Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning December 1, 2013, and ending November 30, 2014

Name of foundation: POISSON FOX FOUNDATION

A Employer identification number: 77-0202992

Number and street (or P O box number if mail is not delivered to street address): C/O S W FACKLER 560 EAST EDITH

Room/suite:

B Telephone number (see instructions):

City or town, state or province, country, and ZIP or foreign postal code: LOS ALTOS, CA 94022

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) ▶ $ 425566

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)	220000			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	79	79	79	
4	Dividends and interest from securities	7652	7652	7652	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	20231			
b	Gross sales price for all assets on line 6a 150000				
7	Capital gain net income (from Part IV, line 2)		20231		
8	Net short-term capital gain			0	
9	Income modifications			0	
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	247962	27962	7731	
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)	6291	6291	6291	6291
17	Interest				
18	Taxes (attach schedule) (see instructions) fees				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	6291	6291	6291	6291
25	Contributions, gifts, grants paid	217500			217500
26	**Total expenses and disbursements.** Add lines 24 and 25	223791	6291	6291	223791
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	24171			
b	**Net investment income** (if negative, enter -0-)		21671		
c	**Adjusted net income** (if negative, enter -0-)			1440	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	77389	9112	9112
	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) Schedule A/1	315774	416454	416454
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	393163	425566	425566
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	∅	∅	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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)	393163	425566	
	31	**Total liabilities and net assets/fund balances** (see instructions)	393163	425566	

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	393163
2	Enter amount from Part I, line 27a	2	24171
3	Other increases not included in line 2 (itemize) ▶	3	8232
4	Add lines 1, 2, and 3	4	425566
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	425566

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	323.644 shs American Growth Fund	P	12/1/03	1/5/2014
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	15000		7763	7237
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e			cap gain distributions	12994

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	20231
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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013			
2012			
2011			
2010			
2009			

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 2014 from Part X, line 5	4	534431
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	8	223791

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	433	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	433	
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 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		
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	433	
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 2015 estimated tax** ▶ ________ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ California			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶			
14	The books are in care of ▶ Stephen W. Fackler Telephone no. ▶ 650-849-5300 Located at ▶ c/o Gibson Dunn 1881 Page Mill Rd. Palo Alto, CA ZIP+4 ▶ 94304-1261			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.) N/A	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 2014 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 2014.)* N/A	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 2014?	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 4945(d)(4)(A)? (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. **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
Madeleine M. Fachler c/o Gibson Dunn 1881 Page Mill Road Palo Alto CA 94304	.25	∅	∅	∅
Stephen W. Fachler c/o Gibson Dunn 1881 Page Mill Road Palo Alto, CA 94304	.5	∅	∅	∅

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

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

Total number of other employees paid over $50,000 ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	385648
b	Average of monthly cash balances	1b	156922
c	Fair market value of all other assets (see instructions)	1c	ϕ
d	**Total** (add lines 1a, b, and c)	1d	542570
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	542570
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8139
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	534431
6	**Minimum investment return.** Enter 5% of line 5	6	26722

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	26722
2a	Tax on investment income for 2014 from Part VI, line 5	2a	433		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	ϕ		
c	Add lines 2a and 2b			2c	433
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	26289
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	26289
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	26289

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	223791
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
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	223791
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	217
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	223574

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				26289
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2014:				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 223791				
a	Applied to 2013, 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 2014 distributable amount				26289
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2014 *(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 2013. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9:				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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 2014, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

Stephen W. Fackler & Madelaine M. Fackler

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 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 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*				
Covenant Presbyterian Church 640 E. Meadow Drive Palo Alto, CA 94306				16,500
Princeton in Africa 194 Nassau Street Suite 219 Princeton NJ 08542				1,000
Smith College Northampton, MA 01063				200,000
Total . . . . ▶ **3a**				217,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	79	
4 Dividends and interest from securities			14	7652	
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	20231	
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 27962

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		
	(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.

