Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: LYNN HANDLEMAN CHARITABLE FOUNDATION

A Employer identification number: 65-6263327

Number and street (or P O box number if mail is not delivered to street address): C/O BESSEMER TRUST, 630 FIFTH AVENUE — Room/suite: 3425

B Telephone number: (212)708-9216

City or town, state, and ZIP code: NEW YORK, NY 10111

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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)* ▶$ 9,860,869.

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

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

SCANNED NOV 22 2010

RECEIVED NOV 18 2010 OGDEN, UT 003

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).)

	Line	(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			N/A	
	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	229,199.	229,199.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<1,520,646.>			
	b Gross sales price for all assets on line 6a 3,001,619.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	11,162.	0.		STATEMENT 2
	12 **Total** Add lines 1 through 11	<1,280,285.>	229,199.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	51,962.	20,785.		31,177.
	17 Interest				
	18 Taxes STMT 4	875.	875.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	150.	0.		150.
	23 Other expenses STMT 5	1,485.	0.		1,485.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	54,472.	21,660.		32,812.
	25 Contributions, gifts, grants paid	473,057.			473,057.
	26 **Total expenses and disbursements.** Add lines 24 and 25	527,529.	21,660.		505,869.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,807,814.>			
	b **Net investment income** (if negative, enter -0-)		207,539.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

17011110 791007 656263327 2009.04050 LYNN HANDLEMAN CHARITABLE F 65626331

15

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	211,132.	2,433,924.	2,433,924.
	2	Savings and temporary cash investments	1,138,474.		
	3	Accounts receivable ▶ 1,000.			
		Less allowance for doubtful accounts ▶		1,000.	1,000.
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		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 STMT 6	2,128,466.	0.	0.
	b	Investments - corporate stock STMT 7	5,914,735.	4,998,488.	5,202,614.
	c	Investments - corporate bonds STMT 8	2,011,682.	2,345,501.	2,223,331.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	173,797.	0.	0.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	11,578,286.	9,778,913.	9,860,869.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	11,578,286.	9,778,913.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	11,578,286.	9,778,913.	
	31	**Total liabilities and net assets/fund balances**	11,578,286.	9,778,913.	

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	11,578,286.
2	Enter amount from Part I, line 27a	2	<1,807,814.>
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	8,441.
4	Add lines 1, 2, and 3	4	9,778,913.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,778,913.

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	PUBLICLY TRADED SECURITIES - NORTHERN TRUST	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES - BESSEMER TRUST	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES - JP MORGAN CHASE	P	VARIOUS	VARIOUS
d	CLASS ACTION SETTLEMENTS	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	1,215,637.		1,614,997.	<399,360.>
b	1,785,585.		1,603,263.	182,322.
c			1,304,005.	<1,304,005.>
d	374.			374.
e	23.			23.

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				<399,360.>
b				182,322.
c				<1,304,005.>
d				374.
e				23.

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 <1,520,646.>

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)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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 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))
2008	416,887.	11,661,872.	.035748
2007	328,299.	7,698,602.	.042644
2006	294,681.	6,196,742.	.047554
2005	268,490.	6,029,050.	.044533
2004	277,198.	5,518,316.	.050232

2	**Total** of line 1, column (d)	2	.220711
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	.044142
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	9,483,365.
5	Multiply line 4 by line 3	5	418,615.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,075.
7	Add lines 5 and 6	7	420,690.
8	Enter qualifying distributions from Part XII, line 4	8	505,869.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	2,075.
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	2,075.
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	2,075.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,779.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	7,779.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,704.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 5,704. **Refunded** ▶			11	0.

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 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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) ▶ FL			
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 2009 or the taxable year beginning in 2009 (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)*

		Line	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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BESSEMER TRUST CO. Telephone no ▶ (212)708-9100

Located at ▶ 222 ROYAL PALM WAY, PALM BEACH, FL ZIP+4 ▶ 33480

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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.

		Line	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 page 20 of the instructions)?	1b		X
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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 ▶ ____, ____, ____, ____			
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 2009 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 2009.)* 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 2009?	4b		X

Form **990-PF** (2009)

923541
02-02-10

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

			Yes	No
5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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.

