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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning December 1, 2012, and ending November 30, 2013

Name of foundation <u>PAISSON FOU FOUNDATION</u>		A Employer identification number <u>77-0202992</u>
Number and street (or P.O. box number if mail is not delivered to street address) <u>c/o S.W. FACKLER 500 EAST EDITH</u>	Room/suite	B Telephone number (see instructions) <u>(658) 847-5300</u>
City or town, state or province, country, and ZIP or foreign postal code <u>LOS ALTOS, CA 94022</u>		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) ▶ \$ <u>393163</u>	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 ☐

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)	<u>25000</u>			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	<u>10838</u>	<u>10838</u>	<u>10838</u>	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<u>(2676)</u>			
	b Gross sales price for all assets on line 6a <u>85273</u>				
	7 Capital gain net income (from Part IV, line 2)		<u>0</u>		
	8 Net short-term capital gain			<u>(551)</u>	
	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	<u>33162</u>	<u>10838</u>	<u>10287</u>		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	<u>4020</u>	<u>4020</u>	<u>4020</u>	<u>4020</u>
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	<u>10</u>	<u>10</u>	<u>10</u>	<u>10</u>
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	<u>75</u>	<u>75</u>	<u>75</u>	<u>75</u>
	24 Total operating and administrative expenses. Add lines 13 through 23	<u>4105</u>	<u>4105</u>	<u>4105</u>	<u>4105</u>
	25 Contributions, gifts, grants paid	<u>24625</u>			<u>24625</u>
26 Total expenses and disbursements. Add lines 24 and 25	<u>28730</u>	<u>4105</u>	<u>4105</u>	<u>28730</u>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<u>4432</u>				
b Net investment income (if negative, enter -0-)		<u>6723</u>			
c Adjusted net income (if negative, enter -0-)			<u>6182</u>		

For Paperwork Reduction Act Notice, see instructions.

Cat. No 11289X

Form 990-PF (2013)

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	43555	37429	37429
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) <i>Schedule J</i>	304960	315734	315734
	c Investments—corporate bonds (attach schedule) <i>A/I</i>			
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	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)	348515	393163	393163
Net Assets or Fund Balances	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	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	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			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	348515	393163	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	348515	393163	

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	348515
2	Enter amount from Part I, line 27a	2	4932
3	Other increases not included in line 2 (itemize) ▶ <i>unrealized gains</i>	3	40216
4	Add lines 1, 2, and 3	4	393163
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	393163

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	iShares S&P 500 Index 175	P	3/19/12	8/23/13
b	Lord Abbett Short Duration 5506.608	P	9/26/12	8/23/13
c	Pioneer Strategic Income 3219.871	P	9/28/11	8/23/13
d	SPDR Barclays Capital Emerging 325	P	3/15/12	8/23/13
e	SPDR S&P Inter DVD ETF 203	P	3/26/12	8/23/13

(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 6614		6887	(273)
b 25000		25551	(551)
c 35000		34882	112
d 9477		16284	(6808)
e 9183		10340	(1157)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
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	(2676)
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	

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 ☐ and enter 1% of Part I, line 27b	1	134	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0	
3	Add lines 1 and 2	3	134	
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	134	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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	0	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	134	
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 2014 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?		☒
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
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? <i>If "Yes," attach a detailed description of the activities.</i>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
b If "Yes," has it filed a tax return on Form 990-T for this year? <i>N/A</i>		☒
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>		☒
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?		☒
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ <i>California</i>		
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>	☒	
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>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

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 ►	13	X	
14	The books are in care of ► <u>Stephen W. Farley</u> Telephone no. ► <u>650-849-5322</u> Located at ► <u>40 Gibson Drive 1881 Page Mill Road, Palo Alto, CA</u> ZIP+4 ► <u>94304-1211</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	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? <u>N/A</u>	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) <u>N/A</u>	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. ► 20 , 20 , 20 , 20		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.) <u>N/A</u>	3b	
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 2013?	4b	X

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

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? **N/A** **7b****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
Madeline M. Packler c/o Gibson Dunn 1881 Page Mill Road, Palo Alto, CA 94304	1.25	0	0	0
Stephen W. Packler c/o Gibson Dunn 1881 Page Mill Road, Palo Alto, CA 94304	1.50	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 ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	329536
b	Average of monthly cash balances	1b	40568
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	370104
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	0
3	Subtract line 2 from line 1d	3	370104
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	364552
6	Minimum investment return. Enter 5% of line 5	6	18228

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	18228
2a	Tax on investment income for 2013 from Part VI, line 5	2a	134
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	134
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18094
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	18094
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18094

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	28730
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	28730
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	28730

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				18094
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				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 28730				
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				18094
e Remaining amount distributed out of corpus	0			
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	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 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 $\frac{2}{3}$ 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).)

