP: 39530A104	<input checked="" type="checkbox"/>	04/05/07	07/25/13	799.28	2,500.00	-1,700.72
4,200.000	GREENHUNTER RESOURCES INC SYMBOL: GRH, CUSIP: 39530A104	<input checked="" type="checkbox"/>	04/05/07	07/26/13	6,612.16	21,000.00	-14,387.84
4,000.000	GREENHUNTER RESOURCES INC SYMBOL: GRH, CUSIP: 39530A104	<input checked="" type="checkbox"/>	08/28/08	11/12/13	5,829.38	50,000.00	-44,170.62
3,000.000	GREENHUNTER RESOURCES INC SYMBOL: GRH, CUSIP: 39530A104	<input checked="" type="checkbox"/>	04/05/07	11/12/13	4,372.04	15,000.00	-10,627.96
20,000.000	MAYWOOD ILL SER 1997 UNKNOWN G/O 1997 4.500% DUE 12/01/2013 CUSIP: 578694CX7	<input checked="" type="checkbox"/>	06/03/11	12/02/13	20,000.00	19,902.00	98.00
500.000	NATURAL GAS SERVICES GROUP INC SYMBOL: NGS, CUSIP: 63886Q109	<input checked="" type="checkbox"/>	03/09/12	08/07/13	12,421.38	7,070.69	5,350.69
750.000	NATURAL GAS SERVICES GROUP INC SYMBOL: NGS, CUSIP: 63886Q109	<input checked="" type="checkbox"/>	03/09/12	08/28/13	20,635.39	10,606.03	10,029.36
2,500.000	SYNERGY RESOURCES CORPORATION SYMBOL: SYRG, CUSIP: 87164P103	<input checked="" type="checkbox"/>	12/23/10	08/26/13	21,276.37	5,000.00	16,276.37
2,500.000	SYNERGY RESOURCES CORPORATION SYMBOL: SYRG, CUSIP: 87164P103	<input checked="" type="checkbox"/>	12/23/10	09/05/13	24,543.82	5,000.00	19,543.82
4,000.000	SYNERGY RESOURCES CORPORATION SYMBOL: SYRG, CUSIP: 87164P103	<input checked="" type="checkbox"/>	12/23/10	10/21/13	44,179.83	8,000.00	36,179.83
3,000.000	SYNERGY RESOURCES CORPORATION SYMBOL: SYRG, CUSIP: 87164P103	<input checked="" type="checkbox"/>	12/23/10	12/10/13	28,938.49	6,000.00	22,938.49
Long-Term Subtotal					217,183.87		-48,871.30
Total Gains and Losses					287,294.16		-47,008.88

Short-Term

1,862.42

Long-Term

-48,871.30

Term Unknown

0.00

A Certain cost basis information is not available for this tax lot; therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

4/03/14

04 22PM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN PIPEL	\$ -231.	\$ -231.	
TOTAL	<u>\$ -231.</u>	<u>\$ -231.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AVERY AND GREIG	\$ 3,700.			\$ 3,700.
TOTAL	<u>\$ 3,700.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 3,700.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 372.			\$ 372.
FRANCHISE TAX BOARD	10.			10.
INTERNAL REVENUE SERVICE	2,995.			2,995.
LICENSES AND PERMITS	95.			95.
TOTAL	<u>\$ 3,472.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 3,472.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE	\$ 20,276.			\$ 20,276.
TOTAL	<u>\$ 20,276.</u>	<u>\$ 0.</u>	<u></u>	<u>\$ 20,276.</u>

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

4/03/14

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STATEMENT 5
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>STATE/MUNICIPAL OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OUTFITTER - MUNI BONDS	COST	\$ 35,980.	\$ 11,078.
		\$ 35,980.	\$ 11,078.
	TOTAL	\$ 35,980.	\$ 11,078.

STATEMENT 6
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
HEWLETT PACKARD (358 SHARES)	COST	\$ 1,664.	\$ 9,970.
OUTFITTER - STOCKS	COST	1,030,797.	1,313,432.
	TOTAL	\$ 1,032,461.	\$ 1,323,402.

STATEMENT 7
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OUTFITTER - CORP BONDS	COST	\$ 495,781.	\$ 501,793.
	TOTAL	\$ 495,781.	\$ 501,793.