(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
LINDA MARY HANDLEMAN (RESIGNED 08/09) BESSEMER TRUST CO. 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.
SCOTT HANDLEMAN BESSEMER TRUST CO. 630 FIFTH AVENUE NEW YORK, NY 10111	TRUSTEE 2.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form **990-PF** (2009)

923551
02-02-10

17011110 791007 656263327 2009.04050 LYNN HANDLEMAN CHARITABLE F 65626331

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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 N/A	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,644,302.
b	Average of monthly cash balances	1b	2,983,480.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,627,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,627,782.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,417.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,483,365.
6	**Minimum investment return.** Enter 5% of line 5	6	474,168.

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	474,168.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,075.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,075.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	472,093.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	472,093.
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	472,093.

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	505,869.
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	
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	505,869.
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	5	2,075.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	503,794.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				472,093.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			504,232.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 505,869.				
a Applied to 2008, but not more than line 2a			504,232.	
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 2009 distributable amount				1,637.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				470,456.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 10

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				
Total			▶ 3a	473,057.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

17011110 791007 656263327 2009.04050 LYNN HANDLEMAN CHARITABLE F 65626331

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
	(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	229,199.	
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			01	11,162.	
8 Gain or (loss) from sales of assets other than inventory			18	<1,520,646.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<1,280,285.>	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 <1,280,285.>

(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)
	N/A

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

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

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

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

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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

Scott Handleman | 11-13-10 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature Parag Shah	Date 11/10/10	Check if self-employed ☐	Preparer's identifying number P00324356
Firm's name (or yours if self-employed), address, and ZIP code: BESSEMER TRUST 630 FIFTH AVENUE - 34TH FLOOR NEW YORK, NY 10111		EIN	Phone no 212-708-9100

Form **990-PF** (2009)

923622
02-02-10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST CO.	102,203.	0.	102,203.
JM MORGAN CHASE	102,947.	0.	102,947.
NORTHERN TRUST	24,072.	23.	24,049.
TOTAL TO FM 990-PF, PART I, LN 4	229,222.	23.	229,199.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	11,162.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,162.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHER TRUST FEES	3,552.	1,421.		2,131.
JP MORGAN CHASE FEES	24,316.	9,726.		14,590.
BESSEMER TRUST FEES	24,094.	9,638.		14,456.
TO FORM 990-PF, PG 1, LN 16C	51,962.	20,785.		31,177.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	875.	875.		0.
TO FORM 990-PF, PG 1, LN 18	875.	875.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	1,485.	0.		1,485.
TO FORM 990-PF, PG 1, LN 23	1,485.	0.		1,485.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	4,998,488.	5,202,614.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,998,488.	5,202,614.

FORM 990-PF	CORPORATE BONDS	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	2,345,501.	2,223,331.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,345,501.	2,223,331.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. ANGELA FITZSIMONS
PO BOX 170579
SAN FRANCISCO, CA 94117

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
	N/A

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD HAVE AN OUTLINE OF THE PROPOSED BUDGET AND ITS OBJECTIVES AND A PHOTOCOPY OF THE EXEMPT STATUS LETTER FROM THE INTERNAL REVENUE SERVICE.

ANY SUBMISSION DEADLINES

APPLICATIONS ACCEPTED ANYTIME.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS. CONTRIBUTIONS ARE MADE TO ALL CHARITABLE ORGANIZATIONS

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ARAB RESOURCE AND ORGANIZING CENTER 522 VALENCIA STREET SAN FRANCISCO, CA 94110	PUBLIC CHARITY GENERAL SUPPORT	NONE	15,000.
CENTER FOR CONSTITUTIONAL RIGHTS 666 BROADWAY FL 7 NEW YORK, NY 10012	PUBLIC CHARITY GENERAL SUPPORT	NONE	15,000.
CENTER FOR SCIENCE IN THE PUBLIC INTEREST 1875 CONNECTICUT AVE NW WASHINGTON, DC 20009	PUBLIC CHARITY GENERAL SUPPORT	NONE	5,000.
CRITICAL RESISTANCE 1904 FRANKLIN ST. #504 OAKLAND, CA 94612	PUBLIC CHARITY GENERAL SUPPORT	NONE	5,000.
EDUCATION FOR PEACE IN IRAQ CENTER 900 SECOND STREET NE, STE 216 WASHINGTON, DC 20002	PUBLIC CHARITY GENERAL SUPPORT	NONE	40,000.
FREEDOM ARCHIVES 522 VALENCIA STREET SAN FRANCISCO, CA 94110	PUBLIC CHARITY GENERAL SUPPORT	NONE	15,000.
GLOBAL EXCHANGE 2017 MISSION STREET, STE 303 SAN FRANCISCO, CA 94110	PUBLIC CHARITY GENERAL SUPPORT	NONE	20,000.
INSTITUTE FOR THE ADVANCEMENT OF JOURNALISTIC CLARITY PO BOX 228 PETROLIA , CA 95558	PUBLIC CHARITY GENERAL SUPPORT	NONE	50,000.