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

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] 3/23/2015 ▶ Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
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

2014

Name of the organization	Employer identification number
POISSON FOU FOUNDATION	77-0282792

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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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 | Employer identification number

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
-------	Stephen W. Farkler & Madeleine M. Farkler 500 East Edith Avenue Los Altos, CA 94022	$ 220,000	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.)

Name of organization	Employer identification number

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NONE	$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Account Detail

Portfolio Management Active Assets Account
662-015923-593

POISSON FOU FOUNDATION
C/O STEPHEN W. FACKLER

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 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

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLIANCEBER SEL US LG/SHT ADV (ASYLX)	2/12/14	3,384.095	$11.820	$40,000.00	$41,928.94	$1,928.94 ST		
	11/18/14	811.030	12.330	10,000.00	10,048.66	48.66 ST		
	Total	4,195.125		50,000.00	**51,977.60**	1,977.60 ST	—	—
Share Price: $12.390; Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
AMERICAN CAP INC BUILDER F2 (CAIFX)	8/23/13	324.250	55.513	18,000.00	20,006.22	2,006.22 LT		
	11/18/14	81 739	61.170	4,999 98	5,043.29	43 31 ST		
	Purchases	405.989		22,999.98	**25,049.51**	2,006.22 LT 43 31 ST		
Long Term Reinvestments		2.746		155.89	169.42	13.53 LT		
Short Term Reinvestments		13.600		798.91	839.12	40.21 ST		
	Total	422.335		23,954.78	**26,058.07**	2,019.75 LT 83.52 ST	892.00	3.42
Total Purchases vs Market Value				22,999.98	26,058.07			
Net Value Increase/(Decrease)					3,058.09			
Share Price· $61.700, 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	14,379.21	4,021.23 LT A		
	3/22/05	2.376	34.453	81.86	113.69	31.83 LT A		
	6/7/05	3.343	33.377	111.58	159.96	48.38 LT A		
	9/27/05	2.346	36.010	84.48	112.25	27.77 LT A		
	12/22/05	2.341	36.305	84.99	112.01	27.02 LT A		
	12/22/05	2.399	36.298	87.08	114.79	27.71 LT A		
	12/22/05	22.976	36.310	834.26	1,099.40	265.14 LT A		
	3/21/06	2 327	38.664	89.97	111.34	21.37 LT A		
	6/21/06	4.927	36.846	181.54	235.75	54.21 LT A		
	9/21/06	3.048	39.747	121.15	145.84	24.69 LT A		
	12/4/06	232.234	43.265	10,047.50	11,112.39	1,064.89 LT A		
	12/22/06	2.045	41.623	85.12	97.85	12.73 LT A		
	12/22/06	3.011	41.611	125.29	144.07	18.78 LT A		
	12/22/06	36.794	41.618	1,531.28	1,760.59	229.31 LT A		
	3/19/07	4.314	41.094	177.28	206.42	29.14 LT A		