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>FINANCIAL DERIVATIVES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
OUTFITTER - MUTUAL FUND	COST	\$ 626,086.	\$ 727,207.
TOTAL FINANCIAL DERIVATIVES		\$ 626,086.	\$ 727,207.
	TOTAL	\$ 626,086.	\$ 727,207.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

4/03/14

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**STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES**

UNCLEARED DONATION CHECKS	\$ 11,660.
TOTAL	<u>\$ 11,660.</u>

**STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	SEE ATTACHED RBC CAPITAL MARKETS, LLC	PURCHASED	VARIOUS	VARIOUS	70,111.		68,162.	1,949.				\$ 1,949.
2	SEE ATTACHED RBC CAPITAL MARKETS, LLC	PURCHASED	VARIOUS	VARIOUS	217,184.		266,055.	-48,871.				-48,871.
3	25,000 SHS CYTOCORE INC. (WORTHLESS)	PURCHASED	VARIOUS	8/09/2013	0.		25,000.	-25,000.				-25,000.
4	SEE ATTACHED OPPENHEIMER G781525873	PURCHASED	VARIOUS	VARIOUS	68,226.		64,160.	4,066.				4,066.
5	SEE ATTACHED OPPENHEIMER G781525873	PURCHASED	VARIOUS	VARIOUS	164,247.		126,428.	37,819.				37,819.
6	195.5120 SHS OUTFITTER FUND	PURCHASED	7/25/2012	4/18/2013	2,162.		1,973.	189.				189.
7	NONDIVIDEND DISTRIBUTION	PURCHASED	VARIOUS	VARIOUS	4,448.		0.	4,448.				4,448.
8	NET SECTION 1231 GAIN	PURCHASED	VARIOUS	VARIOUS	6.		0.	6.				6.
											TOTAL	<u>\$ -25,394.</u>

**STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CATHOLIC EDUCATION FOUNDATION ARCHDIOCES 3424 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE	501 (C)	CHARITABLE	\$ 108,855.
LANCE ARMSTRONG FOUNDATION P.O. BOX 6003 ALBERT LEA, MN 56003	NONE	501 (C)	CHARITABLE	1,000.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

4/03/14

04 22PM

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PEACE FOR FAMILIES P.O. BOX 5462 AUBURN, CA 95604	NONE	501 (C)	CHARITABLE	\$ 1,000.
FOUNDATION FOR INTERSCHOLASTIC YOUTH ATH 7207 EL MANOR AVENUE LOS ANGELES, CA 90045	NONE	501 (C)	CHARITABLE	5,550.
FOUNDATION FOR INTERSCHOLASTIC YOUTH ATH 7207 EL MANOR AVENUE LOS ANGELES, CA 90045	NONE	501 (C)	CHARITABLE	5,000.
ST. MATTHEW'S CATHOLIC SCHOOL 602 S. MAIN STREET KALISPELL, MT 59901	NONE	501 (C)	CHARITABLE	5,000.
SERVING PEOPLE IN NEED 151 KALMUS DR. STE H-2 COSTA MESA, CA 92626	NONE	501 (C)	CHARITABLE	2,000.
CHEER FOUNDATION AMERICAN YOUTH FOOTBALL P.O. BOX 344 COOL, CA 95614	NONE	501 (C)	CHARITABLE	1,000.
LUEKEMIA AND LYMPHOMA SOCIETY TEAM 1201-12TH AVE. #1 SAN FRANCISCO, CA 94122	NONE	501 (C)	CHARITABLE	1,000.
CHAPA-DE INDIAN HEALTH PROGRAM 11670 ATWOOD ROAD AUBURN, CA 95603	NONE	501 (C)	CHARITABLE	1,000.

TOTAL \$ 131,405.

CLIENT 164465

PORTEOUS FAMILY FOUNDATION

95-4450800

4/03/14

04:22PM

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

CASH BAL.	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER
OPPENHEIMER G78-1525873												
315,025	266,980	266,722	312,416	322,500	163,450	2,433						
OPPENHEIMER G53-1381544												
11,461	11,461	11,462	11,912	11,912								
RBC ADVISOR SERVICES												
AVERAGES	278,441	278,184	278,184	324,328	334,412	252,720	217,764	242,002	231,241	234,272	292,393	297,443
						416,170	220,197	242,002	231,241	234,272	292,393	297,443

TOTALS 3,475,569 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 289,631