JEWISH VOICE FOR PEACE 1611 TELEGRAPH AVENUE, SUITE 550 OAKLAND, CA 94612	PUBLIC CHARITY GENERAL SUPPORT	NONE	10,000.
KOPKIND COLONY 158 KOPKIND RD GUILFORD, VT 05301	PUBLIC CHARITY GENERAL SUPPORT	NONE	15,000.
LA RAZA CENTRO LEGAL - SAN FRANCISCO 474 VALANCIA STREET, STE 295 SAN FRANCISCO, CA 94103	PUBLIC CHARITY GENERAL SUPPORT	NONE	69,057.
MIDDLE EAST CHILDREN'S ALLIANCE 901 PARKER STREET BERKELEY , CA 94710	PUBLIC CHARITY GENERAL SUPPORT	NONE	22,000.
RIGHTS ACTION 1247 E ST SE WASHINGTON, DC 20003	PUBLIC CHARITY GENERAL SUPPORT	NONE	30,000.
SAN FRANCISCO COALITION ON HOMELESSNESS 468 TURK STREET SAN FRANCISCO, CA 94102	PUBLIC CHARITY GENERAL SUPPORT	NONE	15,000.
SAN FRANCISCO COMMUNITY LAND TRUST PO BOX 420982 SAN FRANCISCO, CA 94142	PUBLIC CHARITY GENERAL SUPPORT	NONE	12,000.
THE FRUIT TREE PLANTING FOUNDATION PO BOX 632 MILL VALLEY, CA 94942	PUBLIC CHARITY GENERAL SUPPORT	NONE	10,000.
UNIVERSITY OF SAN FRANCISCO 2130 FULTON STREET SAN FRANCISCO, CA 94117	PUBLIC CHARITY GENERAL SUPPORT	NONE	100,000.
WESTERN REGINAL ADVOCACY PROJECT 2940 16TH STREET, STE 200-2 SAN FRANCISCO, CA 94103	PUBLIC CHARITY GENERAL SUPPORT	NONE	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			473,057.

Statement dated December 31, 2009
- LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Account Holdings Summary

	Tax cost	Market value	Percent of account	Unrealized gain/(loss) Amount	Unrealized gain/(loss) Percent	Estimated annual income	Current yield
Cash and short term	$955,570	$955,570	22.9%			$190	0.02%
Fixed income	64,000	1	< 0.1	(63,999)	(100.0)	0	
U.S. Large cap	1,398,488	1,613,161	38.7	214,673	15.4	23,998	1.49
Non-U.S. Large cap	400,000	395,425	9.5	(4,575)	(1.1)	5,569	1.41
Global Small & Mid cap	500,000	502,809	12.1	2,809	0.6	4,094	0.81
Global Opportunities	500,000	499,579	12.0	(421)	(0.1)	11,871	2.38
Real Return / Commodities	200,000	200,536	4.8	536	0.3	1,769	0.88
Total value of account	**$4,018,058**	**$4,167,081**	**100.0%**	**$149,023**	**3.7%**	**$47,491**	**1.14%**

Statement dated December 31, 2009
· LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Account Holdings

Cash and short term	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$370		$370	< 0.1%			
SEI GOVT II FUND #33 0.020 %	955,200	1.00	955,200	1.000	955,200	100.0		190	0.02
Total cash and short term			**$955,570**		**$955,570**	**100.0%**		**$190**	

Fixed income

Corporate

MORGAN STANLEY BUFFER NT 0% Due 06/15/2010	64,000	$100 00	$64,000	BOOK	$1	100.0%	($63,999)		
Total fixed income			**$64,000**		**$1**	**100.0%**	**($63,999)**		