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 %
	6/19/07	7.736	46.205	357.44	370.16	12.72 LT A		
	8/28/07	244.658	44.286	10,834.85	11,706.88	872.03 LT A		
	9/24/07	5.991	47.361	283.74	286.66	2.92 LT A		
	12/18/07	1.871	43.255	80.93	89.52	8.59 LT A		
	12/18/07	7.958	43.251	344.19	380.79	36.60 LT A		
	12/18/07	87.386	43.250	3,779.48	4,181.41	401.93 LT A		
	3/24/08	6.211	40.021	248.57	297.19	48.62 LT A		
	6/26/08	13.412	40.238	539.67	641.76	102.09 LT A		
	9/25/08	9.157	34.468	315.62	438.16	122.54 LT A		
	12/18/08	14.548	26.637	387.52	696.12	308.60 LT A		
	3/23/09	8.400	23.282	195.57	401.93	206.36 LT A		
	6/22/09	18.912	27.718	524.21	904.93	380.72 LT A		
	9/28/09	6.194	32.475	201.15	296.38	95.23 LT A		
	12/17/09	7.018	34.030	238.82	335.81	96.99 LT A		
	3/22/10	6.011	33.776	203.03	287.62	84.59 LT A		
	6/21/10	17.144	31.323	537.00	820.34	283.34 LT A		
	9/20/10	4.885	33.308	162.71	233.74	71.03 LT A		
	12/20/10	6.117	35.251	215.63	292.69	77.06 LT A		
	3/21/11	4.589	35.576	163.26	219.58	56.32 LT A		
	6/20/11	12.250	35.910	439.90	586.16	146.26 LT A		
	9/19/11	5.158	32.202	166.10	246.81	80.71 LT A		
	12/19/11	9.020	31.176	281.21	431.60	150.39 LT A		
	3/19/12	4 809	35.754	171.94	230.11	58.17 LT A		
	6/18/12	14.206	33.026	469 17	679.75	210.58 LT A		
	1/24/13	77.841	38.540	2,999.99	3,724.69	724.70 LT		
	7/18/13	121.596	41.120	5,000.02	5,818.36	818.34 LT		
	Purchases	1,348.065		53,143.08	**64,504.71**	11,361.63 LT		
Long Term Reinvestments		39.441		1,551.64	1,887.25	335.61 LT		
Short Term Reinvestments		34 232		1,571.43	1,638.00	66.57 ST		
	Total	1,421.738		56,266.15	**68,030.16**	11,697.24 LT 66.57 ST	1,410.00	2.07
Total Purchases vs Market Value				53,143.08	68,030.16			
Net Value Increase/(Decrease)					14,887.08			

Share Price: $47.850; 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

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN GW FD OF AMERICA F2 (GFFFX)	12/1/03	282.006	23.987	6,764.55	13,381.18	6,616.63 LT A		
	12/16/03	0.507	23.826	12.08	24.06	11.98 LT A		
	6/28/04	586.552	25.652	15,046.00	27,831.89	12,785.89 LT A		
	12/14/04	4.591	26.663	122.41	217.84	95.43 LT A		
	12/21/05	7.681	30.881	237.20	364.46	127.26 LT A		
	12/21/05	8.787	30.879	271.33	416.94	145.61 LT A		
	12/20/06	10.777	33.089	356.60	511.37	154.77 LT A		
	12/20/06	40.643	33.087	1,344.76	1,928.51	583.75 LT A		
	3/28/07	300.586	33.426	10,047.50	14,262.81	4,215.31 LT A		
	12/19/07	17.436	33.430	582.88	827.34	244.46 LT A		
	12/19/07	97.040	33.429	3,243.99	4,604.55	1,360.56 LT A		
	12/23/08	20.557	19.832	407.69	975.43	567.74 LT A		
	12/22/09	14.012	27.165	380.64	664.87	284.23 LT A		
	12/22/10	13.997	30.368	425.06	664.16	239.10 LT A		
	12/21/11	13.198	28.498	376.11	626.25	250.14 LT A		
	1/24/13	139.159	35.930	5,000.00	6,603.09	1,603.09 LT		
	Purchases	1,557.529		44,618.80	**73,904.75**	29,285.95 LT		
Long Term Reinvestments		19.523		672.76	926.37	253.61 LT		
Short Term Reinvestments		135.687		5,685.30	6,438.35	753.05 ST		
	Total	1,712.739		50,976.86	**81,269.47**	29,539.56 LT 753.05 ST	416.00	0.51
Total Purchases vs Market Value				44,618.80	81,269.47			
Net Value Increase/(Decrease)					36,650.67			