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.

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 address 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1. Covenant Presbyterian Church 670 E. Meadow Drive Palo Alto, CA 94306			Financial support of charitable activities	14625
2. Shakespeare Santa Cruz / UCSF Theater Arts Center 1156 High Street Santa Cruz, CA 95064			L1	10000
Total ▶				3a 24625
b Approved for future payment				
Total ▶				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) 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					
4	Dividends and interest from securities			14	10838	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			14	(2674)	
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)				8162	
13	Total. Add line 12, columns (b), (d), and (e)				8162	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | |
| | (2) Other assets | 1a(2) | | |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | |
| | (4) Reimbursement arrangements | 1b(4) | | |
| | (5) Loans or loan guarantees | 1b(5) | | |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | |
| 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. | | | |

[illegible]

- 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 of officer or trustee W. Tschler

4/5/2014
Date

Treasurer

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

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

POISSON FOR FOUNDATION

Employer identification number

27-0202992

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

Name of organization

POISSON FOU FOUNDATION

Employer identification number

77-020992

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	Stephan & Madeleine Fackler 500 East Edith Avenue Los Altos, CA 94022	\$ 25000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
-----		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)



Schedule A(1)

Morgan Stanley

Account Summary

Portfolio Management Active Assets Account
662-015923-593
POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

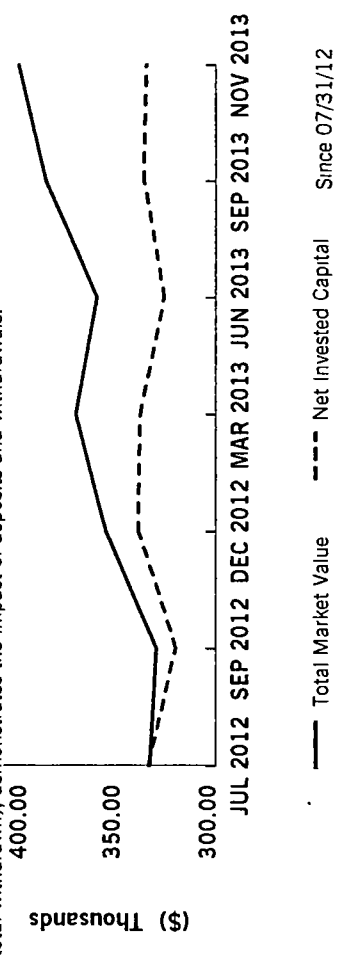
CHANGE IN VALUE OF YOUR ACCOUNTS (includes accrued interest)

	This Period (11/1/13-11/30/13)	This Year (1/1/13-11/30/13)
TOTAL BEGINNING VALUE	\$388,452.63	\$351,479.50
Credits	3.98	25,008.84
Debits	—	(28,637.15)
Security Transfers	—	—
Net Credits/Debits/Transfers	\$3.98	\$(3,628.31)
Change in Value	4,706.02	45,311.44
TOTAL ENDING VALUE	\$393,162.63	\$393,162.63

Net Credits / Debits include investment advisory fees as applicable. See Activity section for details.

CHANGE IN VALUE OVER TIME

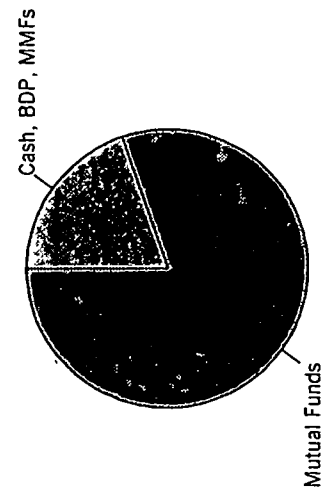
The display of market value (total account value) and net invested capital (total amount invested minus total withdrawn), demonstrates the impact of deposits and withdrawals.



This graph does not reflect corrections to Net Invested Capital or Market Value made subsequent to the dates depicted. It may also exclude transactions in Annuities or where we are not the custodian, which could delay the reporting of Market Value or affect the Net Invested Capital.