U.S. Large cap

Consumer discretionary

ADVANCE AUTO PARTS *(AAP)*	75	$31.79	$2,384	$40.480	$3,036	0.2%	$652	$18	0.59%
DARDEN RESTAURANTS *(DRI)*	275	27.81	7,648	35.070	9,644	0.6	1,996	275	2.85
DISNEY (WALT) HOLDING CO *(DIS)*	1,025	28.87	29,588	32.250	33,056	2.1	3,468	358	1.09
KOHL'S CORP *(KSS)*	375	46.36	17,386	53.930	20,223	1.3	2,837		
LOWES COS INC *(LOW)*	1,000	22.44	22,437	23.390	23,390	1.5	953	360	1.54
STAPLES INC *(SPLS)*	775	21.92	16,986	24.590	19,057	1.2	2,071	255	1.34

Statement dated December 31, 2009
LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Consumer discretionary - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
TIME WARNER INC NEW *(TWX)*	408	25.30	10,324	29.140	11,889	0.7	1,565	306	2.57
TJX COMPANIES INC *(TJX)*	450	31.49	14,172	36.550	16,447	1.0	2,275	216	1.31
YUM BRANDS INC *(YUM)*	125	36.29	4,536	34.970	4,371	0.3	(165)	105	2.40
Total consumer discretionary			**$125,461**		**$141,113**	**8.8%**	**$15,652**	**$1,893**	**1.34%**

Consumer staples

Consumer staples	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
MEAD JOHNSON NUTRITION CO *(MJN)* [1]	67.549	$31.93	$2,157	$43.700	$2,951	0.2%	$794	$54	1.83%
PEPSICO INC *(PEP)*	560	58.42	32,713	60.800	34,048	2.1	1,335	1,008	2.96
PHILIP MORRIS INTL INC *(PM)*	240	31.73	7,616	48.190	11,565	0.7	3,949	556	4.81
PROCTER & GAMBLE CO *(PG)*	860	36.87	31,709	60.630	52,141	3.2	20,432	1,513	2.90
WAL-MART STORES INC *(WMT)*	742	52.05	38,621	53.450	39,659	2.5	1,038	808	2.04
Total consumer staples			**$112,816**		**$140,364**	**8.7%**	**$27,548**	**$3,939**	**2.81%**

Energy

Energy	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ANADARKO PETROLEUM *(APC)*	125	$43.34	$5,418	$62.420	$7,802	0.5%	$2,384	$45	0.58%
APACHE CORP *(APA)*	225	104.00	23,399	103.170	23,213	1.4	(186)	135	0.58
EOG RES INC *(EOG)*	300	93.82	28,147	97.300	29,190	1.8	1,043	174	0.60
EXXON MOBIL CORP *(XOM)*	512	5.24	2,684	68.190	34,913	2.2	32,229	860	2.46
HESS CORP *(HES)*	395	58.50	23,109	60.500	23,897	1.5	788	158	0.66
NATIONAL OILWELL VARCO INC *(NOV)*	425	39.64	16,845	44.090	18,738	1.2	1,893		
NOBLE CORPORATION	100	31.29	3,129	40.700	4,070	0.3	941		
OCCIDENTAL PETROLEUM *(OXY)*	130	49.50	6,435	81.350	10,575	0.7	4,140	171	1.62
SPECTRA ENERGY CP *(SE)*	875	15.53	13,585	20.510	17,946	1.1	4,361	875	4.88
SUNCOR ENERGY INC NEW	350	23.09	8,081	35.310	12,358	0.8	4,277	128	1.04
TRANSOCEAN LTD	225	76.00	17,100	82.800	18,630	1.2	1,530		

Statement dated December 31, 2009
LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
WEATHERFORD INTL LTD	1,100	18.06	19,863	17.910	19,701	1.2	(162)		
Total energy			**$167,795**		**$221,033**	**13.7%**	**$53,238**	**$2,546**	**1.15%**