Share Price: $47.450, Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN WA MUTUAL F2 (WMFFX)	2/8/05	213.169	30.743	6,553.44	9,243.00	2,689.56 LT A		
	3/22/05	2 807	30.331	85.14	121.71	36.57 LT A		
	6/21/05	2.946	31.120	91.68	127.73	36.05 LT A		
	9/20/05	2.999	31.330	93.96	130.03	36.07 LT A		
	12/20/05	3 235	31.224	101.01	140.26	39.25 LT A		
	12/20/05	8.836	31.231	275.96	383.12	107.16 LT A		
	3/21/06	3.224	32.410	104 49	139.79	35.30 LT A		
	6/20/06	3.300	31.661	104.48	143.08	38.60 LT A		
	9/19/06	3.141	33.263	104.48	136.19	31.71 LT A		
	12/4/06	281.113	35.742	10,047.50	12,189.05	2,141.55 LT A		
	12/27/06	4.599	34.679	159.49	199.41	39.92 LT A		
	12/27/06	22 762	34.681	789.41	986.96	197.55 LT A		

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 %
	3/26/07	4.636	35.401	164.12	201.01	36.89 LT A		
	3/28/07	429.292	35.052	15,047.50	18,614.10	3,566.60 LT A		
	6/25/07	6 710	37.118	249.06	290.94	41.88 LT A		
	9/24/07	6.635	37.908	251.52	287.69	36.17 LT A		
	12/24/07	7.406	34.006	251.85	321.12	69.27 LT A		
	12/24/07	81.076	34.009	2,757.28	3,515.45	758.17 LT A		
	3/24/08	8.642	31.102	268.78	374.71	105.93 LT A		
	6/23/08	9 043	30.010	271 38	392.10	120.72 LT A		
	9/22/08	9 304	29.326	272.85	403.42	130.57 LT A		
	12/22/08	12.716	20.974	266.70	551.36	284.66 LT A		
	12/22/08	35.084	20.975	735.89	1,521.24	785 35 LT A		
	3/23/09	15.687	17.687	277.45	680.18	402.73 LT A		
	6/22/09	13.219	20.664	273.16	573.17	300.01 LT A		
	9/28/09	11.935	22.900	273 31	517.50	244.19 LT A		
	12/21/09	11.169	24.474	273.35	484.28	210.93 LT A		
	3/22/10	9.239	25.366	234.36	400.60	166.24 LT A		
	6/21/10	9.753	24.366	237.64	422.89	185.25 LT A		
	9/27/10	9.437	25.387	239.58	409.18	169.60 LT A		
	12/20/10	13.012	27.011	351.47	564.20	212.73 LT A		
	3/21/11	8.981	27.703	248.80	389.41	140.61 LT A		
	6/20/11	8.887	28.114	249.85	385.34	135.49 LT A		
	9/26/11	7.637	25.506	194.79	331.14	136.35 LT A		
	12/19/11	10.435	27.460	286.55	452.46	165.91 LT A		
	3/26/12	7.042	30.169	212.45	305.34	92.89 LT A		
	6/18/12	7.228	29.499	213.22	313.40	100.18 LT A		
	1/24/13	92.223	32.530	3,000.00	3,998.78	998.78 LT		
	7/18/13	134.844	37.080	5,000.01	5,846.83	846.82 LT		
	Purchases	1,533.403		50,613.96	**66,488.17**	15,874.21 LT		
Long Term Reinvestments		39.029		1,322.58	1,692.29	369.71 LT		
Short Term Reinvestments		69.599		2,760.98	3,017.81	256.83 ST		
	Total	1,642.031		54,697.52	**71,198.46**	16,243.92 LT 256.83 ST	1,314.00	1.84
Total Purchases vs Market Value				50,613.96	71,198.46			
Net Value Increase/(Decrease)					20,584.50			

