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** 12/01 **, 2009, and ending** 11/30, **20**10

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: THE HANDLER FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O ERNST & YOUNG,LLP ATT:TERRY EYBERG
5 TIMES SQUARE, 17TH FL

City or town, state, and ZIP code: NEW YORK, NY 10036

**A Employer identification number:** 13-7314630

**B** Telephone number (see page 10 of the instructions): (914) 763-5161

**C** If exemption application is pending, check here ▶ [ ]

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

**E** If private foundation status was terminated under section 507(b)(1)(A) check here ▶ [ ]

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

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

**I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,350,956.

**J** Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify) ____
*(Part I, column (d) must be on cash basis )*

**Part I Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions) )*

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 Check ▶ [X] if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 24,390. | 24,390. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -23,092. | | | |
| | b Gross sales price for all assets on line 6a 401,908. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| | 11 Other income (attach schedule) | 92. | 22. | | ATCH 1 |
| | 12 **Total.** Add lines 1 through 11 | 1,390. | 24,412. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0. | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) ATCH 2 | 5,000. | 2,500. | 0. | 2,500. |
| | c Other professional fees (attach schedule) * | 5,434. | 5,434. | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) ** | 734. | 734. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 5 | 425. | 175. | | 250. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 11,593. | 8,843. | 0. | 2,750. |
| | 25 Contributions, gifts, grants paid | 207,720. | | | 207,720. |
| | 26 Total expenses and disbursements Add lines 24 and 25 | 219,313. | 8,843. | 0. | 210,470. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | -217,923. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 15,569. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | -0- | |

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## Part II Balance Sheets

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 155,409. | 93,867. | 93,867. |
| | 2 | Savings and temporary cash investments | | | |
| | 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 page 16 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 6 | 1,081,365. | 1,080,345. | 1,257,089. |
| | 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) | 155,006. | 0. | 0. |
| | 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) | 1,391,780. | 1,174,212. | 1,350,956. |
| 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 | 1,391,780. | 1,174,212. | |
| | 30 | **Total net assets or fund balances** (see page 17 of the instructions) | 1,391,780. | 1,174,212. | |
| | 31 | **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 1,391,780. | 1,174,212. | |

## 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 | 1,391,780. |
| 2 | Enter amount from Part I, line 27a | 2 | -217,923. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATTACHMENT 7 | 3 | 355. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,174,212. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,174,212. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | SEE PART IV SCHEDULE | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

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

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

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | -23,092. |
| 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 pages 13 and 17 of the 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 page 18 of 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)) |
|---|---|---|---|
| 2008 | 1,009,135. | 1,469,771. | 0.686593 |
| 2007 | 774,188. | 2,171,888. | 0.356459 |
| 2006 | 181,830. | 5,604,397. | 0.032444 |
| 2005 | 402,497. | 3,480,432. | 0.115646 |
| 2004 | 381,803. | 905,405. | 0.421693 |

| | | |
|---|---|---|
| 2 **Total** of line 1, column (d) | 2 | 1.612835 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.322567 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 1,294,640. |
| 5 Multiply line 4 by line 3 | 5 | 417,608. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 156. |
| 7 Add lines 5 and 6 | 7 | 417,764. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 210,470. |

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 on page 18

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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 | 311. |
| 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 | 311. |
| 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 | 311. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 19,352. | | |
| b | Exempt foreign organizations-tax withheld at source — 6b: 0. | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: 0. | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 19,352. |
| 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 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 19,041. |
| 11 | Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 19,041. **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 page 19 of the 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 ▶ $ ______ (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 ▶ $ 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? | 4b | N/A | |
| 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 page 19 of the instructions) ▶ NY, | | | |
| 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 on page 27)? *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 page 20 of the 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 ▶ MARTHA HANDLER Telephone no ▶ 914-763-5161

Located at ▶ 25 WOODWAY ROAD SOUTH SALEM, NY ZIP + 4 ▶ 10590

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

## 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.**

| | | Answer | 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 | N/A | |
| | 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 page 20 of the instructions ) | | 2b | | X |
| 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 )* | | 3b | N/A | |
| 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 |

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

| | | | |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to | | | |
| **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | |
| **(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | |
| **(3)** Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | |
| **(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? | | **5b** | N/A |
| Organizations relying on a current notice regarding disaster assistance check here ▶ ☒ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A | ☐ Yes ☐ No | | |
| *If "Yes," attach the statement required by Regulations section 53 4945-5(d)* | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | **6b** | X (No) |
| *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 page 22 of the 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 |
|---|---|---|---|---|
| ATTACHMENT 8 | | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

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

**Total** number of other employees paid over $50,000 ▶ NONE

**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 page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | 0. |
| | | |
| | | |
| | | |
| | | |

**Total** number of others receiving over $50,000 for professional services ▶ NONE

**Part IX-A** **Summary of Direct Charitable Activities**

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

**Part IX-B** **Summary of Program-Related Investments** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments See page 24 of the instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

**Part X Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions )

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes | | |
| a | Average monthly fair market value of securities | 1a | 1,159,682. |
| b | Average of monthly cash balances | 1b | 154,673. |
| c | Fair market value of all other assets (see page 24 of the instructions) | 1c | 0. |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,314,355. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,314,355. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 19,715. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,294,640. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 64,732. |

**Part XI Distributable Amount** (see page 25 of the 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 | 64,732. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 311. | | |
| b | Income tax for 2009 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 311. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 64,421. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 64,421. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 64,421. |

**Part XII Qualifying Distributions** (see page 25 of the 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 | 210,470. |
| 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 | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 210,470. |
| 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 page 26 of the instructions) | 5 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 210,470. |

**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 page 26 of the instructions)

| | | (a) Corpus | (b) Years prior to 2008 | (c) 2008 | (d) 2009 |
|---|---|---|---|---|---|
| **1** Distributable amount for 2009 from Part XI, line 7 | | | | | 64,421. |
| **2** Undistributed income, if any, as of the end of 2009 | | | | | |
| **a** Enter amount for 2008 only | | | | 0. | |
| **b** Total for prior years 20 07 ,20 06 ,20 05 | | | | | |
| **3** Excess distributions carryover, if any, to 2009 | | | | | |
| **a** From 2004 | 336,967. | | | | |
| **b** From 2005 | 402,497. | | | | |
| **c** From 2006 | 0. | | | | |
| **d** From 2007 | 774,854. | | | | |
| **e** From 2008 | 1,009,783. | | | | |
| **f** **Total** of lines 3a through e | | 2,524,101. | | | |
| **4** Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 210,470. | | | | | |
| **a** Applied to 2008, but not more than line 2a | | | | 0. | |
| **b** Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | | |
| **c** Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | 210,470. | ATCH 9 | | |
| **d** Applied to 2009 distributable amount | | | | | |
| **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).)* | | 64,421. | | | 64,421. |
| **6** **Enter the net total of each column as indicated below:** | | | | | |
| **a** Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 2,670,150. | | | |
| **b** Prior years' undistributed income Subtract line 4b from line 2b | | | | | |
| **c** Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | | |
| **d** Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | | |
| **e** Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | 0. | |
| **f** Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 | | | | | |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | | |
| **8** Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) | | 272,546. | | | |
| **9** **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a | | 2,397,604. | | | |
| **10** Analysis of line 9 | | | | | |
| **a** Excess from 2005 | 402,497. | | | | |
| **b** Excess from 2006 | 0. | | | | |
| **c** Excess from 2007 | 774,854. | | | | |
| **d** Excess from 2008 | 1,009,783. | | | | |
| **e** Excess from 2009 | 210,470. | | | | |

## Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 |
| 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) | | | NOT APPLICABLE | | |
| 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 page 28 of 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))

RICHARD AND MARTHA HANDLER

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

N/A

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

Check here ▶ [X] 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 page 28 of the 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

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

N/A

c Any submission deadlines

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE ATTACHMENT 11 | | | | 207,720. |
| **Total** ▶ 3a | | | | 207,720. |
| **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 page 28 of the instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 24,390. | |
| 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 | | | 18 | -23,092. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATTACHMENT 10 | | | | 92. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 1,390. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,390.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions ) |
|---|---|
| | NOT APPLICABLE |