Financials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACE LIMITED	80	$45.50	$3,640	$50.400	$4,032	0.3%	$392	$99	2.46%
AMERICAN EXPRESS *(AXP)*	700	40.62	28,436	40.520	28,364	1.8	(72)	504	1.78
AXIS CAPITAL HOLDINGS	50	33.98	1,699	28.410	1,420	< 0.1	(279)	42	2.96
BANK OF AMERICA CORP *(BAC)*	867	29.42	25,511	15.060	13,057	0.8	(12,454)	34	0.27
GOLDMAN SACHS GROUP *(GS)*	280	110.91	31,055	168.840	47,275	2.9	16,220	392	0.83
JPMORGAN CHASE & CO *(JPM)*	1,275	34.62	44,142	41.670	53,129	3.3	8,987	255	0.48
METLIFE INC COM *(MET)*	75	28.71	2,153	35.350	2,651	0.2	498	55	2.09
MORGAN STANLEY GRP INC *(MS)*	2,315	28 84	66,776	29.600	68,524	4.3	1,748	463	0.68
PRUDENTIAL FINANCIAL *(PRU)*	75	29.16	2,187	49.760	3,732	0.2	1,545	52	1.41
T ROWE PRICE GROUP INC *(TROW)*	425	52.44	22,287	53.250	22,631	1.4	344	425	1.88
TD-AMERITRADE HLDGS *(AMTD)*	225	17.20	3,871	19.380	4,360	0.3	489		
TRAVELERS COS INC *(TRV)*	100	43.47	4,347	49.860	4,986	0.3	639	132	2.65
US BANCORP DEL NEW *(USB)*	1,125	25.75	28,972	22.510	25,323	1.6	(3,649)	225	0.89
Total financials			**$265,076**		**$279,484**	**17.3%**	**$14,408**	**$2,678**	**0.96%**

Health care

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
AETNA INC NEW *(AET)*	175	$33.95	$5,942	$31.700	$5,547	0.3%	($395)	$7	0.13%
BRISTOL-MYERS SQUIBB CO *(BMY)*	93	20.16	1,875	25.250	2,348	0.2	473	119	5.07
CAREFUSION CORPORATION COM *(CFN)*	37	16.59	614	25.010	925	< 0.1	311		
CELGENE CORP *(CELG)*	475	53.39	25,359	55.680	26,448	1.6	1,089		
JOHNSON & JOHNSON *(JNJ)*	375	22.24	8,339	64.410	24,153	1.5	15,814	735	3.04
MCKESSON CORP *(MCK)*	75	35.41	2,656	62.500	4,687	0.3	2,031	36	0.77

Statement dated December 31, 2009
LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Health care - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
PFIZER INC *(PFE)*	1,173	18.62	21,841	18.190	21,336	1.3	(505)	844	3.96
TEVA PHARM INDS LTD ADR	425	42.72	18,158	56.180	23,876	1.5	5,718	204	0.86
THERMO FISHER SCIENTIFIC *(TMO)*	325	46.45	15,095	47.690	15,499	1.0	404		
WELLPOINT INC *(WLP)*	25	40.32	1,008	58.290	1,457	< 0.1	449		
Total health care			**$100,887**		**$126,276**	**7.8%**	**$25,389**	**$1,945**	**1.54%**

Industrials

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
DANAHER CORP *(DHR)*	225	$76.28	$17,162	$75.200	$16,920	1.1%	($242)	$36	0.21%
EMERSON ELECTRIC CO *(EMR)*	625	44.10	27,565	42.600	26,625	1.7	(940)	837	3.15
FEDEX CORP *(FDX)*	200	81.88	16,376	83.450	16,690	1.0	314	88	0.53
GENERAL ELECTRIC CO *(GE)*	1,020	19.43	19,818	15.130	15,432	1.0	(4,386)	408	2.64
ILLINOIS TOOL WORKS INC *(ITW)*	500	48.43	24,215	47.990	23,995	1.5	(220)	620	2.58
INGERSOLL-RAND PUBLIC LTD	650	36.33	23,614	35.740	23,231	1.4	(383)	182	0.78
ITT CORP *(ITT)*	375	68.53	25,698	49.740	18,652	1.2	(7,046)	318	1.71
JACOBS ENGR GROUP INC *(JEC)*	250	60.81	15,202	37.610	9,402	0.6	(5,800)		-
ROCKWELL AUTOMATION INC *(ROK)*	50	28.44	1,422	46.980	2,349	0.2	927	58	2.47
TYCO INTL LTD NEW	650	35.97	23,381	35.680	23,192	1.4	(189)	520	2.24
UNION PACIFIC CORP *(UNP)*	250	64.29	16,072	63.900	15,975	1.0	(97)	270	1.69
UNITED PARCEL SERVICE CL B *(UPS)*	250	57.50	14,375	57.370	14,342	0.9	(33)	450	3.14
Total industrials			**$224,900**		**$206,805**	**12.8%**	**($18,095)**	**$3,787**	**1.83%**