ALLOCATION OF HOLDINGS

	Market Value	Percentage %
Cash, BDP, MMFs*	\$77,428.40	19.7
Mutual Funds	315,734.23	80.3
TOTAL VALUE	\$393,162.63	100.0%



This allocation represents holdings on a trade date basis, and projected settled Cash/BDP and MMF balances. These classifications are not intended to serve as a suitability analysis. * FDIC rules apply and Bank Deposits are eligible for FDIC insurance but are not covered by SIPC. Cash and securities (including MMFs) are eligible for SIPC coverage. See Expanded Disclosures.

CONSOLIDATED SUMMARY	PERSONAL ACCOUNTS	RETIREMENT ACCOUNTS	EDUCATION ACCOUNTS	TRUST ACCOUNTS	BUSINESS ACCOUNTS
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Account Summary

Portfolio Management/Active Assets Account POISSON FOU FOUNDATION
 66210 1592359346 00C/O STEPHEN W FACKLER

BALANCE SHEET (^ Includes accrued interest)

	Last Period (as of 10/31/13)	This Period (as of 11/30/13)
Cash, BDP, MMFs	\$77,421.45	\$77,428.40
Mutual Funds	311,031.18	315,734.23
Total Assets	\$388,452.63	\$393,162.63
Total Liabilities (outstanding balance)	—	—
TOTAL VALUE	\$388,452.63	\$393,162.63

CASH FLOW

	This Period (11/1/13-11/30/13)	This Year (1/1/13-11/30/13)
OPENING CASH, BDP, MMFs	\$77,421.45	\$43,669.67
Purchases	—	(49,000.02)
Dividend Reinvestments	(907.57)	(8,002.19)
Sales and Redemptions	—	85,273.07
Income	910.54	9,116.18
Total Investment Related Activity	\$2.97	\$37,387.04
Checks, Deposited	—	25,000.00
Electronic Transfers-Debits	—	(24,625.00)
Other Credits	3.98	8.84
Other Debits	—	(4,012.15)
Total Cash-Related Activity	\$3.98	\$(3,628.31)
Debit Card	—	—
ATM/Cash Advances	—	—
Checks Written	—	—
Automated Payments	—	—
Total Card/Check Activity	—	—
CLOSING CASH, BDP, MMFs	\$77,428.40	\$77,428.40

Account Summary

Portfolio Management Active Assets Account
 POISSON FOU FOUNDATION
 C/O STEPHEN W. FACKLER
 662-015923-593

INCOME SUMMARY

	This Period (11/1/13-11/30/13)	This Year (1/1/13-11/30/13)
Qualified Dividends	—	—
Other Dividends	320.50	7,884.62
Long Term Capital Gains Distributions	587.07	589.21
Interest	2.97	16.78
Other Income	—	—
Total Taxable Income	\$910.54	\$8,490.61
Dividends	—	—
Interest	—	—
Other Income	—	—
Total Tax-Exempt Income	—	—
TOTAL INCOME	\$910.54	\$8,490.61

Taxable and tax exempt income classifications are based on the characteristics of the underlying securities and not the taxable status of the account.

GAIN/(LOSS) SUMMARY

	Realized This Period (11/1/13-11/30/13)	Realized This Year (1/1/13-11/30/13)	Unrealized Inception to Date (as of 11/30/13)
Short-Term Gain	—	—	\$4,536.45
Short-Term (Loss)	—	(550.66)	(466.10)
Total Short-Term	—	\$(550.66)	\$4,070.35
Long-Term Gain	—	112.15	46,509.25
Long-Term (Loss)	—	(2,251.42)	(635.56)
Total Long-Term	—	\$(2,139.27)	\$45,873.69
TOTAL GAIN/(LOSS)	—	\$(2,689.93)	\$49,944.04
Disallowed Loss	—	\$9.64	

Gain/(Loss) Summary information is provided for informational purposes only and should not be used for tax preparation. This information may change due to basis adjustments.
 Refer to the Gain/(Loss) Information in the Expanded Disclosures for additional information.

Account Detail

Portfolio Management Active Assets Account
662-015923-593
C/O STEPHEN W. FACKLER

Investment Objectives†: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate. Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	\$77,428.40	\$39.00	—	0.050

CASH, BDP, AND MMFS	Percentage of Assets %	Market Value	Estimated Annual Income	Accrued Interest
	19.7%	\$77,428.40	\$39.00	\$0.00

Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.