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee: [signature] Date: 12/7/11 Title: VICE PRESIDENT

**Paid Preparer's Use Only**

| | | | | |
|---|---|---|---|---|
| Preparer's signature | Jerry Eyberg | Date 11-27-11 | Check if self-employed ☐ | Preparer's identifying number (See Signature on page 30 of the instructions) |
| Firm's name (or yours if self-employed), address, and ZIP code | ERNST & YOUNG U.S. LLP<br>5 TIMES SQUARE<br>NEW YORK, NY 10036 | | EIN ▶ 34-6565596<br>Phone no 212-773-3000 | |

Form 990-PF (2009)

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | JEFFERIES ACCTS-SEE STMNTS<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 236,989. | | 269,994. | | | | | -33,005. | |
| | | REDEMPTION OF BUCKEYE SERIES 1<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 115,612. | | 110,964. | | | | | 4,648. | |
| | | REDEMPTION OF BUCKEYE SERIES 2<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 49,307. | | 44,042. | | | | | 5,265. | |
| TOTAL GAIN(LOSS) | | | | | | | -23,092. | |

**Recipient's Name and Address:**

RICHARD B & MARTHA HANDLER TTEE
HANDLER FAMILY FOUNDATION

**Account Number: JW4-006367**

Recipient's Identification
Number 13-7314630

# 2009 TAX and YEAR-END STATEMENT

**Box 5—Investment Expenses.** Your share of a UIT s and WHFIT's expenses are reported in Box 5 You may deduct these expenses subject to the 2% limit on the "Other Expenses" line of IRS Form 1040 Schedule A line 23 These expenses are included in Box 1a

**Box 6—Foreign Tax Paid** This shows the foreign tax you may be able to claim as a deduction or a credit on IRS Form 1040 See the IRS Form 1040 instructions and the Foreign Tax Paid section of these instructions

**Boxes 8 and 9—Cash and Noncash Liquidation Distributions.** This shows cash and noncash liquidation distributions Generally, liquidation distributions are treated as amounts received from the sale or exchange of a capital asset and should be reported on IRS Form 1040 Schedule D

**"Special Message for Owners of Mutual Funds, Unit Investment Trusts (UITs), Widely Held Fixed Investment Trusts (WHFITs), Widely Held Mortgage Trusts (WHMTs) and Real Estate Investment Trusts (REITs)** —If you held one or more of these investments we may send you a revised Tax Information Statement if we did not receive reallocation information by February 6 Not all issuers make their final distribution information available until after January When we have not received the distribution information from the issuer we have denoted the income with a symbol ("") on your Tax Information Statement Income and interest declared on these investments in October November or December of 2009 is considered received on December 31 2009 even if the income or interest was not actually paid until January (in the case of regulated investment companies (RICs) (or mutual funds) and REITs) or February (in the case of WHFITs and WHMTs) of 2010 Accordingly these amounts are reported on your 2009 IRS Form 1099 UIT revisions will be mailed by March 15 2010 Supplemental information regarding the percentages of tax exempt income for municipal bond funds by state and the percentage of government agency direct federal and foreign income source for funds will be available on March 1 2010 via a link at www.mytaxhandbook.com

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

## SECURITIES PURCHASED

| Description | CUSIP | Trade/Process Date | Quantity | Net Cost | Accrued Interest Purchased Amount | Accrued Interest Purchased Security Type |
|---|---|---|---|---|---|---|
| BARCLAYS PLC ADRS | 06738E204 | 12/02/2009 | 45 | 894.55 | | |
| BIOVAIL CORP COM ISIN#CA09067J1093 | 09067J109 | 11/12/2009 | 70 | 962.50 | | |
| ENCANA CORP COM SHS ISIN#CA2925051047 | 292505104 | 12/11/2009 | 65 | 1,840 72 | | |
| NOKIA CORP SPONSORED ADR | 654902204 | 12/04/2009 | 260 | 3,330 57 | | |
| **Total** | | | | **7,028.34** | **0.00** | |

**Securities Purchased.** Securities purchased through your account during 2009 are displayed in this section We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement The cost of securities purchased during 2009 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** | | | | | | | | |
| 12/04/09 | 06/01/09 | SELL | ERICSSON L M TEL CO ADR CL B SEK 10 NEW | ERIC | 60.000 | 576 56 | 582.01 | 5 45 |
| 12/11/09 | 04/17/09 | SELL | CENOVUS ENERGY INC COM | CVE | 55.000 | 1,215.55 | 1,331.61 | 116 06 |
| 12/11/09 | 08/28/09 | SELL | CENOVUS ENERGY INC COM | CVE | 10 000 | 259 80 | 242 11 | (17 69) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Total Short Term** | | | | | | 2,051.91 | 2,155.73 | 103.82 |
| **Long Term** | | | | | | | | |
| 12/04/09 | 02/12/08 | SELL | ERICSSON L M TEL CO ADR CL B SEK 10 NEW | ERIC | 245 000 | 2,606 79 | 2,376.53 | (230.26) |
| **Total Long Term** | | | | | | 2606.79 | 2376.53 | (23026) |
| **Total Short Term and Long Term** | | | | | | 4658.70 | 4532.26 | (126.44) |

The Schedule of Realized Gains and Losses is not reported to the IRS This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, for example, it does not reflect disallowed losses from wash sale events Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you Return of capital information has been obtained from sources we believe to be reliable.

When you report your cost basis on your tax return, it should be verified with your own records In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting

**There may be differences between the Schedule of Realized Gains and Losses and 1099 reporting. Below are some of the reasons for these differences:**

- **Account Number Changes -** If your account number changed during the year, the Schedule of Realized Gains and Losses may have been transferred from the original account to the new account The new account will provide you with the complete Schedule of Realized Gains and Losses However, you will receive a complete 1099 for each account open during the year
- **Corporate Actions -** For corporate actions, especially cash and stock mergers, the Schedule of Realized Gains and Losses may report the economic gain or loss resulting from the transaction, including the value of any stock or securities received Thus, the Schedule of Realized Gains and Losses may report no capital gain, a capital gain equal to the difference between the original cost basis versus the fair market value of the new security, or a capital gain equal to the cash received, depending on the terms of the corporate action. In all events, however, the 1099 will only report the cash portion of the corporate action.
- **Cost Basis Service Enrollment -** The Schedule of Realized Gains and Losses will only be displayed for closing transactions during the period the account was enrolled in the cost basis service. However, proceeds will be reported on the 1099 for the full year.
- **Cost Basis Service Reenrollment -** The Schedule of Realized Gains and Losses provides you with the activity after your account was reactivated in the cost basis service However, proceeds will be reported on the 1099 for the full year.
- **Fixed Income -** Maturities and Redemptions for short-term instruments (maturities of less than one year) are included in the Schedule of Realized Gains and Losses. However, this income is reported to the IRS on Form 1099-INT.

# TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SECURITIES PURCHASED

*(Continued)*

| Description | CUSIP | Trade/Process Date | Quantity | Net Cost | Accrued Interest Purchased Amount | Accrued Interest Purchased Security Type |
|---|---|---|---|---|---|---|
| SMITH & NEPHEW P L C SPONSORED ADR NEW | 83175M205 | 08/10/2010 | 77 | 3,516 71 | | |
| SOCIETE GENERALE FRANCE SPON ADR | 83364L109 | 04/08/2010 | 70 | 840 00 | | |
| STMICROELECTRONICS NV SHS N Y REGISTRY | 861012102 | 02/11/2010 | 40 | 323 12 | | |
| TELEFONICA S A ADR SPONS ADR ISIN#US8793822086 | 879382208 | 11/15/2010 | 37 | 2,740 96 | | |
| TEVA PHARMACEUTICAL INDUSTRIES LTD ADR ISIN#US8816242098 | 881624209 | 11/15/2010 | 54 | 2,750 22 | | |
| TOTAL S A SPONSORED ADR | 89151E109 | 06/01/2010 | 15 | 699 29 | | |
| VINCI S A ADR | 927320101 | 06/28/2010 | 215 | 2,392 95 | | |
| **Total** | | | | **36,489.24** | **0.00** | |

**Securities Purchased.** Securities purchased through your account during 2010 are displayed in this section We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement The cost of securities purchased during 2010 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** | | | | | | | | |
| 02/11/10 | 04/17/09 | SELL | ENCANA CORP COM SHS | ECA | 20 000 | 469.36 | 616.99 | 147.63 |
| 04/08/10 | 12/04/09 | SELL | NOKIA CORP SPONSORED ADR | NOK | 35.000 | 448 35 | 526.39 | 78 04 |
| 04/14/10 | 09/25/09 | SELL | LIHIR GOLD LIMITED ADR C/A EFF 09/21/10 | 532349107 | 65.000 | 1,629 65 | 2,375 31 | 745 66 |
| 04/14/10 | 02/11/10 | SELL | LIHIR GOLD LIMITED ADR C/A EFF 09/21/10 | 532349107 | 35.000 | 885.78 | 1,279 02 | 393.24 |
| 08/10/10 | 11/12/09 | SELL | BIOVAIL CORP C/A EFF 09/28/10 | 09067J109 | 70 000 | 962.50 | 1,615 57 | 653 07 |
| **Total Short Term** | | | | | | **4,395.64** | **6,413.28** | **2,017.64** |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES

*(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** | | | | | | | | |
| 02/05/10 | 02/12/08 | SELL | HEINEKEN NV ADR | HINKY | 160 000 | 4,144 00 | 3,699 15 | (444 85) |
| 02/10/10 | 02/12/08 | CLEU | CHUNGHWA TELECOM CO ISIN#US17133Q1067 | 17133Q106 | 0.091 | 1.93 | 1 76 | (0 17) |
| 02/11/10 | 02/12/08 | SELL | KONINKLIJKE PHILIPS ELECTRS N V | PHG | 20 000 | 765.00 | 577 59 | (187.41) |
| 02/11/10 | 02/12/08 | SELL | MAGNA INTERNATIONAL INC COM | MGA | 20 000 | 1,586.20 | 1,125 55 | (460 65) |
| 02/11/10 | 02/12/08 | SELL | MITSUBISHI CORP SPONSORED ADR | MSBHY | 5.000 | 284.25 | 240.64 | (43 61) |
| 02/11/10 | 02/12/08 | SELL | NIPPON TELEG & TELEPHONE CORP | NTT | 35 000 | 846.65 | 758 86 | (87.79) |
| 02/11/10 | 02/12/08 | SELL | SONY CORP ADR AMERN SH NEW | SNE | 25 000 | 1,097 75 | 841 79 | (255 96) |
| 04/08/10 | 02/12/08 | SELL | VOLVO AKTIEBOLAGET ADR B | VOLVY | 40.000 | 531.20 | 420 79 | (110 41) |
| 06/01/10 | 02/12/08 | SELL | BIOVAIL CORP C/A EFF 09/28/10 | 09067J109 | 45 000 | 632.70 | 670 93 | 38.23 |
| 06/09/10 | 02/12/08 | SELL | BP PLC SPONS ADR | BP | 50 000 | 3,287 50 | 1,462 51 | (1,824.99) |
| 06/10/10 | 02/12/08 | CLEU | CEMEX S A B DE C V SPONSOR ADR NEW REP | CX | 0.240 | 5 85 | 2 49 | (3 36) |
| 06/28/10 | 02/12/08 | SELL | VOLVO AKTIEBOLAGET ADR B | VOLVY | 200 000 | 2,656.00 | 2,319.96 | (336 04) |
| 06/28/10 | 04/03/09 | SELL | VOLVO AKTIEBOLAGET ADR B | VOLVY | 55 000 | 334.95 | 637 99 | 303.04 |
| 07/27/10 | 02/12/08 | SELL | BIOVAIL CORP C/A EFF 09/28/10 | 09067J109 | 55 000 | 773.29 | 1,191 34 | 418.05 |
| 07/27/10 | 02/12/08 | SELL | MAGNA INTERNATIONAL INC COM | MGA | 11 000 | 872.41 | 801.88 | (70 53) |
| 07/27/10 | 02/12/08 | SELL | NESTLE SA SPONSORED ADRS REGISTERED | NSRGY | 5.000 | 215 30 | 248 34 | 33 04 |
| 08/10/10 | 02/12/08 | SELL | BIOVAIL CORP C/A EFF 09/28/10 | 09067J109 | 10 000 | 140.60 | 230 80 | 90.20 |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Long Term *(continued)* | | | | | | | | |
| 08/10/10 | 08/18/08 | SELL | BIOVAIL CORP C/A EFF 09/28/10 | 09067J109 | 75.000 | 730.95 | 1,730 98 | 1,000 03 |
| 09/22/10 | 02/12/08 | SELL | NIPPON TELEG & TELEPHONE CORP | NTT | 60.000 | 1,451.39 | 1,345.22 | (106 17) |
| 09/22/10 | 04/02/09 | SELL | NIPPON TELEG & TELEPHONE CORP | NTT | 15 000 | 293 58 | 336.31 | 42 73 |
| 09/22/10 | 09/16/09 | SELL | NIPPON TELEG & TELEPHONE CORP | NTT | 35.000 | 808.19 | 784 71 | (23 48) |
| 10/12/10 | 02/12/08 | TNDG | DEUTSCHE BANK AG RTS EXP 10/05/2010 | D17922424 | 25.000 | 254 75 | 118 96 | (135 79) |
| 10/12/10 | 10/24/08 | TNDG | DEUTSCHE BANK AG RTS EXP 10/05/2010 | D17922424 | 20.000 | 69 21 | 95.17 | 25 96 |
| 10/15/10 | 02/12/08 | SELL | BASF SE SPONS ADR | BASFY | 13 000 | 820.17 | 927 66 | 107.49 |
| 10/15/10 | 02/12/08 | SELL | CHINA PETE & CHEM CORP SPONSORED ADR | SNP | 8.000 | 898.88 | 769 74 | (129 14) |
| 10/15/10 | 02/12/08 | SELL | FOSTERS BREWING GRP LTD SPONS ADR NEW | FBRWY | 241.000 | 1,224 28 | 1,424.28 | 200.00 |
| 11/15/10 | 02/12/08 | SELL | CHUNGHWA TELECOM CO ISIN#US17133Q1067 | 17133Q106 | 94 510 | 2,008 78 | 2,314.62 | 305.84 |
| 11/15/10 | 06/01/09 | SELL | CHUNGHWA TELECOM CO ISIN#US17133Q1067 | 17133Q106 | 14.781 | 293 55 | 362.01 | 68 46 |
| 11/15/10 | 09/16/09 | SELL | CHUNGHWA TELECOM CO ISIN#US17133Q1067 | 17133Q106 | 19 709 | 350.42 | 482 67 | 132.25 |
| 11/15/10 | 02/12/08 | SELL | FOSTERS BREWING GRP LTD SPONS ADR NEW | FBRWY | 364.000 | 1,849 12 | 2,038 36 | 189 24 |
| 11/15/10 | 10/20/08 | SELL | FOSTERS BREWING GRP LTD SPONS ADR NEW | FBRWY | 90.000 | 346.50 | 503.99 | 157.49 |
| **Total Long Term** | | | | | | **29,575.35** | **28,467.05** | **(1,108.30)** |
| **Total Short Term and Long Term** | | | | | | **33,970.99** | **34,880.33** | **909.34** |

**Recipient's Name and Address:**

RICHARD B & MARTHA HANDLER TTEE
HANDLER FAMILY FOUNDATION

**Account Number: JW4-006375**

Recipient's Identification
Number 13-7314630

**2009 TAX and YEAR-END STATEMENT**

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

**Securities Purchased.** Securities purchased through your account during 2009 are displayed in this section We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement The cost of securities purchased during 2009 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040 Schedule D