Information technology

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
ACCENTURE PLC CL A	275	$30.28	$8,327	$41.500	$11,412	0.7%	$3,085	$206	1.81%
AOL INC COM *(AOL)*	37	20.32	752	23.280	861	< 0.1	109		
APPLE INC *(AAPL)*	345	88.57	30,556	210.732	72,702	4.5	42,146		
CISCO SYSTEMS INC *(CSCO)*	2,214	22.15	49,042	23.940	53,003	3.3	3,961		

Statement dated December 31, 2009
LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Information technology - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CORNING INC *(GLW)*	500	14.92	7,461	19.310	9,655	0.6	2,194	100	1.04
EMC CORP *(EMC)*	1,350	17.26	23,302	17 470	23,584	1.5	282		
GOOGLE INC *(GOOG)*	86	398.69	34,287	619.980	53,318	3.3	19,031		
JUNIPER NETWORKS *(JNPR)*	275	16.24	4,467	26.670	7,334	0.5	2,867		
MICROSOFT CORP *(MSFT)*	2,019	26 63	53,767	30.480	61,539	3.8	7,772	1,049	1.71
NETAPP INC *(NTAP)*	100	15.65	1,565	34.360	3,436	0.2	1,871		
PAYCHEX INC *(PAYX)*	725	30.17	21,876	30.640	22,214	1.4	338	899	4.05
Total information technology			**$235,402**		**$319,058**	**19.8%**	**$83,656**	**$2,254**	**0.71%**

Materials

AIR PRODUCTS & CHEMICALS *(APD)*	100	$89 65	$8,965	$81.060	$8,106	0.5%	($859)	$180	2.22%
BHP BILLITON LTD ADR	175	49.81	8,717	76.580	13,401	0.8	4,684	287	2.14
DOW CHEMICAL *(DOW)*	850	22.62	19,230	27.630	23,485	1.5	4,255	510	2.17
INTERNATIONAL PAPER *(IP)*	1,250	25.91	32,387	26 780	33,475	2.1	1,088	125	0.37
MONSANTO CO NEW COM *(MON)*	65	101.63	6,606	81.750	5,313	0.3	(1,293)	68	1.30
PRAXAIR INC *(PX)*	305	33.68	10,271	80.310	24,494	1.5	14,223	488	1.99
SIGMA ALDRICH CORP *(SIAL)*	275	40.29	11,081	50.550	13,901	0.9	2,820	159	1.15
Total materials			**$97,257**		**$122,175**	**7.6%**	**$24,918**	**$1,817**	**1.49%**

Telecom services

AT&T INC *(T)*	350	$38.58	$13,504	$28.030	$9,810	0.6%	($3,694)	$588	5 99%
VERIZON COMMUNICATIONS *(VZ)*	1,210	39.25	47,496	33.130	40,087	2.5	(7,409)	2,299	5.73
Total telecom services			**$61,000**		**$49,897**	**3.1%**	**($11,103)**	**$2,887**	**5.79%**

Utilities

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
EDISON INTERNATIONAL *(EIX)*	**200**	**$39.47**	**$7,894**	**$34.780**	**$6,956**	**0.4%**	**($938)**	**$252**	**3.62%**
Total u.s. large cap			**$1,398,488**		**$1,613,161**	**100.0%**	**$214,673**	**$23,998**	**1.49%**

1 Restricted

Non-U.S. Large cap

Non-U.S. large cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY NON-US LC FD BOOK COST 400,000	42,518.891	$9 41	$400,000	$9.300	$395,425	100.0%	($4,575)	$5,569	1.41%
Total non-u.s. large cap			**$400,000**		**$395,425**	**100.0%**	**($4,575)**	**$5,569**	**1.41%**

Global Small & Mid cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WEST GL SM & MD CAP FD BOOK COST 500,000	39,374.313	$12.70	$500,000	$12.770	$502,809	100.0%	$2,809	$4,094	0.81%
Total global small & mid cap			**$500,000**		**$502,809**	**100.0%**	**$2,809**	**$4,094**	**0.81%**

Statement dated December 31, 2009
LYNN HANDLEMAN CHAR FDN IMA

Trade date basis

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY GL OPPTIES FD BOOK COST 500,000	70,661.845	$7.08	$500,000	$7.070	$499,579	100.0%	($421)	$11,871	2.38%
Total global opportunities			**$500,000**		**$499,579**	**100.0%**	**($421)**	**$11,871**	**2.38%**