Account Detail

Portfolio Management Active Assets Account
662-015923-593
C/O STEPHEN W. FACKLER

POISSON FOU FOUNDATION

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value" is provided to assist you in comparing your "Total Purchases," excluding reinvested distributions, with the current value of the mutual fund positions in your account

"Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account. It may not reflect all distributions received in cash; due to but not limited to the following investments made prior to addition of this information on statements, securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease)" reflects the difference between your total purchases, and the sum of the current value of the fund's shares, and cash distributions shown. This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes.

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain mutual funds. Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN CAP INC BUILDER F1 (CIBFX)	8/23/13	324.091	\$55.540	\$18,000.00	\$18,829.69	\$829.69 ST		
Purchases		324.091		18,000.00	18,829.69	829.69 ST		
		2.745		155.89	159.48	3.59 ST		
Total		326.836		18,155.89	18,989.17	833.28 ST	629.00	3.31
Short Term Reinvestments								
Total Purchases vs Market Value								
Net Value Increase/(Decrease)								
Share Price: \$58.100, CG IAR Status: AL; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
AMERICAN CAP WRLD GR & INC F2 (WGIFX)	2/18/05	300.506	34.468	10,357.98	13,423.60	3,065.62 LT A		
	3/22/05	2.376	34.453	81.86	106.14	24.28 LT A		
	6/7/05	3.343	33.377	111.58	149.33	37.75 LT A		
	9/27/05	2.346	36.010	84.48	104.80	20.32 LT A		
	12/22/05	2.341	36.305	84.99	104.57	19.58 LT A		
	12/22/05	2.399	36.298	87.08	107.16	20.08 LT A		
	12/22/05	22.976	36.310	834.26	1,026.34	192.08 LT A		
	3/21/06	2.327	38.664	89.97	103.95	13.98 LT A		
	6/21/06	4.927	36.846	181.54	220.09	38.55 LT A		
	9/21/06	3.048	39.747	121.15	136.15	15.00 LT A		
	12/4/06	232.234	43.265	10,047.50	10,373.89	326.39 LT A		
	12/22/06	2.045	41.623	85.12	91.35	6.23 LT A		
	12/22/06	3.011	41.611	125.29	134.50	9.21 LT A		
	12/22/06	36.794	41.618	1,531.28	1,643.59	112.31 LT A		
	3/19/07	4.314	41.094	177.28	192.71	15.43 LT A		
	6/19/07	7.736	46.205	357.44	345.57	(11.87) LT A		
	8/28/07	244.658	44.286	10,834.85	10,928.87	94.02 LT A		
	9/24/07	5.991	47.361	283.74	267.62	(16.12) LT A		
	12/18/07	1.871	43.255	80.93	83.58	2.65 LT A		
	12/18/07	7.958	43.251	344.19	355.48	11.29 LT A		