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** | | | | | | | | |
| 12/16/09 | 10/09/09 | SELL | INTEL CORP COM | INTC | 119 000 | 2,396.99 | 2,316.91 | (80 08) |
| **Total Short Term** | | | | | | 2396.99 | 2316.91 | (80.08) |
| **Long Term** | | | | | | | | |
| 12/11/09 | 04/24/08 | SELL | AMAZON COM INC | AMZN | 39.000 | 3,138 75 | 5,226.19 | 2,087 44 |
| 12/23/09 | 02/12/08 | SELL | APPLE INC COM | AAPL | 2.000 | 258.55 | 404 20 | 145.65 |
| 12/23/09 | 02/12/08 | SELL | GILEAD SCIENCES INC | GILD | 105.000 | 4,773.14 | 4,528.04 | (245 10) |
| **Total Long Term** | | | | | | 8170.44 | 10,158.43 | 1987.99 |
| **Total Short Term and Long Term** | | | | | | 10,567.43 | 12,475.34 | 1907.91 |

The Schedule of Realized Gains and Losses is not reported to the IRS This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, for example, it does not reflect disallowed losses from wash sale events. Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you Return of capital information has been obtained from sources we believe to be reliable

When you report your cost basis on your tax return, it should be verified with your own records In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting.

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

### SECURITIES PURCHASED

*(Continued)*

| Description | CUSIP | Trade/Process Date | Quantity | Net Cost | Accrued Interest Purchased Amount | Security Type |
|---|---|---|---|---|---|---|
| | | | | 3,823 56 | | |
| UNION PACIFIC CORP COM | 907818108 | 02/25/2010 | 33 | 2,241.89 | | |
| | | 03/18/2010 | 13 | 956.99 | | |
| | | | | 3,198 88 | | |
| VALE SA ADR ISIN#US91912E1055 | 91912E105 | 04/27/2010 | 86 | 2,697 72 | | |
| | | 07/30/2010 | 73 | 2,040.02 | | |
| | | 08/18/2010 | 36 | 1,041.45 | | |
| | | 09/03/2010 | 26 | 737 59 | | |
| | | 09/14/2010 | 43 | 1,219.91 | | |
| | | 11/15/2010 | 32 | 1,046.40 | | |
| | | | | 8,783 09 | | |
| WAL MART STORES INC | 931142103 | 02/26/2010 | 34 | 1,839.74 | | |
| WELLS FARGO & CO NEW COM | 949746101 | 01/22/2010 | 40 | 1,089.96 | | |
| YUM BRANDS INC COM | 988498101 | 07/14/2010 | 30 | 1,220.37 | | |
| **Total** | | | | **140,275.97** | **0.00** | |

**Securities Purchased.** Securities purchased through your account during 2010 are displayed in this section We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement The cost of securities purchased during 2010 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** | | | | | | | | |
| 01/22/10 | 03/04/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 45.000 | 1,531 43 | 1,852 35 | 320.92 |
| 01/22/10 | 03/17/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 7.000 | 248.15 | 288 14 | 39.99 |

# TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Short Term *(continued)* | | | | | | | | |
| 02/19/10 | 12/23/09 | SELL | ACTIVISION BLIZZARD INC COM | ATVI | 223.000 | 2,526 59 | 2,411.75 | (114 84) |
| 02/19/10 | 01/19/10 | SELL | ACTIVISION BLIZZARD INC COM | ATVI | 233 000 | 2,525 62 | 2,519 89 | (5 73) |
| 02/23/10 | 03/17/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 30 000 | 1,063 52 | 1,233.91 | 170 39 |
| 02/25/10 | 10/22/09 | SELL | PALM INC CASH MERGER | PALM | 75.000 | 1,164 65 | 499.49 | (665 16) |
| 02/25/10 | 01/13/10 | SELL | PALM INC CASH MERGER | PALM | 132 000 | 1,650 00 | 879 11 | (770 89) |
| 04/08/10 | 05/01/09 | SELL | MONSANTO CO NEW COM | MON | 2.000 | 171.48 | 137.58 | (33 90) |
| 04/08/10 | 07/21/09 | SELL | MONSANTO CO NEW COM | MON | 20 000 | 1,600 66 | 1,375 78 | (224 88) |
| 04/08/10 | 11/12/09 | SELL | MONSANTO CO NEW COM | MON | 11.000 | 810.92 | 756 67 | (54 25) |
| 04/27/10 | 08/24/09 | SELL | ANADARKO PETE CORP | APC | 34.000 | 1,849 54 | 2,440 56 | 591.02 |
| 05/05/10 | 08/24/09 | SELL | ANADARKO PETE CORP | APC | 26.000 | 1,414 36 | 1,646.87 | 232.51 |
| 05/05/10 | 10/09/09 | SELL | ANADARKO PETE CORP | APC | 30.000 | 2,021 36 | 1,900 24 | (121 12) |
| 05/05/10 | 09/18/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 2.000 | 243 98 | 254.93 | 10 95 |
| 05/07/10 | 09/18/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 7.000 | 853.91 | 856.51 | 2 60 |
| 05/07/10 | 12/16/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 14.000 | 1,801 77 | 1,713.02 | (88 75) |
| 05/11/10 | 12/16/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 26 000 | 1,119 51 | 1,104.61 | (14 90) |
| 05/12/10 | 02/26/10 | SELL | WAL MART STORES INC | WMT | 34.000 | 1,839.74 | 1,780.20 | (59.54) |
| 05/20/10 | 08/21/09 | SELL | ROCHE HLDGS LTD SPONSORED ADR | RHHBY | 45.000 | 1,794 24 | 1,541.22 | (253.02) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** *(continued)* | | | | | | | | |
| 05/26/10 | 08/21/09 | SELL | ROCHE HLDGS LTD SPONSORED ADR | RHHBY | 13.000 | 518.33 | 433 54 | (84.79) |
| 05/26/10 | 10/07/09 | SELL | ROCHE HLDGS LTD SPONSORED ADR | RHHBY | 58.000 | 2,340 10 | 1,934.26 | (405 84) |
| 05/27/10 | 06/25/09 | SELL | MICROSOFT CORP COM | MSFT | 80.000 | 1,905 26 | 2,082.36 | 177.10 |
| 05/27/10 | 07/14/09 | SELL | MICROSOFT CORP COM | MSFT | 72 000 | 1,661.90 | 1,874 13 | 212.23 |
| 06/08/10 | 09/18/09 | SELL | SCHLUMBERGER LTD COM ISIN#AN8068571086 | SLB | 40 000 | 2,460 11 | 2,197.16 | (262 95) |
| 06/08/10 | 10/13/09 | SELL | SCHLUMBERGER LTD COM ISIN#AN8068571086 | SLB | 16 000 | 1,027.48 | 878 87 | (148 61) |
| 06/08/10 | 04/08/10 | SELL | SCHLUMBERGER LTD COM ISIN#AN8068571086 | SLB | 19 000 | 1,267 07 | 1,043.65 | (223 42) |
| 06/29/10 | 01/22/10 | SELL | STRAYER ED INC COM | STRA | 5.000 | 1,130.90 | 1,070 51 | (60 39) |
| 08/16/10 | 01/22/10 | SELL | STRAYER ED INC COM | STRA | 6.000 | 1,357 08 | 1,047.06 | (310.02) |
| 08/16/10 | 02/26/10 | SELL | STRAYER ED INC COM | STRA | 10.000 | 2,275 28 | 1,745.11 | (530 17) |
| 09/14/10 | 09/18/09 | SELL | JACOBS ENGINEERING GROUP INC | JEC | 22.000 | 1,073 90 | 806.03 | (267.87) |
| 09/14/10 | 12/16/09 | SELL | JACOBS ENGINEERING GROUP INC | JEC | 22.000 | 814.37 | 806 03 | (8 34) |
| 09/14/10 | 05/07/10 | SELL | JACOBS ENGINEERING GROUP INC | JEC | 19.000 | 813 27 | 696.13 | (117 14) |
| 09/14/10 | 11/12/09 | SELL | MICROSOFT CORP COM | MSFT | 20.000 | 587.40 | 500 81 | (86 59) |
| 09/14/10 | 01/13/10 | SELL | MICROSOFT CORP COM | MSFT | 30.000 | 911.33 | 751 23 | (160 10) |
| 11/02/10 | 01/13/10 | SELL | ECOLAB INC | ECL | 15 000 | 704.07 | 745.10 | 41.03 |
| 11/15/10 | 12/16/09 | SELL | CISCO SYSTEMS INC | CSCO | 8.000 | 187.35 | 160 40 | (26 95) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES

*(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** *(continued)* | | | | | | | | |
| 11/24/10 | 12/16/09 | SELL | CISCO SYSTEMS INC | CSCO | 96 000 | 2,248.21 | 1,867 27 | (380.94) |
| 11/24/10 | 02/19/10 | SELL | CISCO SYSTEMS INC | CSCO | 10.000 | 242.18 | 194 51 | (47 67) |
| 11/24/10 | 02/25/10 | SELL | CISCO SYSTEMS INC | CSCO | 23 000 | 558 18 | 447 37 | (110 81) |
| 11/24/10 | 03/18/10 | SELL | CISCO SYSTEMS INC | CSCO | 8.000 | 210.86 | 155 60 | (55.26) |
| 11/24/10 | 05/12/10 | SELL | STRAYER ED INC COM | STRA | 3.000 | 728.87 | 417 90 | (310 97) |
| 11/24/10 | 05/18/10 | SELL | STRAYER ED INC COM | STRA | 4.000 | 986 66 | 557 20 | (429 46) |
| 11/24/10 | 05/20/10 | SELL | STRAYER ED INC COM | STRA | 3 000 | 712 17 | 417 90 | (294 27) |
| 11/24/10 | 05/27/10 | SELL | STRAYER ED INC COM | STRA | 1.000 | 240.53 | 139 30 | (101 23) |
| 11/24/10 | 06/08/10 | SELL | STRAYER ED INC COM | STRA | 3 000 | 740 70 | 417 89 | (322.81) |
| 12/03/10 | 12/23/09 | SELL | EOG RES INC COM | EOG | 2.000 | 199.07 | 186.08 | (12 99) |
| 12/16/10 | 12/23/09 | SELL | EOG RES INC COM | EOG | 7 000 | 2876.54 696.76 | 633.91 | (62.85) |
| 12/16/10 | 04/08/10 | SELL | EOG RES INC COM | EOG | 11.000 | 1,176.42 | 996 14 | (180.28) |
| 12/16/10 | 09/14/10 | SELL | EOG RES INC COM | EOG | 3 000 | 276.29 | 271 67 | (4.62) |
| 12/16/10 | 11/15/10 | SELL | EOG RES INC COM | EOG | 10 000 | 926.14 | 905.58 | (20 56) |
| **Total Short Term** | | | | | | 53,935 | 48,580.15 | (5354.84) |
| **Long Term** | | | | | | | | |
| 01/19/10 | 02/12/08 | SELL | PRAXAIR INC | PX | 42.000 | 3,500.03 | 3,395.76 | (104.27) |
| 01/19/10 | 02/12/08 | SELL | SIGMA ALDRICH CORP | SIAL | 47 000 | 2,464 47 | 2,460 30 | (4 17) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** *(continued)* | | | | | | | | |
| 01/19/10 | 02/27/08 | SELL | SIGMA ALDRICH CORP | SIAL | 17 000 | 973.57 | 889.90 | (83 67) |
| 01/22/10 | 02/27/08 | SELL | SIGMA ALDRICH CORP | SIAL | 1.000 | 57.27 | 50.15 | (7 12) |
| 01/22/10 | 10/30/08 | SELL | SIGMA ALDRICH CORP | SIAL | 46.000 | 1,907 89 | 2,306.87 | 398 98 |
| 02/19/10 | 02/12/08 | SELL | PACCAR INC | PCAR | 58.000 | 2,586 05 | 2,080 46 | (505 59) |
| 02/26/10 | 02/12/08 | SELL | PACCAR INC | PCAR | 31 000 | 1,382 20 | 1,097 39 | (284 81) |
| 03/18/10 | 03/04/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 10.000 | 910 41 | 1,283.58 | 373.17 |
| 04/07/10 | 03/04/09 | SELL | WAL MART STORES INC | WMT | 32.000 | 1,554 46 | 1,778 21 | 223.75 |
| 04/07/10 | 03/17/09 | SELL | WAL MART STORES INC | WMT | 17.000 | 843 74 | 944 67 | 100.93 |
| 04/07/10 | 03/19/09 | SELL | WAL MART STORES INC | WMT | 6.000 | 298 98 | 333.41 | 34 43 |
| 04/08/10 | 03/27/09 | SELL | MONSANTO CO NEW COM | MON | 21.000 | 1,817.72 | 1,444 57 | (373 15) |
| 04/13/10 | 03/19/09 | SELL | WAL MART STORES INC | WMT | 8.000 | 398.64 | 438 97 | 40 33 |
| 05/05/10 | 02/12/08 | SELL | GOOGLE INC CL A | GOOG | 7.000 | 3,707.41 | 3,579.56 | (127 85) |
| 05/05/10 | 03/04/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 3.000 | 273.12 | 382 40 | 109.28 |
| 05/05/10 | 03/17/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 18.000 | 1,636 03 | 2,294.39 | 658 36 |
| 05/05/10 | 03/19/09 | SELL | INTERNATIONAL BUSINESS MACHS CORP | IBM | 11.000 | 1,022.13 | 1,402.13 | 380 00 |
| 05/05/10 | 02/12/08 | SELL | JOHNSON CTLS INC COM | JCI | 16 000 | 619.41 | 510.26 | (109.15) |
| 05/06/10 | 05/05/08 | SELL | BORGWARNER INC COM | BWA | 49.000 | 2,502.10 | 2,008 04 | (494 06) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** *(continued)* | | | | | | | | |
| 05/11/10 | 03/17/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 8 000 | 283.60 | 339 88 | 56 28 |
| 05/11/10 | 03/19/09 | SELL | AUTOMATIC DATA PROCESSING INC COM | ADP | 23 000 | 842.95 | 977 16 | 134.21 |
| 05/12/10 | 02/12/08 | SELL | JOHNSON CTLS INC COM | JCI | 29.000 | 1,122 68 | 929 18 | (193 50) |
| 05/12/10 | 03/19/09 | SELL | WAL MART STORES INC | WMT | 3 000 | 149.49 | 157 08 | 7 59 |
| 05/12/10 | 05/01/09 | SELL | WAL MART STORES INC | WMT | 11 000 | 548 02 | 575 95 | 27 93 |
| 05/13/10 | 02/12/08 | SELL | GOOGLE INC CL A | GOOG | 1.000 | 529 63 | 519.90 | (9 73) |
| 05/17/10 | 02/12/08 | SELL | APPLE INC COM | AAPL | 13.000 | 1,680 60 | 3,238 28 | 1,557 68 |
| 05/17/10 | 02/12/08 | SELL | JOHNSON CTLS INC COM | JCI | 38 000 | 1,471.10 | 1,129 38 | (341.72) |
| 05/20/10 | 04/24/08 | SELL | AMAZON COM INC | AMZN | 5.000 | 402.40 | 595 66 | 193.26 |
| 05/20/10 | 02/12/08 | SELL | APPLE INC COM | AAPL | 8 000 | 1,034.22 | 1,891 09 | 856.87 |
| 05/20/10 | 02/12/08 | SELL | GOOGLE INC CL A | GOOG | 3.000 | 1,588.89 | 1,422 66 | (166 23) |
| 05/20/10 | 02/12/08 | SELL | PACCAR INC | PCAR | 40.000 | 1,783.48 | 1,571 17 | (212.31) |
| 06/11/10 | 02/12/08 | SELL | JACOBS ENGINEERING GROUP INC | JEC | 60 000 | 4,656.00 | 2,420.28 | (2,235 72) |
| 06/29/10 | 05/05/08 | SELL | BORGWARNER INC COM | BWA | 13 000 | 663 82 | 489 31 | (174 51) |
| 06/29/10 | 05/22/08 | SELL | BORGWARNER INC COM | BWA | 30 000 | 1,562.88 | 1,129 18 | (433.70) |
| 06/29/10 | 02/12/08 | SELL | CATERPILLAR INC | CAT | 7.000 | 515.93 | 430 22 | (85 71) |
| 06/29/10 | 02/12/08 | SELL | CATERPILLAR INC | CAT | 54 000 | 3,831.06 | 3,318 84 | (512.22) |

# TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES

*(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** *(continued)* | | | | | | | | |
| 06/29/10 | 02/12/08 | SELL | JOHNSON CTLS INC COM | JCI | 24.000 | 929.11 | 642 23 | (286 88) |
| 06/29/10 | 02/12/08 | SELL | JOHNSON CTLS INC COM | JCI | 24 000 | 843 38 | 642 23 | (201 15) |
| 07/02/10 | 02/12/08 | SELL | JACOBS ENGINEERING GROUP INC | JEC | 25 000 | 1,940 00 | 883 22 | (1,056 78) |
| 09/14/10 | 07/14/09 | SELL | MICROSOFT CORP COM | MSFT | 17.000 | 392 39 | 425 69 | 33 30 |
| 09/14/10 | 07/23/09 | SELL | MICROSOFT CORP COM | MSFT | 68 000 | 1,730 73 | 1,702 77 | (27 96) |
| 10/07/10 | 11/06/08 | SELL | SCHWAB CHARLES CORP NEW COM | SCHW | 69.000 | 1,260.90 | 979 86 | (281 04) |
| 11/02/10 | 02/12/08 | SELL | ECOLAB INC | ECL | 68 000 | 3,290 91 | 3,377 75 | 86 84 |
| 11/02/10 | 02/27/08 | SELL | ECOLAB INC | ECL | 58 000 | 2,802 55 | 2,881 02 | 78 47 |
| 11/02/10 | 02/23/09 | SELL | ECOLAB INC | ECL | 18 000 | 582.22 | 894 11 | 311 89 |
| 11/02/10 | 02/12/08 | SELL | PRAXAIR INC | PX | 30.000 | 2,500 02 | 2,757 88 | 257.86 |
| 11/15/10 | 10/31/08 | SELL | CISCO SYSTEMS INC | CSCO | 114.000 | 2,006 31 | 2,285.66 | 279.35 |
| 11/15/10 | 12/09/08 | SELL | CISCO SYSTEMS INC | CSCO | 103 000 | 1,782 06 | 2,065.11 | 283 05 |
| 11/15/10 | 05/01/09 | SELL | CISCO SYSTEMS INC | CSCO | 35 000 | 689.84 | 701 74 | 11.90 |
| 11/24/10 | 06/22/09 | SELL | EOG RES INC COM | EOG | 28 000 | 1,892.25 | 2,503 68 | 611.43 |
| 11/24/10 | 07/21/09 | SELL | EOG RES INC COM | EOG | 19 000 | 1,374 00 | 1,698 93 | 324.93 |
| 11/24/10 | 10/13/09 | SELL | EOG RES INC COM | EOG | 5.000 | 446.02 | 447 08 | 1 06 |
| 12/03/10 | 10/13/09 | SELL | EOG RES INC COM | EOG | 13 000 | 1,159.65 | 1,209 54 | 49 89 |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** *(continued)* | | | | | | | | |
| 12/23/10 | 03/06/09 | SELL | TEVA PHARMACEUTICAL INDUSTRIES LTD ADR | TEVA | 17.000 | 748.21 | 893 03 | 144.82 |
| 12/23/10 | 03/17/09 | SELL | TEVA PHARMACEUTICAL INDUSTRIES LTD ADR | TEVA | 37 000 | 1,673 65 | 1,943 65 | 270 00 |
| 12/23/10 | 05/01/09 | SELL | TEVA PHARMACEUTICAL INDUSTRIES LTD ADR | TEVA | 13.000 | 570 85 | 682 90 | 112 05 |
| 12/23/10 | 08/18/09 | SELL | TEVA PHARMACEUTICAL INDUSTRIES LTD ADR | TEVA | 12.000 | 607 68 | 630.37 | 22.69 |
| **Total Long Term** | | | | | | 75,585.10 | 74,705.20 | (879.90) |
| **Total Short Term and Long Term** | | | | | | 129,520.10 | 123,285.35 | (6234.74) |

The Schedule of Realized Gains and Losses is not reported to the IRS This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, for example, it does not reflect disallowed losses from wash sale events Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you Return of capital information has been obtained from sources we believe to be reliable.

When you report your cost basis on your tax return, it should be verified with your own records In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes. Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting

**There may be differences between the Schedule of Realized Gains and Losses and 1099 reporting. Below are some of the reasons for these differences:**

- **Account Number Changes -** If your account number changed during the year, the Schedule of Realized Gains and Losses may have been transferred from the original account to the new account. The new account will provide you with the complete Schedule of Realized Gains and Losses. However, you will receive a complete 1099 for each account open during the year
- **Corporate Actions -** For corporate actions, especially cash and stock mergers, the Schedule of Realized Gains and Losses may report the economic gain or loss resulting from the transaction, including the value of any stock or securities received Thus, the Schedule of Realized Gains and Losses may report no capital gain, a capital gain equal to the difference between the original cost basis versus the fair market value of the new security, or a capital gain equal to the cash received, depending on the terms of the corporate action. In all events, however, the 1099 will only report the cash portion of the corporate action
- **Cost Basis Service Enrollment -** The Schedule of Realized Gains and Losses will only be displayed for closing transactions during the period the account was enrolled in the cost basis service However, proceeds will be reported on the 1099 for the full year
- **Cost Basis Service Reenrollment -** The Schedule of Realized Gains and Losses provides you with the activity after your account was reactivated in the cost basis service However, proceeds will be reported on the 1099 for the full year.

**Recipient's Name and Address:**

RICHARD B & MARTHA HANDLER TTEE
HANDLER FAMILY FOUNDATION

**Account Number: JW4-006383**

Recipient's Identification
Number 13-7314630

**2009 TAX and**
**YEAR-END STATEMENT**

# TRANSACTIONS WE DO NOT REPORT TO THE IRS

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** | | | | | | | | |
| 12/15/09 | 08/28/08 | CLEU | AOL INC COM | AOL | 0 818 | 21.49 | 15 80 | (5 69) |
| 12/22/09 | 08/28/08 | SELL | AOL INC COM | AOL | 17.000 | 446 52 | 391 27 | (55.25) |
| **Total Long Term** | | | | | | 468.01 | 407.07 | (60.94) |
| **Total Short Term and Long Term** | | | | | | 468.01 | 407.07 | (60.94) |

The Schedule of Realized Gains and Losses is not reported to the IRS. This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, for example, it does not reflect disallowed losses from wash sale events. Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you. Return of capital information has been obtained from sources we believe to be reliable.