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY REAL RETRN FD BOOK COST 200,000	20,338.361	$9.83	$200,000	$9.860	$200,536	100.0%	$536	$1,769	0.88%
Total real return / commodities			**$200,000**		**$200,536**	**100.0%**	**$536**	**$1,769**	**0.88%**
Total value of account			**$4,018,058**		**$4,167,081**		**$149,023**	**$47,491**	**1.14%**

G119641

Statement dated December 31, 2009
- HANDLEMAN FDN B DISCLAIMED IMA

Trade date basis

Account Holdings Summary

	Tax cost	Market value	Percent of account	Unrealized gain/(loss) Amount	Unrealized gain/(loss) Percent	Estimated annual income	Current yield
Cash and short term	$1,478,354	$1,478,354	26.0%			$294	0.02%
Fixed income	2,281,501	2,223,330	39.1	(58,171)	(2.5)	101,326	4.56
Non-U.S. Large cap	600,000	589,029	10.3	(10,971)	(1.8)	8,297	1.41
Global Small & Mid cap	600,000	602,381	10.6	2,381	0.4	4,905	0.81
Global Opportunities	600,000	599,158	10.5	(842)	(0.1)	14,237	2.38
Real Return / Commodities	200,000	200,536	3.5	536	0.3	1,769	0.88
Total value of account	**$5,759,855**	**$5,692,788**	**100.0%**	**($67,067)**	**(1.2%)**	**$130,828**	**2.30%**

Statement dated December 31, 2009
HANDLEMAN FDN B DISCLAIMED IMA

Trade date basis

ACCOUNT HOLDINGS

Cash and short term

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
CASH AVAILABLE			$54		$54	< 0.1%			
SEI GOVT II FUND #33 0.020 %	1,478,300	1.00	1,478,300	1 000	1,478,300	100.0		294	0.02
Total cash and short term			**$1,478,354**		**$1,478,354**	**100.0%**		**$294**	

Fixed income

US government

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FEDERAL HOME LN MTG CORP 7 000 % Due 03/15/2010	110,000	$107.64	$118,407	$101.344	$111,478	5.0%	($6,929)	$7,700	6.91%
US TREASURY NOTES 4.000 % Due 04/15/2010	75,000	103.13	77,344	101 078	75,808	3.4	(1,536)	3,000	3.96
US TREASURY NTS 4 500 % Due 05/15/2010	50,000	105.04	52,519	101.566	50,783	2.3	(1,736)	2,250	4.43
FNMA 7.125 % Due 06/15/2010	100,000	108.46	108,460	103.125	103,125	4.6	(5,335)	7,125	6.91
FED HM LN MTG CP 4.125 % Due 07/12/2010	50,000	101.96	50,978	102.000	51,000	2.3	22	2,062	4.04
US TREASURY NOTES 4.125 % Due 08/15/2010	95,000	103.09	97,940	102.340	97,223	4.4	(717)	3,918	4.03
FED HM LN MTG CP 4.125 % Due 10/18/2010	20,000	102.50	20,499	102.813	20,562	0.9	63	825	4.01
FEDERAL NATL MTG ASSN NT 6.625 % Due 11/15/2010	155,000	107.83	167,144	105 281	163,185	7.3	(3,959)	10,268	6.29
US TREASURY NOTE 4.375 % Due 12/15/2010	150,000	105.15	157,725	103 660	155,490	7.0	(2,235)	6,562	4.22