Account Detail

Portfolio Management Active Assets Account
662-015923-593POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/18/07	87.386	43.250	3,779.48	3,903.53	124.05 LT A		
	3/24/08	6.211	40.021	248.57	277.45	28.88 LT A		
	6/26/08	13.412	40.238	539.67	599.11	59.44 LT A		
	9/25/08	9.157	34.468	315.62	409.04	93.42 LT A		
	12/18/08	14.548	26.637	387.52	649.86	262.34 LT A		
	3/23/09	8.400	23.282	195.57	375.23	179.66 LT A		
	6/22/09	18.912	27.718	524.21	844.80	320.59 LT A		
	9/28/09	6.194	32.475	201.15	276.69	75.54 LT A		
	12/17/09	7.018	34.030	238.82	313.49	74.67 LT A		
	3/22/10	6.011	33.776	203.03	268.51	65.48 LT A		
	6/21/10	17.144	31.323	537.00	765.82	228.82 LT A		
	9/20/10	4.885	33.308	162.71	218.21	55.50 LT A		
	12/20/10	6.117	35.251	215.63	273.25	57.62 LT A		
	3/21/11	4.589	35.576	163.26	204.99	41.73 LT A		
	6/20/11	12.250	35.910	439.90	547.21	107.31 LT A		
	9/19/11	5.158	32.202	166.10	230.41	64.31 LT A		
	12/19/11	9.020	31.176	281.21	402.92	121.71 LT A		
	3/19/12	4.809	35.754	171.94	214.82	42.88 LT A		
	6/18/12	14.206	33.026	469.17	634.58	165.41 LT A		
	1/24/13	77.841	38.540	2,999.99	3,477.16	477.17 ST		
	7/18/13	121.596	41.120	5,000.02	5,431.69	431.67 ST		
Purchases		1,348.065		53,143.08	60,218.06	6,166.14 LT		
Long Term Reinvestments		3.627		132.75	162.02	908.84 ST		
Short Term Reinvestments		35.814		1,418.89	1,599.81	29.27 LT		
Total		1,387.506		54,694.72	61,979.89	180.92 ST		
						6,195.41 LT	1,361.00	2.19
				53,143.08	61,979.89	1,089.76 ST		
					8,836.81			
Total Purchases vs Market Value								
Net Value Increase/(Decrease)								
Share Price: \$44.670; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
AMERICAN GW FD OF AMERICA F2 (GFFFX)	12/1/03	605.630	23.987	14,527.40	27,095.88	12,568.48 LT A		
	12/16/03	0.507	23.826	12.08	22.68	10.60 LT A		
	6/28/04	586.552	25.552	15,046.00	26,242.33	11,196.33 LT A		
	12/14/04	4.591	26.663	122.41	205.40	82.99 LT A		
	12/21/05	7.681	30.881	237.20	343.64	106.44 LT A		
	12/21/05	8.787	30.879	271.33	393.13	121.80 LT A		



Account Detail

Portfolio Management Active Assets Account
662-015923-593
C/O STEPHEN W. FACKLER

MUTUAL FUNDS
OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/20/06	10.777	33.089	356.60	482.16	125.56 LT A		
	12/20/06	40.643	33.087	1,344.76	1,818.36	473.60 LT A		
	3/28/07	300.586	33.426	10,047.50	13,448.21	3,400.71 LT A		
	12/19/07	17.436	33.430	582.88	780.08	197.20 LT A		
	12/19/07	97.040	33.429	3,243.99	4,341.56	1,097.57 LT A		
	12/23/08	20.557	19.832	407.69	919.72	512.03 LT A		
	12/22/09	14.012	27.165	380.64	626.89	246.25 LT A		
	12/22/10	13.997	30.368	425.06	626.22	201.16 LT A		
	12/21/11	13.198	28.498	376.11	590.47	214.36 LT A		
	1/24/13	139.159	35.930	5,000.00	6,225.97	1,225.97 ST		
Purchases		1,881.153		52,381.65	84,162.70	30,555.08 LT		
						1,225.97 ST		
Short Term Reinvestments		19.523		672.76	873.45	200.69 ST		
Total		1,900.676		53,054.41	85,036.24	30,555.08 LT	734.00	0.86
						1,426.66 ST		

Total Purchases vs Market Value
Net Value Increase/(Decrease)

Share Price: \$44.740, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest

AMERICAN WA MUTUAL F2 (WMFFX)

2/8/05	213.169	30.743	6,553.44	8,450.01	1,896.57 LT A
3/22/05	2.807	30.331	85.14	111.26	26.12 LT A
6/21/05	2.946	31.120	91.68	116.77	25.09 LT A
9/20/05	2.999	31.330	93.96	118.88	24.92 LT A
12/20/05	3.235	31.224	101.01	128.23	27.22 LT A
12/20/05	8.836	31.231	275.96	350.25	74.29 LT A
3/21/06	3.224	32.410	104.49	127.79	23.30 LT A
6/20/06	3.300	31.661	104.48	130.81	26.33 LT A
9/19/06	3.141	33.263	104.48	124.50	20.02 LT A
12/4/06	281.113	35.742	10,047.50	11,143.31	1,095.81 LT A
12/27/06	4.599	34.679	159.49	182.30	22.81 LT A
12/27/06	22.762	34.681	789.41	902.28	112.87 LT A
3/26/07	4.636	35.401	164.12	183.77	19.65 LT A
3/28/07	429.292	35.052	15,047.50	17,017.13	1,969.63 LT A
6/25/07	6.710	37.118	249.06	265.98	16.92 LT A
9/24/07	6.635	37.908	251.52	263.01	11.49 LT A
12/24/07	7.406	34.006	251.85	293.57	41.72 LT A
12/24/07	81.076	34.009	2,757.28	3,213.85	456.57 LT A