When you report your cost basis on your tax return, it should be verified with your own records. In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes. Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting

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- **Cost Basis Service Reenrollment** - The Schedule of Realized Gains and Losses provides you with the activity after your account was reactivated in the cost basis service However, proceeds will be reported on the 1099 for the full year

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

### SECURITIES PURCHASED

*(Continued)*

| Description | CUSIP | Trade/Process Date | Quantity | Net Cost | Accrued Interest Purchased Amount | Security Type |
|---|---|---|---|---|---|---|
| | | 07/08/2010 | 13 | 814 85 | | |
| | | 07/15/2010 | 15 | 966 89 | | |
| | | 07/20/2010 | 14 | 898 77 | | |
| | | 07/29/2010 | 17 | 1,164.15 | | |
| | | 08/05/2010 | 10 | 714 27 | | |
| | | 11/18/2010 | 24 | 1,517 33 | | |
| | | | | 11,014 02 | | |
| SWIRE PACIFIC LTD SPONS ADR REPRESENTG 1 CLASS A SHARE | 870794302 | 12/14/2010 | 64 | 1,057 97 | | |
| **Total** | | | | **74,917.65** | **0.00** | |

**Securities Purchased.** Securities purchased through your account during 2010 are displayed in this section We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement. The cost of securities purchased during 2010 should be reported on your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D

## SCHEDULE of REALIZED GAINS and LOSSES

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Short Term** | | | | | | | | |
| 07/15/10 | 04/07/10 | SELL | BLACKROCK INC COM | BLK | 5.000 | 997 45 | 760 45 | (237.00) |
| 07/15/10 | 05/20/10 | SELL | BLACKROCK INC COM | BLK | 5.000 | 819.09 | 760.45 | (58 64) |
| 07/21/10 | 06/08/10 | SELL | HENDERSON LAND DEVELOPMENT CO LTD | HLDWF | 200 000 | 26.40 | 25.94 | (0.46) |

(296.10)

## TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Short Term *(continued)* | | | | | | | | |
| **Total Short Term** | | | | | | **4,479.22** | **3,607.08** | **(872.14)** |
| **Long Term** | | | | | | | | |
| 01/27/10 | 04/09/08 | SELL | BURLINGTON NORTHERN SANTA FE COMMON | 12189T104 | 66.000 | 6,181 41 | 6,568 23 | 386.82 |
| 03/03/10 | 12/05/08 | SELL | DISNEY WALT CO DISNEY COM | DIS | 40.000 | 845 35 | 1,267 55 | 422 20 |
| 04/12/10 | 02/12/08 | SELL | NASDAQ OMX GROUP INC COM | NDAQ | 141.000 | 5,934 69 | 3,101 97 | (2,832 72) |
| 04/22/10 | 02/09/09 | SELL | ENCANA CORP COM SHS | ECA | 10 000 | 245.23 | 311 36 | 66.13 |
| 05/21/10 | 02/09/09 | SELL | HUANENG PWR INTL INC SPONSORED ADR SER N | HNP | 25 000 | 732.38 | 579 50 | (152.88) |
| 05/24/10 | 02/09/09 | SELL | HUANENG PWR INTL INC SPONSORED ADR SER N | HNP | 15 000 | 439.43 | 350 99 | (88 44) |
| 05/25/10 | 02/09/09 | SELL | HUANENG PWR INTL INC SPONSORED ADR SER N | HNP | 18 000 | 527.32 | 413 19 | (114 13) |
| 05/26/10 | 02/09/09 | SELL | HUANENG PWR INTL INC SPONSORED ADR SER N | HNP | 16 000 | 468 72 | 347.65 | (121 07) |
| 06/04/10 | 12/05/08 | SELL | DISNEY WALT CO DISNEY COM | DIS | 26 000 | 549.48 | 878.46 | 328.98 |
| 06/18/10 | 12/05/08 | SELL | DISNEY WALT CO DISNEY COM | DIS | 58 000 | 1,225 76 | 2,031 15 | 805.39 |
| 06/23/10 | 08/28/08 | SELL | TIME WARNER INC NEW COM NEW | TWX | 36 000 | 1,224.29 | 1,147 32 | (76 97) |
| 06/24/10 | 02/09/09 | SELL | BHP BILLITON LTD SPONSORED ADR | BHP | 15.000 | 700 65 | 1,024 78 | 324 13 |
| 07/01/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 48 000 | 1,653 60 | 393 43 | (1,260 17) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

(Continued)

## SCHEDULE of REALIZED GAINS and LOSSES

(Continued)

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| **Long Term** *(continued)* | | | | | | | | |
| 07/01/10 | 02/09/09 | SELL | ENCANA CORP COM SHS | ECA | 39.000 | 956 38 | 1,188.22 | 231.84 |
| 07/02/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 67 000 | 2,308 15 | 553.34 | (1,754 81) |
| 07/06/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 108.000 | 3,720 60 | 925.24 | (2,795 36) |
| 07/07/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 47 000 | 2,457 76 | 2,190.17 | (267 59) |
| 07/08/10 | 08/15/08 | SELL | RIO TINTO PLC SPONSORED ADR | RIO | 24 000 | 2,071 70 | 1,120 40 | (951 30) |
| 07/15/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 51.000 | 1,756 95 | 485 79 | (1,271 16) |
| 07/16/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 120 000 | 4,134 00 | 1,142 11 | (2,991 89) |
| 07/19/10 | 02/12/08 | SELL | LONDON STOCK EXCHANG GROUP PLC LONDON | LDNXF | 36 000 | 1,240 20 | 344.37 | (895.83) |
| 07/27/10 | 02/12/08 | SELL | LEGG MASON INC | LM | 48 000 | 3,420 00 | 1,391.31 | (2,028.69) |
| 07/30/10 | 02/09/09 | SELL | ENCANA CORP COM SHS | ECA | 84.000 | 2,059 89 | 2,576 71 | 516.82 |
| 08/03/10 | 02/12/08 | SELL | LEGG MASON INC | LM | 32.000 | 2,280 00 | 931.79 | (1,348.21) |
| 08/04/10 | 08/28/08 | SELL | TIME WARNER INC NEW COM NEW | TWX | 30 000 | 1,020 24 | 970 38 | (49 86) |
| 08/10/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 18 000 | 941.27 | 949 48 | 8 21 |
| 08/17/10 | 08/28/08 | SELL | TIME WARNER INC NEW COM NEW | TWX | 30.000 | 1,020 24 | 933 07 | (87 17) |
| 08/18/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 18.000 | 941.27 | 942 62 | 1.35 |
| 08/19/10 | 08/28/08 | SELL | TIME WARNER INC NEW COM NEW | TWX | 56.000 | 1,904 45 | 1,719.24 | (185 21) |
| 08/26/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 33.000 | 1,725 66 | 1,681 68 | (43.98) |

## TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES

*(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Long Term *(continued)* | | | | | | | | |
| 09/01/10 | 08/28/08 | SELL | TIME WARNER INC NEW COM NEW | TWX | 44 000 | 1,496 36 | 1,352 49 | (143 87) |
| 09/07/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 34 000 | 1,777 96 | 1,830 22 | 52.26 |
| 09/15/10 | 05/22/08 | SELL | PHILIP MORRIS INTL INC COM | PM | 17 000 | 888 98 | 941 70 | 52 72 |
| 09/21/10 | 02/12/08 | SELL | EL PASO CORP COM | EP | 315 000 | 5,229 00 | 3,865 89 | (1,363 11) |
| 09/28/10 | 08/19/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 49 000 | 1,226 61 | 980 49 | (246 12) |
| 09/30/10 | 02/12/08 | SELL | EL PASO CORP COM | EP | 185.000 | 3,071 00 | 2,292 11 | (778 89) |
| 10/05/10 | 02/12/08 | SELL | FEDERAL NATL MTG ASSN COM | FNMA | 111.000 | 3,482 07 | 31 16 | (3,450.91) |
| 10/06/10 | 02/09/09 | SELL | ALLEGHENY ENERGY INC COM STOCK MGR | 017361106 | 41.000 | 1,401 64 | 1,000.54 | (401 10) |
| 10/11/10 | 08/19/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 26 000 | 650.85 | 563.04 | (87.81) |
| 10/12/10 | 08/19/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 14.000 | 350.46 | 300 94 | (49 52) |
| 10/12/10 | 10/31/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 8.000 | 95 76 | 171.97 | 76.21 |
| 10/13/10 | 10/31/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 6.000 | 71 82 | 135.94 | 64 12 |
| 10/18/10 | 02/09/09 | SELL | ALLEGHENY ENERGY INC COM STOCK MGR | 017361106 | 71.000 | 2,427 24 | 1,758 54 | (668 70) |
| 10/21/10 | 10/31/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 44.000 | 526 65 | 1,014 11 | 487.46 |
| 10/26/10 | 02/09/09 | SELL | ALLEGHENY ENERGY INC COM STOCK MGR | 017361106 | 41 000 | 1,401 64 | 941 71 | (459 93) |
| 11/03/10 | 02/12/08 | SELL | GAZPROM O A O SPON ADR REG S | OGZPY | 102.000 | 5,049 00 | 2,252 12 | (2,796 88) |
| 11/10/10 | 02/12/08 | SELL | RRI ENERGY INC COM *N/C* EFF 12/03/2010 | 74971X107 | 215.000 | 4,569.07 | 825 04 | (3,744 03) |