Trade date basis

US government - continued	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
FED NATL MTG ASSN 5.125 % Due 04/15/2011	95,000	106.01	100,713	105.625	100,343	4.5	(370)	4,868	4.85
FED HOME LN MTG CORP 6.000 % Due 06/15/2011	120,000	108.88	130,659	107.219	128,662	5.8	(1,997)	7,200	5.60
US TREASURY NOTES 5.125 % Due 06/30/2011	125,000	109.71	137,143	106.262	132,827	6.0	(4,316)	6,406	4.82
US TREASURY NOTE 4.625 % Due 08/31/2011	150,000	106.97	160,453	106.039	159,058	7.2	(1,395)	6,937	4.36
US TREASURY NOTES 4 500 % Due 09/30/2011	75,000	108.29	81,216	106.023	79,517	3.6	(1,699)	3,375	4.24
FEDERAL HOME LOAN BANK 4.875 % Due 11/18/2011	135,000	103.31	139,475	106.813	144,197	6.5	4,722	6,581	4.56
UNITED STATES TREASURY NTS 4.750 % Due 01/31/2012	145,000	108.22	156,917	107.320	155,614	7.0	(1,303)	6,887	4.43
US TREASURY N/B 4.500 % Due 04/30/2012	170,000	109.72	186,526	107.211	182,258	8.2	(4,268)	7,650	4.20
FNMA 3.625 % Due 02/12/2013	130,000	105.04	136,547	104.875	136,337	6.1	(210)	4,712	3.46
FEDERAL FARM CREDIT BANK 3.000 % Due 09/22/2014	100,000	100.84	100,836	100.313	100,313	4.5	(523)	3,000	2.99
Total US government			**$2,181,501**		**$2,147,780**	**96.6%**	**($33,721)**	**$101,326**	**4.72%**

Corporate

JP MORGAN CHASE **0% Due 04/08/2010 Aa3 /A+**	**100,000**	**$100.00**	**$100,000**	**$75.550**	**$75,550**	**3.4%**	**($24,450)**		
Total fixed income			**$2,281,501**		**$2,223,330**	**100.0%**	**($58,171)**	**$101,326**	**4.56%**

Statement dated December 31, 2009
HANDLEMAN FDN B DISCLAIMED IMA

Trade date basis

Non-U.S. Large cap

Non-U.S. large cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY NON-US LC FD BOOK COST 600,000	63,336.485	$9.47	$600,000	$9.300	$589,029	100 0%	($10,971)	$8,297	1.41%
Total non-u.s. large cap			**$600,000**		**$589,029**	**100.0%**	**($10,971)**	**$8,297**	**1.41%**

Global Small & Mid cap

Global small & mid cap funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WEST GL SM & MD CAP FD BOOK COST 600,000	47,171.614	$12.72	$600,000	$12.770	$602,381	100.0%	$2,381	$4,905	0.81%
Total global small & mid cap			**$600,000**		**$602,381**	**100.0%**	**$2,381**	**$4,905**	**0.81%**

Global Opportunities

Global opportunities funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY GL OPPTIES FD BOOK COST 600,000	84,746.603	$7.08	$600,000	$7.070	$599,158	100.0%	($842)	$14,237	2.38%
Total global opportunities			**$600,000**		**$599,158**	**100.0%**	**($842)**	**$14,237**	**2.38%**

Statement dated December 31, 2009
HANDLEMAN FDN B DISCLAIMED IMA

Trade date basis

Real Return / Commodities

Real return funds

	Shares/units	Average tax cost per share/unit	Tax cost	Market value per share/unit	Market value	Percent of asset class	Unrealized gain/loss	Estimated annual income	Current yield
OLD WESTBURY REAL RETRN FD BOOK COST 200,000	20,338.361	$9.83	$200,000	$9.860	$200,536	100.0%	$536	$1,769	0.88%
Total real return / commodities			**$200,000**		**$200,536**	**100.0%**	**$536**	**$1,769**	**0.88%**
Total value of account			**$5,759,855**		**$5,692,788**		**($67,067)**	**$130,828**	**2.30%**

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	JOSEPH & SALLY HANDLEMAN CHARITABLE FOUNDATION TRUST	65-6263327
	Number, street, and room or suite no. If a P O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Check type of return to be filed(file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ BESSEMER TRUST CO. 222 ROYAL PALM WAY, PALM BEACH, FL - 33480

Telephone No ▶ (212)708-9100 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______ , and ending ______

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 3,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization JOSEPH & SALLY HANDLEMAN CHARITABLE FOUNDATION TRUST	Employer identification number 65-6263327
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O BESSEMER TRUST, 630 FIFTH AVENUE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10111	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ BESSEMER TRUST CO. 222 ROYAL PALM WAY, PALM BEACH, FL - 33480
  Telephone No. ▶ (212)708-9100 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 4,025.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 4,779.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Parag Shah Title ▶ Agent Date ▶ 8/10/10

923832
05-26-09

12070810 791007 656263327 2009.04011 JOSEPH & SALLY HANDLEMAN CH 65626331