Account Detail

Portfolio Management Active Assets Account: POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

MUTUAL FUNDS OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	3/24/08	8.642	31.102	268.78	342.56	73.78 LT A		
	6/23/08	9.043	30.010	271.38	358.46	87.08 LT A		
	9/22/08	9.304	29.326	272.85	368.81	95.96 LT A		
	12/22/08	12.716	20.974	266.70	504.06	237.36 LT A		
	12/22/08	35.084	20.975	735.89	1,390.72	654.83 LT A		
	3/23/09	15.687	17.687	277.45	621.83	344.38 LT A		
	6/22/09	13.219	20.664	273.16	524.00	250.84 LT A		
	9/28/09	11.935	22.900	273.31	473.10	199.79 LT A		
	12/21/09	11.169	24.474	273.35	442.73	169.38 LT A		
	3/22/10	9.239	25.366	234.36	366.23	131.87 LT A		
	6/21/10	9.753	24.366	237.64	386.60	148.96 LT A		
	9/27/10	9.437	25.387	239.58	374.08	134.50 LT A		
	12/20/10	13.012	27.011	351.47	515.79	164.32 LT A		
	3/21/11	8.981	27.703	248.80	356.00	107.20 LT A		
	6/20/11	8.887	28.114	249.85	352.28	102.43 LT A		
	9/26/11	7.637	25.506	194.79	302.73	107.94 LT A		
	12/19/11	10.435	27.460	286.55	413.64	127.09 LT A		
	3/26/12	7.042	30.169	212.45	279.14	66.69 LT A		
	6/18/12	7.228	29.499	213.22	286.51	73.29 LT A		
	1/24/13	92.223	32.530	3,000.00	3,655.71	655.71 ST		
	7/18/13	134.844	37.080	5,000.01	5,345.21	345.20 ST		
Purchases		1,533.403		50,613.96	60,783.89	9,169.02 LT		
						1,000.91 ST		
Long Term Reinvestments		4.825		152.58	191.26	38.68 LT		
Short Term Reinvestments		34.204		1,170.00	1,355.84	185.84 ST		
Total		1,572.432		51,936.54	62,331.20	9,207.70 LT	1,215.00	1.94
						1,186.75 ST		
Total Purchases vs Market Value				50,613.96	62,331.20			
Net Value Increase/(Decrease)					11,717.24			
Share Price: \$39.640; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								
LORD ABBETT SHT DURATION INC F	9/20/12	8,076.540	4.640	37,475.15	36,909.79	(565.36) LT		
(LDLFX)	1/24/13	1,075.269	4.650	5,000.00	4,913.98	(86.02) ST		
Purchases		9,151.809		42,475.15	41,823.77	(653.38) LT		
						(86.02) ST		
Long Term Reinvestments		141.764		659.14	647.86	(11.28) LT H		
Short Term Reinvestments		426.229		1,968.86	1,947.87	(20.99) ST		

Security Mark
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Account Detail

Portfolio Management Active Assets Account
662-015923-593
POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Total		9,719.802		45,103.15	44,419.50	(576.64) LT (107.01) ST	1,691.00	3.80
Total Purchases vs Market Value					44,419.50			
Cumulative Cash Distributions				42,475.15	292.54			
Net Value Increase/(Decrease)					2,236.89			
Share Price: \$4.570, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest; Basis Adjustment Due to Wash Sale: \$9.64								
PIONEER STRATEGIC INCOME Y (STRYX)								
9/30/11		2,834.915	10.655	30,207.14	30,702.13	494.99 LT A		
10/3/11		4.518	10.640	48.07	48.92	0.85 LT A		
11/1/11		23.851	10.890	259.74	258.30	(1.44) LT A		
11/30/11		12.212	10.570	129.08	132.25	3.17 LT A		
11/30/11		43.550	10.569	460.30	471.64	11.34 LT A		
12/1/11		26.463	10.590	280.23	286.59	6.36 LT A		
1/3/12		33.393	10.640	355.29	361.64	6.35 LT A		
2/1/12		25.135	10.860	272.96	272.21	(0.75) LT A		
3/1/12		23.827	10.980	261.62	258.04	(3.58) LT A		
4/2/12		24.575	10.940	268.84	266.14	(2.70) LT A		
5/1/12		24.653	10.950	269.94	266.99	(2.95) LT A		
6/1/12		24.446	10.830	264.74	264.75	0.01 LT A		
7/2/12		24.330	10.920	265.68	263.49	(2.19) LT A		
1/24/13		438.982	11.390	5,000.00	4,754.17	(245.83) ST		
Purchases		3,564.850		38,343.63	38,607.26	509.46 LT (245.83) ST		
Long Term Reinvestments		44.193		495.93	478.61	(17.32) LT		
Short Term Reinvestments		359.399		4,005.55	3,892.29	(113.26) ST		
Total		3,968.442		42,845.11	42,978.23	492.14 LT (359.09) ST	2,119.00	4.93
Total Purchases vs Market Value				38,343.63	42,978.23			
Cumulative Cash Distributions					643.59			
Net Value Increase/(Decrease)					5,278.19			
Share Price: \$10.830, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest								