# TRANSACTIONS WE DO NOT REPORT TO THE IRS

*(Continued)*

## SCHEDULE of REALIZED GAINS and LOSSES

*(Continued)*

| Disposition Date | Acquisition Date | Closing Transaction | Description | Security Identifier | Quantity | Cost Basis | Proceeds | Realized Gain/Loss |
|---|---|---|---|---|---|---|---|---|
| Long Term *(continued)* | | | | | | | | |
| 11/15/10 | 10/31/08 | SELL | ANGLO AMERN PLC ADR NEW | AAUKY | 47.000 | 562 56 | 1,142 44 | 579.88 |
| 12/07/10 | 08/12/08 | SELL | CHINA UNICOM HONG KONG LTD ADR | CHU | 18.000 | 354.25 | 249 86 | (104.39) |
| 12/08/10 | 08/12/08 | SELL | CHINA UNICOM HONG KONG LTD ADR | CHU | 6.000 | 118.08 | 81.19 | (36.89) |
| 12/08/10 | 04/27/09 | SELL | GENZYME CORP COM FORMERLY COM GEN DIV | GENZ | 54.000 | 2,936.88 | 3,784.49 | 847.61 |
| 12/10/10 | 02/12/08 | SELL | GENON ENERGY INC COM | GEN | 435 000 | 9,244 41 | 1,574 19 | (7,670.22) |
| 12/16/10 | 02/12/08 | SELL | GAZPROM O A O SPON ADR REG S | OGZPY | 44.000 | 2,178.00 | 1,107 46 | (1,070 54) |
| **Total Long Term** | | | | | | | | (29,103.79) |
| **Total Short Term and Long Term** | | | | | | | | |

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FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| NON-DIVIDEND DISTRIBUTION | 70. | |
| MISCELLANEOUS INCOME | 22. | 22. |
| TOTALS | 92. | 22. |

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|---|
| ERNST & YOUNG | | 5,000. | 2,500. | | 2,500. |
| | TOTALS | 5,000. | 2,500. | 0. | 2,500. |

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| JEFFERIES & CO. - INVESTMENT MANAGEMENT FEES | 5,434. | 5,434. |
| TOTALS | 5,434. | 5,434. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 734. | 734. |
| TOTALS | 734. | 734. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| NYS FILING FEE | 250. | | 250. |
| ASSET MANAGEMENT FEES | 175. | 175. | |
| TOTALS | 425. | 175. | 250. |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| JEFFERIES & COMPANY | | |
| ACCOUNT JW4-006375 | 210,432. | 269,150. |
| ACCOUNT JW4-006383 | 223,574. | 196,172. |
| ACCOUNT JW4-006367 | 185,274. | 164,044. |
| ACCOUNT JW4-008901 | 461,065. | 627,723. |
| TOTALS | 1,080,345. | 1,257,089. |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | | AMOUNT |
|---|---|---|
| PRIOR PERIOD ADJUSTMENT | | 355. |
| | TOTAL | 355. |

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

ATTACHMENT 8

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| RICHARD HANDLER<br>25 WOODWAY ROAD<br>SOUTH SALEM, NY 10590 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| MARTHA HANDLER<br>25 WOODWAY ROAD<br>SOUTH SALEM, NY 10590 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| | GRAND TOTALS | 0. | 0. | 0. |

FORM 990PF, PART XIII - DISTRIBUTION FROM CORPUS ELECTION

PURSUANT TO REG. 53.4942(A)-3(D)(2), THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBTUIONS AS DISTRIBUTIONS OUT OF CORPUS.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 10

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| NON-DIVIDEND DISTRIBUTION | | | | 70. | |
| MISCELLANEOUS INCOME | | | 14 | 22. | |
| TOTALS | | | | 92. | |

**HANDLER FAMILY FOUNDATION**
**EIN 13-7314630**
**YEAR ENDED 11/30/2010**

**FORM 990-PF, PART XV - CONTRIBUTIONS, GIFTS AND GRANTS PAID**

| NAME & ADDRESS | FOUNDATION STATUS | PURPOSE | AMOUNT |
|---|---|---|---|
| A HOME COMMUNITY ENTERPRISES INC<br>PLEASANTVILLE, NY | 509(a)(1) Type I | GENERAL SUPPORT | 5,000 |
| THE AFYA FOUNDATION OF AMERICA<br>YONKERS, NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 100 |
| BEDFORD AUDUBON SOCIETY<br>KATONAH, NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 100 |
| BEST BUDDIES INTERNATIONAL<br>MIAMI, FL | 509(a)(2) | GENERAL SUPPORT | 250 |
| BOYS AND GIRLS CLUB<br>MT KISCO NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 1 000 |
| CARAMOOR CENTER FOR MUSIC AND THE ARTS INC<br>KATONAH NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 1,000 |
| DYSAUTONOMIA FOUNDATION INC<br>NEW YORK, NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 5 000 |
| FRIENDS OF KAREN INC<br>PURDYS NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 250 |
| GALAPAGOS CONSERVANCY<br>FALLS CHURCH, VA | 509(a)(2) | GENERAL SUPPORT | 200 |
| JEWISH CHILD CARE ASSOCIATION<br>NEW YORK NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 1,000 |
| THE KOMEN FOUNDATION<br>DALLAS TX | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 5 000 |
| MUSEUM OF SCIENCE<br>BOSTON MA | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 250 |
| MT KISCO DAY CARE CORPS<br>MT KISCO NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 350 |
| NEIGHBORHOOD LINK<br>MOUNT KISCO NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 3,000 |
| NORTHERN WESTCHESTER HOSPITAL ASSOCIATION<br>MT KISCO, NY | 509(a) 170(b)(1)(A)(iii) | GENERAL SUPPORT | 1,000 |
| ONLY MAKE BELIEVE, INC<br>NEW YORK, NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 600 |
| PHC FOUNDATION INC<br>PLAINFIELD NJ | 509(a)(1) Type I | GENERAL SUPPORT | 10 000 |
| PLANNED PARENTHOOD,MARGARET SANGER SOCIETY<br>ROCHESTER NY | 509(a)(2) | GENERAL SUPPORT | 1 000 |
| RIVERKEEPER INC<br>OSSINING NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 1 000 |
| SPECIAL OLYMPICS OF NEW YORK<br>ROCHESTER NY | 509(a)(2) | GENERAL SUPPORT | 100 |
| ST ANNS WAREHOUSE<br>BROOKLYN NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 10,000 |
| TOURETTE SYNDROME ASSOCIATION<br>BAYSIDE, NY | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 10 000 |
| THE UMBRELLA CLUB<br>STAMFORD CT | 509(a) 170(b)(1)(A)(vi) | GENERAL SUPPORT | 100 |
| VNA AND HOSPICE CARE FOUNDATION<br>TARRYTOWN NY | 509(a)(3) Type II | GENERAL SUPPORT | 220 |
| WESTCHESTER EXCEPTIONAL CHILDREN INC<br>NORTH SALEM NY | 509(a) 170(b)(1)(A)(ii) | GENERAL SUPPORT | 200 |
| WINDWARD SCHOOL<br>WHITE PLAINS NY | 509(a) 170(b)(1)(A)(ii) | GENERAL SUPPORT | 151 000 |
| | | | 207,720 |