Share Price· $43.360, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest

000505 MSADT461 013564

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 %
FIRST EAGLE FUND OF AMERICA I (FEAIX)	2/12/14	537.779	37.190	20,000.00	21,887.61	1,887.61 ST		
	11/18/14	123.946	40.340	4,999.99	5,044.60	44.61 ST		
	Total	661.725		24,999.99	**26,932.21**	1,932.22 ST	—	—
Share Price. $40.700, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
LORD ABBETT SHT DURATION INC F (LDLFX)	9/20/12	8,076.540	4.640	37,475.15	36,344.43	(1,130.72) LT		
	1/24/13	1,075.269	4.650	5,000.00	4,838.71	(161.29) LT		
	Purchases	9,151.809		42,475.15	**41,183.14**	(1,292.01) LT		
Long Term Reinvestments		597.785		2,764.15	2,690.03	(74.12) LT H		
Short Term Reinvestments		357.027		1,620.70	1,606.62	(14.08) ST		
	Total	10,106.621		46,860.00	**45,479.79**	(1,366.13) LT (14.08) ST	1,728.00	3.79
Total Purchases vs Market Value				42,475.15	45,479.79			
Cumulative Cash Distributions					292.54			
Net Value Increase/(Decrease)					3,297.18			
Share Price: $4.500; 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	30,730.47	523.33 LT A		
	10/3/11	4.518	10.640	48.07	48.97	0.90 LT A		
	11/1/11	23.851	10.890	259.74	258.54	(1.20) LT A		
	11/30/11	12.212	10.570	129.08	132.37	3.29 LT A		
	11/30/11	43.550	10.569	460.30	472.08	11.78 LT A		
	12/1/11	26.463	10.590	280.23	286.85	6.62 LT A		
	1/3/12	33.393	10.640	355.29	361.98	6.69 LT A		
	2/1/12	25.135	10.860	272.96	272.46	(0.50) LT A		
	3/1/12	23.827	10.980	261.62	258.28	(3.34) LT A		
	4/2/12	24.575	10.940	268.84	266.39	(2.45) LT A		
	5/1/12	24.653	10.950	269.94	267.23	(2.71) LT A		
	6/1/12	24.446	10.830	264.74	264.99	0.25 LT A		
	7/2/12	24.330	10.920	265.68	263.73	(1.95) LT A		
	1/24/13	438.982	11.390	5,000.00	4,758.56	(241.44) LT		

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 %
	Purchases	3,564.850		38,343.63	38,642.90	299.27 LT		
Long Term Reinvestments		417.882		4,656.24	4,529.84	(126.40) LT		
Short Term Reinvestments		215.447		2,362.73	2,335.44	(27.29) ST		
	Total	4,198.179		45,362.60	45,508.26	172.87 LT (27.29) ST	1,973.00	4 33
Total Purchases vs Market Value				38,343.63	45,508.26			
Cumulative Cash Distributions					643.59			
Net Value Increase/(Decrease)					7,808.22			

Share Price· $10.840; Enrolled In MS Dividend Reinvestment; Capital Gains Reinvest

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
MUTUAL FUNDS	97.9%	$353,117.90	$416,454.02	$58,307.21 LT $5,028.42 ST	$7,733.00 $0.00	1.86%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
TOTAL MARKET VALUE	100.0%	$353,117.90	$425,566.14	$58,307.21 LT $5,028.42 ST	$7,738.00 $0.00	1.82%

TOTAL VALUE (includes accrued interest) $425,566.14

A - You executed this transaction elsewhere and later transferred the security to this account. Another financial institution has provided 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.

End Schedule A /1

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Date	Settlement Date	Activity Type	Description	Comments	Quantity	Price	Credits/(Debits)
10/31	10/31	Dividend	PIONEER STRATEGIC INCOME Y DIV PAYMENT				$151.90
10/31	10/31	Dividend	LORD ABBETT SHT DURATION INC F DIV PAYMENT				142.71
10/31	10/31	Dividend Reinvestment	PIONEER STRATEGIC INCOME Y	REINVESTMENT	13.784	11 0200	(151 90)
10/31	10/31	Dividend Reinvestment	LORD ABBETT SHT DURATION INC F	REINVESTMENT	31.713	4.5000	(142.71)