Account Detail

Portfolio Management-Active Assets Account
662-015923-593
POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

MUTUAL FUNDS	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
	80.3%	\$265,789.82	\$315,734.23	\$45,873.69 LT \$4,070.35 ST	\$7,749.00 \$0.00	2.45%
TOTAL MARKET VALUE						
	100.0%	\$265,789.82	\$393,162.63	\$45,873.69 LT \$4,070.35 ST	\$7,788.00 \$0.00	1.98%

TOTAL VALUE (includes accrued interest)

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account. Another financial institution has provided us with the transaction detail for this position.

H - Wash sale rules apply to this tax lot. The cost basis and acquisition date (trade date) have been adjusted to account for disallowed loss of a related wash sale transaction. The aggregate amount of the basis adjustment is identified in italics under the Security Description.

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
10/31	Dividend	PIONEER STRATEGIC INCOME Y				\$151.59
10/31	Dividend	DIV PAYMENT				
10/31	Dividend	LORD ABBETT SHT DURATION INC F				135.27
10/31	Dividend	DIV PAYMENT				
10/31	Dividend Reinvestment	PIONEER STRATEGIC INCOME Y	REINVESTMENT	13.694	11.0700	(151.59)
10/31	Dividend Reinvestment	LORD ABBETT SHT DURATION INC F	- REINVESTMENT	29.600	4.5700	(135.27)
11/20	Refund	AMERICAN CAP INC BUILD				3.98
11/26	Long Term Capital Gain	PIONEER STRATEGIC INCOME Y				587.07
11/26	Short Term Capital Gain	PIONEER STRATEGIC INCOME Y				33.64
11/26	Dividend Reinvestment	PIONEER STRATEGIC INCOME Y	REINVESTMENT	57.261	10.8400	(620.71)
11/27	Interest Income	MORGAN STANLEY BANK N.A.				2.97
(Period 10/31-11/27)						
NET CREDITS/(DEBITS)						\$6.95

Purchase and Sale transactions above may have received an average price execution. Details regarding the actual prices are available upon request.

Portfolio Management Active Assets Account POISSON FOU FOUNDATION
662-015923-593 C/O STEPHEN W. FACKLER

Account Detail

MONEY MARKET FUND (MMF) AND BANK DEPOSIT PROGRAM ACTIVITY

Date	Activity Type	Description	Credits/(Debits)
11/21	Automatic Investment	BANK DEPOSIT PROGRAM	\$3.98
11/27	Automatic Investment	BANK DEPOSIT PROGRAM	2.97
NET ACTIVITY FOR PERIOD			\$6.95

MESSAGES

eDelivery Enhancement: Enrollment Flexibility for Statements

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Please notify your Financial Advisor if there have been any changes in your financial situation or investment objectives, or if you wish to impose any reasonable restrictions on the management of your Investment Advisory accounts, or to reasonably modify existing restrictions.

For a copy of the applicable ADV Brochure for Morgan Stanley Smith Barney LLC, or for any Investment Adviser with whom we contract to manage your investment advisory account, please contact your Financial Advisor. These ADV Brochures contain important information about advisory programs.

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CG IAR Status Definitions

CG IAR STATUSES IN INVESTMENT ADVISORY PROGRAMS

Consulting Group Investment Advisor Research (CG IAR) reviews certain investment products in the Consulting and Evaluation Services, Fiduciary Services, Select UMA, TRAK Fund Solution, Institutional Consulting Group and Fiduciary Asset Management programs. CG IAR statuses for these products are:

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Approved (AL): Investment products on the Approved List have typically been subject to a less rigorous review process and have been approved for recommendation to investors.

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